

**CONSTITUTION
PAPAMOA FOOTBALL CLUB INCORPORATED**

1.0 NAME

The name of the Club is Papamoa Football Club Incorporated.

2.0 DEFINITIONS and INTERPRETATION

In this Constitution and any Regulations hereunder:

"Club" or "PFC" means Papamoa Football Club Incorporated.

"Executive" or "The Executive" or "Office Bearers" means the Chairperson, Secretary, and Treasurer.

"FCTM" means FC Tauranga Moana, a registered charity (CC61241).

"Member" means such persons as defined in Rule 7.

"Voting Member" means, in accordance with Rule 7.6 and 7.7, a Senior Member, Life Member, Committee/Board Member, Volunteer Member or Associate Member who has paid their subscription in full (if applicable), and such other Member as determined by the Committee/Board from time to time. To be clear, any Member who has any overdue fees and subscriptions is still a Member of the Club, but is not a Voting Member until their overdue fees and subscriptions are paid.

"Committee/Board Member" means such persons as defined in Rule 7.

"General Meeting" means a meeting of the membership at large, and includes an Annual General Meeting and Special General Meeting.

"Committee/Board" means the committee as defined in Rule 10.

"Committee/Board Meeting" means a meeting of the Committee/Board.

"Notice" means via personal phone-call or written notice.

"Written notice" and/or "in writing" means communication by post, electronic means (including, but not limited to, email, text, and website posting), or advertisement in print media, or a combination of those methods.

"Rules" means the contents of this Constitution.

"Associated Person" means two persons who are relatives, and two persons who are each associated with the same third person.

"Act" means the Incorporated Societies Act 2022 or any Act which replaces it, and its amendments and regulations.

It is assumed that where a masculine case is used, the feminine is included, where the singular is used, plural forms are also inferred, and headings are a matter of reference only.

3.0 OBJECTS

The objects of the Club are:

3.1 To foster, encourage, and control association football activities approved by the Club and for these purposes to enter and control teams in the competitions promoted by the various leagues and associations representing these activities in the Bay of Plenty area and elsewhere.

3.2 To provide facilities and equipment for the training of teams and individuals conducive to attaining any of the objects of the club.

Unless acting in accordance with the Act, the Society is a not-for-profit entity, and it will not pay any dividend or part of its money, property or assets to its Members.

4.0 ATTAINING OBJECTS

The Club shall be empowered to do all things which are necessary for and incidental to the attainment of the objects of the Club.

5.0 PROPERTY OF THE CLUB

The Club must apply all property and income of the Club towards the promotion of the objects or purposes of the Club, and no part of that property or income is to be paid or otherwise distributed, directly or indirectly, to Members of the Club, except in good faith in the promotion of those objects or purposes and subject to Rule 21.

6.0 POWERS OF THE CLUB

The Club has full capacity, powers and privileges, as set out in section 18 of the Act.

7.0 MEMBERSHIP

7.1 Membership shall be open to any person who wishes to further the interests of the Club. ♣

7.2 Any person seeking membership shall make application to the Committee/Board, in such form as may be presented from time to time by the Committee/Board, and the Committee/Board shall determine whether the application is successful or not. The Committee/Board shall have complete discretion to accept or refuse a membership application, without giving any reason for any refusal, and that decision shall be final. For any person seeking membership via a third-party portal, the Committee/Board shall have twenty (20) working days to accept or refuse the membership application in the same manner. A person consents to becoming a Member of the Club by making an application for membership.

7.3 The membership register of the Club shall be "Prima Facie" evidence of membership of the Club.

7.4 Each person admitted to membership shall:

Y 7.4.1 Be bound by the Constitution of the Club, as well as Regulations, Rulings and Bylaws as made by the Club and its affiliated governing bodies.

7.4.2 Become liable for such fees and subscriptions as may be fixed by the Club.

7.4.3 Be entitled to all advantages and privileges of membership.

§ 7.4.4 Do nothing to bring the Club into disrepute.

