

# **New Zealand Polocrosse (Inc.)**



# **Constitution**

**September 2017**



# CONSTITUTION

## New Zealand Polocrosse Incorporated

### 1. DEFINITIONS

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**AGM** means Annual General Meeting.

**Association** means a member as described in Rule 10.

**Member** means and includes all classes of Members of New Zealand Polocrosse.

**Board** means the Board of New Zealand Polocrosse.

**General Meeting** means an AGM or SGM.

**Patron** means the person appointed as the Patron of New Zealand Polocrosse.

**President** means the President of New Zealand Polocrosse.

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

**Region** means a geographical area of New Zealand.

**Rules** means this Constitution and "Rule" shall have a corresponding meaning.

**Secretary** means the Secretary of New Zealand Polocrosse appointed in accordance with Rule 17.

**SGM** means Special General Meeting.

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

**Treasurer** means the Treasurer of New Zealand Polocrosse appointed in accordance with Rule 17.

### 2. NAME

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2.1 The name of the incorporated society is New Zealand Polocrosse Incorporated.

2.2 The registered office shall be Menefy Jaichandy Miriama Street, Taumarunui 3920 or such other place as determined by the Board.

### 3. OBJECTS

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3.1 The objects of New Zealand Polocrosse are:

- a. to develop opportunities, programmes and facilities to enable, encourage and enhance participation, enjoyment and performance of people and horses in all levels of Polocrosse competition and activities, from recreational to elite;
- b. to promote safety and welfare of all participants and horses in Polocrosse;
- c. to provide a framework for the establishment, promotion and staging of international, national, regional, club, and other competitions;
- d. to encourage, organise and promote the entry of teams at international events.

#### 4. POWERS

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- 4.1 New Zealand Polocrosse has the following powers which will be exercised by a Special Resolution of members at a general meeting:
- a. Borrow, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its capital assets and enter into guarantees, this process is to go through the Board with the decision exercised as above;
- 4.2 New Zealand Polocrosse has the following powers which are delegated to the Board for the management and governance of the organisation:
- a. Make, alter and rescind By-laws and the Playing Rules of New Zealand Polocrosse, with any changes to be ratified at an AGM or SGM in accordance with the relevant By-Laws;
  - b. Formulate and enforce by-laws, regulations, policies and procedures for the governance, management and operation of New Zealand Polocrosse;
  - c. Determine, implement and enforce disciplinary disputes and appeal procedures (including drug testing and other policies), conduct hearings and impose sanctions and penalties;
  - d. Consider and settle disputes between Members in accordance with the Disputes Resolution as outlined in the By-Laws;
  - e. Withdraw, suspend or terminate membership in accordance with Rule 12;
  - f. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
  - g. Invest surplus funds in low-risk investments on behalf of New Zealand Polocrosse;
  - h. Purchase, lease or otherwise acquire capital assets of New Zealand Polocrosse to a maximum value of \$5,000.00. For the purchase, lease or otherwise acquiring capital assets over the value of \$5,000.00, New Zealand Polocrosse will require a Special Resolution of members at a general meeting;
  - i. Produce, develop, create, licence, use and protect the intellectual property of New Zealand Polocrosse;
  - j. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
  - k. Manage the operational expenditure of New Zealand Polocrosse;
  - l. Organise and control competitions, events and programmes;
  - m. Assign functions to and/or enter into agreements with organisations such as SPARC, the New Zealand Sports Disputes Tribunal and the New Zealand Sports Drug Agency;
  - n. Consult or engage legal counsel;
    - i) Except in the event of disputes with members of NZ Polocrosse when the Disputes Resolution process as outlined in the By-Laws will be followed.
    - ii) NZ Polocrosse recognises the Sports Tribunal of New Zealand as the appropriate forum to resolve certain sports related matters set out in the rules of

that Tribunal. Legal council may be engaged by NZ Polocrosse if a member dispute is heard by the Sports Tribunal of New Zealand.

- o. Do any other acts or things which are incidental or conducive to the attainment of the objects of New Zealand Polocrosse.

