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Universities of Canterbury Association Football Club Constitution

2018

Constitution Rule List

[1. DEFINITIONS 2](#_Toc506389564)

[2. NAME 3](#_Toc506389565)

[3. OBJECTS 3](#_Toc506389566)

[4. AFFILIATIONS 3](#_Toc506389567)

[5. POWERS 4](#_Toc506389568)

[6. MEMBERSHIP 5](#_Toc506389569)

[7. INDIVIDUAL MEMBERS 5](#_Toc506389570)

[8. LIFE MEMBER 6](#_Toc506389571)

[9. MEMBERSHIP RIGHTS AND OBLIGATIONS 6](#_Toc506389572)

[10. RESIGNATION AND TERMINATION OF MEMBERSHIP 7](#_Toc506389573)

[11. MEMBERSHIP FEES 7](#_Toc506389574)

[12. REGISTER OF MEMBERS 8](#_Toc506389575)

[13. OFFICERS OF THE ORGANISATION 8](#_Toc506389576)

[14. GENERAL MEETINGS 9](#_Toc506389577)

[15. BOARD 12](#_Toc506389578)

[16. Duties and Powers of the Board 14](#_Toc506389579)

[17. Board Meetings and Procedure 16](#_Toc506389580)

[18. BOARD APPOINTMENTS PANEL 17](#_Toc506389581)

[19. APPOINTMENT AND ELECTION OF BOARD MEMBERS 19](#_Toc506389582)

[20. CHIEF EXECUTIVE 20](#_Toc506389583)

[21. FINANCES 20](#_Toc506389584)

[22. COMMON SEAL 20](#_Toc506389585)

[23. ALTERATIONS OF RULES 20](#_Toc506389586)

[24. APPLICATION OF INCOME 21](#_Toc506389587)

[25. LIQUIDATION 21](#_Toc506389588)

# DEFINITIONS

**AGM** means Annual General Meeting.

**Appointed Board Member** means a Board Member appointed under Rule 20.

**Chief Executive** means the Chief Executive Officer of Universities of Canterbury Association Football Club.

**Competitive Member** means the class of member described in Rule 8.

**Constitution** means this constitution.

**Board** means the Committee of the Universities of Canterbury Association Football Club.

**Board Member** means a member of the Board including Elected Board Members and Appointed Board Members.

**Elected Board Member** means a Board Member elected under Rule 20.

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

**Individual Member** means an individual described in Rule 7.

**Majority** means at least two thirds of those present and eligible to vote.

**Member** means and includes all classes of members of Universities of Canterbury Association Football Club described under Rule 6.

**MFF** means Mainland Football Federation Incorporated.

**NZF** means New Zealand Football.

**Objects** means the objects of Universities of Canterbury Association Football Club described under Rule 3.1.

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

**Patron** means the person appointed as the patron of Universities of Canterbury Association Football Club.

**President** means the President of Universities of Canterbury Association Football Club.

**Register** means the register of Members specified in Rule 12.

**Rules** means these rules and “Rule” shall have a corresponding meaning.

**SGM** means Special General Meeting.

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

**UCAFC** means Universities of Canterbury Association Football Club Incorporated.

**UCSA** means University of Canterbury Students Association.

**UC Sport** means University of Canterbury Sport.

**LU Sport** means Lincoln University Sport.

**LUSA** means Lincoln University Students Association.

# NAME

* 1. The official name of the incorporated society is Universities of Canterbury Association Football Club Incorporated hereafter referred to as UCAFC.
  2. The registered office of UCAFC shall be at the place as determined by the Board when appropriate. The registered office must be within the boundaries of Mainland Football’s jurisdiction.

