

## **RULES OF**

# **Highgate AFC Incorporated**

### **THE SOCIETY**

#### **1.0 Name**

**1.1** The name of the society is Highgate AFC Incorporated ("the Society").

**1.2** The Society is constituted by resolution dated 10 June 2006.

#### **2.0 Registered Office**

**2.1** The Registered Office of the Society is 25 Rewa Street Dunedin.

#### **3.0 Purposes of Society**

**3.1** The purposes of the Society are to:

- (a) Promote and Participate in Senior Football in Dunedin;
- (b) Do anything necessary or helpful to the above purposes.

**3.2** Pecuniary gain is not a purpose of the Society.

### **MANAGEMENT OF THE SOCIETY**

#### **4.0 Managing Committee**

**4.1** The Society 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 Society shall decide.

**4.2** Only Members of the Society 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 Society 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 Society 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 Society 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 Society Meetings, the Committee shall appoint another Committee Member to fill that vacancy until the next Society 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 Society;
- Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- Manage the Society'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 Society, 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 Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **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 Society;

- (e) Give a report on the operation of the Society 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 Society's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Retain the common seal of the Society, if the Society has a common seal.

**9.3 The Treasurer's role is to:**

- (a) Collect and receive all payments made to the Society. These payments must be banked within seven days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Society's account book, so that the Society'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 Society decides this in a Meeting.
- (d) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

## **SOCIETY 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 Society. 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.

### **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 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 Society, 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 Society.

(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 Society Meeting.

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

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

(f) the Member shall not be entitled to participate in Society activities until a final decision on the whether to let the termination stand, or whether to reinstate the Member has been made

## **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 Society, 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 Society and shall do nothing to bring the Society into disrepute.

**15.2** All members shall at all times conduct themselves with respect and sportsmanship towards fellow members, opponents, officials, and all individuals associated with the Club and its activities.

**15.3** Any member who, in the opinion of the Committee, has failed to uphold the standards of respect and sportsmanship expected of members may be stood down for one playing day in the first instance. Any member who repeatedly fails to uphold the standards of respect and sportsmanship expected of members may have their Membership terminated in accordance with Clause 13.2.

**15.4** Any member who is disciplined pursuant to Clause 15.3 may appeal the decision using the Disputes Resolution process described in Appendix 1.

## **MONEY AND OTHER ASSETS OF THE SOCIETY**

### **16.0 Use of Money and Other Assets**

**16.1** The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (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 Society.

**16.2** As a not-for-profit organisation, the Officers and Members may not receive any distributions of profit or income from it. This does not prevent Officers or Members receiving reimbursement of actual and reasonable expenses incurred, or entering into any transactions with the Society for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties. Provided no Officer or Member is allowed to influence any such decision made by the Society in respect of payments or transactions between it and them, their direct family or any associated entity

### **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 \$100.00 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 Society, 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 Society 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 Society may:

- (a) Employ people for the purposes of the Society;
- (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 Society Meeting.

## **19.0 Financial Year**

**19.1** The financial year of the Society begins on 1 January of every year and ends on 31 December of the same year.

## **20.0 Payments**

**20.1** Any Payments made by the Society above a value of twenty dollars must be electronic deposit.

## **21.0 Appointing an Auditor**

**21.1** At an Annual General Meeting, the Society may by majority vote appoint someone to audit the Society ("the Auditor"). The Auditor shall audit the Society's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Institute of Accountants, and must not be a Member of the Society. If the Society 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 Society Meetings**

**22.1** A Society 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 February and 31 May. The Committee shall determine when and where the Society shall meet within those dates. The Secretary shall take Minutes at all Society Meetings.

**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 Society Meeting;
- (b) A copy of the Annual Report and Statement of Accounts, if the Society 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 Society Meetings.