7.5 Fees and subscriptions

7.5.1 All fees and subscriptions for playing Members in the Senior competitions, or in a situation where the Club deems a fee is payable, must be paid by 30 June of the relevant year unless otherwise determined by the Committee/Board.

7.5.2 All fees and subscriptions for playing Members in the Community, Junior or Youth competitions must be paid by 31 July of the relevant year unless otherwise determined by the Committee/Board.

7.5.3 Where a playing Member has not paid the relevant fees and subscriptions in full by the date specified in Rules 7.5.1 or 7.5.2, that Member will be suspended from Club activities, including matches, until their fees and subscriptions have been paid in full.

7.5.4 The Committee/Board may decide to waive fees and subscriptions in relation to a particular playing Member. Clause 7.5.1 to 7.5.3 will not apply to the playing Member during the period their fees are waived.

7.6 Membership Categories:

7.6.1 ORDINARY MEMBER

Any person who is a playing member of the Club.

7.6.2 JUNIOR MEMBER

Any ordinary member under the age of 18 years. Junior Members shall have no voting rights nor be entitled to hold any office.

7.6.3 SENIOR MEMBER

Any ordinary member who is aged 18 or over. Once any subscriptions have been paid in full, a Senior Member shall have full voting rights.

7.6.4 LIFE MEMBER

Any person who has given outstanding service to the Club and is recommended for life membership by the Committee/Board and elected by the members at an Annual General Meeting. Any Member may nominate a person who has given outstanding service to the Club, and such nomination shall be made in writing to the Committee/Board and include reasons for nomination for consideration for Life Membership. Life Members shall have full voting rights and shall be exempt from paying subscriptions.

7.6.5 COMMITTEE/BOARD MEMBER

Any person elected, co-opted, or appointed as a member of the Committee/Board under Rule 10. Committee/Board Members shall have full voting rights and shall be exempt from paying subscriptions unless also a player.

7.6.6 HONORARY MEMBER

Any person elected as an honorary member by the Committee/Board. Honorary Members shall be exempt from paying subscriptions and have no voting rights.

7.6.7 VOLUNTEER MEMBER

Any person who coaches, manages or co-ordinates a grade is a volunteer member. Volunteer Members shall be exempt from paying subscriptions unless also a player and have full voting rights. If any person fulfils multiple voluntary roles, for the purposes of voting they will only be considered a Volunteer Member.

7.6.8 ASSOCIATE MEMBER

Any person who is a non-playing member, and who has applied for and been granted membership in accordance with Rule 7.2. Such member shall exclude those members covered by Rules 7.6.1 to 7.6.7, and shall have full voting rights.

7.6.9 OTHER

Such other category that the Committee/Board may decide from time to time.

7.6.10 All members, except for life members, honorary members and volunteer members, are subject to annual renewal in order to retain membership.

7.7 Any person who holds multiple categories of membership subject to clause 10.4, for the purposes of voting they will only hold one vote.

7.8 The Committee/Board shall appoint a member of the Committee/Board to maintain an up-to-date register of Members of the Club containing each Member's:

7.8.1 full name;

7.8.2 physical and/or electronic address;

7.8.3 phone number;

7.8.4 date of Membership;

7.8.5 fees and subscriptions paid (if any); and

7.8.6 any other information required by the Committee/Board.

A Member must inform the Committee/Board of any changes to the information held on the register of Members as soon as practicable.

7.9 Any Member may resign at any time, and such Member's membership shall cease from the time their resignation is communicated in writing to the Club.

8.0 SUBSCRIPTIONS:

8.1 The annual subscriptions of the Club shall be recommended by the Committee/Board to the Annual General Meeting for ratification or otherwise and shall then be fixed by such Annual General Meeting. The Annual General Meeting may pass a resolution authorizing the Committee/Board to set the annual subscription for the ensuing year.

9.0 TERMINATION OF MEMBERSHIP:

9.1 Any person's membership shall be terminated by the following events;

9.1.1 Resignation

9.1.2 Expulsion

9.1.3 Automatic-termination of ordinary members who are players at the end of each season under NZ Football's National Registration System's Automatic Termination of Player Registration, or any such other process that may supersede it. To be clear, the membership of honorary members, life members and volunteer members won't automatically terminate at the end of each season.

