

# FLOORBALL NEW ZEALAND (Inc.) (FNZ)

## CONSTITUTION

### REVISION HISTORY

| Revision | Date                             | Description  |
|----------|----------------------------------|--|
| A        | 10 <sup>nd</sup> of October 2009 |  |
| 1.1      | 2010-08-25                       | Rework of membership structure                           |
| 1.2      | 2011-09-29                       | Removal of setting of membership fee from AGM businesses |
| 1.3      | 2015-03-30                       | Addition of clause 8.6 and clause 22.6                   |

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## 1.0 DEFINITIONS

1.1 The following definitions apply throughout this constitution and associated by-laws:

- “**The Act**” means the Incorporated Societies Act 1908 as administered by the Ministry of Economic Development of New Zealand.
- “**AOFC**” means the Asian Oceania Floorball Confederation
- “**SCNZ**” means the Securities Commission of New Zealand or any successor organisation.
- “**FNZ**” means Floorball New Zealand, the National body responsible for Floorball.
- “**The Organisation**” means Floorball New Zealand.
- “**IFF**” means the International Floorball Federation, the World body responsible for Floorball.
- “**Committee**” or “**General Committee**” means the committee of Floorball New Zealand as defined in section 12.
- “**Member**” or “**Ordinary Member**” means a member of Floorball New Zealand as defined in section 9.
- “**Member Club**” means a Club that has become an affiliated member of Floorball New Zealand as defined in section 9.
- “**Member Association**” means a Member Club or an Affiliated Regional Federation.
- “**Provisional Member Association**” means a Member Association that has lodged its membership application as described in section 9 but has not yet been elected at a General Meeting.
- “**Delegate**” means a person that holds voting power for their Member Association.
- “**Committee Member**” means a member of Floorball New Zealand elected to a position on the General Committee as specified in section 12.
- “**Present at Meeting**” means in person, by proxy or by telephone/electronic attendance
- “**President**”, “**Vice President**”, “**Secretary**” and “**Treasurer**” mean specific Committee Members as specified in section 12 with specific duties as detailed in this constitution and associated by-laws.
- “**Senior Players**”, “**Junior Players**”, “**Casual Social**”, “**Social**” and “**Non-playing**” are defined and documented annually by the General Committee when setting the annual membership fees and structure

## **2.0 INTERPRETATION**

- 2.1 This constitution and associated by-laws should be interpreted using the generally accepted meanings of all words and phrases.
- 2.2 Any interpretation must be consistent with and comply with the legal requirements specified by the SCNZ, its associated acts and any other relevant government body or acts. In particular Floorball New Zealand is an incorporated body and is subject to the Incorporated Societies Act 1908 (the Act).
- 2.3 Any discrepancies, conflicts, omissions, ambiguities, clarifications or interpretations shall be resolved by the Committee, subject to clauses 2.1 and 2.2. Any such determination must be passed at a Committee Meeting and will be binding immediately on all Members of Floorball New Zealand. A determination may be set aside at either a General Meeting of Floorball New Zealand or at a subsequent Committee Meeting.
- 2.4 Members of Floorball New Zealand may request that any Committee determination on the constitution or by-laws be discussed at a General Meeting. The procedures for requesting a General Meeting are given in the section 18. Any resolution passed at a General Meeting will override a Committee determination. If necessary the constitution or by-laws must be altered to reflect such a resolution.
- 2.5 Any determination which is not set aside must be incorporated in the constitution or by-laws of the Club within 12 months of its introduction.
- 2.6 This constitution is written to be gender neutral. Except in instances where a gender is specifically given an inferred gender applies equally to all genders. In addition references to the singular apply to the plural, and vice versa.

## **3.0 NAME OF THE ORGANISATION**

- 3.1 The name of the Organisation is Floorball New Zealand (Inc.). Accepted abbreviation is FNZ.

## **4.0 OBJECTIVES OF FLOORBALL NEW ZEALAND**

- 4.1 The objectives of Floorball New Zealand are:
  - (i) The development and promotion of the sport of floorball in New Zealand.
  - (ii) The encouragement and promotion of the creation and affiliation of Regional Federations and clubs.
  - (iii) The encouragement of people of all ages and abilities to play floorball.
  - (iv) To assist in obtaining facilities for the purpose of playing floorball in New Zealand.
  - (v) The provision of assistance to gain funding and sponsorships for increasing the availability of facilities and equipment for playing floorball.
  - (vi) Assist in the development of players and clubs by providing material and information for coaches and referees and overseeing competitions and tournaments.
  - (vii) The assets and income of Floorball New Zealand shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of Floorball New Zealand except as bona

fide compensation for services rendered or expenses incurred on behalf of Floorball New Zealand.

