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Board Member

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Board Member

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BIRKENHEAD UNITED AFC CLUB CONSTITUTION

This is the new Constitution marked "A" referred to in the annexed declaration of William Taylor made at

Auckland this day of August.2024

Before me:

.....
Solicitor of the High Court of New Zealand

BIRKENHEAD UNITED AFC

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1. INTERPRETATION

In this Constitution and unless the context otherwise requires:

Act: means the Incorporated Societies Act 1908 and from 5 October 2023, means the Incorporated Societies Act 2022 (and includes any statutory provision which amends or replaces it and any subordinate legislation made under it).

AGM: means the Annual General Meeting of the Members of the Club.

Board: means the Committee of the Club constituted in accordance with Clause 17.

Club: means the Society incorporated under this Constitution.

Federation: means the District Federation to which the Club is affiliated.

Fees: means all fees, levies, subscriptions and any other monies whatsoever due to be paid by a Member to the Club or the Federation or to NZF under this Constitution.

FIFA: means the Federation Internationale de Football Association.

Football: means the game also known as Association Football as governed internationally by FIFA.

Game: means the game of Football also known as Association Football as governed internationally by FIFA.

General Meeting: means a general meeting of the Members of the Club.

Junior Member: means a Member under the age of seventeen (17) years on 1 January of current year.

Laws of the Game: means the laws of the game of Football as more particularly referred to in Clause 5.2.

Member: means a Member of the Club in accordance with Clause 8.

Month: means calendar month.

NZF: means New Zealand Football Incorporated.

Officers: means the President, Secretary and Treasurer appointed by the Club.

Regulations and Bylaws: means any Regulations and Bylaws of the Club made under Clause 4.2.

SGM: means a Special General Meeting of the Members of the Club.

2. NAME

2.1 The name of the Club shall be set out in the Schedule.

3. OBJECTS

The objects for which the Club is established are to:

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- 3.1 Foster, advance, promote and control the playing of amateur Football in accordance with NZF and Federation Constitution and the Laws of the Game.
- 3.2 Encourage the playing and growth of Football by promoting Football matches at all levels.
- 3.3 Fund via levies, sponsorship, donations and all other appropriate means, the development of Football.
- 3.4 Create a positive Club-wide culture and education environment for player, coach and referee development and performance.
- 3.5 Promotion of healthy living and connection with our wider community through the delivery of social inclusion initiatives, including non-Football related activities and access to the Club's facilities.
- 3.6 Make, adopt, vary and publish the Constitution, regulations, bylaws and any other conditions required by NZF and the Federation and to take all such steps as shall be deemed necessary or advisable or required by NZF or the Federation for enforcing such Constitution, regulations and bylaws.
- 3.7 Take all steps as shall be deemed necessary or advisable for preventing infringements of the Laws of the Game or other improper methods or practices in the Game and for protecting the Game from abuses.
- 3.8 Provide means for, and to endeavour to decide and settle all differences that may arise between Members or involving Members in relation to Football including in relation to due compliance with the Laws of the Game and to make such provisions for enforcing any award or decision as NZF or the Federation (as the case may be) shall deem proper.
- 3.9 Do all such things that are incidental or conducive to the attainment of the above objects.

4. GENERAL POWERS

4.1 General Powers

The Club shall have all powers generally exercisable by and/or available to an Incorporated Society under the laws of New Zealand including without limiting the foregoing all powers necessary or desirable for the attainment of the objects but subject in all cases to this Constitution and to NZF and Federation Constitution and policies.

4.2 Power to make Regulations and Bylaws

The Club shall have the power to make, adopt, vary and publish Regulations and Bylaws, but not inconsistent with this Constitution or with any NZF or Federation clause or policy, which it may consider necessary or expedient for the purposes of carrying out its duties.

4.3 Restrictions on Powers

4.3.1 The Club shall not, and nothing expressed or implied in this Constitution shall permit the activities of the Club to be carried on for the personal pecuniary profit of any Member, Board Member, Officer or Chief Executive Officer or General Manager of the Club or associated person

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of such Member, Board Member, Officer, Chief Executive Officer, General Manager, nor shall any distribution, whether by way of money, property or otherwise be made to any such Member, Board Member, Officer, Chief Executive Officer or General Manager or associated person except where the income benefit or advantage is derived from:

- (a) Services provided to the Club rendered in the course of business and charged at no greater than current market rates, or
- (b) Interest on money lent at no greater than current market rates.

4.3.2 For the purposes of Clause 4.3.1 such Member, Board Member, Officer, Chief Executive Officer or General Manager or associated person shall be deemed to derive a personal pecuniary profit in the following circumstances: if money, property or assets are lent or leased to such person at less than current commercial rates having regard to the nature and terms of the transaction.

