

CONSTITUTION

OF

**NEW ZEALAND BILLIARDS & SNOOKER
ASSOCIATION INCORPORATED**

**Young Hunter
Barristers & Solicitors
Christchurch**

TABLE OF CONTENTS

1.	NAME.....	2
2.	OFFICE.....	2
3.	OBJECTS.....	2
4.	POWERS.....	2
5.	MEMBERS.....	3
6.	CESSATION OF MEMBERSHIP.....	5
7.	ANNUAL GENERAL MEETINGS.....	5
8.	SPECIAL GENERAL MEETINGS.....	6
9.	NOTICE OF AND PROCEEDINGS AT MEETINGS GENERALLY.....	6
10.	CHAIRPERSON AT MEETINGS.....	7
11.	ADJOURNMENT OF MEETINGS.....	7
12.	VOTING AT GENERAL MEETINGS.....	8
13.	BOARD.....	9
14.	REGULATIONS.....	10
15.	FINANCIAL MATTERS.....	10
16.	DISCIPLINE OF MEMBERS.....	11
17.	COMMON SEAL.....	14
18.	APPLICATION OF INCOME.....	14
19.	LIQUIDATION.....	15
20.	ALTERATION TO THE RULES.....	15
21.	INDEMNITY.....	15
22.	DISPUTES AND MATTERS NOT PROVIDED FOR.....	16
23.	INTERPRETATION AND DEFINITIONS.....	16

PART I – INTERPRETATION

1. NAME

The name of this incorporated society is the “New Zealand Billiards & Snooker Association Incorporated” (“the Association”).

2. OFFICE

The registered office of the Association shall be at such place as the Board of the Association may determine. Due notice of any change in place of the registered office shall be given to the Registrar of Incorporated Societies, and to all members of the Association.

3. OBJECTS

The objects of the Association are:

- 3.1. To be the national organisation in New Zealand for the administration, management, promotion, development and control of the games of Billiards and Snooker.
- 3.2. To represent New Zealand on the International Billiards & Snooker Federation and any other group the Board sees fit.
- 3.3. To encourage interest, participation, and achievement in the games of Billiards and Snooker in New Zealand.
- 3.4. To organise, promote and facilitate Billiards and Snooker competitions and events in New Zealand under such rules as the Board shall determine.
- 3.5. To publicise and to enforce the code of laws of the International Billiards & Snooker Federation for the proper conduct of the games of Billiards and Snooker.
- 3.6. To encourage and promote the games of Billiards and Snooker as sports to be played in accordance with the principles of fair play and free from performance enhancing drugs.
- 3.7. To facilitate the participation of teams and individuals in the games of Billiards and Snooker internationally, and to make such rules as it determines are necessary for that purpose.
- 3.8. To provide information and assistance, resources and opportunities for communication with and between members of the Association.
- 3.9. To do all such things and activities as are necessary, incidental or conducive to the advancement of these objects.

4. POWERS

The powers of the Association shall be to:

- 4.1. To establish a Board together with such Committees or other groups as the Board shall determine to ensure the advancement and attainment of any of the objects of the Association and to delegate its powers and functions to such groups.
- 4.2. Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection with such property

and to hold, improve, manage, develop, let or lease, sell, exchange or otherwise dispose of any such property, rights or privileges.

- 4.3. To borrow and raise money in such manner as the Association may determine.
- 4.4. To invest and deal with monies of the Association not immediately required for the purposes of the Association in such a manner as the Board thinks fit and in particular to invest the same on mortgage or with the purchase of real, leasehold or personal property or securities or by depositing same with any bank on interest bearing terms.
- 4.5. To determine, raise and receive monies by way of subscription, fees, levies, grants (including government funding), donation, or otherwise.
- 4.6. To determine and implement such regulations, policies and procedures for the management and governance of the games of Billiards and Snooker in New Zealand as it thinks fit.
- 4.7. To determine, implement and enforce disciplinary procedures and sanctions for the games of Billiards and Snooker in New Zealand.
- 4.8. To employ the services of such staff, on such terms as the Board determines as appropriate, to work for and on behalf of the Association.
- 4.9. To determine who may be members of the Association.
- 4.10. To establish, organise and control Billiards and Snooker games, matches, fixtures, competitions, tournaments and events in New Zealand, and to establish the rules for such matches, fixtures, competitions, tournaments and events.
- 4.11. To select New Zealand and other representative teams for the games of Billiards and Snooker.
- 4.12. To take or defend legal proceedings of any kind.
- 4.13. To take and effect insurance.
- 4.14. To do all such acts or things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.