- 4.2 Floorball New Zealand will act responsibly in its dealings with all levels of government, other community and sporting organisations and members of the general public.

## **5.0 ATTAINING OBJECTIVES**

- 5.1 Floorball New Zealand shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objectives of Floorball New Zealand.

## **6.0 PROPERTY OF FLOORBALL NEW ZEALAND**

- 6.1 Floorball New Zealand must apply all property and income of Floorball New Zealand towards the promotion of the objectives or purposes of Floorball New Zealand. No part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members of Floorball New Zealand, except in good faith in the promotion of those objectives or purposes.

## **7.0 POWERS OF FLOORBALL NEW ZEALAND**

(as conferred by section 13 of the Act).

- 7.1 To acquire, hold, deal with and dispose of any real or personal property;
- 7.2 To open and operate bank accounts;
- 7.3 To invest its money-
- (i) In any security in which trust moneys may be invested; or
  - (ii) In any other manner authorised by the rules of Floorball New Zealand;
- 7.4 To borrow money upon such terms and conditions as Floorball New Zealand thinks fit;
- 7.5 To give such security for the discharge of liabilities incurred by Floorball New Zealand as Floorball New Zealand thinks fit;
- 7.6 To appoint agents and employees to transact any business of Floorball New Zealand on its behalf for reward or otherwise;
- 7.7 To build, construct, erect, maintain, alter and repair any premises, building or other structure of any kind and to furnish, equip and improve the same for use by Floorball New Zealand;
- 7.8 Accept donations and gifts in accordance with the objectives of Floorball New Zealand;
- 7.9 Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of Floorball New Zealand;
- 7.10 Provide gifts and prizes in accordance with the objectives of Floorball New Zealand;
- 7.11 Organise social events for Members and the promotion of Floorball New Zealand; and
- 7.12 To enter into any other contract Floorball New Zealand considers necessary or desirable.

## **8.0 AFFILIATION**

- 8.1 Floorball New Zealand shall be an affiliated member of the IFF. Affiliation to the IFF shall be recognised via the payment of the appropriate annual fee to the IFF.
- 8.2 Floorball New Zealand shall recognise Regional Federations as affiliates to Floorball New Zealand once payment has been received from the Region for its annual membership fees.
- 8.3 Floorball New Zealand shall recognise individual clubs as affiliates to Floorball New Zealand directly once payment has been received from the Club for its annual membership fees and only if there is no Regional Federation established. Should a Regional Federation be established at a later stage, the affiliation to Floorball New Zealand will be automatically transferred to the Regional Federation.
- 8.4 Floorball New Zealand may enter into an affiliation with any other organisation which has similar or complimentary objectives.
- 8.5 Floorball New Zealand shall be an affiliated member of the AOFC. Affiliation to the AOFC shall be recognised via the payment of the appropriate annual fee to the AOFC.
- 8.6 Floorball New Zealand accepts the Sports Tribunal of New Zealand jurisdiction on disputes as per The Sports Anti-Doping Act 2006. These disputes include:
- anti-doping violations
  - appeals against decisions made by a National Sport Organisation (NSO) or the New Zealand Olympic Committee (NZOC), so long as the rules of the NSO or NZOC specifically allow for an appeal to the Tribunal in relation to that issue.
  - Other sports-related disputes that all of the parties to the dispute agree to refer to the Tribunal and that the Tribunal agrees to hear.
  - Matters referred to the Tribunal by the board of Sport and Recreation New Zealand (Sport New Zealand).

## **9.0 MEMBERSHIP**

- 9.1 Membership of Floorball New Zealand is open to all persons and/or members of Clubs or Regional Federations affiliated with Floorball New Zealand who agree with the objectives of Floorball New Zealand. Membership of Floorball New Zealand is open to all clubs and regional federations who agree with the objectives of Floorball New Zealand.
- 9.2 Membership categories are as follows:
- 9.2.1 CLUB MEMBERS
- Any person who is a member of an Affiliated Regional Federation or of a Member Club and that is also a full financial member of Floorball New Zealand. Club members do not hold individual voting rights.
- 9.2.1.1 ORDINARY MEMBER
- Any Club Member who is classified as a “Senior Player”. Ordinary members are entitled to hold an office and enjoy the privileges of Floorball New Zealand
- 9.2.1.2 SOCIAL MEMBER

Any Club Member who is classified as a “Casual Social Player”, “Social Player” or “Non-playing Member”. Social members are entitled to hold an office within Floorball New Zealand.

#### 9.2.1.3 JUNIOR MEMBER

Any Club Member under the age of 18 years who is classified as a “Junior Player”. Junior Members shall not be entitled to hold any office.