4.3.3 For the purposes of Clause 4.3.2 and 20.6 such Member, Board Member, Officer, Chief Executive Officer or General Manager or associated person shall be deemed to have a personal pecuniary interest in a transaction of the type referred to where that person:

- (i) Is a shareholder or director of any company which is party to the transaction; or
- (ii) Is a settlor or trustee of a trust that is a shareholder of any company which is party to such a transaction.

4.3.4 For the purposes of Clause 4.3 and Clause 20.6 the meaning of the term "associated person" is as that term defined in the Income Tax Act 2007.

4.4 General Restrictions on Payments to Members

4.4.1 Any income, benefit or advantage accruing to the Club shall be applied to the purposes of the Club.

4.4.2 No Member of the Club or any person associated with a Member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.

4.4.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

4.4.4 The provisions and effect of this clause shall not be removed from the Constitution and shall be included and implied into any Constitution replacing this Constitution.

5. FIFA AND THE LAWS OF THE GAME

5.1 NZF is a member of FIFA and is recognised by FIFA as the controlling authority for Football in New Zealand.

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- 5.2 The Laws of the Game shall be the laws, statutes and Constitution as set down and interpreted from time to time by FIFA (subject to any variations required for New Zealand as determined by NZF from time to time). The Laws of the Game shall be observed by the Club and by all Members and all matters relating to the Game in New Zealand shall be carried out in accordance with these laws as determined, interpreted and added to by NZF or the Federation.

6. RELATIONSHIP TO FEDERATION AND NZF

- 6.1 The Club shall become and remain a member of the Federation and shall adopt and retain as its Constitution and policies any Constitution and policies which may be prescribed for that purpose by NZF and the Federation and shall be bound by and comply fully with and conduct its affairs in accordance with such Constitution and policies.
- 6.2 This Constitution shall be altered, added to or rescinded or otherwise amended when requested by NZF or the Federation. Any such requirement for change shall be by way of NZF or Federation regulation and upon promulgation the Club shall cause the required amendments to be prepared (if not supplied) and, once approved by the Club pursuant to Clause 30, filed with the Registrar of Incorporated Societies and the change shall be deemed to have been adopted therefrom without any further action or process being required.

7. CLUB COLOURS

The Club colours shall be set out in the Schedule.

8. MEMBERSHIP

Membership of the Club shall be confined to the following:

8.1 Board Members

Appointed Board Members of the Club.

8.2 Honorary Members

Honorary Members of the Club.

8.3 Life Members of the Club

Life Members of the Club.

8.4 Ordinary Members

8.4.1 Players, at senior and junior level, registered to play Football through the Club.

8.4.2 Social members (including a subset of social members to cover all coaches and managers of senior and junior Club Football teams).

8.5 Parent/Guardian of Junior Member

One parent or guardian of a Junior Member will be recognised as having the right to exercise the privileges of their Junior Member child. If a parent or

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guardian has more than one Junior Member child, then that parent or guardian will have one vote in total (not one vote per Junior Member child) at any Club Meetings. If that parent or guardian is also a Member (eg as a Senior player or Life Member), then that parent or guardian will also have a right to the privileges of their membership, including a right to vote at General Meetings.

8.6 Employees or Contractors

An employee or contractor of the Club can also be a Member of the Club pursuant to Clauses 8.1 to 8.4 (inclusive).

9. PRIVILEGES AND OBLIGATIONS OF MEMBERSHIP

- 9.1 The Board shall keep a register of all Members which includes each Member's name, contact details, age and date they became a Member.
- 9.2 Every Member consents to being a Member of the Club when they apply for membership and they agree to strictly observe this Constitution as amended from time to time and shall strictly observe the standards of ethical and sporting conduct which NZF or the Federation may from time to time prescribe.
- 9.3 Every member will pay as and when due, all Fees which he or she may be or become liable in accordance with this Constitution and NZF or Federation Constitution and regulations.
- 9.4 Every Member will furnish to the Board such information and particulars as are reasonably required by the Board to achieve its objects including that Member's name, gender, ethnicity, address, phone and email contact details, occupation and the date the Member became a Member.
- 9.5 Members consent to the Club, NZF and the Federation, making use of such information and particulars but only if the use of those details is consistent with the objectives of the Club, NZF and the Federation. Without limitation, this consent extends to the Club obtaining an NZ Police check on a Member.
- 9.6 With reasonable notice and at reasonable times, the Board will make the register of Members available for inspection by Members and Board Members. However, no access will be given to information on the register of Members to Members or any other person, other than as required by law and in accordance with this Constitution.
- 9.7 Rights of membership shall be individual and shall not be assigned or transferred in any way, except where permitted in accordance with this Constitution, for example clause 8.5 (Parent of Junior Member).

10 CESSATION OF MEMBERSHIP

- 10.1 Any Member may at the discretion of the Board cease to be a Member and be removed from membership to any of the following:
- (a) If the Member resigns;
 - (b) If the Member fails to duly pay any Fees;
 - (c) If the Member is disqualified by the Club for breach of this Constitution.