9.2 The Committee/Board shall have the power to suspend or expel any Member of the Club, with immediate effect, for:

9.2.1 ~~False or inaccurate~~ statements made in the Member's application for membership of the Club;

9.2.2 breach of any Rule, Regulation or Bylaw of the Club;

9.2.3 a Member's annual membership fee remaining unpaid at the end of the financial year; and

9.2.4 conduct contrary to the good intentions of the Club or conduct that brings the Club into disrepute.

After having undertaken due inquiry according to the procedures set out in the first schedule.

10.0 COMMITTEE/BOARD:

10.1 Management of the Club shall be vested in the Committee/Board elected by the Voting Members at the Annual General Meeting and consist of:

10.1.1 Chairperson;

10.1.2 Secretary;

10.1.3 Treasurer; and

10.1.4 3 to 7 additional Committee/Board Members

10.2 If at any time there are less than six (6) Committee/Board Members, the Committee/Board may appoint additional Committee/Board Members from the Members of the Club by way of a majority resolution.

10.3 Prior to election or appointment, every Committee/Board Member must consent in writing to becoming a Committee/Board Member and certify that they are not disqualified from being elected or appointed under these Rules or section 47(3) of the Act.

10.4 From the adoption of this Constitution until the second Annual General Meeting following its adoption, a Committee/Board Member cannot hold more than two of the other membership categories in Rule 7. Following this second Annual General Meeting, a Committee/Board Member cannot hold more than one of the other membership categories in Rule 7.

10.5 A person shall cease to be a member of the Committee/Board at the conclusion of the Annual General Meeting which follows his/her election or appointment, and he/she will be eligible for re-election.

10.6 The Committee/Board shall meet as often as required, with a minimum of 8 meetings per annum. Notifications of Committee/Board Meetings shall be provided seven (7) days' prior to the date of the meeting, by sending such notice to the Committee/Board Members.

10.7 Committee meetings may be held in person, via video or telephone conference, or other formats as the Committee/Board may decide from time to time.

10.8 A quorum of the Committee/Board shall be half of its members plus one. If, at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there be no quorum, the meeting shall be dissolved and/or adjourned to another day.

10.9 The Chairperson shall preside as chair at all meetings. If the Chairperson is unable to

- attend, then a person nominated by the meeting shall chair that meeting.
- 10.10 Where half or more of the Committee/Board are prevented from voting on a matter because they have a conflict of interest, the remaining Committee/Board Members may vote on the matter. Where only one Committee/Board Member remains, another Committee/Board meeting must be called to determine the matter.
- 10.11 The Committee/Board shall be removable as a body or individually by the votes of at least two thirds of the Voting Members present at a Special General Meeting called for that purpose, and in the case of such removal a meeting shall be called to fill such vacancy forthwith until the next Annual General Meeting.
- 10.12 It is the intention and expectation that Committee/Board Members will be present at two thirds of the Committee/Board Meetings, and that they contribute equal time to others on the Committee/Board, and that they take on roles to such effect should there be insufficient Committee/Board Members to fill such roles.
- 10.13 A Committee/Board Member will cease to hold the office of Committee/Board Member if he or she:
- 10.13.1 retires or resigns as a Committee/Board Member by giving written notice to the Committee/Board;
 - 10.13.2 is absent from three consecutive Committee/Board meetings and, in the opinion of the majority of the remaining Committee/Board Members, has not shown reasonable cause for their absence;
 - 10.13.3 dies; or
 - 10.13.4 becomes disqualified from being a Committee/Board Member under section 47(3) of the Act.
- 10.14 The Committee/Board will be subject to annual re-election at the AGM.

11.0 ROLE AND POWERS OF THE COMMITTEE/BOARD

- 11.1 The operations and affairs of the Club must be managed by, or be under the direction or supervision of, the Committee/Board. The Committee/Board has all the powers necessary for managing, and for directing and supervising the management and operation of the affairs of the Club. This includes the power to:
- 11.1.1 fix fees and subscriptions payable by Members, and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment, with annual subscriptions being subject to Rule 8; and
 - 11.1.2 make, amend and rescind policies, procedures, regulations, rulings and bylaws, as the Committee/Board thinks fit provided they are not contrary to these Rules or the Act.