#### 9.2.2 INDIVIDUAL MEMBER

Any person who cannot become a member of an Affiliated Regional Federation or a Member Club may become an Individual Member of Floorball New Zealand. Individual Members do not hold voting rights. Individual members over the age of 18 years are entitled to hold an office within Floorball New Zealand.

#### 9.2.3 LIFE MEMBERSHIP

The General Committee may elect any member who has given outstanding service to Floorball New Zealand as a Life Member. Any member may nominate a person to the General Committee for consideration for Life Membership. The acceptance of a Life Members shall be put to vote at a General Committee meeting and must meet the criteria set by the General Committee from time to time. Life Members do not hold voting rights. Life members over the age of 18 years are eligible to hold an office within Floorball New Zealand.

#### 9.2.4 PATRON

Floorball New Zealand may, at its discretion, elect a patron/s or vice patron/s of FLOORBALL NEW ZEALAND for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote or hold any office unless they are current members of Floorball New Zealand under another category of membership.

#### 9.2.5 AFFILIATED REGIONAL FEDERATIONS OR CLUBS

A Regional Federation or Club desirous of becoming affiliated with Floorball New Zealand must make application in accordance with the by-laws of Floorball New Zealand. Such application must be lodged with the Floorball New Zealand Secretary on or before a date as determined by the General Committee of Floorball New Zealand. Affiliated Regional Federations and Clubs hold voting rights via their delegates.

### **Personal Membership**

- 9.3 Any person seeking membership as a Club Member shall make application to their club or Regional Federation. A person seeking individual membership shall make application to Floorball New Zealand directly.
- 9.4 A Club Membership application may be rejected at the discretion of the Club or Regional Federation, subject to all appropriate legal requirements and “natural justice”. A rejected applicant may request a hearing before the Floorball New Zealand Committee to discuss the application.
- 9.5 Each person admitted to the membership shall be;
- (i) bound by the Constitution and By-laws of Floorball New Zealand.
  - (ii) liable for such fees and subscriptions as may be fixed by Floorball New Zealand.
  - (iii) entitled to all advantages and privileges of membership

### **Club Membership**

- 9.6 Clubs and Regional Federations seeking membership as a Member Associations shall make application to Floorball New Zealand.
- 9.7 All associations applying for membership must:
- (i) make an application to the Floorball New Zealand Secretary
  - (ii) be an incorporated society under the Incorporated Societies Act, unless the written agreement of the General Committee is obtained to remain an unincorporated society until a specified date
  - (iii) supply their constitution for the approval of the General Committee
  - (iv) supply the prescribed subscription fee
  - (v) in case of a Club have a minimum of 5 ordinary and/or social members
  - (vi) in case of a Regional Federation represent a minimum of 3 Clubs
- 9.8 After the application has been lodged with the Secretary and the General Committee has approved the applicant's constitution, the applicant's membership may be proposed and seconded at an Annual General Meeting or Special General Meeting. The applicant will be elected as a Member by a simple majority of votes.

Upon approval of the constitution by the General Committee the Member Association becomes a Provisional Member until its election at a General Meeting. Provisional Member Associations and their Members do not hold voting rights within Floorball New Zealand and Members of Provisional Member Associations are not eligible to hold office within Floorball New Zealand unless they are current Members of Floorball New Zealand under another eligible category.

The Provisional Member Association loses its Provisional status automatically if is not elected at the General Meeting at which it has been proposed as a Full Member.

- 9.9 Each Club and Regional Federation admitted to the membership shall:
- (i) within two years of becoming a Member amend their constitution to comply with this constitution
  - (ii) be bound by the constitution and by-laws of Floorball New Zealand
  - (iii) be liable for such fees and subscriptions as may be fixed by Floorball New Zealand
  - (iv) be entitled to all advantages and privileges of membership
  - (v) not, without the consent of Floorball New Zealand play Floorball with any club or the members of that club, which is not member of Floorball New Zealand or any national association with IFF. Occasional friendly games with the goal to promote Floorball in New Zealand are considered approved unless consent has been explicitly revoked.
- 9.10 Only persons and associations who have paid the appropriate membership fee for the current financial year or have had such fee waived as a special right or by agreement with the Committee will be deemed to be Members of Floorball New Zealand.
- 9.11 A person or association shall cease to be a Member if:
- (i) They resign
  - (ii) They fail to pay their membership fees by the end of Floorball New Zealand's financial year or an earlier date as determined by the Committee



- (iii) They fail to pay other monies owed to Floorball New Zealand within a reasonable period of time as determined by the Committee
  - (iv) They are suspended or expelled
  - (v) in case of a person, die
  - (vi) or in case of an association, they dissolve or wind up voluntarily
- 9.12 A person or association who ceases to be a Member under clause 9.11 immediately loses all rights and privileges associated with membership of Floorball New Zealand. Any rights or claims over Floorball New Zealand or its property cease from the date the membership ceases. This does not extinguish any rights or claims permitted during the period of membership. Neither does it extinguish any debt owed to Floorball New Zealand.
- 9.13 The Secretary, or a nominated Member, must maintain a register of Members of Floorball New Zealand.