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- 10.2 Membership rights are annual and need to be renewed every year. Lapse of membership for non-payment of Fees shall occur if payment is not made within one (1) month of the due date or such later date as the Board may allow in its sole discretion.
- 10.3 A Member ceases to be a Member:
- (a) By not renewing their membership; or
 - (b) on death, or

 - (c) by resignation from that Member's class of membership by notice to the Board, or

 - (d) on termination of a Member's membership following a dispute resolution process under this Constitution,

with effect from the death of the Member or the date of receipt by the Board, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under this Constitution.

11. APPOINTMENT OF HONORARY MEMBERS

- 11.1 Honorary Members shall be chosen from among players, officials, supporters and any other persons who have given lengthy service or made major contributions for the support and benefit of the Game within the Club.
- 11.2 Honorary Members shall be elected on (and may be removed by) a majority vote of those present and entitled to vote at the AGM.
- 11.3 Any Member nominating an Honorary Member must forward a brief account of the candidate's service and/or contribution, to the Board not later than one month (or such later date as the Board may allow) before the date for holding the AGM at which the nomination is to be considered. The Board may, in its absolute discretion, decide whether or not to recommend the nomination to the AGM.
- 11.4 The Board of its own accord may propose a person as an Honorary Member.
- 11.5 Honorary Members shall be exempt from the payment of Fees and shall have voting rights.

12. APPOINTMENT OF LIFE MEMBERS

- 12.1 Life Members shall be persons who have provided outstanding special services or made outstanding contributions to the Game within the Club.
- 12.2 Life Members shall be elected on (and may be removed by) a majority vote of those present and entitled to vote at an AGM.
- 12.3 Any Member nominating a Life Member must forward a brief account of the candidate's service and/or contribution, to the Board not later than one month (or such date as the Board may allow) before the date for holding the AGM at which the nomination is to be considered. The Board may, in its absolute discretion, decide whether or not to recommend the nomination to the AGM.
- 12.4 The Board of its own accord may propose a Member as a Life Member.

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12.5 Life Members shall be exempt from the payment of Fees and shall have full voting rights.

13. CLUB FEES

13.1 The Board may from time to time prescribe Fees payable by Members. Such Fees shall include any payments to be made to NZF or the Federation under Clause 14.

14. FEDERATION FEES

14.1 The Club shall pay to the Federation such Fees as are imposed by NZF or the Federation from time to time.

15. DISPENSATIONS

15.1 Members who consider the payment of Fees a hardship may apply either to the Board or to the relevant Club committee for a dispensation in relation to such payment. The Board may in its absolute discretion decide how and when any such Fees are to be paid.

16. PLAYERS' FEES

16.1 Any playing Member who has not paid his or her Fees shall not be permitted to play in any team until such time as the Fees have been paid. Members other than playing Members who have not paid their Fees will be subject to any restrictions placed on them by the Board.

17. THE BOARD

17.1 The Board

The affairs of the Club shall be governed by a Board formed in accordance with this Clause. The Board will be the Committee for the purposes of the Act.

17.2 Composition of the Board

The Board shall consist of a minimum of five and a maximum of ten Members, provided always that the Board shall have the power, to be exercised when it thinks fit, of co-opting or appointing other Members pursuant to Clause 17.7.

17.3 Eligibility to be a Board Member

17.3.1 No-one shall be eligible to stand for or be appointed as a Board Member if he or she, if elected or appointed, would be disqualified from remaining in office in accordance with Clause 17.8 or was a Board Member previously who was disqualified from office under that Clause and the relevant or similar circumstances continue to apply.

17.3.2 Subject to Clause 17.3.1 any Board Member, whether elected or appointed shall be eligible to stand for election or to be appointed as a Board Member for a further term at any time at or after the expiry of his or her prior term.

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17.4 Election of Board

- 17.4.1 An election shall be held every year at the Club's AGM for the appointment of the Board.
- 17.4.2 Where possible, the Board and any sub-committees should be comprised of members elected to represent the diverse interests of the Club (including, but not limited to, junior football, senior football, social programmes, performance programmes, facilities and governance good practice) and the diversity of the community.
- 17.4.3 The Club shall call for nominations for positions on the Board in or with the notice convening the AGM. Nominations must be accompanied by the nominee's curriculum vitae and his or her acceptance of the nomination in writing. Candidates may if they wish also supply a brief written presentation setting out their reasons for seeking election to the Board. These should not exceed two hundred and fifty (250) words in length. The closing date for nominations shall be 7 calendar days prior to the AGM.
- 17.4.4 The highest polling candidates shall be declared elected. In the event of a tie in votes for the winner of a particular vacant place the lower polling candidates shall be declared not to have been elected and a second ballot (and, where necessary, succeeding ballots) of the tied candidates shall be held to determine the winner.

17.5 Term of Office of Elected Board Members

- 17.5.1 Each Board Member who has been elected to that position shall (subject to Constitution 17.3.1) hold office for a term of two years expiring at the close of the AGM held in the second year after the year in which he or she was elected.