## **5. MEMBERS**

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5.1 The Members of New Zealand Polocrosse shall be:

- a. Affiliated Members as detailed in Rule 6;
- b. Associate Members as detailed in Rule 7;
- c. Member Clubs as detailed in Rule 8;
- d. Life Members as detailed in Rule 9;

5.2 Voting Members (must also be an Affiliated Member as detailed in Rule 6) shall be the Association Delegates as outlined in 10.2

## **6. AFFILIATED MEMBERS**

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6.1 Individual players who are members of a Member Club as detailed in Rule 8.

## **7. ASSOCIATE MEMBERS**

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7.1 Non-playing individuals who are members of a Member Club as detailed in Rule 8.

## **8. MEMBER CLUBS**

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8.1 Incorporated Polocrosse Clubs within New Zealand who have similar objects as New Zealand Polocrosse, including without limitation the organisation, fostering, promoting and developing of Polocrosse activities may become members of New Zealand Polocrosse.

8.2 Each Member Club shall, on request, provide to New Zealand Polocrosse a copy of its Constitution or Rules and any proposed amendments;

8.3 Membership may be granted to an unincorporated Club provided it intends to become incorporated within (12) months of applying for membership.

## **9. LIFE MEMBER**

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9.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of New Zealand Polocrosse. Any person may be nominated for life membership of New Zealand Polocrosse but must be nominated by an Association. Such nomination must be made to the Board in writing setting out the grounds for the nomination. The Board must then determine in its discretion as to whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at a General Meeting;

9.2 Life members retain all benefits and rights of a normal Club member at Club and Association level.

## **10. ASSOCIATIONS**

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- 10.1 For the purpose of representation to General Meetings, New Zealand shall be divided into regions within which shall be a regional group of Member Clubs known as an Association. The members shall determine the number of regions, their boundaries and the Member Clubs within those regions from time to time and the Board will hold a map of the approved regions, their boundaries and Member Clubs within each region forming the Association.
- 10.2 Each Association shall have two (2) delegates with voting rights at General Meetings of New Zealand Polocrosse.
- 10.3 Each Association is delegated the responsibility by the Board for ensuring the efficient administration of Polocrosse in their region, strictly in accordance with the Constitution, regulations and bylaws, and any directives from the Board. Such delegation may be revoked or varied at any time by written notice from the Board.
- 10.4 Each Association must:
- a. at all times act for, and on behalf of, the interests of New Zealand Polocrosse and the Members;
  - b. annually hold an Association annual general meeting and such other general meetings as may be required;
  - c. elect the two (2) delegates to represent the Association at General Meetings of New Zealand Polocrosse;
  - d. comply with directions of the Board;
  - e. promote trust and confidence between the Member Clubs and the Board and do all things that are reasonably necessary to achieve the objects;
  - f. make full and proper disclosure to the Board of all matters of importance to the Member Clubs, the Associations and New Zealand Polocrosse, including without limitation providing the Board with any financial statements of the Association within thirty (30) days of request;
  - g. not undertake activity that has an adverse impact on any Member Club or New Zealand Polocrosse.

## **11. MEMBER CLUB APPLICATIONS, ENTITLEMENTS AND REQUIREMENTS**

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- 11.1 An application for Club membership must be in writing and in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board and the decision notified in writing within twenty-one (21) days of receipt of the application.
- 11.2 Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of New Zealand Polocrosse.
- 11.3 In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution, including payment of any membership or other fees within a required time period.

- 11.4 The failure by a Member to comply with Rule 11.3 may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
- 11.5 Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board. Life Members have no voting rights but may attend, and speak, at General Meetings.
- 11.6 Members have the right to attend and speak at General Meetings but the right to vote will be exercised by the Association delegates in accordance with Rule 15.13b.

## **12. DURATION OF MEMBERSHIP**

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- 12.1 A Member may resign on giving twenty-one (21) days notice in writing to the Board. Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of New Zealand Polocrosse or if a Member acts in manner which is considered by the Board to be harmful to New Zealand Polocrosse or inconsistent with the standards of behaviour expected of a Member.
- 12.2 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of New Zealand Polocrosse or in the absence of any relevant provisions then by a General Meeting of New Zealand Polocrosse. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.
- 12.3 The Board shall keep a register of Members.

