

**Constitution**  
of  
**Hockey New Zealand Incorporated**

Alteration to the rules signed by three members of The New Zealand Hockey Federation Incorporated

NORTHLAND  
Association

Grent Feldt CEO.  
Signature/Position

Dated: 7-7-16

AUCKLAND  
Association

[Signature] CEO  
Signature/Position

Dated: 7/7/16

North Harbour  
Association

[Signature]  
Signature/Position

Dated: 7/7/2016

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**1. Name**

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The name of the Society will be "Hockey New Zealand Incorporated".

**2. Interpretation**

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In this Constitution, unless the context otherwise requires:

**Advisory Committee** means the committee established by the HNZ Board Clause 17;

**Affiliated Association** means an incorporated society which is responsible for the promotion and administration of hockey within a geographical region, which is either currently affiliated to HNZ or is, in future, accepted for membership of HNZ as an affiliated association in accordance with this constitution;

**Amalgamated Association** means two or more affiliated men's and women's hockey associations which have amalgamated;

**Annual General Meeting** means the annual meeting of HNZ, held pursuant to Clause 10.2,

**Board** means the board of HNZ referred to in Clause Rule 13;

**Board Member** means a person elected or appointed as a board member of HNZ;

**By-Laws** means the by-laws adopted by, and as amended from time to time by, the FIH or HNZ as the context requires;

**Chief Executive** means the chief executive of HNZ;

**Constitution** means this constitution as amended from time to time pursuant to Clause 25;

**FIH** means the international federation responsible for the promotion and administration of hockey throughout the world and known as the International Hockey Federation;

**HNZ** means Hockey New Zealand Incorporated;

**Member** means an Affiliated Association who is or becomes affiliated to HNZ pursuant to Clause 5;

**Objects** means the objects of HNZ listed in Clause 3;

**Officers** means those officers of HNZ elected pursuant to Clause 7;

**Regulations** means regulations as adopted and amended from time to time by the FIH or HNZ as the context requires;

**SDT** means the Sports Disputes Tribunal of New Zealand;

**Special General Meetings** means all General Meetings of HNZ other than Annual General Meetings;

### 3. Objects

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#### 3.1 The Objects of HNZ are:

- (a) To develop and implement strategic plans that will:
  - (i) grow participation levels in the game of hockey including by offering opportunities to as many people as possible to participate and by making it a readily accessible option for all;
  - (ii) deliver world class outcomes on field;
  - (iii) enhance the capability of the governance and management of the hockey community;
  - (iv) ensure that there is sufficient infrastructure available throughout New Zealand to enable the achievement of its strategic goals;
  - (v) provide a healthy social environment for participants and anyone associated with the game of hockey.
  
- (b) The objects in (a) will be achieved by:
  - (i) Promoting and supporting national development programmes designed to further:
    - 1. youth hockey catering for the needs of children throughout their school years;
    - 2. coaching at all levels;
    - 3. officiating at all levels;
    - 4. recruitment, training and retention of administrators;
    - 5. modified forms of hockey;
    - 6. facilities including playing surfaces, social and spectator facilities;
    - 7. participation in hockey for life.
  
  - (ii) Promoting competitions within New Zealand by:
    - 1. encouraging club and youth competitions, both locally and nationally;
    - 2. fostering competitions between Affiliated Association teams across all forms of the game and for age group and senior levels of competitions
    - 3. managing and co-ordinating national leagues, national tournaments and other similar competitions;
  
  - (iii) Promoting international competition and competitiveness by:
    - 1. selecting and managing national squads and teams at both age group and senior level and providing them with opportunities for build-up matches and periods of assembly in preparation for international fixtures;
    - 2. arranging and managing visits to New Zealand by international teams;
    - 3. managing New Zealand representative teams and arranging competition for them in New Zealand and overseas;
    - 4. ensuring that the demands on elite athletes at international level are managed appropriately in light of the need to retain and enhance world rankings and achieve at pinnacle events, whilst recognising the resourcing constraints on HNZ and the impacts on the athletes that such programmes require;
  
  - (iii) Administering and implementing the affairs and plans of HNZ in accordance with the strategic plan(s) adopted by the Board from time to time;
  
  - (iv) Creating Regulations and By-Laws, and codes of conduct, necessary to ensure the delivery of the Objects; and
  
  - (v) Resolving disputes between or involving Affiliated Associations.