17.6 Casual Vacancies among Elected Board Members

- 17.6.1 The Board may fill any vacancy among elected Board Members left open at the conclusion of the AGM, the term of office of each person expiring at the close of the next following AGM.
- 17.6.2 The Board may fill any vacancy among elected Board Members occurring after one AGM and before the next, the term of office of such person expiring at the close of the next following AGM.
- 17.6.3 Board Members appointed pursuant to Clause 17.6.1 and 17.6.2 will have full voting rights and such other rights as are allocated under this Constitution to elected Board Members.

17.7 Co-opted Members

- 17.7.1 The Board shall have the power to co-opt additional Board Members for specific purposes. Such co-opted Members to have expertise in a particular area. Co-opted Members may have such voting and other rights at Board meetings as the Board shall in its discretion confer. Co-opted Members shall hold office at the Board's discretion but not longer than the close of the next following AGM after appointment.

17.8 Termination and Removal from the Board

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- 17.8.1 A person shall cease to be a Member of the Board upon the happening of any one of the following events.
- (a) If he or she resigns his or her seat on the Board.
 - (b) If he or she is absent from three (3) consecutive meetings of the Board without the consent of the Board.
 - (c) If he or she becomes bankrupt or insolvent or makes any assignment or arrangement for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provision for the liquidation of his or her affairs and fails to satisfy the Board when required that the inability to pay his or her debts arose from misfortune and that no discreditable conduct can be imputed to him or her in such connection and that the circumstances would not and would not be likely to bring any discredit to the Club or the Board if such person were to remain a Board Member.
 - (d) If the person is convicted by a competent tribunal of an offence which, in the opinion of the Board, renders the person unfit to be a Member of the Board.
- 17.8.2 The removal of a person from office as a Member of the Board in accordance with any of the provisions of Clause 17.8.1 shall occur as follows:
- (a) In the circumstances referred to in Constitution 17.8.1(b), 17.8.1(c) and 17.8.1(d) upon the passing of a resolution by the Board to the effect that the relevant conditions are satisfied.
 - (b) In all other cases, upon the occurrence of the relevant event.
- 17.8.3 When any meeting of the Board is held for the purpose of considering a resolution for the removal of a Member of the Board the person in question shall be notified and be entitled to be present and be represented and to respond to the claims made but shall not form part of the quorum and shall not be entitled to vote on the resolution.
- 17.8.4 The Board may declare in relation to any candidacy for election as a Board Member (whether before or after the election takes place) that the candidate is not eligible and is disqualified from office in accordance with the provision of Clause 17.3.1.

Chairperson

- 17.9.1 The President will be the chairperson of the Board.
- 17.9.2 The chairperson position shall cease automatically upon that person ceasing to be a Board Member.

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18 OFFICERS OF THE CLUB

- 18.1 The Officers of the Club shall be:
- 18.1.1 The President;
 - 18.1.2 The Secretary. The role of the Secretary will be to assist the Board with the convening of meetings, keep minutes of Club meetings, assist the Club to comply with relevant legislation, maintain the register of Members and (subject to clause 18,4) to act as the Club's Contact Person;
 - 18.1.3 The Treasurer. The role of the Treasurer will be to receive and make payments of Club funds, manage the Club bank accounts, keep financial records and prepare the financial statements for presentation to the Board and the Club.
- 18.2 Officers may be Board Members if elected or appointed to the Board in accordance with this Constitution.
- 18.3 All Officers shall hold office for two years expiring at the close of the AGM held in the second year after the year in which he or she was elected.
- 18.4 Contact Person: The Club's Contact Person must be:
- (a) At least 18 years of age, and
 - (b) A Board Member, and
 - (c) At all times be resident in New Zealand, and
 - (d) Not disqualified under the Act from holding that office,
- and shall be the Secretary (unless the Board appoints a different person to that position).
- Any change in that Contact Person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 calendar days of that change occurring, or the Club becoming aware of the change.

19 PROCEEDINGS AT BOARD MEETINGS

Subject to this Clause the Board shall fix its own procedures and standing orders to ensure that governance and management best practice is maintained at all times.

- 19.1 The Board may meet, adjourn and otherwise regulate its meetings as the Board shall think fit subject to this Constitution. Subject to Clause 19.8 the Board shall meet personally by way of regular scheduled meetings during the Board's term of office.
- 19.2 A quorum of the Board shall be a simple majority of the Board Members. The Board may continue to act notwithstanding any vacancy in its membership so long as there is a quorum provided that if the number of Members of the Board falls at any time to less than three, the Board shall act to fill the vacancies in accordance with Clause 17.6.
- 19.3 A meeting of the Board shall be convened at any time upon the request of the chairperson or of such number of the Board Members as is sufficient to form a quorum.