12.0 ROLE OF EXECUTIVE / OFFICE BEARERS

- 12.1 The Chairperson is responsible for:
- 12.1.1 Ensuring the Rules are followed;
 - 12.1.2 Chairing of all meetings;
 - 12.1.3 Submitting the annual report at the Annual General Meeting;
 - 12.1.4 Overseeing the operation of the Club; and
 - 12.1.5 Such other acts in relation to the affairs of the Club as the Committee/Board may decide from time to time.
- 12.2 The Secretary is responsible for:
- 12.2.1 Recording the minutes of meetings;
 - 12.2.2 Receiving and responding to correspondence as required;
 - 12.2.3 Advising of and filing with the Registrar of Incorporated Societies any Club changes and documents requiring notification;
 - 12.2.4 Keeping the register of Members;

- 12.2.5 Being the Contact Person of the Club, unless the Committee/Board determines otherwise; and
- 12.2.6 Such other acts in relation to the affairs of the Club as the Committee/Board may decide from time to time.
- 12.3 The Treasurer is responsible for:
 - 12.3.1 Keeping proper accounting records;
 - 12.3.2 Ensuring annual financial statements are prepared for presentation to the Annual General Meeting;
 - 12.3.3 Providing financial information to the Committee/Board as the committee determines;
 - 12.3.4 Ensuring accounts for payment are paid promptly; and
 - 12.3.5 Such other acts in relation to the affairs of the Club as the Committee/Board may decide from time to time.
- 13.0 GENERAL MEETINGS:
 - 13.1 Annual General Meeting
 - 13.1.1 The Annual General Meeting of the Club must be held no later than six months after the Club's balance date and no later than fifteen months after the previous Annual General Meeting.
 - 13.1.2 The Secretary shall give at least fourteen (14) days' notice, in writing, of the date of the Annual General Meeting, to Voting Members.
 - 13.1.3 The Secretary shall make available all appropriate reports, motions, documents, etc. relevant for the Annual General Meeting.
 - 13.1.4 If the Secretary has provided notice in good faith, nothing at the meeting shall be invalidated simply because one or more Voting Members do not receive the notice.
 - 13.1.5 The quorum at the Annual General Meeting shall be a minimum of 6 Voting Members present in person. If, at the end of 30 minutes after the time appointed in the notice for the opening of the General Meeting, there be no quorum the meeting shall adjourn for one week. If at such re-convened meeting there is no quorum, those Voting Members present shall be competent to discharge the business of the meeting.
 - 13.1.6 The Chairperson shall preside as chair at all meetings. If the Chairperson is unable to attend, then a person nominated by the meeting shall chair that meeting.
 - 13.1.7 The agenda for an Annual General Meeting shall be:
 - Opening of Meeting;
 - Apologies;
 - Confirmation of Minutes of previous Annual General Meeting;
 - Presentation of Annual Report;
 - Adoption of Annual Report;
 - Presentation of Annual Financial Statements;
 - Adoption of Annual Financial Statements;
 - Notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate);
 - Election of new Committee/Board (See Rule 10)
 - Appointment of Auditor or Reviewer, where required (see Rule 16);
 - Vote of thanks to outgoing Committee/Board;
 - Determination of Annual Subscription;
 - Notice/s of Motion;
 - Urgent general business; and
 - Closure.
 - 13.2 Special General Meetings

- 13.2.1 Special General Meetings may be called by the Committee/Board or at the request of the Chairperson and Secretary or on the written request of 10 Voting Members of the Club.
- 13.2.2 The Secretary shall give at least seven (7) days' notice, in writing, of the date of the Special General Meeting to the Voting Members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.
- 13.2.3 The quorum at the Special General Meeting shall be a minimum of 6 Voting Members present in person. If, at the end of 30 minutes after the time appointed in the notice for the opening of the General Meeting, there be no quorum the meeting shall adjourn for one week. If at such re-convened meeting, there is no quorum those Voting Members present shall be competent to discharge the business of the meeting.
- 13.2.4 The Chairperson shall preside as chair at all meetings. If the Chairperson is unable to attend, then a person nominated by the meeting shall chair that General Meeting.