## **13. MEMBERSHIP FEES**

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- 13.1 The Board shall annually propose any membership or other fees payable by members.
- 13.2 The proposed schedule of fees will be tabled for adoption at the AGM.
- 13.3 Each Member Club shall by the 30<sup>th</sup> November in each year forward to the Secretary a statement of members setting out, in such form as the Board shall from time to time decide, the name of the Club and number of members of such Club as at the 30<sup>th</sup> day of November and such other matters as the Board might decide.

## **14. OFFICERS OF NEW ZEALAND POLOCROSSE**

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- 14.1 The officers of New Zealand Polocrosse shall be:
- a. the Patron;
  - b. the President.
- 14.2 The Patron shall be invited by the Board to be the Patron. The Patron shall be entitled to attend and speak at General Meetings, but shall have no right to vote.
- 14.3 The President shall be elected annually by the Board from among the Elected Board Members at the first meeting of the Board following the AGM. The President shall hold office for one (1) year until conclusion of the first Board meeting following the AGM. The President may be re-elected for further subsequent and consecutive terms of office.

## 15. GENERAL MEETINGS

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- 15.1 New Zealand Polocrosse must hold an AGM and the AGM shall be held not later than the 30<sup>th</sup> day of September, at such time, date and place as the Board determines.
- 15.2 The Board must give at least forty (40) days notice in writing to Members of General Meetings. The notice can be given by such methods as the Board may determine.
- 15.3 Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 15.4 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. The chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
  - b. A motion to proceed is put to the meeting and a majority of two thirds of votes cast is obtained in favour of the motion to proceed.

### **Purpose of AGM**

- 15.5 The AGM shall be called for the following purposes:
- a. Adoption of minutes of the previous meeting;
  - b. To receive from the Board a Report and audited Statement of Financial Position and Statement of Financial Performance for the preceding year;
  - c. Receiving reports from any Board panels and/or affiliated bodies;
  - d. To elect the Elected Board Members of New Zealand Polocrosse for the ensuing year;
  - e. To decide on any motion which has been properly submitted to the Board for consideration at the AGM;
  - f. Ratification of changes to any By-Laws and Playing rules made by the Board during the previous year.

### **Special General Meetings**

- 15.6 The Board must call a Special General Meeting (**SGM**) upon a written request from:
- a. The Board itself; or
  - b. Such Members as are entitled to exercise one third or more of the voting rights of New Zealand Polocrosse; or
  - c. A Member or former Member who, in the absence of other available procedures, is seeking a review of a decision of the Board in relation to withdrawal, termination or suspension of such Member or former Member in terms of Rule 12.2.
- 15.7 The written request for an SGM must state the purpose for which the SGM is requested.
- 15.8 The SGM must only deal with the business for which the SGM is requested.



- 15.9 The notice requirements for the SGM are the same as for General Meetings, unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members, or Associations waive the notice period by unanimous decision.

#### **Quorum**

- 15.10 A quorum for a General Meeting is obtained by the presence or proxy of two thirds of the voting delegates with voting rights in New Zealand Polocrosse.
- 15.11 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

#### **Control of General Meetings and Voting**

- 15.12 The President of New Zealand Polocrosse shall preside at the General Meeting. If the President is unavailable then the Board shall appoint a person present to be the chairperson of the General Meeting.
- 15.13 Unless otherwise required by this Constitution:
- a. An Ordinary Resolution shall be sufficient to pass a resolution;
  - b. Each Association shall have two (2) delegates with one (1) vote per delegate;
  - c. Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution;
  - d. Elections of officers and Elected Board Members at an AGM must be undertaken by secret ballot except where:
    - i. There are the same number of nominations as positions available; or
    - ii. There are insufficient nominations for officers and elected Board Members and after calling for further nominations at the AGM there are still insufficient or the same number of nominations for positions available, then those persons who have been nominated shall be declared elected.
  - e. For an Association to have voting rights at an AGM, or SGM, they must have at least one delegate of the Association in attendance at the AGM or SGM. Proxy votes and postal votes are permitted for the remaining Association vote. Proxy votes are to be received by the Board Secretary prior to the commencement of the meeting and shall be recorded in the minutes. A postal vote must be received by the Board Secretary 7 days prior to the AGM, or SGM date, and a form for this must be requested from the Board Secretary;
  - f. In the event of inequality of votes, the chairperson shall have an additional or casting vote;
  - g. In the event that a secret ballot is called, two (2) scrutineers must be appointed at the General Meeting to count the votes.