#### 4. Powers of HNZ

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##### 4.1 HNZ Powers

Subject to the provisions of the Incorporated Societies Act 1908 and subsequent amendments thereto, HNZ by and through its Board, will have all such powers as may be reasonably necessary to enable it to carry out its Objects. These powers will include the power to:

- (a) make, amend, suspend and/or revoke Regulations, Bye-Laws and codes of conduct;
- (b) admit new Members;
- (c) withdraw, suspend or terminate a Member's membership;
- (d) set and impose penalties for the breach of any provision of this Constitution or any Regulations or Bye-Laws or any applicable code of conduct including any act or omission by a Member which is likely to bring HNZ or the game of hockey into disrepute;
- (e) carry on any business or undertaking in connection with the promotion, fostering, development and control of hockey in New Zealand;
- (f) develop, apply for, purchase, or otherwise acquire any Intellectual Property Rights, and to use, exploit, exercise, develop, or grant licences in respect of such Intellectual Property Rights on such terms and conditions as HNZ thinks fit;
- (g) enter into any partnership, joint venture or other arrangement for the conduct of any activity and the sharing of surplus resources, and to co-operate with any person carrying on or about to carry on any business or transaction;
- (h) subscribe to, or otherwise acquire, hold and deal with, shares, debentures, or other securities of any kind and to sell, or dispose of, any interest in any securities;
- (i) enter into any arrangements with any Government or authority and to obtain from any Government or authority, any rights, privileges and concessions and to exercise any such rights, privileges and concessions;
- (j) purchase, take on lease or in exchange, hire, and otherwise acquire any real and/or personal property and any rights or privileges to real and/or personal property;
- (k) invest and deal with the money of HNZ;
- (l) lend and advance money or give credit to any person;
- (m) give guarantees and/or indemnities for the payment of money or the performance of contracts or obligations by any person and otherwise to assist any person;
- (n) borrow, raise money or secure the payment of money charged upon all or any of HNZ's property and to purchase, redeem or pay off any such securities;
- (o) enter into any contract or arrangement (whether legally binding or otherwise);

- (p) apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment; and to oppose any bills, proceedings, or applications;
- (q) appoint, dismiss or retire employees;
- (r) remunerate any person for services rendered or to be rendered;
- (s) sell, improve, manage, develop, exchange, lease, distribute, display of or otherwise deal with all or any part of the property and rights of HNZ;
- (t) take or hold mortgages, liens, and charges to secure payment of any money due to HNZ from any other person;
- (u) undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
- (v) appoint, elect or nominate persons to represent HNZ;
- (w) delegate to any person approved by the Board, any of the powers of HNZ,
- (x) decide any disputes or hear any appeals on matters relating to HNZ and/or hockey;
- (y) carry out all or any of the objects of HNZ and do all or any of the above things as principal, agent, contractor, trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
- (z) do all such other things as are incidental or conducive to the attainment of the Objects in the exercise of the powers of HNZ.

## **5. Membership**

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### **5.1 Membership of HNZ**

As at the date of the 2016 Annual General Meeting, membership of HNZ is held by each Affiliated Association who is affiliated to HNZ as at the date of that meeting. Each Affiliated Association is bound by the terms of this Constitution, the Regulations, By-Laws and codes of conduct of HNZ and the FIH.

### **5.2 Constitution Binding**

All Affiliated Associations are required to adopt rules and constitutions that are not inconsistent with this Constitution and, in turn, require each of their members to adopt constitutions and rules that require their members to comply with and be bound by the HNZ and FIH Constitution, Regulations, codes of conduct and By-laws.

### **5.3 Applications**

In order to be eligible to become a Member of HNZ, an entity must be responsible for the promotion and administration of hockey within a geographical region with clubs or schools as members or affiliates and it must submit an application in writing to the Board which must:

- (a) be sent to the Chief Executive of HNZ;

- (b) contain the rules and constitution of that entity for the approval of the Board;
- (c) be accompanied by the Subscription Fee prescribed by the Board at its discretion;
- (d) be submitted by an incorporated society which is responsible for administering competitions involving a minimum of one hundred (100) senior open grade players; and
- (f) must contain details of the applicant's proposed boundaries.

After the application has been lodged with the Chief Executive and the Board has approved the applicant's constitution, the applicant's membership may be proposed and seconded at an Annual General Meeting or Special General Meeting. The applicant will be elected as a Member by a simple majority of votes of those present and eligible to vote at that meeting.

Upon the counting of votes, the Chairperson will declare the result of the election and, if the applicant is elected, it will be a Member.

#### **5.4 Agreement**

Membership will operate as an agreement binding each Affiliated Association to abide by the Constitution, Regulations, By-Laws and codes of conduct of HNZ and FIH, and to accept and enforce all Board decisions.