## **10.0 MEMBERSHIP FEES**

- 10.1 The annual membership fees for all classes of membership shall be determined by the General Committee.
- 10.2 The proposed fees should be announced at least sixty (60) days before coming into effect.

## **11.0 TERMINATION OF MEMBERSHIP**

- 11.1 Any Member's membership may be terminated by the following events:
- (i) Resignation
  - (ii) Expulsion
  - (iii) A Member's annual membership fee remains unpaid
- 11.2 Resignation
- 11.2.1 Any Member who wishes to resign must do so in writing, addressed and delivered to the Secretary, or if this is not possible the President.
- 11.2.2 A Member who resigns shall not be entitled to a refund of any Floorball New Zealand fees. They shall forfeit all rights and claims upon Floorball New Zealand and its property, in accordance with clause 9.12.
- 11.3 Suspension and Expulsion
- 11.3.1 A Member who fails to observe the constitution, policies and codes of Floorball New Zealand or whose conduct is considered to be prejudicial or detrimental to the interests of Floorball New Zealand or to Floorball may be given a written warning or have their membership or affiliation suspended or may be expelled from Floorball New Zealand.
- 11.3.2 A Member may be suspended or expelled by a resolution passed at a Committee Meeting. The Member concerned must be given at least fourteen (14) days notice, in writing, of the meeting. This notice should include details of the complaint against the Member and request the Member or their spokesperson's attendance at the meeting.

- 11.3.3 The Member or their spokesperson may attend the meeting in order to hear the complaint and explain or defend their conduct. The meeting may proceed in the Member's or spokesperson of the Member's absence.
- 11.3.4 The decision to suspend or expel a Member at a Committee Meeting must be by at least a two-thirds (2/3) majority of votes cast.
- 11.3.5 The decision to suspend or expel a Member will come into effect fourteen (14) days after the meeting at which the resolution is passed. The Member must be informed of the decision in writing by the Secretary, or failing this the President, within seven (7) days of the meeting.
- 11.3.6 A Member suspended or expelled by the Committee may appeal to a General Meeting of Floorball New Zealand called for that purpose. The Secretary, or failing this President, must be notified of this appeal within fourteen (14) days of the Committee Meeting. The General Meeting may confirm or set aside the resolution to suspend or expel the Member.
- 11.3.7 A General Meeting requested by the Member under clause 11.3.6 should be convened by the Committee within thirty (30) days of receipt of the appeal. The procedures specified in section 17 of this constitution must be observed when calling the General Meeting.
- 11.3.8 If the Committee fails to convene a General Meeting requested under clause 11.3.6 within the period specified under clause 11.3.7 the Member concerned may call a General Meeting as if he or she were the Committee. If a meeting is called under this clause the Committee must supply the Member with the necessary particulars of all Floorball New Zealand Members and pay all reasonable expenses of convening and holding the Meeting.
- 11.3.9 A Member who appeals to a General Meeting against a suspension or expulsion resolution passed at a Committee Meeting does not cease to be a Member until the resolution is confirmed at the General Meeting.
- 11.3.10 A Member who is expelled shall not be entitled to any refund of Floorball New Zealand fees and shall forfeit all rights and claims upon Floorball New Zealand and its property, in accordance with clause 9.12.
- 11.3.11 A Member who is suspended shall not be entitled to any refund of Floorball New Zealand fees and shall forfeit all rights and claims upon Floorball New Zealand and its property during the period of their suspension. The provisions of clause 9.8 apply during the period of their suspension.
- 11.3.12 A Member who is suspended may be reinstated at the discretion of the Committee or following a resolution to that effect at a General Meeting of Floorball New Zealand.