# OBJECTS

* 1. The objects of UCAFC are:
     1. To foster and control Association Football at the Universities of Canterbury and Lincoln;
     2. To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of Association Football in UCAFC’s activities;
     3. To promote, develop and co-ordinate competitions for all sport-related activities of UCAFC;
     4. To affiliate and co-operate with kindred and other organisations, including MFF, NZF and other entities as the board sees fit.
  2. UCAFC is a not for profit incorporated society.
  3. Any financial gain made by UCAFC shall be used to further promote the above objectives and shall not be used for direct or indirect gain of its Members, either individually or collectively. However, the Board, being held fiscally responsible, may engage, hire or contract individuals with skills or training needed to assist in the functioning of UCAFC or to carry out the operations of UCAFC, providing compensation at prevailing rates of payment. Members of UCAFC are eligible to seek such engagements, so long as their Membership is disclosed to the Board. Members of the Board are not eligible for consideration to carry out these paid functions.

# AFFILIATIONS

* 1. UCAFC shall be a Member and follow the published rules of MFF and NZF as the regional and national regulatory bodies of association soccer in New Zealand.
  2. UCAFC shall be affiliated and is subject to the published rules in declining order of authority of the following organizations to which it is affiliated:
     1. UC Sport;
     2. UCSA;
     3. LU Sport;
     4. LUSA.
  3. At the discretion of the board UCAFC may at any time:
     1. Choose to enter into new affiliations that it believes will provide benefit to its Members and align with the objects of the club;
     2. Choose to terminate any affiliations, including but not limited to those named in rule 4.2, that it believes are defunct or detract from the objects of the club except for its membership to MFF and NZF as laid out in rule 4.1.

# POWERS

* 1. UCAFC has the power, subject to this Constitution to:
     1. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
     2. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or change over all or part of any of its property and enter into guarantees;
     3. Sell, lease, mortgage, charge or otherwise dispose of any property of UCAFC and grant such rights and privileges over such property as it considers appropriate;
     4. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
     5. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of UCAFC;
     6. Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of UCAFC;
     7. Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
     8. Consider and settle disputes between Members;
     9. Determine who are its Members and withdraw, suspend or terminate membership;
     10. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
     11. Organise and control competitions, events and programmes;
     12. Make, alter, rescind and enforce rules of competition that are within its jurisdiction;
     13. Select representative teams and squads within the club;
     14. Delegate powers of UCAFC to any person, Board, or sub-Board;
     15. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the UCAFC, or with which the UCAFC is authorised to amalgamate or generally for any purpose designed to benefit the UCAFC;
     16. Do any other acts or things which are incidental or conducive to the attainment of the objects of UCAFC.
  2. The powers listed in Rule 5.1 must only be used to further the purposes of UCAFC and its members.

# MEMBERSHIP

* 1. The Members of UCAFC shall be:
     1. Individuals as detailed in Rule 7;
     2. Life Members as detailed in Rule 8;

# INDIVIDUAL MEMBERS

* 1. There are three categories of Individual Members:
     1. Competitive Member as set out in Rule 7.2
     2. Recreational Member as set out in Rule 7.3
     3. Administrative Member as set out in Rule 7.4
  2. A Competitive Member is a New Zealand Citizen or individual with a Visa which allows them to work or study in New Zealand, who wishes to compete for UCAFC in competitive events. An individual shall become a Competitive Member as follows:
     1. Completing a registration form;
     2. Completing a transfer request form and paying any outstanding amounts to previous club (if required);
     3. Paying subscription fees in full.
  3. A Recreational Member is a New Zealand Citizen or individual with a Visa which allows them to work or study in New Zealand, who wishes to compete in UCAFC social competitions. An individual shall become a Recreational Member as follows:
     1. Signing up to the appropriate competition and completing the registration form in full;
     2. Agreeing to all competition rules and regulations;
     3. Paying subscription fees in full.
  4. An Administrative Member is a New Zealand Citizen or individual with a Visa which allows them to work or study in New Zealand, who conducts work on behalf of the club. An individual shall become an Administrative Member as follows:
     1. Being elected or appointed on to the Board at the AGM or other time as appropriate;
     2. Being a coach, manager, physio, analyst or other member of UCAFC’s support staff;
     3. Other members as chosen by the Board either through an elective process or appointment as set out in rule 7.5.
  5. Other UCAFC members can become an Administrative Member upon election or appointment by the Board. This encompasses any individual who is registered with UCAFC to be responsible for one or more of the functions required to operate the club. For purposes of this definition this includes; team manager’s, physio’s, S&C coaches, analysts and any other appointed individuals as set out by UCAFC.
  6. Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one Membership in the Club, and is entitled to one vote at Members’ meetings.