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- 19.4 Reasonable advance notice of the time, date and place for the holding of every Board meeting shall be given to all Board Members, and may be given by post, delivery, email or other recognised form of communication.
- 19.5 Subject to Clause 20, questions arising at any meetings of the Board shall be decided by the majority of the votes recorded and each Member present personally (either in person or remotely) shall have one vote. No proxy votes shall be allowed.
- 19.6 At all meetings of the Board the President shall preside as chairperson or in his or her absence then a chairperson shall be elected from among the Board Members then present.
- 19.7 Where there is an equality of votes cast on any matter the chairperson of the meeting shall have a second or casting vote which shall be a deliberative vote and may be cast for or against the resolution.
- 19.8 The Board may conduct its meetings wholly or partly by telephone or by teleconference or by electronic or other means provided however that the Board Members present or otherwise attending in terms of this Clause shall be in simultaneous contact or communication with one another throughout the entirety of the meeting unless permission is sought by and given to a Board Member wishing to retire from the meeting at any stage.
- 19.9 Decisions of the Board shall not be invalidated merely because of procedural defects in the calling and holding of any Board meeting at which the decision is made.
- 19.10 The chairperson of a Board meeting may with the consent of the meeting adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business unfinished at the meeting at which the adjournment took place. No further adjournment shall be permitted and advance notice of the time, date and place and any other relevant details shall be given to any Board Member not in attendance when the original meeting was adjourned.

20 POWERS AND DUTIES OF THE BOARD

Subject always to Clause 21:

- 20.1 The management and control of the activities of the Club, and of its funds, shall (subject to any delegated authority under Constitution 20.5 and 20.7 hereof) be vested in the Board which shall, without limiting the foregoing, set the policy and make the decisions of the Club subject only to the express powers of the Members as provided in those Constitution. In addition to the powers and authorities expressly conferred on it by this Constitution the Board may exercise all such powers and do all such things as may be exercised and done by the Club and which are not expressly directed or required by this Constitution to be exercised or done by the Club at a General Meeting of its Members.
- 20.2 All funds, properties and assets of the Club whatsoever shall be under the control of the Board.
- 20.3 All legacies, endowments, donations or gifts of money or other real or personal property unless given to the Club for any specific object shall be dealt with by the Board as the Board may think fit for the general purposes of the Club.

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- 20.4 Without limiting the generality of the powers referred to in this Constitution the Board may do any of the following:
- 20.4.1 Organise, conduct and control coaching and training and competitions and by other means promote and advance the Game.
 - 20.4.2 Develop, organise and conduct programs of education and training in all aspects of Football.
 - 20.4.3 Supply training and playing equipment to coaches and players involved with the Club's Football teams and development programmes.
 - 20.4.4 Accept, reject or expel and otherwise control membership of the Club.
 - 20.4.5 Establish tribunals and conduct hearings.
 - 20.4.6 Implement disciplinary procedures and impose sanctions and penalties in accordance with Clause 28. Appoint, remove or suspend managers and other staff and contractors for or from such permanent, temporary or special services as the Board may from time to time think fit and determine their duties and fix their salaries or emoluments. The Board may also appoint from time to time the bankers, accountants and legal advisers of the Club.
 - 20.4.8 Purchase, lease, rent, hold, furnish or deal with any building, land or premises and other property of the Club as the Board may think fit.
 - 20.4.9 Provide the equipment and plant required to operate the Clubrooms, changing rooms, showers, toilets and storage facilities.
 - 20.4.10 Institute, conduct, defend, compound or abandon any legal proceedings by and against the Club or its Officers or otherwise concerning the affairs of the Club and also compound and allow a time for payment or satisfaction of any debts due or of any claims or demand by or against the Club.
 - 20.4.11 Make and give receipts, releases and other discharges for moneys payable to the Club and for the claims and demands of the Club.
 - 20.4.12 Invest any moneys of the Club upon such security and in such manner as it thinks fit, and from time to time vary such investments as it thinks fit provided that no individual investment over the amount set out in the Schedule shall be made without the approval of the Members voting at General Meeting.
 - 20.4.13 Delegate to any committee appointed pursuant to Clause 20.7 or to any Chief Executive Officer or General Manager appointed pursuant to Clause 20.5 such of its powers and duties and on such terms as it thinks proper.
 - 20.4.14 Insofar as the Board has funds to invest other than by lodgement to a bank account, it may appoint a trustee or trustees either from its own Officers, Board Members, Members or otherwise and including, if it deems fit, a corporate body to acquire and hold upon trust for the Club at the Board's discretion the securities or other property, real or personal, acquired as a result of any such investment.