14.0 VOTING

- 14.1 Voting powers at the Annual General Meeting and Special General Meetings:
 - 14.1.1 The Chairperson, or nominated chair if the Chairperson is absent, shall be entitled to a deliberate vote and, in the event of a tied vote, the Chairperson, or nominated chair as the case may be, shall exercise a casting vote (i.e. a second vote).
 - 14.1.2 Each individual Voting Member entitled to vote and present in person or by proxy in accordance with clause 14.5 shall have one (1) vote.
- 14.2 Voting powers at Committee/Board Meetings:
 - 14.2.1 The Chairperson, or nominated chair if the Chairperson is absent, shall be entitled to a deliberate vote, and, in the event of a tied vote, the Chairperson, or nominated chair as the case may be, shall exercise a casting vote (i.e. a second vote).
 - 14.2.2 Each individual Committee/Board Member present shall have one (1) vote.
- 14.3 Voting at all meetings (Annual General, Special General, Committee/Board, Sub Committee, etc.) shall be by simple majority of those entitled to vote and present in person or by proxy in accordance with clause 14.5.
- 14.4 Voting shall be by way of voices or by show of hands, as determined by the chair in good faith, and the declaration of the chair that any resolution has been carried shall be deemed conclusive evidence of the fact, unless a request for formal secret poll/ballot is requested immediately following such declaration.
- 14.5 A Voting Member shall be entitled to vote by written proxy in favour of another Voting Member who is present, but no other proxy voting shall be permitted.

15.0 FINANCE:

- 15.1 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Committee/Board may determine.
- 15.2 All accounts due by the Club shall be paid promptly by such means as deemed appropriate (e.g. cheque, Internet banking, set-off, etc.).
- 15.3 All accounts shall be passed for payment at a Committee Meeting, and when payment has been made prior to a committee meeting the action endorsed/confirmed or otherwise at the next committee meeting.
- 15.4 Financial information shall be provided by the Treasurer to the Committee/Board as the Committee/Board determines or requests.
- 15.5 A statement of Income and Expenditure, and Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report, where such audit is undertaken.

- 15.6 The financial year of the Club shall commence on 1st of October each year and end on the 30th of September the year following.
- 15.7 The Club will have two signatories on (or for) its bank account/s at all times.
- 15.8 Where Members have incurred expenditure on behalf of the Club, in good faith and solely for the objects of the Club, such expenditure may be reimbursed at the sole discretion of the Committee/Board and subject to such procedures as the Committee/Board thinks fit.
- 15.9 It is the intention of the Club that the income and expenditure of the senior and junior divisions be accounted for together.

16.0 ASSURANCE ON FINANCIAL STATEMENTS

- 16.1 The Committee/Board shall appoint an accountant to audit ("The Auditor") or review ("The Reviewer") the annual financial statements of the Club. The Auditor or Reviewer must be a suitably qualified person, preferably a member of the Chartered Accountants of Australia and New Zealand (CAANZ), and must not be a member of the Committee/Board, or an employee or contractor of the Club. If the appointed Auditor or Reviewer is subsequently unable to act for some reason, the Committee/Board shall appoint another Auditor or Reviewer as a replacement.
- 16.2 The Committee/Board is responsible to provide the Auditor or Reviewer with access to all information that is relevant to the audit or review of the financial statements as well as any additional information that may be requested for the purposes of the audit or review.
- 16.3 No audit or review shall be required unless such audit or review is requested by five (5) Voting Members at any properly convened meeting.
- 16.4 Where an audit is undertaken, the Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Club's accounting policies and present fairly the financial position and results of operations.
- 16.5 Where a review is undertaken, the Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club's accounting policies and is free from material misstatements.