# LIFE MEMBER

* 1. Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of UCAFC. Any person may be nominated for life membership of UCAFC but must be nominated by a Member of UCAFC as outlined in Rule 6 and seconded by a further 2 Members. Such nomination must be made to the Board in writing, setting out the grounds for the nomination 28 days before the AGM. The Board must then determine, in its discretion 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 the General Meeting.
  2. Each life Member will be treated as a current Individual Member and entitled to one vote at General Meetings.

# MEMBERSHIP RIGHTS AND OBLIGATIONS

* 1. Members acknowledge and agree that:
     1. An application for membership must be made online in the format set out by the Board that aligns with the type of Membership as set out in Rule 6 and Rule 7. All applications for membership will be determined by the Board and applicants may be declined membership if, for example, the person is not eligible or has past convictions etc.
     2. Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of UCAFC.
     3. In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
     4. The failure by a Member to comply with Rule 9.1(c) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
     5. They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
  2. Membership of UCAFC is annual and expires on 1st November in each year. The membership requirements as set out in this Constitution and any regulations, must be complete by each Member at a suitable time as decided upon by the Board in each year to have their membership renewed.

# RESIGNATION AND TERMINATION OF MEMBERSHIP

* 1. A Member may resign by notice in writing to the Board.
  2. 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 UCAFC or if a member acts in a manner which is considered by the Board to be harmful to UCAFC or inconsistent with the standards of behaviours expected of a Member.
  3. 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 UCAFC or in the absence of any relevant provisions then by a Special Meeting of UCAFC. If the issue goes to a Special 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 Special Meeting.
  4. If a Membership is withdrawn, suspended or terminated by the Board under the criteria and process set out in Rule 10.2 & Rule 10.3, any amount of remuneration owing to that Member may be withdrawn up to the full amount (100%) at the discretion of the Board. However, this cannot be done retrospectively; any amount already given to the Member is considered complete and cannot be asked to be repaid.

# MEMBERSHIP FEES

* 1. The Board shall annually determine:
     1. Any membership or other fees payable by each Member;
     2. The due date for such fees; and
     3. The manner for payment of such fees.
  2. The Board may determine different levels of membership fees and other fees for different types of Members.
  3. The Board shall determine this at the first Board meeting following the AGM or as soon as is practicable.

# REGISTER OF MEMBERS

* 1. The Club Administrator/Club Captain shall keep and maintain a Register in which shall be entered the full name, address, email address, class of membership, the date of entry of each Member and any other details about each Member as agreed by that Member. This register
  2. All Members shall provide notice of any change to their details as set out in Rule 12.1 to UCAFC within thirty (30) days of the change taking place. Or otherwise keep their registration accounts, such as COMET, up to date without being required to provide notice.
  3. UCAFC shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

