

**RULES OF OTUMOETAI FOOTBALL CLUB  
INCORPORATED**



## 1. Constitution and Name

- 1.1 The Otumoetai Football Club Incorporated is constituted by resolution dated 19 May 2010.

## 2. Objectives

### 2.1 Objectives and Powers

- (a) To foster, encourage and control Football and such other sporting and recreational 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.
- (b) To foster the general health and physical attributes and well-being of all members of the Club in general sporting and recreation activities.
- (c) To provide facilities for the training of teams and individuals conducive to attaining any of the other objects of the Club.
- (d) To acquire in the name of the Club by purchase, lease or otherwise any property real or personal and any buildings which the Club may from time to time think proper and to enter into and carry out the contracts and agreements for that purpose.
- (e) To sell or otherwise dispose of any property real or personal belonging to the Club and to surrender any lease held by it and to enter into and carry out contracts and agreements for that purpose.
- (f) To construct any building for the use of the Club and to alter, add to and maintain any building erected or used in the Club's name.
- (g) To apply for and hold a licence under the Sale and Supply of Alcohol Act 2012 or any amendment thereto or if a licence is sought by Otumoetai Sports and Recreation Incorporated, then to adhere to all licence conditions.
- (h) To invest and use the funds of the Club in any such manner as it shall think fit.

- (i) To borrow or raise or secure the payment of money in such manner as the Club may think fit.
  - (j) To make amend or rescind such by-laws as it shall deem necessary or expedient for the proper conduct of the Club's affairs.
  - (k) To be a member of the Otumoetai Sport and Recreation Club Incorporated.
- 2.2 To carry out other activities as the Club in general meeting may decide including the promotion of other sporting and recreational activities provided that all such other activities shall not derogate from the other objects and powers hereinbefore set forth in particular the principal objects set forth in Clause 2.1 above.
- 2.3 Notwithstanding any other provision, the Club shall not expend any money:
- (a) Other than to further purposes recognised by law, nor
  - (b) For the sole personal or individual benefit of any Member.
- 2.4 Any Income, benefit, or advantage must be used to advance the charitable purposes of the Club.

No member of the Club, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Club in respect of the payment of any income, benefit or advantage to, or on behalf of, that member or any associated person of that member.

Any payments made to a member of the Club, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

### 3. Powers

3.1 In addition to its statutory powers, the Club may:

- (a) Use such of its funds to pay the costs and expenses of furthering or carrying out its objectives, and for that purpose may employ or contract such people as may seem expedient, and
- (b) Exercise all the powers of a trustee might exercise; and
- (c) Invest in any investment in which a trustee might invest.

### 4. Membership

4.1 The classes of membership and the method by which Members are admitted to different classes are as follows:

(a) Individual Member

An Individual Member is a member of the Club admitted under Rule 5.0 who has not ceased to be a Member under Rules 6.2 or 7.0.

(b) Life Member

A Life Member is a person honoured for meritorious services to the Club after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of an Individual Member and shall be subject to all the duties of an Individual Member except those of paying subscriptions and levies. All existing Life Members of the Ōtumoetai Football Club shall be Life Members of the Club.

(c) Honorary Member

An Honorary Member is a person honoured for services to the Club or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

- 4.2 Individual Members shall advise the Secretary of any change of address or telephone number.
- 4.3 The Secretary shall keep a membership register of Individual Members recording their names, addresses, telephone numbers and any other contact information.
- 4.4 The Secretary shall keep a register of Life Members and Honorary Members.
- 4.5 All Members (and Executive members) shall promote the interests and the objects of the Club and shall do nothing to bring the Club into disrepute.

## 5. Admission of Members

- 5.1 Applicants for membership as Individual Members shall complete any application form provided (and supply such information as may be required) by the Executive.
- 5.2 Membership applications shall be considered by the Executive who may interview the membership applicant.
- 5.3 The Executive shall have complete discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision, and that decision shall be final.

## 6. Subscriptions and Levies

- 6.1 The annual subscription for different classes of Member levy, and any amount payable on joining the Club, shall be set by resolution of a General Meeting. The General Meeting may pass a resolution authorizing the Executive to set the annual subscription for the following year.
- 6.2 Any Member failing to pay the annual subscription or any levy by the 20 March following or such other fee as is set by the Executive shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid, and shall be deemed to have ceased to be a Member until all arrears are paid in full.