## **12.0 GENERAL COMMITTEE**

12.1 Management of Floorball New Zealand shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of;

12.1.1 President

12.1.2 Vice President

- 12.1.3 Secretary
- 12.1.4 Treasurer
- 12.1.5 At least one (1) ordinary Committee Member
- 12.2 No person shall hold more than one position on the General Committee at any one time. A person shall cease to be a member of the General Committee at the conclusion of the Annual General Meeting which follows his/her election and will be eligible for re-election.
- 12.3 The duties of the individual Committee positions are given in the Floorball New Zealand policies.
- 12.4 Members of the Committee shall be elected by Floorball New Zealand's Members at the Annual General Meeting or a General Meeting called for that purpose.
- 12.5 Committee Members hold office until the next Annual General Meeting when all positions become vacant, or an event specified in clause 12.11 occurs.
- 12.6 Committee Members are eligible for re-election every two years. President and Treasurer shall be elected in even years, vice president, secretary and ordinary committee members shall be elected in uneven years.
- 12.7 Only Club Members and Individual Members of Floorball New Zealand who are entitled to hold an office as specified in 9.2 are eligible to serve on the Committee. Members must be nominated, seconded and willing to serve on the Committee.
- 12.8 Elected Committee Members shall take office from the day following their election.
- 12.9 A Committee Member may resign from the Committee at any time but must do so in writing, addressed and delivered to the Secretary, or if this is not possible the President.
- 12.10 A Committee Member who ceases to be a Member under clause 9.11 of this constitution shall be deemed to have automatically resigned from the Committee.
- 12.11 A casual vacancy occurs in the office of a Committee Member if the Member -
  - (i) resigns under clause 12.9
  - (ii) is deemed to have resigned under clause 12.10, and by reference to clause 9.11 is no longer a Member of Floorball New Zealand
  - (iii) is absent from three or more meetings without leave of absence
  - (iv) is convicted of an offence under an Act relevant to the conduct of Floorball New Zealand
  - (v) is permanently incapacitated by mental or physical ill-health.
- 12.12 The Committee may appoint any Member who meets the conditions given in clause 12.7 to fill a casual vacancy on the Committee without calling a General Meeting. Any appointment is subject to the provisions given in section 12. In particular clause 12.5 applies regardless of the date of any appointment.
- 12.13 The quorum of the General Committee shall be half its members plus one.

### **13.0 POWERS OF THE GENERAL COMMITTEE**

- 13.1 The General Committee shall carry out the day-to-day running of Floorball New Zealand and shall have the power to:

- 13.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- 13.1.2 Fix the manner in which such banking accounts shall be operated upon, providing the General Committee passes all payments;
- 13.1.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- 13.1.4 Adjudicate on all matters brought before it which affect Floorball New Zealand;
- 13.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
- 13.1.6 Make, amend and rescind rulings, policies and codes;
- 13.1.7 May at their discretion employ a person or persons to carry out certain duties required by Floorball New Zealand, at salaries or remunerations for such a period of time, as may be deemed necessary;
- 13.1.8 Appoint an officer/s or agent of the General Committee to have custody of Floorball New Zealand's records, documents and securities.
- 13.1.9 The power to nominate or appoint delegates to represent Floorball New Zealand at meetings nationally and internationally on terms defined by the committee.

#### **14.0 CONDUCT OF COMMITTEE MEETINGS**

- 14.1 At least seven (7) days notice, in writing, of a Committee Meeting must be given to all Committee Members. This notice must include the date, time, place and agenda for the meeting. A Committee Meeting maybe held by phone conference or similar electronic process.
- 14.2 The President will normally chair Committee Meetings. In the absence of the President another Committee Member may be appointed to chair the meeting.
- 14.3 Each Committee Member is entitled to one vote only on each motion / nomination.
- 14.4 The chair of the meeting shall ONLY have a casting vote.
- 14.5 Motions at a Committee Meeting shall be decided by a simple numerical majority, unless overridden or qualified by a specific clause in this constitution.
- 14.6 Delegates and Individual Members are entitled to attend Committee Meetings unless circumstances require the meeting to be held "in camera". Such Members may be specifically invited to attend a meeting. Such Members may not take part in the proceedings of the meeting unless invited by the Chair. They must leave a meeting if so directed by the Chair.
- 14.7 Meetings should all be minuted and copies of minutes shall be distributed to the General Committee within fourteen (14) days of the meeting.

#### **15.0 SUB-COMMITTEES**

- 15.1 The General Committee has the power to form sub-committees for specific purposes / tasks. These sub-committees may include ordinary Floorball New Zealand members.

- 15.2 When a sub-committee is formed it must be informed by the General Committee of the limits of its powers and responsibilities but generally shall act in accordance with the Floorball New Zealand sub-committee policy. This may include the delegation of particular powers to the sub-committee.
- 15.3 A sub-committee must have at least one Member who is also a General Committee Member. This General Committee representative need not be the chair of the sub-committee.
- 15.4 Sub-committees convened for specific tasks automatically terminate once the task has been completed. This should be specified when the sub-committee is formed.
- 15.5 The General Committee may terminate a sub-committee, alter the representatives on a sub-committee or alter the powers and responsibilities of a sub-committee at any time by resolution passed at a Committee Meeting.
- 15.6 All sub-committees are automatically terminated at the Annual General Meeting of Floorball New Zealand. They may be re-instated by the in-coming General Committee with the same or similar powers, responsibilities and members.