17.0 CONTRACTING METHOD

The Club may enter into contracts by two (2) Committee/Board Members signing under the name of the Club or by any other method approved in section 123 of the Act.

18.0 ALTERATIONS TO THE CONSTITUTION AND BYLAWS:

- 18.1 No alteration, repeal or addition shall be made to the Constitution except, and subject to Rule 19, at the Annual General Meeting, or Special General Meeting, called for that purpose and a written notice of all motions to alter, repeal or add to the Constitution shall be given to Voting Members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a Special General Meeting called for such purpose. Provided however that no addition repeal or alteration shall be approved if it affects the non-profit objects, the personal benefit rule (Rule 21) or the winding up rule (Rule 20).
- 18.2 The Secretary shall forward such notices of motion to each Committee/Board Member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a Special General Meeting.
- 18.3 Alterations to the Bylaws can be made only at Committee/Board Meetings provided seven (7) days' notice of the proposed alteration/s has been duly notified to Committee/Board Members.
- 18.4 Such motions, or any part thereof, shall be of no effect unless passed by a seventy-five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, Special General Meeting or Committee/Board Meeting, as the case may be.

18.5 Within 25 working days of the passing of a Special Resolution, the Secretary shall notify those organisations requiring notification of the amendment.

19.0 MINOR OR TECHNICAL CHANGES

- 19.1 The Committee/Board may amend the Constitution by a majority resolution of the Committee/Board if the amendment:
- 19.1.1 has no more than minor effect; or
 - 19.1.2 corrects errors or makes similar technical alterations,
- PROVIDED THAT the Committee/Board provides written notice of the amendment to every Voting Member of the Club, with the notice stating:
- a) the text of the amendment; and
 - b) the right of the member to object to the amendment.
- 19.1.3 If no Voting Member objects within 20 working days after the date on which the notice is sent, the Committee/Board may make the amendment.
- 19.1.4 If a Voting Member objects to the amendment made under Rule 19.1 within 20 working days, the Club may not make the amendments under this section.

20.0 DISSOLUTION / WINDING UP

- 20.1 The Club may be wound up by undertaking the following procedures.
- 20.2 Firstly, the Committee/Board must call a meeting for such purpose and pass a unanimous resolution to wind up the club. The Committee/Board may at this time also nominate the not-for-profit entities it wishes to distribute the Club's remaining funds to in accordance with Rule 20.4.
- 20.3 Once the Committee/Board has passed the resolution in Rule 20.2, a Special General Meeting shall be called by the Committee/Board.
- 20.4 The Club shall be wound up if a resolution of not less than seventy-five percent (75%) is passed by the Voting Members present and entitled to vote at the Special General Meeting called in accordance with Rule 13.2.
- 20.5 Upon winding up for any reason, any remaining portion of the Club's funds or the net proceeds arising from the sale of the assets of the Club shall be applied, after payment of all liabilities, towards:
- a) another incorporated society having objects similar to those of the Club; or
 - b) charitable or benevolent purposes in New Zealand which shall be determined by the resolution of the Voting Members under Rule 20.4.

21.0 PAYMENTS TO MEMBERS / PERSONAL BENEFIT

No Member of the Club or any person associated with a Member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income, benefit, or advantage paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

22.0 CLUB COLOURS

The Club colours shall be those approved by the Committee/Board or by the Annual General Meeting or by any Special General Meeting.

23.0 INDEMNITY

Neither the Club nor any Member of the Club shall be held liable for any injury to any player in any competition arranged by the Club.

24.0 AFFILIATION

24.1 The Club shall be affiliated to the Waikato Bay of Plenty Football Federation (whose official

name is No.3 District Federation of New Zealand Soccer Incorporated) and New Zealand Football Incorporated, or any organisation replacing such bodies, and will acknowledge them as the major governing bodies and partake in their administration in so far as it is able.