# OFFICERS OF THE ORGANISATION

* 1. The Permanent Officers of UCAFC shall be:
     1. The President;
     2. The Vice-President;
     3. The Treasurer;
     4. The Secretary;
  2. The Additional Officers of UCAFC shall be:
     1. The Football Development Manager;
     2. The Gear Manager;
     3. The Food and Beverage Manager;
     4. The General Executive’s:
        1. UC Sport Rep;
        2. LU Sport Rep;
        3. Ex Officer of Board or other esteemed Member;
        4. Ex Officer of Board or other esteemed Member.
  3. The Permanent Officers as set out in Rule 13.1 must form the basis of every Board of UCAFC. Any changes to Rule 13.1 can only be made at a General Meeting with a Majority vote of the Board. The Additional Officers as set out in Rule 13.2 may be changed and updated at the discretion of the Board at any Board Meeting.
  4. If an Officer becomes an employee of UCAFC, such as the Football Development Manager, this Officer must be removed from the Board as set out in Rule 15.3(a). A separate Officer may be appointed in their place with a similar or different role description as set out in Rule 15.9.
  5. There must be a minimum of 10 Officers to form an official Board and the recommended number of Officers is 12. The Board may continue to run in the event there are less than this amount, but they must make provisions to meet this criteria in a reasonable time frame.
  6. The Permanent and Additional Officers shall be elected annually at the AGM. The Officers shall hold office for one (1) year until the conclusion of each AGM. The Officers may be re-elected for further subsequent and consecutive terms of office.
  7. Nominations for a position on the Board shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule 15.19.
  8. Other Members may attend Board Meetings if requested by the Board and shall be entitled to speak at such meetings when permitted but shall have no right to vote.

# GENERAL MEETINGS

* 1. UCAFC must hold an AGM once every year in October. In special circumstances this may be such time, date and place as the Board determines but not more than 15 months after the last AGM.
  2. Any other General Meetings shall be SGMs.
  3. The Board must give Members at least 28 days’ written notice of the AGM. The notice can be given by such methods as the Board may determine.
  4. Not less than 7 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Club Administrator from the Members and/or the Board. Applications for Appointed Board Members and Elected Board Members must be received not less than 7 days before the date set for the AGM however nominations may also be made on the floor.
  5. The following business shall be discussed at the AGM:
     1. The minutes from the previous AGM
     2. The Presidents and Treasurers Report including the Financial Accounts for the previous year. Financial Accounts should be externally audited if possible or required.
     3. The appointment of scrutineers for the meeting;
     4. The election of any vacancy arising in the position of the President;
     5. The election of any vacancies arising in the positions of Elected Board Members;
     6. Any motion(s) proposing to alter the Constitution; and
     7. Any other items of business that have been properly submitted for consideration at the AGM.
     8. Any general business that is not specific to the AGM shall not be discussed and should be added to the agenda for the next Board Meeting.
  6. An agenda containing the business to be discussed at an AGM (as set out in Rule 15.5) shall be sent by the Club Administrator/Secretary to the Board and the Members by no later than 5 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

Special General Meetings

* 1. The Board must call an SGM upon a written request from:
     1. The Board itself; or
     2. A Quorum (8) of Members request it and the Board agrees that the request is reasonable as to require an SGM.
  2. The written request for an SGM must state the purpose for which the SGM is requested.
  3. The SGM must only deal with the business for which the SGM is requested.
  4. The notice requirements for the SGM are 28 days 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.

**Minutes**

* 1. Full minutes shall be kept of all General Meetings and made available upon request by Members.
  2. 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:
     1. The President in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
     2. 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.

**Quorum**

* 1. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be at least 8 Members who are entitled to vote. The quorum must be present at all times during the meeting, except for during election of the Board if required to conform with Rule 14.19.
  2. 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**

* 1. The President of UCAFC shall preside at the General Meeting. If the President is unavailable then another member of the Board (appointed by the Board) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting. This person shall be known as the Chairperson for all following rules.
  2. The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:
     1. Individual Members as set out in Rule 7;
     2. Life Members as set out in Rule 8.
  3. The voting entitlement for each Member eligible to vote shall be as follows:
     1. Each Individual Member may cast one vote for each Officer;
     2. Each Life Member may cast one vote for each Officer.