PART II – MEMBERSHIP

5. MEMBERS

Membership categories

The membership of the Association (collectively called "members") shall consist of:

- 5.1. Council members.
- 5.2. Associate members.
- 5.3. Individual members.

Admission to membership

- 5.4. Membership of the Association shall bind all members to abide by the provisions of this Constitution and decisions of the Association.

Council members

- 5.5. Council Members shall include the original subscribers to the Rules of the Association as set out in Appendix A to this Constitution together with any other Regional Association or group that is admitted to membership under Rules 5.8 and 5.9 of the Constitution.

Associate members

- 5.6. Associate Members of the Association shall include the organisations referred to in Appendix B to this Constitution together with such further groups or incorporated bodies as may be admitted by the Board.

Individual members

- 5.7. An Individual Member shall be any person who is a financial member of a Council or Associate Member.

Applications for membership

- 5.8. The Board may make Rules determining the procedure to be followed by any applicant for membership.
- 5.9. The Board shall have sole discretion to determine whether any applicant shall be admitted to membership of the Association, save that any organisation applying for Council or Associate membership shall:
- (a) Be a legal entity or incorporated body.
 - (b) Within its Constitution incorporate by reference the provisions of this Constitution and any existing Rules, Regulations and Bylaws of the International Federation for Billiards and Snooker and the Association.
 - (c) Include within its Constitution procedures for enforcing decisions, determinations or sanctions imposed upon or affecting its members by the International Billiards & Snooker Federation, the Association or its Board, and the Sports Disputes Tribunal of New Zealand.

Membership fees

- 5.10. The Board shall determine:
- (a) The membership fee and/or other fees payable by Council, Associate, and Individual members to the Association.
 - (b) The date and manner by which such fees shall be paid to the Association.

Members rights and obligations

- 5.11. Members acknowledge and agree that:
- (a) This Constitution is a contract between each of them and the Association and that they are bound by its terms and any Regulations, Bylaws, or Rules of the Association.

- (b) They must comply with this Constitution and any Regulations, By Laws, Rules, Determinations, Resolutions or Policies which may be made or passed by the Board or the Association.
- (c) They are subject to the jurisdiction of the Association.
- (d) This Constitution and Rules, Regulations, By Laws, Resolutions or Policies implemented pursuant to it are reasonable and necessary for the promotion and furtherance of the objects of the Association.
- (e) They are entitled to all benefits, advantages, privileges and services of membership as are conferred by this Constitution, and any Rules, Regulations, By Laws, Resolutions or Policies implemented by the Board.

6. CESSATION OF MEMBERSHIP

Notice of Resignation

- 6.1. Any Member who has paid all monies due and owing to the Association may resign from the Association by giving one months notice in writing to the Association of such intention to resign and upon expiration of that period of notice, the Member shall cease to be a Member.

Failure to renew membership

- 6.2. A Member ceases to be a Member upon failing to renew membership of the Association in accordance with the procedure set down from time to time by the Board within 3 months of being required to do so unless otherwise determined by the Board in its absolute discretion.

PART III – GENERAL MEETINGS

7. ANNUAL GENERAL MEETINGS

7.1. Annual General Meetings to be held

The Association shall convene and hold an Annual General Meeting of its Members during the month of July in each year.

7.2. Ordinary Business

The ordinary business of the Annual General Meeting shall be to:

- (a) Confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.
- (b) Receive from the Board reports upon the operation of the Association during the last preceding year including the audited annual financial statements required under the Act.
- (c) Elect members of the Board and any office bearers.
- (d) Appoint an auditor.

7.3. Special Business

The Annual General Meeting may transact and consider special business of which notice is given in accordance with this Constitution.

7.4. Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any such General Meetings shall be Special General Meetings and shall be held in accordance with the provisions of this Constitution.

7.5. Entitlement to Attend Meeting

- 7.6. The only persons entitled to be present at the Annual General Meeting of the Association shall be the Members (including Delegates of Council or Associate Members), the Members of the Board, and the Auditor, except with the prior consent of the Board or the meeting in its discretion.