#### **5.5 Resignation of Membership**

Any Affiliated Association may resign from HNZ at any time upon notice in writing to the registered office and upon payment of all subscriptions or other moneys legally due to HNZ.

### **6. Registered office**

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The registered office of HNZ will be at Auckland or at such other place as agreed to at an Annual General or Special General Meeting.

### **7. Officers**

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#### **7.1 Election**

The Officers will be elected at the Annual General Meeting and consist of a Patron, President, and a Vice-President. The term of office for Officers will be three (3) years. The convention will be that the Vice-President is the alternative gender to the President and will succeed him/her after a three year term.

#### **7.2 Election Process**

The election of Officers will be as follows:

- (a) If there is more than one candidate for any role, the election of Officers will be by secret ballot.

- (b) The nominee for each contested office gaining more than fifty per cent (50%) of the votes will be declared to be successful. Where no nominee gains more than fifty percent (50%) of the votes cast in the first ballot:
- (i) the nominee gaining the lowest number of votes will be omitted from the remaining ballots; and
  - (ii) further ballots will be held between the remaining nominees in accordance with the provisions of this Rule 7.2(b),
- until one nominee gains more than fifty percent (50%) of the votes.
- (c) If there is only one candidate for any office, that person will be declared to be elected without the need for a vote.

## **8. Auditor**

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### **8.1 Appointment**

The annual financial statements of HNZ will be audited by a chartered accountant, independent of any connection to the administration or governance of hockey in New Zealand, and who will be elected at each Annual General Meeting by majority vote. The Board will have power to fill any temporary vacancy in the office of auditor.

### **8.2 Fees**

The auditor will be paid such fees as may be fixed from time to time by the Board.

### **8.3 Powers**

The auditor will have the power to call for the production of all books, papers and documents and records whether held physically or electronically relating to the affairs of HNZ. The annual financial statements will be audited by the auditor and, if correct, certified in writing under his/her hand before they are submitted to the Annual General Meeting.

## **9. The Common Seal**

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The Board will provide for the safe custody of the common seal, which will be used only by the authority of the Board, and every instrument to which the common seal is affixed will be signed by a Board Member and will be countersigned by the Chief Executive or by a second Board Member or by some other person authorised by the Board to sign that instrument.

## **10. General Meetings**

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### **10.1 Meetings of HNZ**

The meetings of Members of HNZ will be the Annual General Meeting and Special General Meetings.

### **10.2 Annual General Meetings**

- (a) The Annual General Meeting will be held no later than 30 April in each year.



- (b) The business to be transacted will be:
  - (i) the consideration and adoption of the annual report;
  - (ii) the consideration and adoption of the audited annual financial statements together with any amendments sanctioned by the meeting;
  - (iii) the election of Officers and Board Members for the ensuing year; and
  - (iv) such other business as may be provided for in this Constitution of which due notice has been given.
  
- (c) The timetable for the holding of an Annual General Meeting will be as follows:
  - (i) notification of the Annual General Meeting date and location will be made by the Board of HNZ not less than 90 days prior to the proposed date of the meeting including a request for notice of business and nominations for Officers, Board Members, awards and Life Members, and notification of Association voting and delegate strength;
  - (ii) each notice must state the date, place and business to be transacted at each meeting. Each notice will be given by sending the same electronically addressed to the chairperson and/or CEO/General Manager of Affiliated Associations, and any notice so given will be deemed to have been received.
  - (iii) any notice of business to be discussed at the Annual General Meeting or nominations for Officers, Board Members, awards or Life Members must reach the Chief Executive at least 50 days before the date of the Annual General Meeting;
  - (iv) notices of business, and award nominations will be considered by the Board not less than 35 days prior to the date of the meeting;
  - (v) formal notification of the business to be transacted at the meeting, namely the agenda, annual financial statements and annual report, general business to be considered, and nominations will be sent out to Affiliated Associations not less than 28 days prior to the date of the meeting.
  - (vi) in the event that only one nomination is received for any particular office, that person will be duly elected, and
  - (vii) if there are no nominations for a vacancy for the position of an Officer, nominations will be taken at the Annual General Meeting.
  
- (d) The President will be the Chairperson at the Annual General Meeting and Special General Meetings and in his or her absence the Vice-President. If the Vice-President is not present, the delegates of the Affiliated Associations may elect one of their number to be chairperson of the meeting.
  
- (e) The only persons eligible to vote at meetings of HNZ will be the Chairperson of the meeting (who will have a deliberative vote as well as a casting vote), the Officers, and delegates of the Affiliated Associations.
  