**Method of Voting**

* 1. Voting shall generally be conducted by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.
  2. Elections of the President and Elected Board Members at an AGM must be undertaken by secret ballot.
  3. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
  4. If there are:
     1. the same number of nominations as positions available; or
     2. insufficient nominations for the positions,

the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 15.6.

* 1. Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.
  2. An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
  3. Proxy votes and postal votes are not permitted.
  4. In the event of an equal number of votes at a General Meeting, the Chairperson shall have an additional or casting vote.

# BOARD

**Role of the Board**

* 1. The governance of UCAFC shall be vested in the Board, which may exercise all the powers of UCAFC and do all things which are not expressly required to be undertaken by UCAFC at a General Meeting.

**Membership of the Board**

* 1. The Board shall comprise of:
     1. The Permanent Officers as set out in Rule 13.1;
     2. The Additional Officers as set out in Rule 13.2.

**Ineligibility**

* 1. A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of UCAFC, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
     1. A person who is an employee of, or contractor to UCAFC.
     2. A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
     3. A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
     4. A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
     5. A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
  2. If any of the circumstances listed in Rules 15.3(a) to 15.3(e) occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule 15.3(a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

**Terms of Office of Board Members**

* 1. The term of office for all Board Members shall be three years, expiring on conclusion of the relevant AGM. A Board Member may be re-elected to the Board for a maximum of two subsequent and consecutive terms of office. Prior to each AGM, the Board shall advise the Chief Executive of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.

**Vacancies on the Board**

* 1. In the event there is a vacancy on 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. If the vacancy is for six months or longer the Board must refer the appointment to the Board Appointments Panel who shall seek to fill the vacancy in accordance with Rule 18, with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.
  2. The term of office for a person appointed as a Board Member to fill a vacancy under Rule 15.6 shall expire at the beginning of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

**Commentary:**

It is preferable that where a person holds office with a member organisation, such as a Club or regional body, they are not eligible to be a Board member, unless they resign from that role. The down side to this limitation is that in some sports it cuts out otherwise valuable potential board members who have a real interest in the sport. Some organisations only require this limitation on appointed board members so as to provide some independence on the Board without limiting them completely. The level of independence (including what “independence” means) and to which positions this applies is up to each organisation to decide.

Organisations may amend the process for nomination to the Board but **must** make sure the Constitution does provide for how Board Members are appointed – section 6(1)(g) Incorporated Societies Act 1908.

It will be necessary to include provisions in the Constitution that deal with the initial make-up of the board or for transition from one Board structure to another upon adoption of the constitution.

There are also different processes for filling a vacancy on the Board including calling an SGM. Other rules in the Constitution would need to be amended to allow for this so legal advice should besought if this change is made.

It is recommended that the term of office for Board Members be two or three years with up to a total maximum of 6 years in office (three 2 year terms or two 3 year terms).

**Removal of Board Member**

* 1. The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 16.
  2. Where the removed Board Member in Rule 15.8 was an Appointed Board Member, the Board shall 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 the removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 15.6.
  3. Upon the Chief Executive Officer receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 14.10.
  4. Following the notification under Rule 14.10 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
  5. The Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 16 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
     1. The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
     2. The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

# DUTIES AND POWERS OF THE BOARD

**Duties of the Board**

* 1. The duties of each Board Member are to:
     1. Regularly attend Board Meetings and General Meetings of UCAFC;
     2. Provide good governance for UCAFC;
     3. Exercise the powers of the Board for proper purpose;
     4. Regularly monitor and review the performance of UCAFC;
     5. Act in good faith and the best interests of UCAFC at all times;
     6. Act, and ensure UCAFC acts, in accordance with this Constitution;
     7. Formulate such by-laws, regulations, policies and procedures as are appropriate for UCAFC;
     8. Where appropriate, engage in activities to promote, market, represent and fundraise for UCAFC;
     9. Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
     10. Take such other steps as determined by the Board in respect of any interest specified in Rule 16.1(i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
     11. Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
         1. As agreed by the Board for the purposes of UCAFC;
         2. As required by law; or
         3. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
     12. Do such other things within these rules as the Board agrees to promote the objects of UCAFC.