## **16.0 PROCEDURAL DISPUTES**

- 16.1 In cases of any dispute, doubt or difficulty existing or arising out of matters or procedure order, the decision of the Chairperson shall be final.

## **17.0 AUDITOR**

- 17.1 The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 17.2 The Auditor/s shall examine and audit all books and accounts of Floorball New Zealand annually, and have the power to call for all books, papers, accounts, receipts etc., of Floorball New Zealand and report thereon to the Annual General Meeting.
- 17.3 The Auditor may not be a member of the General Committee.

## **18.0 GENERAL MEETINGS**

- 18.1 Annual General Meeting
  - 18.1.1 The Annual General Meeting must be held within six (6) months of the end of the Club's financial year.
  - 18.1.2 The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members. If any of the Notices of Motion proposed to be dealt with at the Annual General Meeting require a special resolution then the notice of the meeting must be given at least 21 days before the date fixed for holding the Annual General Meeting
  - 18.1.3 All members of Floorball New Zealand may attend the Annual General Meeting but only Delegates and the President have got the right to vote.
  - 18.1.4 The Annual General Meeting must follow the provisions for the conduct of all of the Floorball New Zealand's General Meetings as defined in section 18.3 and 18.4.
  - 18.1.5 The business of the Annual General Meeting shall include, but is not limited to:

- Opening of the Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurer's Statement of Accounts for the financial year
- Adoption of audited financial statements
- Election of new Committee Members and appointment of Auditor
- Vote of thanks to outgoing Executive
- Notices of Motion or Special Resolutions
- Other reports as required
- Closure

The order of the items of business need not follow the order listed above as long as those present at the meeting agree to a change of order by simple majority.

## 18.2 General Meetings

18.2.1 A General Meeting may be called as a result of one of the following events:

- (i) by a resolution passed at a Committee Meeting
- (ii) by the President
- (iii) by a resolution passed at a previous Annual General Meeting or General Meeting
- (iv) by a petition in writing and signed by at least 25% of all Members over the age of 18 years.

18.2.2 A petition by Members to call a General Meeting should be addressed and delivered to the Secretary, or if this is not possible the President. It should clearly state the reason for calling the meeting. If appropriate it should contain an appropriately worded motion to be presented at the meeting.

18.2.3 A General Meeting must be held within thirty (30) days of the receipt of a petition received under clauses 18.2.1 and 18.2.2

18.2.4 If after the receipt of a petition from Members which complies with clauses 18.2.1 and 18.2.2 the Committee does not hold a General Meeting within the period specified under clause 18.2.3 the Members who made the petition may convene the meeting as if they were the Committee. If a meeting is called under this clause the Committee must supply the Members with the necessary particulars of all Floorball New Zealand Members and pay all reasonable expenses of convening and holding the Meeting.

## 18.3 Conduct of General Meetings

18.3.1 At least fourteen (14) days notice, in writing, of any General Meeting, should be given to all Members. This notice should include the date, time and place of the meeting and an agenda, including any motions or nominations which have been received. A General Meeting maybe held by phone conference or

similar electronic process provided there is a quorum present physically as per clause 18.4.1 at the place nominated for the meeting to be held.