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- 20.4.15 Borrow or raise money from banks and other sources with or without any security or give guarantees upon such terms as the Board shall think fit.
- 20.4.16 Negotiate enter into and deal with arrangements with sponsors pursuant to Clause 27.
- 20.4.17 Organise and conduct social functions, raffles and other legal schemes and devices whatsoever for the purpose of raising Club funds including the sale of alcoholic and non-alcoholic beverages and the sale of food of all kinds.
- 20.4.18 Make payments to Club Members for reimbursement of expenses.
- 20.5 Board may appoint a Chief Executive Officer or General Manager and determine his or her terms and conditions of employment and duties and fix his or her salary or emolument (if any) which shall be set out in a written contract.
- 20.6 When any Board Member, Chief Executive Officer or General Manager or any other Officer, Executive or Manager of the Federation is either personally interested in or is an associated person of a person who is in any capacity interested or concerned directly or indirectly in any transaction with the Club then the Officer, Executive or Manager shall disclose the nature and extent of the interest and, if in the interest is a personal pecuniary interest as defined in Clause 4.3.3, or, if the Chairperson of the meeting otherwise so requires, shall not take any part in any further deliberations of the Board or the Club on this matter.
- 20.7 The Board may choose to appoint committees to support good-practice governance, and/or run the various sections of the Club, including: male/female; junior/youth./senior, social/high performance. The Board may appoint committees from among Board Members or other Club Members or from among persons who are neither Board Members nor Club Members or from a combination of Board Members and others. The Board may delegate any of its powers to any such committees and may make rules for regulating the structure and proceedings of such committees.

21 MAJOR TRANSACTIONS

- 21.1 Major Transactions shall only be entered into on the authority of a resolution of the Board passed by a majority vote of not less than 80% of all Board Members and the approval of the Members voting at General Meeting.
- 21.2 For the purposes of this Constitution a "Major Transaction" shall be any transaction which involves acquiring or disposing of any asset or involving the incurring or releasing of any liability or the giving or releasing of any guarantee of greater value than the amount set out in the Schedule or the incurring of any commitment or obligation which shall be of more than one year's duration, provided always that where the asset or obligation is acquired or disposed of or incurred or released as part of a series of transactions then the total consideration or value of all of the transactions shall be aggregated and this Clause shall apply as if the series of transactions were one single transaction for the amount of the aggregate value.

22. MINUTES

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22.1 Minutes shall be kept of all resolutions and proceedings of:

22.1.1 General Meetings;

22.1.2 Meetings of the Board; and

22.1.3 Meetings of any committee.

23. REGISTERED OFFICE

23.1 The registered office of the Club shall be situated in such place as the Board may from time to time determine.

24. PRIVILEGED COMMUNICATIONS AND INDEMNITY

24.1 All communications, correspondence, reports, minutes and other papers and documents relevant to the affairs of the Club including all proceedings of the Board shall be privileged and confidential and shall not be passed out of the custody of the Chief Executive Officer, General Manager or proper Officer or Board Member nor shall any of the contents of the same be disclosed or released except on the express authority of the Board.

24.2 The Board Members, Chief Executive Officer, General Manager and other Officers and staff of the Club shall be indemnified by the Club from all losses, costs, claims and expenses incurred by them in the discharge of their duties excluding any losses which may occur through their negligence, dishonesty or wilful default.

24.3 No Board Member, Chief Executive Officer, General Manager nor other Officer of the Club shall be liable for the acts or defaults of any other Board Member or other Officer, or for any loss or expense happening to the Club unless the same arises from his or her own wilful default.

25. GENERAL MEETINGS

General Meetings shall be either Annual General Meetings or Special General Meetings

25.1 Annual General Meeting

25.1.1 An AGM shall be held once in every year on a date to be set by the Board, but not earlier than two (2) months after the end of the Club's financial year and not later than nine (9) months after the end of the Club's financial year.

25.1.2 The purpose and business of the AGM shall be:

- (a) Receive the Board's annual report;
- (b) Present the annual financial statements and the financial review report or auditors report to Members;
- (c) Elect Board Members, Honorary Members and Life Members in accordance with this Constitution;
- (d) Appoint an auditor or financial reviewer (if required); and

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- (e) Consider any other business submitted by the Board or submitted by a Member in accordance with Clause 25.3.2.

25.2 Special General Meeting

25.2.1 A SGM may be convened at any time by the Board:

- (a) On receiving a requisition signed by at least twenty Members;
or
- (b) On receiving a direction from the Board.

25.3 Proceedings at all General Meetings

25.3.1 At least one (1) month's notice by way of advertisement to all Members by email and placed on the Club's website, and relevant social media channels and by informing the regional association of all General Meetings and such notice shall also state the object of the proposed meeting and only such business as specified in the notice shall be transacted.

25.3.2 A General Meeting shall only consider any business which has been the subject to a written notice submitted by a Member not less than 7 calendar days prior to the General Meeting (unless it has been submitted by the Board) explaining the business to be discussed or transacted.

25.3.3 The President, shall take the chair at every General Meeting of the Club or in his or her absence then a chairperson shall be elected from among the Board Members then present.

25.3.4 Decisions of the Club made in General Meeting (including the election of Board Members and other Officers) shall not be invalidated merely because of procedural defects on the calling and holding of the General Meeting at or by which the decision was made.