- (f) Except for the election of Officers, the election of Board Members and the award of Life Membership, voting at the Annual General Meeting and Special General Meetings

will be by show of hands, which will be conclusive on the declaration of the Chairperson, unless a vote by ballot be immediately demanded by the delegates of at least two Affiliated Associations.

- (g) The Chairperson of any meeting may, with the majority consent of the meeting, alter the order in which the business of the meeting is to be taken.
- (h) Any Annual General Meeting may be adjourned to such other time as the majority of votes cast at the meeting may resolve.
- (i) In the event of a quorum not being present within 60 minutes of the time for which the meeting was called, such delegates as are present, or if there is no delegate present the Chairperson of the meeting, may adjourn the meeting to such other time and place as may be decided, providing all Affiliated Associations are notified of the time and place such adjourned meeting will be held.
- (j) A quorum for any Annual or Special General Meeting will be delegates from not fewer than half the total number of Affiliated Associations, including proxy votes of Affiliated Associations not able to attend.
- (k) No Affiliated Association will be entitled to vote (including by way of proxy votes) at any Annual or Special General Meeting unless all moneys presently payable to HNZ by that Affiliated Association have been paid. Notwithstanding anything contained in this Constitution, any person who is a paid employee of HNZ will not have a vote at any Annual or Special General Meeting of HNZ or at any meeting of the Board or on any committee of the Board.
- (l) A notice of a General Meeting must state the date, place and business to be transacted at each meeting. Each notice will be given by sending the same electronically addressed to the chairperson and/or CEO/General Manager of Affiliated Associations, and any notice so given will be deemed to have been received.
- (m) The meeting can proceed, notwithstanding a procedural irregularity if not less than 75% of the votes of those delegates present at the meeting vote in favour of the meeting proceeding.

### **10.3 Special General Meeting**

Special General Meetings may be convened by the Board on its own initiative and/or will be convened by the Board within four weeks of receipt of a request signed by not fewer than five (5) Affiliated Associations setting out the business to be considered at the proposed meeting. Not less than 14 days' written notice must be given to Affiliated Associations of a Special General Meeting. At such meetings a report of the Board on business transacted since any previous Annual General Meeting will be submitted. Meeting procedures and voting entitlements will be the same as those set out in Clause's 10.2 and 11.

## **11 Voting and Delegate Entitlement**

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### **11.1 Entitlement**

The following will be the basis for delegate representation and voting entitlement of Affiliated Associations at an Annual or Special General Meeting of HNZ.

- (a) For the previous year Affiliated Associations which have had:
  - (i) 100 or fewer registered players will be entitled to one vote;

- (ii) Over 100 and up to 1499 registered players, four votes;
  - (iii) Over 1500 and up to 2999 registered players, six votes;
  - (iv) Over 3000 registered players, eight votes
- (b) Eight votes will be the maximum entitlement.
- (c) It will be up to each Affiliated Association to determine the number of delegates to attend a General Meeting of HNZ, up to a maximum of three persons who will have a right to speak at such meeting.

## 11.2 Voting

In the event of any Affiliated Association being required to vote on any question other than at a meeting of HNZ, such Affiliated Associations will exercise votes according to numerical strength as provided in Clause 11.1.

## 11.3 Affiliated Associations

- (a) Any one delegate may exercise all the votes to which his/her Affiliated Association is entitled;
- (b) An Affiliated Association may split its votes between delegates.

## 11.4 Votes

All ballot papers will be destroyed at the conclusion of each General Meeting.

## 12. Proxies

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Delegates may be represented at any General Meeting of HNZ during their term of office, either in person or by written proxy received by the CEO of HNZ prior to the commencement of any General Meeting.

## 13. Membership of the Board

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### 13.1 Board

The Board will consist of eight (8) persons, six (6) of whom, comprising three (3) men and three (3) women) will be elected at the Annual General Meeting ("**Elected Board Members**") and two (2) of whom will be appointed by the Board Appointments Panel pursuant to Clause 14 ("**Board Appointment Process**").

### 13.2 Election Criteria

A nominee for election to the Board will be elected if that person gains more than fifty per cent 50% of the votes cast in a ballot.

### **13.3 Election Process**

- (a) If there is more than one candidate for any role, the election of Board Members will be by secret ballot.
- (b) The nominee for each contested Board position gaining more than fifty per cent (50%) of the votes will be declared to be successful. Where no nominee gains more than fifty percent (50%) of the votes cast in the first ballot:
  - (i) the nominee gaining the lowest number of votes will be omitted from the remaining ballots; and
  - (ii) further ballots will be held between the remaining nominees in accordance with the above provisions of this Clause 13.3,

until one nominee gains more than fifty percent (50%) of the votes.