- 18.3.2 The Member Clubs and Regional Federations should submit the list of Delegates to the Secretary at least three (3) days before the General Meeting. If the Secretary is unreachable, the list may be submitted to the President.
  - 18.3.3 General Meetings of Floorball New Zealand should be carried out under the generally accepted procedures for running a meeting. This includes proposing / seconding motions / nominations, procedural motions and all other common procedures.
  - 18.3.4 The President should normally, but not necessarily, chair any General Meeting of Floorball New Zealand. A meeting may appoint / elect a chair for the duration of the meeting. This may be necessary due to the President's absence or may be at the President's request or at the request of three (3) Members of Floorball New Zealand present or by proxy at the meeting.
  - 18.3.5 The chair of a General Meeting is responsible for the conduct of the meeting and should ensure that any motion / nomination / resolution put to the meeting is clear, unequivocal, has been duly recorded, fully discussed and correctly voted on.
  - 18.3.6 The Secretary should normally, but not necessarily, take minutes for any General Meeting of Floorball New Zealand. A meeting may appoint / elect a recorder for the duration of the meeting. This may be necessary due to the Secretary's absence or may be at the Secretary's request or at the request of three (3) Delegates present or by proxy at the meeting.
  - 18.3.7 The chair of a General Meeting may with the consent of the Members present adjourn the meeting from time to time and from place to place. During the period of an adjournment no additional items may be added to the agenda for the meeting.
  - 18.3.8 A General Meeting cannot be adjourned under clause 18.3.7 for a period of more than thirty (30) days. If a greater period is required the adjourned meeting is deemed to have been closed and a new meeting must be called.
- 18.4 Quorum at a General Meeting
- 18.4.1 The quorum at a General Meeting shall be one third (1/3) of the Delegates according to Floorball New Zealand's books present at the meeting as at the date the General Meeting was advertised to be held or six (6) Delegates whichever is the lesser.
  - 18.4.2 If after 30 minutes of the time specified for the holding of a General Meeting no quorum is present the meeting is automatically adjourned to the same place at the same time on the same day in the following week at the same venue.
  - 18.4.3 If after 30 minutes of the resumption of a General Meeting adjourned under clause 18.4.2 no quorum is present those Delegates present may proceed as if a quorum was present.
  - 18.4.4 If a General Meeting was adjourned under clause 18.4.2 no additional items may be added to the agenda for the meeting during the adjournment.

## **19.0 VOTING**

### 19.1 Voting powers at the Annual General Meeting and General Meetings:

19.1.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote; the President shall exercise a casting vote.

19.1.2 Each Member Association nominates a specified number of Delegates to vote in its behalf. Only Member Associations who are current with their membership fees can nominate Delegates. Only full financial members of FNZ who are current with their membership fees and have lodged their membership application at least 7 days prior to the date of any Annual General Meeting or General Meeting are eligible to represent their Member Association. The Member must be a full financial member of the represented Member Association. The Member must be over the age of 18 years. Each Delegate present shall have one (1) vote.

19.1.3 The number of Delegates is given as follows:

- (i) Each Regional Federation is represented by two (2) Delegates
- (ii) Each Member Club is represented by two (2) Delegates for their first twenty (20) members or part thereof as they appear on the books of Floorball New Zealand seven (7) days before the meeting.
- (iii) Each Member Club is represented by one (1) additional Delegate for each block of twenty (20) of additional members or part thereof as they appear on the books of Floorball New Zealand seven (7) days before the meeting.

### 19.2 Voting powers at the General Committee Meetings:

19.2.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote; the President shall exercise a casting vote.

19.2.2 Each individual committee member present shall have one (1) vote.

19.3 Voting may be conducted by any method provided it is fair and reasonable. Appropriate methods include but are not limited to show of hands or written ballot. A request for a written ballot may be made by three (3) or more Members at a General Meeting, either in person or by proxy.

19.4 The meeting may appoint one or more Returning Officers to supervise the collection and counting of votes.

19.5 Unless overridden or qualified by a specific clause in this constitution motions or nominations at a General Meeting shall be decided by a simple numerical majority.

## **20.0 MINUTES OF MEETING**

20.1 The General Committee shall cause to be kept minutes of the proceedings of all meetings and all General meetings of Members which shall be entered in a minute book kept for that purpose within 30 days of the meeting.

20.2 The minutes of any meeting shall after having been passed by the succeeding meeting be signed by the Chairperson and the note taker of the meeting and shall be evidence of the business transacted at such meeting.



## **21.0 COMMON SEAL**

- 21.1 The common seal of Floorball New Zealand shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the General Committee and in the presence of at least the President and two members of the Committee, both of whom shall subscribe their names as witnesses.

## **22.0 AMENDMENTS TO THIS CONSTITUTION**

- 22.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 22.2 The Secretary shall forward such notices of motion to each General Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 22.3 Alterations to the By-laws can be made only at General Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 22.4 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five per cent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or General Committee Meeting, as the case may be.
- 22.5 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Consumer and Employment Protection of the amendment.
- 22.6 No addition to or alterations of the objectives, personal benefit clause or the winding up clause shall be made which would alter the tax exempt status. 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.

## **23.0 SERVING OF NOTICES**

- 23.1 Any notices required to be distributed under this constitution including notices of meetings, changes to by-laws and notices to specific members should be served by one of the following methods:
- (i) Serving it to a Member personally
  - (ii) Posting it to a member at the last known address for the Member as recorded in the register of Members maintained under clause 9.13
  - (iii) Sending it electronically to a member at the last known email address for the Member as recorded in the register of Members maintained under clause 9.13
- 23.2 Serving a notice personally may be carried out by an agent appointed for the task.
- 23.3 When a notice is served by post it will be deemed to be effected if it is sufficiently addressed and posted by ordinary prepaid mail.
- 23.4 When a notice is served by email it will be deemed to be affected if it is sufficiently addressed, sent and if no failure notification had been received.