**Powers of the Board**

* 1. The Board shall have the power to:
     1. Appoint or employ the Chief Executive;
     2. Define delegations of authority from the Board to the Chief Executive;
     3. Adopt and review the strategic plan for UCAFC;
     4. Adopt and review the annual plan and budget for UCAFC;
     5. Determine applications from individuals wishing to be Members of UCAFC;
     6. Hold meetings and forums for the Members, including General Meetings;
     7. Approve rules and regulations for any UCAFC competitions or events including conditions of entry;
     8. Establish Sub-Boards, commissions, or other groups to carry out any work of the Board by its delegated authority;
     9. Employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for UCAFC teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
     10. Subject to this Constitution, fill vacancies on the Board, and any commissions, Boards or other groups which are established by it;
     11. Control expenditure and raise funds to fulfil the Objects of UCAFC;
     12. Open and operate in the name of UCAFC such bank accounts as deemed necessary;
     13. Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
     14. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
     15. Establish such corporate and other entities to carry on and conduct all or any part of the affairs of UCAFC;
     16. Resolve and determine any disputes or matters not provided for in this Constitution; and
     17. Do all other acts and things which are within the powers and Objects of UCAFC and which the Board considers are appropriate.
  2. If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of UCAFC, the matter will be determined by the Board.

# BOARD MEETINGS AND PROCEDURE

* 1. At its first meeting following the AGM, the Board must elect a Chairperson.
  2. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
  3. The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson’s role during the period of unavailability.
  4. Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
  5. The quorum for a Board meeting shall be the lessor of; 8 Board Members of the Board or two thirds of Board Members of the Board rounded down.
  6. Each Board Member shall have one vote. The Chairperson shall have no right to 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 are not permitted.
  7. A resolution in writing, signed or consented to by email, 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 or more Members of the Board.
  8. 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.
  9. The Board may, by Majority vote, pay an honoraria and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of UCAFC’s business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

# BOARD APPOINTMENTS PANEL

* 1. There shall be a Board Appointments Panel comprising of the following three (3) people:
     1. One person being the Chairperson of the Board (or his/her nominee), or if s/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board;
     2. One nominee who is an independent professional who is experienced in governance and the functions and appointment process of directors and/or trustees in New Zealand, as determined by the Board; and
     3. One nominee who is independent of the Board and who has an interest and understanding of [name of sport related to the organisation] in New Zealand, as determined by the Board.
  2. No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rule 16.3(a) to Rule 16.3(f) inclusive have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the Board Appointments Panel.
  3. If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint the Board Appointments Panel, it shall be appointed by Sport New Zealand.
  4. The convenor of the Board Appointments Panel shall be the Chairperson or his/her nominee, as specified in Rule 19.1(a).
  5. The members of the Board Appointments Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limited to the number of occasions a person can be appointed to the Board Appointments Panel.
  6. The Board Appointments Panel shall be independent of the Board and shall be responsible for:
     1. Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
     2. Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
     3. Receiving and assessing applications from candidates for appointment as Appointed Board Members (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
     4. Deciding the candidates to be appointed as Appointed Board Members;
     5. Receiving and assessing applications from candidates for election as Elected Board Members at a General Meeting (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
     6. Recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicant(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration and vote by those present and entitled to vote at a General Meeting; and
     7. Such other related matters as set out in any applicable regulations.
  7. In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board Appointments Panel shall do so based on merit and shall take into account the following factors about the applicant and the Board as a whole:
     1. Their prior experience as a director, trustee, or experience in any other governance role;
     2. Their knowledge of, and experience in [name of sport related to organisation] generally, at international, national, and/or local level;
     3. Their occupational skills, abilities and experience;
     4. Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
     5. The desire for conflicts of interest on the Board to be minimised;
     6. The desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
     7. The desire for gender balance on the Board.
  8. No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
  9. The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
  10. The quorum for a meeting of the Board Appointments Panel shall be 3 members.
  11. Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be unanimous.
  12. All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
  13. Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in Rule 19.1.
  14. The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
      1. The member has a conflict of interest which has not be satisfactorily resolved to the Board’s satisfaction by the convenor;
      2. There are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel’s composition and/or process; or
      3. Any of the circumstances listed in the Rule 16.3(a) to Rule 16.3(f) have occurred to the member.
  15. Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