## 16. BOARD

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### **Role of the Board**

- 16.1 The governance and management of New Zealand Polocrosse shall be vested in the Board. The Board has powers as delegated under Clause 4.2.

### **Membership of the Board**

- 16.2 Members of the Board shall be:
- a. Five (5) persons elected by the AGM under Rule 16.3a. (Elected Board Members);
  - b. In addition, the Elected Board Members may co-opt up to two (2) Members to the Board under Rule 16.3c.

### **Election / Appointment of the Board**

- 16.3 Members of the Board shall be elected or appointed as follows:
- a. The Elected Board Members shall be elected by a majority of Members entitled to vote at an AGM following nomination by at least one Association, or the Board;
  - b. Nominations for Elected Board Members may be made by the Associations and the Board and shall be in the approved form and received by the Secretary of New Zealand Polocrosse not less than thirty (30) days before the date set for the AGM;
  - c. Co-opted Board Members may be appointed at any time by the Board;
  - d. In appointing any co-opted Board Member the Board shall use its best endeavours to appoint persons who have specific and relevant skills, qualifications and experience that is likely to add value and benefit to the activities and decisions of the elected Board members and the sport.

### **Term of Office of Board Members**

- 16.4 Subject to Rule 16.8 the term of office for all Elected Board Members shall be three (3) years, expiring on conclusion of the relevant AGM. The election of Elected Board Members shall be rotated so that three (3) Board members are elected in one (1) year and two (2) the next to ensure continuity of some Elected Board Members on the Board.
- 16.5 The term of office for co-opted Board Members shall be the period from their appointment until the conclusion of the first AGM following such appointment. A co-opted Board Member may be reappointed to the Board for further terms of office.

### **Vacancies on the Board**

- 16.6 In the event that there is a vacancy in the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.
- 16.7 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 16.6 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

### **Vacating Office**

- 16.8 The office of a Member of the Board shall be vacated if the person holding that office:
- a. dies;
  - b. resigns by notice in writing;
  - c. is convicted of an indictable offence;
  - d. has a property manager or welfare guardian appointed under the Protection of Personal Property Rights Act 1988;
  - e. is removed from office by a resolution of the Board passed by a majority of not less than two thirds of the Members of the Board, excluding the Member under consideration.
- 16.9 Where the removed Board Member in Rule 16.8e was a co-opted Board Member, the Board may appoint another person in their place to hold office until the expiration of the term of the Board Member which he or she is replacing. Where that removed Board Member was an elected Board Member the vacancy shall be filled in accordance with Rule 16.6.

### **Board Meetings and Duties of the Board**

- 16.10 At its first meeting following the AGM, the Board must elect a President, who shall also act as chairperson.
- 16.11 The role of a chairperson is to chair meetings of the Board. In the event of the unavailability of a chairperson then the Board shall nominate a deputy-chairperson to undertake the chairperson's role during the period of unavailability.
- 16.12 The duty of each Board Member is to pursue the objects of New Zealand Polocrosse and to exercise the powers of New Zealand Polocrosse for fulfilment of the objects and in so doing a Board Member must:
- a. Regularly attend Board meetings and General Meetings of New Zealand Polocrosse;
  - b. Provide good governance for New Zealand Polocrosse;
  - c. Regularly monitor and review the performance for New Zealand Polocrosse;
  - d. Act in the best interests of New Zealand Polocrosse at all times;
  - e. Formulate such by-laws, regulations, policies and procedures as are appropriate for New Zealand Polocrosse;
  - f. Where appropriate, engage in activities to promote, market, represent and fundraise for New Zealand Polocrosse;
  - g. Do such other things within this Constitution as the Board agrees to promote the objects of New Zealand Polocrosse.
- 16.13 Board meetings may be called at any time by the President but generally the Board shall meet at regular intervals agreed by the Board.
- 16.14 Except to the extent specified in this Constitution the Board shall regulate its own procedure.
- 16.15 Three (3) Board Members shall form a quorum.