- 23.5 The Secretary normally distributes any notice required under this constitution but the distribution may be carried out by any Committee Member.

#### **24.0 BOOKS AND RECORDS OF FLOORBALL NEW ZEALAND**

- 24.1 The Secretary has authority and responsibility for all books, documents, records and registers of Floorball New Zealand excluding those required to be kept and maintained by the Treasurer. The Secretary's responsibilities include maintaining the records. These records include but are not limited to the following:
- (i) Full and correct minutes of all proceedings of all General Meetings
  - (ii) Full and correct minutes of all proceedings of all Committee Meetings
  - (iii) A record of the office holders of Floorball New Zealand and any trustees who hold assets on behalf of Floorball New Zealand
  - (iv) A record of correspondence of Floorball New Zealand
  - (v) The register of Members as defined in clause 9.13
- 24.2 Responsibility for particular records may be delegated to Members other than the Secretary as the Committee from time to time decides.
- 24.3 Any Member may at any reasonable time inspect without charge the books, documents, records, registers and securities held by Floorball New Zealand.
- 24.4 Fourteen (14) days notice must be given to the Secretary or Treasurer as appropriate. If this is not possible notice should be given to the President.

#### **25.0 FINANCE**

- 25.1 Floorball New Zealand's financial year shall run from July 1 to June 30. The accounts, books and all financial records of Floorball New Zealand shall be audited each year.
- 25.2 All funds of Floorball New Zealand shall be deposited into the Floorball New Zealand's accounts at such bank or recognised financial institution as the General Committee may determine.
- 25.3 All accounts due by Floorball New Zealand shall be paid by either cheque or electronic banking after having been passed for payment at the General Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next General Committee Meeting.
- 25.4 The Secretary shall not spend more than a set amount Petty Cash without the consent of the General Committee, and shall keep a record of such expenditure in a Petty Cash Book.
- 25.5 A statement showing the financial position of Floorball New Zealand shall be tabled at each General Committee Meeting by the Treasurer.
- 25.6 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 25.7 The Treasurer is responsible for the administration of Floorball New Zealand's finances. This includes the receipt of any fees, income or other monies and the payment of any debts as they fall due.
- 25.8 The Treasurer has responsibility for all securities, books, and documents of a financial nature and all accounting records of Floorball New Zealand.

- 25.9 Responsibility for particular records may be delegated to Members other than the Treasurer as the Committee from time to time decides.
- 25.10 The signatories to the Floorball New Zealand's account/s will be any two (2) from the following:
- President
  - Vice President
  - Secretary
  - Treasurer
- 25.11 All property and income of the Floorball New Zealand will apply solely to the promotion of the objectives of Floorball New Zealand and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objectives.

## **26.0 DISSOLUTION AND VOLUNTARY WINDING UP**

- 26.1 Floorball New Zealand may be voluntarily wound up if a resolution to this effect is given the consent of seventy five per cent (75%) of Delegates voting at a General Meeting.
- 26.2 If Floorball New Zealand is incapable of continuing as a corporate entity it shall cease to exist in its own name and shall be wound up. The remaining Members shall be deemed to have the full powers of Floorball New Zealand, regardless of whether they have been elected or not.
- 26.3 For the purposes of clause 26.2 Floorball New Zealand could be considered incapable of continuing if there are insufficient Members to form the Committee as specified in section 12 of this constitution or Floorball New Zealand cannot adequately meet the debts and liabilities for the coming financial year.
- 26.4 If upon the winding up or dissolution of Floorball New Zealand there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred
- (i) to another Club, Federation or Organisation incorporated under the Act which has similar objects; or
  - (ii) for charitable purposes
- Which Club, Federation or Organisation or charitable purposes, as the case requires, shall be determined by resolution of the members.
- 26.5 If there are insufficient Delegates to carry out the dissolution, the distribution of surplus assets as per clause 26.4 should be determined by a duly appointed Magistrate or Judge within the appropriate jurisdiction.

**27.0 DECLARATION**


27.1 Floorball New Zealand hereby adopts and accepts this constitution as a current operating guide regulating the actions of The Organisation and its members.

Signed:  \_\_\_\_\_

Date: 29/04/2015

Name: OLE PEDERSEN


President Floorball New Zealand

Signed:  \_\_\_\_\_

Date: 28.4.2015

Name: Christian Bertschinger

Secretary Floorball New Zealand

Signed:  \_\_\_\_\_

Date: 19/5/2015

Name: Sven Sundin

Vice President Floorball New Zealand