8. SPECIAL GENERAL MEETINGS

8.1. Special General Meetings May be Held

The Board may whenever it thinks fit convene a Special General Meeting of the Association and, where but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

8.2. Requisition of Special General Meeting

- (a) The Board shall on the requisition in writing of Members comprising not less than 10 of the current Council and Associate Members of the Association convene a Special General Meeting.
- (b) The request for a Special General Meeting shall state the object(s) of the meeting and shall be signed by or on behalf of the Council or Associate Members making the requisition and shall be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or nearly as possible as that, in which meetings are convened by the Board.

9. NOTICE OF AND PROCEEDINGS AT MEETINGS GENERALLY

9.1. Notice to be Given

The Secretary shall cause at least 56 clear days notice of a General Meeting to be given to each Member and the auditor in writing, which notice shall state the place, date, time and nature of the proposed business to be transacted at the meeting.

9.2. Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 28 days notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

9.3. Special Business

All business that is transacted at a Special General Meeting or the Annual General Meeting with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting shall be special business.

9.4. Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of those entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (b) Ten Financial Members (including not less than five delegates from Individual Council Members) shall form a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (i) If convened upon the requisition of Members, shall be dissolved; and
 - (ii) In any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at that adjourned meeting a quorum is not present within half an hour after the time of appointed for the commencement of the meeting, the meeting shall be dissolved.

10. CHAIRPERSON AT MEETINGS

10.1. President to Chair

The President shall preside as Chairperson at each General Meeting of the Association.

10.2. Where President Absent

If the President is absent from a General Meeting or is unable or unwilling to preside, the Board Members present shall elect one of their number to preside as Chairperson at the meeting.

11. ADJOURNMENT OF MEETINGS

11.1. Chairperson May Adjourn Meeting

The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

11.2. Further Notice

- (a) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (b) Except as provided in Rule 11.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

12. **VOTING AT GENERAL MEETINGS**

12.1. Voting Procedure

- (a) Only Council or Associate Members shall be entitled to vote at General Meetings.
- (b) All votes shall be given personally by the Delegate(s) of any Council or Associate Member.
- (c) Delegates for a General Meeting shall be:
 - (i) Two (2) individuals elected or appointed by each Council Member.
 - (ii) One (1) individual elected or appointed by each Associate Member.
- (d) A question arising at a General Meeting of the Association shall be determined on a show of hands.
- (e) In the case of an equality of voting on a question, the Chairperson of the meeting may exercise a casting vote.
- (f) The Delegate or Delegates of a Member shall not be entitled to vote at any General Meeting unless all monies due and payable to the Association by that Member have been paid, including the amount of the annual subscription payable in respect of the current financial year.

12.2. Recording of Determinations

A declaration by the Chairperson (before or on demand for a poll) that a resolution has, on a show of hands, been carried unanimously, carried by a particular majority or lost, an entry to that effect in the Minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

12.3. Poll at General Meeting

- (a) If at a meeting a poll on any question is demanded by 5 Members, it shall be taken at the meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

12.4. Postal Voting

- (a) Postal voting (including but not limited to voting by land mail, email, facsimile transmission or any other form of visible or electronic transmission) may be held from time to time in such instances as the Board may determine (other than in respect of matters which must be passed by Special Resolution) and shall be held in accordance with procedures prescribed by the Board.
- (b) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

PART IV – MEETINGS OF THE BOARD

13. BOARD

13.1. The Board is the governing body of the Association.

13.2. Powers of Board

- (a) The affairs of the Association shall be managed by a Board constituted under Rule 4.1.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) Shall control and manage the business and affairs of the Association;
 - (ii) May exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) Has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of the Association.

13.3. Board Composition

- (a) The Board shall consist of no less than 7 and no more than 10 representatives from Council Members of which there must be at least 1 representative from the North Island and at least 1 representative from the South Island.
- (b) Each Board Member shall hold office until the conclusion of the second Annual General Meeting following the date of election, but shall remain eligible for re-election.

13.4. Quorum for Board Meetings

Four Members of the Board present at a Board Meeting shall constitute a quorum.

13.5. President

The Board shall elect 1 member to act as President.

13.6. Board Meetings

- (a) The Board shall meet at such place and at such times and in such manner as it shall determine.