- 16.16 Each Board Member shall have one (1) vote. In the event of a deadlock, the chairperson shall have an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- 16.17 A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Board.
- 16.18 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing, facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 16.19 The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of New Zealand Polocrosse business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement.
- 16.20 If any situation arises which, in the opinion of the Board, is not provided for in the Constitution, regulations, by-laws or policies of New Zealand Polocrosse, the matter will be determined by the Board.

## **17. SECRETARY AND / OR TREASURER**

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- 17.1 The Secretary and / or Treasurer shall be appointed by the Board which shall determine the salary or honorarium payable (if any) and the terms, duties and conditions of the Secretary and / or Treasurer in addition to those specified in this Constitution.
- 17.2 The Board shall have the discretion to suspend or remove the Secretary and / or Treasurer from office.

## **18. FINANCES**

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- 18.1 The financial year of New Zealand Polocrosse shall end on the 31<sup>st</sup> day of May each year.
- 18.2 Statements of Financial Position and Financial Performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM.
- 18.3 The Board is responsible for the receipt and banking of all monies received by New Zealand Polocrosse. All funds of New Zealand Polocrosse shall be paid to a bank account in the name of New Zealand Polocrosse and the bank account must be operated in accordance with the policy determined by the Board.
- 18.4 The Board must ensure correct accounting records are kept. The accounting records of New Zealand Polocrosse must be kept at the office of New Zealand Polocrosse, or at such place as the Board may determine, and must be open to inspection by Members at such reasonable times as agreed by the Board.

## **19. COMMON SEAL**

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- 19.1 The common seal of New Zealand Polocrosse shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the President or a Board Member.

## **20. ALTERATIONS OF RULES**

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- 20.1 Any General Meeting of New Zealand Polocrosse shall have the power by a resolution passed by two thirds majority to rescind, alter or add to the existing Rules of New Zealand Polocrosse and the By-Laws for the administration of the Sport provided that at least twenty one (21) days written notice of the proposed amendment shall have been given to Members prior to such meeting:
- 20.2 No addition to or alteration of the objects, personal benefit Rule or the winding up Rule shall be approved without Inland Revenue Department approval and the provisions and effect of this Rule shall not be removed from this Constitution and shall be included in any alteration, addition or revision of this Constitution.

## **21. PROHIBITION ON PERSONAL BENEFITS**

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- 21.1 No Member, or person associated with a Member, may participate in or materially influence any decisions by New Zealand Polocrosse in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.
- 21.2 Any such income paid, or benefit or advantage conferred, must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This provision and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

## **22. WINDING UP**

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- 22.1 New Zealand Polocrosse must be wound up if New Zealand Polocrosse, at a General Meeting of its Members, passes a Special Resolution requiring New Zealand Polocrosse to be wound up and the resolution is confirmed by similar majority at a subsequent General Meeting called for that purpose and held not earlier than sixty (60) days after the date on which the resolution so to be confirmed is passed.
- 22.2 If upon the winding up or dissolution of New Zealand Polocrosse there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of New Zealand Polocrosse but shall be given or transferred to some other Association, organisation or body having objects similar to the objects of New Zealand Polocrosse, or to some other charitable organisation or purpose within New Zealand.

## **23. INDEMNITY**

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New Zealand Polocrosse shall indemnify every Member of the Board, the Secretary and other officers and employees of New Zealand Polocrosse in respect of all liability arising from the proper performance of their functions connected with New Zealand Polocrosse