24.2 As a founding and affiliated club of FCTM, the Club will support the further development of FCTM.


SCHEDULE ONE
DISPUTE RESOLUTION PROCEDURES

1.0 HOW A COMPLAINT IS MADE

- 1.1 A Member or Committee/Board Member may make a complaint by giving to the Committee a notice in writing that –
 - 1.1.1 states that the Member or Committee/Board Member is starting a procedure for resolving a dispute in accordance with the Club's Rules; and
 - 1.1.2 sets out the allegation to which the dispute relates and whom the allegation is against. This must be detailed enough to ensure the Member or Committee/Board Member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.2 The Club may make a complaint involving an allegation against a Member or a Committee/Board Member by giving to the Member or Committee/Board Member a notice in writing that –
 - 1.2.1 states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Rules; and
 - 1.2.2 sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Committee/Board Member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.3 The terms *dispute* and *complaint* are to be interpreted in accordance with section 38 of the Incorporated Societies Act 2022.

2.0 INVESTIGATING AND DETERMINING A DISPUTE

- 2.1 The Committee must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this procedure, ensure that the dispute is investigated and determined.
- 2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Committee with no personal interest in the dispute (the "Elector") will determine how the dispute will be dealt with. This can include:
 - 2.2.1 appoint an external person to investigate and report; or
 - 2.2.2 with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
 - 2.2.3 appoint an external person to investigate and make a decision; or
 - 2.2.4 appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
- 2.3 Despite clause 2.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
 - 2.3.1 the complaint is trivial; or
 - 2.3.2 the complaint does not appear to disclose or involve any allegation of the following kind:
 - (a) that a Member or a Committee/Board Member has engaged in material misconduct; or
 - (b) that a Member, a Committee/Board Member, or the Club has materially breached, or is likely to materially breach, a duty under the Club's Rules or the Incorporated Societies Act 2022; or
 - (c) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
 - 2.3.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - 2.3.4 the person who makes the complaint has an insignificant interest in the matter; or

- 2.3.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Rules; or
 - 2.3.6 there has been an undue delay in making the complaint.
 - 2.4 Where an external party is appointed to provide a report, that report should be provided to the Committee, the complainant and any person who is the subject of the complaint (the "parties"). After reviewing the report, the parties will then meet to discuss whether:
 - 2.4.1 the Club will take any steps in light of the report-writer's findings; and
 - 2.4.2 the parties agree that those steps (if any) will resolve the dispute.
 - 2.5 If the Elector initiates the steps under clause 2.2.1 or 2.2.2 and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2.
 - 2.6 A person may not act as a decision maker in relation to a complaint if the majority of members of the Committee consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
 - 2.7 A decision reached by an external person appointed under clause 2.2.3 will not be subject to an appeal to or a review by the courts of New Zealand.
- 3.0 PERSON WHO MAKES A COMPLAINT HAS A RIGHT TO BE HEARD**
- 3.1 A Member or Committee/Board Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 2.3.
 - 3.2 If the Club makes a complaint –
 - 3.2.1 the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 3.2.2 a Committee/Board Member may exercise the right on behalf of the Club.
 - 3.3 Without limiting the manner in which the Member, Committee/Board Member, or Club may be given the right to be heard, they must be taken to have been given the right if –
 - 3.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 3.3.2 their written statement or submissions (if any) are considered by the decision maker.
- 4.0 PERSON WHO IS SUBJECT OF A COMPLAINT HAS A RIGHT TO BE HEARD**
- 4.1 This clause 4 applies if the complaint involves an allegation that a Member, Committee/Board Member, or the Club (the "respondent") –
 - 4.1.1 has engaged in misconduct; or
 - 4.1.2 has breached, or is likely to breach, a duty under the Club's Rules or the Incorporated Societies Act 2022; or
 - 4.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.
 - 4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
 - 4.3 If the respondent is the Club, a Committee/Board Member may exercise the right on behalf of the Club.
 - 4.4 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if –
 - 4.4.1 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
 - 4.4.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 4.4.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 4.4.4 an oral hearing (if any) is held before the decision maker; and

4.4.5 the respondent's written statement or submissions (if any) is considered by the decision maker.

Signed

19/11/23

Madea Nelson



president

Signed

19/11/23

Robert Schanderweerd