- (b) The President shall chair Board meetings or in his or her absence any other Board Member determined by the Board.
- (c) Each Member of the Board present at a meeting of the Board is entitled to one vote and in the event of an equality of votes on any question the President may exercise a second or casting vote.
- (d) A resolution in writing, signed or assented to by facsimile, email or other form of visible or other electronic communication by all Board Members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- (e) A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
 - (i) Notice of the meeting is given to all Board Members in accordance with the procedures agreed from time to time by the Board.
 - (ii) All Board Members participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone, or video conferencing facility or by any other form of communication.
 - (iii) If any failure in communication prevents Sub Rule 13.6(e)(ii) from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until Sub Rule 13.6(e)(ii) is satisfied again and if not satisfied within 15 minutes from the time of interruption the meeting shall deem to have been terminated or adjourned.
 - (iv) Any meeting held where one or more Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

PART V

14. REGULATIONS

- 14.1. The Board may make regulations and/or bylaws and policies and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such regulations, bylaws and policies shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such regulations, bylaws and policies shall be published to the Members from time to time and made available to Members on request.

PART VI

15. FINANCIAL MATTERS

15.1. Financial Year

The financial year of the Association shall commence on 1 January and end on 31 December, and may be altered from time to time by the Board.

15.2. Annual Report

The Board shall prepare an annual report for presentation to the Annual General Meeting which contains:

- (a) The audited annual financial statements as required under the Act; and
 - (b) An annual report as to the year's activities (collectively known as the annual report);
- 15.3. The annual financial statement in this Rule shall be audited by an auditor appointed by the Board who shall be a practising chartered accountant

PART VII

16. DISCIPLINE OF MEMBERS

16.1. The Board shall delegate its functions, powers or duties in relation to the discipline of Members in accordance with Rule 4.1 and Rule 13.2 to a Disciplinary Committee comprised of three persons appointed by the Board from time to time, which persons shall not be members of the Board.

16.2. If any matter to be determined by the Disciplinary Committee under Rule 16 gives rise to a conflict of interest on the part of any Member of the Disciplinary Committee, the Board shall appoint another independent person in his or her stead for the determination of that matter only.

16.3. If any matter to be determined by the Board under Rules 16.10 to Rule 16.12 gives rise to a conflict of interest on the part of any Member of the Board, that Member of the Board shall not be involved with the hearing of such appeal in any way.

16.4. Breach of Discipline by Member

A Member shall not:

- (a) Breach, fail, refuse or neglect to comply with any provision of this Constitution, or any Rules, Regulations, By Laws, or Policies of the Association;
- (b) Act in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association; or
- (c) Bring the Association into disrepute.

16.5. Report of Disciplinary Matter

- (a) A Member, Director or any other person (in this Rule, "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the President, or if the complaint relates to the conduct of the President, to the Secretary.
- (b) The President or Secretary shall as soon as practicable, but within 7 days, forward written details of the complaint to at least one member of the Disciplinary Committee.

16.6. Consideration of Matter

- (a) The Disciplinary Committee shall, as soon as practicable after receiving a notice under Rule 16.5, consider the matter, and shall within 14 days of receiving such notice, determine whether:
 - (i) The matter should be dismissed, because there has been no relevant breach of discipline in accordance with Rule 16.4; or
 - (ii) There are reasonable grounds to believe there may have been a breach of Rule 16.4 and accordingly the matter warrants review and determination in accordance with the principles of natural justice.
- (b) If the Disciplinary Committee determines the complaint should be dismissed under Rule 16.6(a)(i), it shall, as soon as practicable, give written notice of such dismissal to the complainant.
- (c) If the Disciplinary Committee determines the matter warrants further review under Rule 16.6(a)(ii), it shall, as soon as practicable, serve a written notice in writing on the Member:
 - (i) Setting out the grounds on which there may have been a breach of Rule 16.4;
 - (ii) Stating that the Member (personally, by its Delegate or by its adult representative) may address the Disciplinary Committee at a hearing to be held not earlier than 21 and not later than 35 days after service of the notice;
 - (iii) Stating the date, place and time of that hearing (which hearing may be held by teleconference);
 - (iv) Informing the Member that the Member may do one or both of the following:
 - (1) Attend or participate in that hearing and make submissions personally or by its Delegate or representative; or
 - (2) Give the Association, before the date of that hearing, a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint.

16.7. Meeting of Disciplinary Committee

The Disciplinary Committee may conduct the hearing convened in accordance with Rule 16.6(c) in such manner as it sees fit, but shall:

- (a) Give to the Member every opportunity to be heard;
- (b) Give due consideration to any written statement submitted by the Member;
- (c) Allow the Member to have an adult representative; and
- (d) By resolution determine whether to dismiss or uphold the complaint;

And may:

- (e) Request and/or require the complainant or any other witness to attend the hearing and/or provide (wherever practicable, in writing) such evidence as is available.