25.3.5 The quorum for all General Meetings shall be not less than twenty (20) Members.

25.3.6 All questions arising of any General Meeting shall be decided by the majority of the votes recorded.

25.4 Voting Rights at all General Meetings

25.4.1 All Members at General Meetings shall have one vote each. Pursuant to Clause 8.5, the vote of a Junior Member may be exercisable by a parent/guardian of that Member.

25.4.2 In the event of a tie in voting on any issue, the chairperson shall not have a casting vote and the status quo shall remain. Ties in relation to the election of Board Members and Officers shall be dealt with pursuant to Clauses 17 and 18.

25.4.3 No Member shall be entitled to vote at any General Meeting while he or she is under any pecuniary liability to the Club which has existed for more than two (2) months.

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25.4.4 In the event that the Club has a policy whereby multiple membership arises out of the payment of a single fee, then that membership shall only be entitled to exercise one vote.

25.4.5 No proxy or postal votes shall be allowed.

25.5 Voting Procedures at all General Meetings

25.5.1 The chairperson at any General Meeting shall appoint a scrutineer/scrutineers from non-voting Members prior to any vote being taken.

25.5.2 Every question submitted to a General Meeting shall be decided in the first instance on a show of hands.

25.5.3 If a poll is requested by any two Members it shall be taken immediately and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.

25.5.4 The scrutineer/scrutineers shall destroy all voting papers as soon as the poll has been concluded and the result announced.

26. FINANCIAL

26.1 The Club's financial year shall end on the date prescribed in the Schedule and the Board shall ensure that all financial statements shall be properly made up to that date.

26.2 All monies received on account of the Club shall be paid into the bank account of the Club.

26.3 If the Club has appointed a Chief Executive Officer or General Manager pursuant to Clause 20.5 then the Chief Executive Officer or General Manager shall have the authority to make payments up to the amount set out in the Schedule.

26.4 Subject to Clause 21, any payments for more than the amount set out in the Schedule will require the approval of at least two (2) people one of whom must be the Chief Executive Officer or General Manager and a second person who must be a Board Member.

26.5 The Treasurer or Chief Executive Officer or General Manager as the case may be shall keep, or cause to be kept, full and proper accounts and records of the income and expenditure of the Club, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the assets and liabilities of the Club, and of all its other financial transactions and shall produce accounting records, properly maintained, and complying with all relevant standards when required by the Board.

26.6 The Board shall ensure that in each year the financial statements shall be subject to review by a member of the Institute of Chartered Accountants of New Zealand who is the holder of a certificate of public practice. The Board shall nominate a suitable nominee or nominees to the AGM for approval who shall not hold any other office in the Club. The Board shall be responsible for defining the extent and purpose of all such reviews and shall have, if circumstances warrant, the power to require a full audit of the Club's affairs or any part of the Club's affairs.

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27. SPONSORSHIP/FUNDRAISING

- 27.1 Subject to the other provisions of this Clause, only the Board (or under delegation, the Chief Executive Officer or General Manager) shall have the power to enter into sponsorship contracts on behalf of the Club provided always that every such contract shall be in writing and further provided that no such contract shall contain provisions tending to give any person, company or organisation other than the Board, control over the Club and further provided that advertising or publicity required by the sponsor shall not affect the dignity and good offices of the Club or any person.
- 27.2 Neither the Club nor any of its Members may enter into sponsorship arrangements which are contrary to this Constitution or to any regulations or guidelines from time to time established by NZF or the Federation for that purpose.
- 27.3 Club Members wishing to promote any fundraising activities in the Club's name, whether on the Club's premises or elsewhere, shall first obtain the written consent of the Board (or under delegation, the Chief Executive Officer or General Manager).

28. MISCONDUCT

- 28.1 Where it is alleged that any Member has been guilty of any breach of this Constitution, then, the Board shall have power to investigate such alleged offence and if the offence is proved, impose such penalty or penalties in accordance with the Constitution of the Game, the NZF or the Federation Constitution or regulations, FIFA Constitution or regulations or this Constitution.
- 28.2 When any meeting of the Board is held for the purpose of considering any matters referred to in Clause 28.1, the Member or Members concerned shall be given at least ten (10) days notice in writing of that meeting, any such notice to contain full particulars of the relevant allegations and that Member or Members shall be entitled to be present and be represented and to respond at that meeting. The decision of the Board shall be supplied in writing to the Member or Members concerned within ten (10) calendar days of the conclusion of the relevant meeting.
- 28.3 The penalties which may be imposed by the Board in accordance with this Clause (subject to appeal to the Federation) shall include expulsion, disqualification or suspension from the Club for a stated period, or a fine or a reprimand.
- 28.4 The effect of suspension for any period shall be that the Member may not during the period of suspension take part in the Game, not be in any way connected with the administration of the Game in any capacity whatsoever.
- 28.5 Any Member who contravenes any expulsion or suspension or fails to pay any fine or comply with any other penalty imposed shall be deemed to have committed a further breach of this Constitution and will be liable to be dealt with in accordance with the provisions of this Constitution.
- 28.6 Any Member shall have the right of appeal to the Federation against any decision of the Board made under this Clause by the serving of a written notice on the Club setting out the grounds for appeal, any such notice to be served on the Club within ten (10) calendar days of the Board's decision being made available to the Member. Any such appeal shall be dealt with in accordance with such regulations as the Federation may from time to time promulgate for the purpose.