**22.6** No Society Meeting may be held unless at least seven (7) Members attend.

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

**22.8** On any given motion at a Society 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 Society;
- (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
- (d) Disclosure of any actual or potential conflicts of interest by Committee Members or Members conducting business with the Society;
- (e) Election of Committee Members;
- (f) Motions to be considered;
- (g) General business; and
- (h) Approval of plans for the balance of the current and next calendar years.

**22.10** Notwithstanding any other provision in these Articles, any motion which may be passed at a Society Meeting may be passed by a written motion signed by a majority of all members entitled to vote at such meeting. For the purposes of this clause, a written resolution may be signed electronically in a manner that reliably identifies the signatory and indicates their approval of the resolution. A written motion so signed shall be as valid and effective as if it had been passed at a duly convened and held Society Meeting.

## **23.0 Motions at Society Meetings**

**23.1** Any Member may request that a motion be voted on ("Member's Motion") at a particular Society 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 Society 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 Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Society 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 Society Meeting.

**23.2** The Committee may also decide to put forward motions for the Society 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** A document shall be executed on behalf of the Society if the document is signed by any two of the Chairperson, Secretary, or Treasurer.

## **ALTERING THE RULES**

### **26.0 Altering the Rules**

**26.1** The Society 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.

**26.2** 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 Society 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 Secretary 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.

**26.5 Restriction on Powers:** Nothing expressed or implied in these rules shall permit the alteration of the condition upon winding up expressed in rule 27.1.

**26.6** No addition to, deletion from or alteration of the Society's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **WINDING UP**

### **27.0 Winding up**

**27.1** If the Society is wound up:



- (a) The Society's debts, costs and liabilities shall be paid first;
- (b) Surplus Money and Other Assets of the Society may be disposed of:
  - i) By resolution; or
  - ii) According to the provisions in the Incorporated Societies Act 2022; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to a non-profit organisation with similar goals and objectives as the Highgate AFC Incorporated.

## DISPUTE RESOLUTION

### 28.0 Dispute Resolution

**28.1** All disputes and complaints between the Society and any Member shall be resolved in accordance with the Dispute Resolution procedure in Appendix 1

### 29.0 Definitions

**29.1** In these Rules:

- (a) **"Committee"** means the Committee of the Society.
- (b) **"Committee Meeting"** means a meeting of the Committee.
- (c) **"Committee Member"** means any Member who is on the Committee.
- (d) **"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.
- (e) **"Meeting"** means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- (f) **"Money or Other Assets"** means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (g) **"Payment"** means any transfer of legal tender by cash, electronic transfer, or any other means of paying legal tender.
- (h) **"Rules"** means these rules, being the rules of the Society.
- (i) **"Society Meeting"** means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (j) **"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.
- (k) **"Written Notice"** means hand-written, printed or electronic communication of words or a combination of these methods.

## **Appendix 1. Dispute Resolution**

### **1. How complaint is made**

A member or an officer may make a complaint by giving to the committee a notice 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.

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.

A person against whom an allegation is made must be fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

A complaint may be made in any other reasonable manner permitted by the society's constitution.

### **2. Person who makes complaint has right to be heard**

A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the society makes a complaint:

- a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
- b. an officer may exercise that right on behalf of the society.

Without limiting the way the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if:

- a. they have a reasonable opportunity to be heard in writing or at an 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.

### **3. Person who is subject of complaint has right to be heard**

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 is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 202; or
- c. has damaged the rights or interests of a member or the rights or interests of members generally.

The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

If the respondent is the society, an officer may exercise the right on behalf of the society.

Without limiting the way 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.

#### **4. Investigating and determining dispute**

The 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. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

#### **5. Society may decide not to proceed further with complaint**

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if:

- a. the complaint is trivial; or
- b. the complaint does not appear 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 the Incorporated Societies Act 2022
  - III. that a member's rights or interests or members' rights or interests generally have been materially damaged
  - IV. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- c. the person who makes the complaint has an insignificant interest in the matter; or
- d. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- e. there has been an undue delay in making the complaint.

#### **6. Society may refer complaint**

The 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.

The 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).

#### **7. Decision makers**

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.