16.8. Disciplinary Committee Resolution

The Disciplinary Committee may, having had regard to any submission or evidence of the Member, by resolution:

- (a) Expel a Member from the Association;
- (b) Suspend a Member from membership of the Association for a specified period;
- (c) Fine a Member an amount not exceeding that prescribed by the Act;
- (d) Give such warning or reprimand as is appropriate;
- (e) Suspend any penalty; or
- (f) Take such other action as it deems reasonable in all the circumstances,

if the Disciplinary Committee determines that the Member has committed a breach of discipline contrary to Rule 16.4 above and shall notify the Member in writing within 7 days of the resolution of the Disciplinary Committee.

16.9. Effect of Resolution

If the Member exercises a right of appeal to the Board under Rule 16.10, a resolution of the Disciplinary Committee under Rule 16.8 takes effect until and unless the Board revokes the determination in accordance with this Rule.

16.10. Notice of Appeal to Board

A Member may, within 7 days of notice of an adverse finding being given under Rule 16.8, appeal the decision of the Disciplinary Committee, by forwarding notice in writing to the Association, indicating that the Member wishes to appeal and setting out the grounds on which the Member appeals. Where the Association receives a notice under this Rule 16.10 indicating the Member wishes to appeal to the Board, the Board shall convene a meeting in accordance with these Rules, to be held within 28 days of the date on which the Association received such notice.

16.11. Proceedings of Board Meetings

At a Board Meeting convened under Rule 16.10:

- (a) No business other than the question of the appeal shall be transacted;
- (b) The Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution;
- (c) The Member, personally, or by its Delegate, or through his or its representative shall be given every opportunity to be heard; and
- (d) The Members of the Board present shall, following consideration of the matter, vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

16.12. Decision of Board

At a Board Meeting convened under Rule 16.10, the Board shall either:

- (a) Pass a resolution confirming the resolution of the Disciplinary Committee under Rule 16.8; or
- (b) Pass a resolution that the resolution of the Disciplinary Committee be revoked immediately.

Decisions of the Board will be binding upon the Association and the Member.

PART VIII**MISCELLANEOUS****17. COMMON SEAL**

17.1. The Association shall have a common seal.

17.2. The Board shall determine when and by whom the common seal is to be used and shall make provision for its safe custody in accordance with the Act.

18. APPLICATION OF INCOME

18.1. The income assets and property of the Association shall be applied solely towards the promotion of the objects of the Association.

18.2. Save as is provided in this Constitution:

- (a) No portion of the income, property or assets of the Association shall be paid or transferred directly or otherwise to any Member, Board Member, or officer of the Association.
- (b) No remuneration or other benefit in money or monies shall be paid or given by the Association to any Member, Board Member, or officer of the Association.
- (c) Nothing in Rule 18.2(a) or (b) shall prevent payment in good faith of or to any Member, Board Member, or officer of the Association.
 - (i) Any services actually rendered to the Association whether as an employee or otherwise.
 - (ii) Goods supplied to the Association in the ordinary and usual course of business and of operation.
 - (iii) Interest on money borrowed from any Member, Board Member or officer of the Association.
 - (iv) Rent for premises demised or let by any Member, Board Member or officer of the Association to the Association.
 - (v) Any out of pocket expenses incurred by the Member, Board Member, or officer on behalf of the Association for any other reason.

Provided any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

19. LIQUIDATION

- 19.1. The Association may at any time be put into liquidation if:
- (a) 75% of those entitled to vote at an annual General Meeting or Special General Meeting pass a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held no earlier than 30 days and no later than 60 days after the date on which the resolution was passed.
- 19.2. Upon the appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the Association.
- 19.3. Any surplus assets of the Association, after payment of all costs, debts, and liabilities and the debts and expenses of winding up, shall subject to any trust affecting the same be vested either in a substitute or successor organisation of the Association or distributed, gifted or transferred to some other organisation or organisations having objects similar to the objects in this Constitution.
- 19.4. The organisation or organisations in Rule 19.3 must prohibit the distribution of its or their income and property among its or their members to at least the same or a greater extent as is imposed on the Association under this Constitution and shall not be carried on for profit and shall have an approved tax exemption.
- 19.5. The organisation or organisations in Rules 19.3 and 19.4 shall be determined by the Members in an Annual General Meeting or Special General Meeting at or before the time of liquidation and if the Members are unable to decide the organisation or organisations shall be determined by the liquidator.