# APPOINTMENT AND ELECTION OF BOARD MEMBERS

* 1. The Board Members shall be appointed and elected as follows:
     1. The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least 90 days prior to the AGM.
     2. Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board (indicating whether they seek to be Appointed Board Members or Elected Board Members or either) and received at the registered office of UCAFC not less than 60 days before the date set for the AGM.
     3. Upon receipt of any applications for vacancies for Board Member(s) positions, the Chief Executive shall refer all the applications to the Board Appointments Panel.
     4. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 19.6 and notify the Chief Executive of the Appointed Board Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the AGM no later than 30 days’ prior to the AGM.
     5. Upon receipt of the notification from the Board Appointments Panel in Rule 20.1(d) the Chief Executive shall no later than 21 days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board Appointments Panel regarding any Appointed Board Members it has appointed together with any recommendations of applicants it considers would best suit the vacant positions of Elected Board Members, at the AGM.
  2. **Other Positions:** Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of UCAFC if they are appointed or elected as a Board Member.

**Commentary**

If a vacancy is filled through an SGM then this clause will need to be changed and advice should be sought.

Under the rules above, the election of the Elected Board Member positions still proceeds through a General Meeting including any nominations or candidates who are not recommended by the BAP. This allows for a level of democracy which keeps the Board accountable to its members/owners.

# CHIEF EXECUTIVE

* 1. At the discretion of the Board, there may be a Chief Executive of UCAFC who shall be employed for such term and on such conditions as the Board may determine. The official title may be different to Chief Executive and selected at the discretion of the board.
  2. The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of UCAFC in accordance with the Rules, regulations, by-laws, policies and procedures of UCAFC and within such delegated authority as may be imposed by the Board.
  3. The Chief Executive may attend Board meetings on and when required by the Board but will have no voting rights.

# FINANCES

* 1. Unless otherwise determined by the Board, the financial year of UCAFC shall end on the 31st day of September each year.
  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 or otherwise at the earliest convenience.
  3. Statements of financial position and financial performance shall be presented at each Board Meeting by the Treasurer.

# COMMON SEAL

* 1. The common seal of UCAFC 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 Chairperson and another Board Member.
  2. The UCAFC letter head must be used for all official internal and external documentation.

# ALTERATIONS OF RULES

* 1. The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
  2. No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of UCAFC. This Rule 23.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

# APPLICATION OF INCOME

* 1. The income and property of the organisation shall be applied solely towards the promotion of the Objects of UCAFC. No Member of UCAFC, or anyone associated with a Member, is allowed to take part in, or influence any decision made by UCAFC in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
  2. Except as provided in this Constitution:
     1. No portion of the income or property of UCAFC shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
     2. No remuneration or other benefit in money or money’s worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 17.9.
  3. Any payments made to a Member of UCAFC, or person associated with a Member, must be for goods or services that advance the objects and purposes of UCAFC, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

# LIQUIDATION

* 1. UCAFC must be liquidated up if UCAFC, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring UCAFC to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.
  2. If upon the winding-up or dissolution of UCAFC 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 UCAFC but shall be given or transferred to (in order of priority):
     1. UC Sport, or if not possible then;
     2. UCSA, or if not possible then;
     3. LU Sport, or if not possible then;
     4. LUSA, or if not possible then;
     5. some other association, organisation or body having objects similar to the objects of UCAFC.