## 7. Cessation of Membership

- 7.1 Any Member may resign from that Member's class of membership by written notice to the Secretary, and each such resignation shall take effect from the end of the Club's then current financial year.
- 7.2 The Executive may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 7.3 After due enquiry and having given the Member the right to be heard, the Executive may by letter invite any Member within a specified time to retire for failure to comply with these Rules or any of the other duties of a Member. If the Member does not so retire, the Executive may recommend to a General Meeting that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the Member by resolution passed by a two-thirds majority of those present and voting.
- 7.4 A Member whose membership is terminated under Rules 7.1, 7.2 or 7.3 shall remain liable to pay all subscriptions and levies to the end of the Club's then financial year.

## 8. Re-admission of Former Members

- 8.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, but if the former Member's membership was terminated under either of Rules 7.2 or 7.3 the applicant shall not be readmitted without the approval of a General Meeting.

## 9. Election of Officers and Executive

9.1 The Annual General Meeting shall elect President, Vice President, Secretary and Treasurer, and representatives from each of the divisions of the Club, which are, as at the date of this document:

- (a) Junior Football (separate Girls and Boys age group co-ordinators);
- (b) College Football (separate Girls and Boys co-ordinators);
- (c) Senior Men's Football (represented by Men's Club Captain);
- (d) Senior Women's Football (represented by Women's Club Captain)
- (e) Academy / Skills Centre;
- (f) Futsal
- (g) Summer Football 5-aside

Such divisions to be determined by general meeting of the Club.

9.2 The Secretary shall call for nominations with the Notice of Annual General Meeting. All nominations may be made in writing accompanied by written consent of the nominee or be made from the floor at the Annual General Meeting.

9.3 If the position of any Executive member becomes vacant between Annual General Meetings that vacancy shall be filled by the Executive.

## 10. Management by the Executive

10.1 From the end of each Annual General Meeting until the end of the next, the Club shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Club as approved by any General Meeting.

10.2 The role of the Executive Committee is, but without limiting the provisions of clause 10.1 and 10.3, to provide governance and to conduct due diligence on behalf of the Club

The Committee is responsible for:

- (a) Strategic plan development and future planning
- (b) Conducting reviews and reporting to members on strategic progress
- (c) Compliance with the Constitution e.g. AGM

- (d) Compliance with the Health & Safety Policy and ensuring regular initiatives and reviews are undertaken to enhance a good health and safety culture within the club
- (e) Approval of direction and funding as presented by Director of Football
- (f) Funding application approvals

10.3 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Club's powers, other than those required by statute or by these Rules to be exercised by the Club in General Meeting and in particular:

- (a) To be responsible for the Club's finances and general expenditure.
- (b) To provide, maintain and upkeep the Club's training facilities and grounds.
- (c) To manage the social and fundraising activities of the Club.
- (d) To decide all questions and matters affecting the welfare of the Club.
- (e) To enquire into the conduct of any Club member while under the jurisdiction of the Club and to inflict such reasonable penalty in respect thereof as it thinks fit.
- (f) To delegate such of the above powers as it thinks fit to an Emergency Committee, Executive Committee, Sporting Activity Committee or any other Committee appointed by it.
- (g) To appoint any Club member or members to any governing body.

10.4 The Executive shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the President or Secretary.

10.5 All Executive meetings shall be chaired by the President or in the President's absence by the Vice President or in the absence of both of them by some other Executive member elected for the purpose by the meeting and any such chairperson shall have a deliberative and casting vote.

10.6 The Executive may co-opt any Individual to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.

10.7 The quorum for Executive meetings is at least half the number of the



Executive members.

- 10.8 Only Executive members elected under Rule 9.1 or appointed under Rule 10.3 shall be counted in the quorum and be entitled to vote.
- 10.9 The Executive may appoint subcommittees consisting of such persons as it thinks fit and with or without power to co-opt, but such subcommittees shall have no power to commit the Club to any financial expenditure without express authority by resolution of the Executive.
- 10.10 The Executive and any subcommittee may act by resolution approved by not less than half of the members of the Executive or subcommittee in the course of a telephone conference call or through a written ballot.
- 10.11 The Executive may from time to time make regulations for the conduct and control of Club activities.
- 10.12 The President (and, in the absence of the President, the Vice President) shall, in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the Club.
- 10.13 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 10.14 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
- 10.15 Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Club possessed by such former officer.