20. ALTERATION TO THE RULES

- 20.1. Subject to Rule 20.1 this Constitution may only be amended, added to or repealed by resolution of 75% of members eligible to vote at an Annual or Special General Meeting.
- (a) No alteration to Rule 3, Rule 18.2 or Rule 19 shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Constitution and shall be included in and applied into any Constitution replacing this Constitution.
 - (b) Notice of intention to alter this Constitution must be given by a Member to the Board no later than 56 days prior to an Annual Meeting or Special General Meeting.

21. INDEMNITY

- 21.1. The Association shall indemnify its Board Members, officers, and employees against all damages and costs (including legal costs) for which any such Board Member, officer or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct;

- (a) In the case of a Board Member or officer of the Association, performed or made whilst acting on behalf of and with the authority (express or implied) of the Board; and
- (b) In the case of an employee, performed or undertaken in the course of, and within the scope of, their employment by the Association.

22. DISPUTES AND MATTERS NOT PROVIDED FOR

- 22.1. Subject to Rule 22.2 if any dispute arises out of the interpretation of this Constitution or any Rules, resolutions, or policies implements pursuant to this Constitution, or any matter arising which is not provided for in this Constitution, then such dispute or matters shall be referred in writing to the Board, whose decision shall be final and binding.
- 22.2. If the dispute or matter in Rule 22.1 is between the Board and a Member, or between one or more Board Members ("the parties") the dispute or matter shall be resolved as follows:
 - (a) By the parties acting in good faith to seek an agreement; or failing such agreement
 - (b) By a party or parties appointing an independent third person to mediate between them; or failing such agreement at mediation
 - (c) By referring the dispute or matter to the Sports Disputes Tribunal of New Zealand in accordance with the Rules of that Tribunal and/or as directed by that Tribunal.

23. INTERPRETATION AND DEFINITIONS

23.1. Definitions

In this Constitution, unless a contrary intention appears:

- (a) "Act" means the Incorporated Societies Act 1908.
- (b) "Associate Member" means a Member under Rule 5.6.
- (c) "Board" means the Board as defined in Rule 13.1.
- (d) "Delegate" means an elected or appointed representative of a Council or Associate Member.
- (e) "Disciplinary Committee" means a Committee appointed in accordance with Rule 16.1.
- (f) "Financial Year" means the year commencing on 1 January and concluding 31 December.
- (g) "General Meeting" means a meeting of Members convened in accordance with Rules 7 and 8.
- (h) "Individual Member" means a Member under Rule 5.7.
- (i) "Member" means a Member of the Association for the time being under Rules 5.5, 5.6 and 5.7.

- (j) "Regulations" means any regulations made by the Board under Rule 14.
- (k) "Rules" means the Rules of the Association.
- (l) "Seal" means the common seal of the Association and includes any official seal of the Association.
- (m) "Special Resolution" means a resolution passed in a General Meeting in accordance with this Constitution.
- (n) "Objects" means the objects of the Association set out in Rule 3.
- (o) "Sports Disputes Tribunal of New Zealand" means the Tribunal established under the Sport and Recreation New Zealand Act 2002 to hear and determine sports related disputes, including appeals.

APPENDIX A (Rule 5.5)

The following Associations are Council Members in accordance with the provisions of Rule 5.5:

Auckland BSA, PO Box 24 597, Royal Oak, Auckland

Bay of Plenty BSA, PO Box 98, Taupo

Capital City BSA, PO Box 38 234, Wellington

Hawkes Bay CBS, PO Box 4059, Marewa, Napier

North Harbour BSA, PO Box 35 292, Browns Bay, Auckland

Poverty Bay BSA, 52 Russell Street, Gisborne

Taranaki BSA, 6 Nikau Street, Inglewood

Waikato BSA, 160 Bankwood Road, Hamilton

Canterbury BSA, PO Box 1515, Christchurch

Nelson BSA, C/- 6 Kowhai Avenue, Annesbrook, Nelson

North Otago BSA, 35 Tees Street, Oamaru

Southland BSA, PO Box 35, Invercargill

APPENDIX B (Rule 5.6)

The following are admitted as Associate Members in accordance with the provisions of Rule 5.6:

NZ Referees BSA, 8 Jull Crescent, Waipukurau

NZ Womens BSA, PO Box 38 234, Wellington