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29. DISPUTES AND COMPLAINTS

- 29.1 The Club shall adopt the dispute resolution procedures as set out in Schedule 2 of the Act.
- 29.2 Any dispute that any Member has with NZF, or the Federation or with another Member concerning the Laws of the Game or this Constitution shall be dealt with pursuant to the Constitution of the Federation.
- 29.3 Any grievance by a Member, and any complaint by a member of the community that relates to the Club, is to be lodged by the complainant with the Contact Person in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.

30. ALTERATION OF CONSTITUTION

- 30.1 Except when required by NZF or the Federation pursuant to Clause 6.2 (when the provisions of that Clause shall apply), and except when any repeal, variation, amendment or addition affects the Club's objects, or its personal pecuniary profit Constitution or its winding up Constitution when any such repeal, variation, amendment or addition shall not be approved without the prior consent of the Inland Revenue Department; this Constitution may be repealed, varied, amended or added to by a 60% majority of Members present and voting on the proposed changes at an AGM or SGM.
- 30.2 No addition to, deletion from or alteration of the Club's Constitution shall be made which would allow personal pecuniary profits in breach of Clause 4.3.
- 30.3 The provisions of Clauses 30.1 and 30.2 shall not be removed from this Constitution and shall be included and implied into any Constitution replacing this Constitution.

31 COMMON SEAL / SIGNING OF DOCUMENTS

- 31.1 If required by the Act, the Board shall adopt a common seal and such seal shall be under the control of the Board. The common seal of the Club shall be deposited at the Club's registered office and shall only be affixed to any document pursuant to a resolution of the Board and in the presence of not less than two (2) witnesses one of whom shall be a Board Member and the other of whom shall either be a Board Member or the Chief Executive Officer or General Manager.
- 31.2 A contract or other enforceable obligation may be entered into by the Club as follows:
- 31.2.1 an obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the society in writing signed under the name of the Club by:

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- (a) 1 or more Board Members of the Club or the Chief Executive Officer or General Manager; or
- (b) if the Constitution of the Club so provides, an officer, or other person or class of persons, whose signature or signatures must be witnessed; or
- (c) 1 or more attorneys appointed by the society under section 124 of the Act;

- 31.2.2 an obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the society in writing by a person acting under the Club's express or implied authority;
- 31.2.3 an obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Club in writing or orally by a person acting under the Club's express or implied authority.

32. WINDING UP

- 32.1 The Club may be disbanded and wound up voluntarily pursuant to the Act by a resolution of a minimum of 75% of the Members present at a Special General Meeting of the Club called for that purpose. On any such winding up, the assets of the Club, after payment of all liabilities shall be paid or transferred to the Federation for the benefit of amateur football and of the community in the district over which the Federation has jurisdiction provided always that no pecuniary benefit shall accrue nor any payment made or distributed to any Member as a result of any such winding up.

33. NOTICES

- 33.1 Notices to be given to the Club shall be sent to its registered office and may be sent to any email address appropriately advised from time to time by the Club for the purpose.
- 33.2 Except in respect of General Meetings, notices to be given to Members shall either be emailed or sent through the post in a prepaid letter, envelope or wrapper addressed to the address of the Member shown on the register of Members.
- 33.3 Any notice sent by email to a Member shall be deemed to have been served on the second day following that on which the email is sent. In proving service of the notice it shall be sufficient to prove that the email containing the notice was properly addressed and sent.

34. COMMUNICATIONS

- 34.1 The Contact Person will be official point of contact with the Federation.
- 34.2 The Club will notify the Federation of the name, email and preferred method of communication of the Contact Person. In default of notification to the Federation of the nominated Contact Person the Federation shall communicate only with the Club's President.

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SCHEDULE

1.	Name of the Club (Clause 2)	Birkenhead United Association Football Club Incorporated
2.	Club Colours (Clause 7)	Red, White and Black
3.	Maximum Amount of Investment before Club Member approval is required (Clause 20.4.12)	\$50,000
4.	Club Member approval of Major Transactions (Clauses 21.2)	Any Major Transaction that will or is likely to exceed in value 25% or more of the Club's annual operating expenditure in a Financial Year
5.	End of Financial Year (Clause 26.1)	31 December
6.	Maximum Amount limit for payments by the GM or CEO (Clause 26.3)	\$20,000
7.	Maximum Amount limit for payments by the GM or CEO and one Board member (Clause 26.4)	Over \$20,000 and up to the Major Transaction threshold