## 11. Secretary

- 11.1 The Secretary shall record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that that meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.
- 11.2 The Secretary shall hold the Club's records, documents, and books.

- 11.3 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.

## 12. Registered Office

- 12.1 The Registered Office of the Club shall be at such place as the Executive from time to time determines. The first Registered Office shall be at Fergusson Park, Tilby Drive, Matua, Tauranga.

## 13. Finance

- 13.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Club's financial position, report on the Club's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.
- 13.2 The Executive shall maintain bank accounts in the name of the Club, and all cheques and withdrawal forms shall be signed by any one of the Treasurer, President or Secretary and countersigned by some other member of the Executive.
- 13.3 All money received on account of the Club shall be banked within seven days of receipt.
- 13.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 13.5 The Club's financial year shall commence on 1 October of each year and end on 30 September of the following year.
- 13.6 The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Club of Accountants and not a Member of the Club) to audit the annual accounts of the Club and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

#### 14. Execution of Documents

- 14.1 The Common Seal of the Club, if any, shall be retained by the Secretary.
- 14.2 Documents shall be executed for the Club pursuant to a resolution of the Executive:
  - (a) By affixing the Common Seal, if any, witnessed by any one of the President or Secretary and countersigned by some other member of the Executive, or
  - (b) By any one of the President or Secretary and some other member of the Executive signing on behalf of the Club.

#### 15. General Meetings

- 15.1 The Annual General Meeting shall be held between 30th September and the 30th November in each year at a time and place fixed by the Executive.
- 15.2 Special General Meetings may be called by the Executive, or by written requisition to the Secretary signed by not less than a quarter of the financial Individual Members.
- 15.3 At least 14 days before any General Meeting the Secretary shall communicate to all Individual Members written notice of the business to be conducted at the General Meeting including notice of any motions and the Executive's recommendations in respect thereof under Rule 15.9, and the failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 15.4 General meetings may be attended by all Members of whatever class of membership, but only financial Individual together with Life Members are entitled to vote.
- 15.5 The quorum for General Meetings is ten Individual Members.
- 15.6 All General Meetings shall be chaired by the President or in the President's absence by some other Executive member elected for the purpose by the Meeting and any such chairperson shall have a deliberative and casting vote.
- 15.7 Voting at General Meetings shall be by voices, by show of hands or, on demand of the chairperson or of any Member present, by secret ballot. On any secret ballot each Individual Member shall be entitled to one vote.

- 15.8 The business of the Annual General Meeting shall be:
- (a) Minutes of the previous General Meeting(s),
  - (b) Annual Report of the President,
  - (c) Statement of Accounts,
  - (d) Election of Officers,
  - (e) Motions of which notice has been given,
  - (f) Approval of plans for the balance of the current and next calendar years,
  - (g) General business, and
  - (h) Place of next Annual General Meeting.
- 15.9 Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than 28 clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to Members in respect thereof.

## 16. Alteration of Rules

- 16.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Individual Members present and voting.
- 16.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members and given in writing to the Secretary at least 28 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 16.3 At least 14 days before the General Meeting at which any such proposal is to be considered the Secretary shall communicate written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof to all Individual Members.

17. **Winding up**

17.1 In the event of the Club being wound up, all surplus assets of the Club, after payment of all costs, debts and liabilities lawfully payable by the Club shall be disposed of to non-profit charitable sporting organizations, the organizations to be determined by the Club in General Meeting.

18. **Club Colours**

18.1 The Club Colours are the colours which may be approved by the Executive by the Annual General Meeting or by any Special General Meeting.

19. **Trophies**

19.1 All trophies shall be held by such person or team with approval of the Executive until the 1<sup>st</sup> day of September at which time all trophies shall be returned to the Club for display in the trophy cabinet. No trophy shall be won outright by any individual or team.

20. **Indemnity**

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

21. **Affiliation**

21.1 The Club shall be affiliated to the Waikato / Bay of Plenty Federation of Football New Zealand and shall acknowledge the Federation as the major governing body and partake in its administration in so far as it is able.

21.2 The Club shall be a member of the Otumoetai Sport and Recreation Club Incorporated as the body administering the Club's grounds and clubrooms at Fergusson Park.

President



Secretary