### **13.4 Multiple Vacancies**

Where there is more than one vacancy on the Board and one Board Member has been elected in accordance with the previous provisions, a further ballot will be held between the remaining nominees, including any nominees who were omitted from previous ballots under Clause 13.3

### **13.5 Chairperson**

The Chairperson of the Board will be elected annually by a simple majority vote of Board Members.

### **13.6 Appointed Board Members**

Appointed Board Members will be appointed in accordance with the process in Clause 14.

### **13.7 Additional Board Members**

The Board may co-opt one additional person to the Board during any one year. This appointment will terminate at the next Annual General Meeting. However, the same person may be co-opted for another year if the Board so determines. The co-opted person will have the same powers and responsibilities as Elected and Appointed Board members.

### **13.8 Removal**

The Board may be removed in whole or in part by a two thirds majority vote of Members at an Annual or Special General Meeting.

### **13.9 Quorum**

Five (5) members of the Board will form a quorum.

### **13.10 Duties of Board Members**

The duties of Board Members will be to:

- (a) act in good faith and in the best interests of HNZ and use the powers for a proper purpose;
- (b) to comply with the Incorporated Societies Act 1908 and any amendments or replacement and with the HNZ Constitution;
- (c) to exercise the degree of care and diligence that a reasonable person with the same responsibilities within HNZ would exercise in the circumstances applying at the time;
- (d) to not allow the activities of HNZ to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to HNZ creditors; and
- (e) to not allow HNZ to incur obligations that the Board Member does not reasonably believe will be fulfilled.

#### **14.0 Board Appointment Process**

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- 14.1 There shall be a Board Appointments Panel of the following three (3) people:
- (a) One person being the Chairperson of the Board (or his/her Nominee), or if s/he is seeking reappointment or re-election of the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board;
  - (b) One person being 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
  - (c) One nominee who is independent of the Board and who has an interest and understanding of hockey in New Zealand, as determined by the Board.
- 14.2 The Board Appointments Panel will regulate its own procedure but will observe best practice in the evaluation and selection of Board Members including having regard to an appropriate skills and competencies matrix, considering the skills make up and requirements of the Board from time to time and the future challenges facing the game in New Zealand and the need for the Board to function effectively and in the best interests of HNZ.
- 14.3 If the Board is unable to appoint the Board Appointments Panel and conduct an election (for example it has been removed as a whole by a Special or Annual General Meeting, resigns *en masse* or does not have a quorum) a new Board shall be appointed by Sport New Zealand.
- 14.4 The convenor of the Board Appointments Panel shall be the Chairperson or his/her nominee, as specified in Clause 14.1 (a).
- 14.5 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.
- 14.6 There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.
- 14.7 The Board Appointments Panel shall be independent of the Board and shall be responsible for:

- (a) Identifying and inviting suitable candidates to apply for appointment as an Appointed Board member whether by public notice or otherwise;
- (b) 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);
- (c) Deciding the candidates to be appointed as Appointed Board Members;
- (d) 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);
- (e) Presenting its recommendation(s) together with a summary of the evaluation and assessment of the applicant(s) to the General Meeting at which any vacancy in the positions(s) of Elected Board Member arises.

14.8 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;

- (a) Their prior experience as a director, trustee, or experience in any other governance role;
- (b) Their knowledge of, and experience in, Hockey generally, at international, national and/or local level;
- (c) Their occupational skills, abilities and experience;
- (d) Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
- (e) The desire for conflicts of interest on the Board to be minimised;
- (f) The desire for a wide range of skills and experience; on the Board including skills in commerce, finance, marketing, law or business generally; and
- (g) The desire for gender balance on the Board.

14.9 No Member of the Board Appointments Panel may seek appointment as a Board member whilst a member of the Board Appointments Panel.

14.10 The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.

14.11 The quorum for a meeting of the Board Appointments Panel regarding the appointment of Appointed Board Member is 3.

14.12 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.

- 14.13 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 14.1).
- 14.14 The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- (a) The member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor;
  - (b) 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
  - (c) Any of the circumstances listed in the relevant provisions of the Charities Act 2005 have occurred to the member;
- 14.15 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.
- 14.16 A Board member shall be appointed and/or elected as follows:
- (a) 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;
  - (b) 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 HNZ not less than 49 days before the date set for the AGM;
  - (c) Upon receipt of any applications for vacancies for Board Member(s) positions, the Chief Executive shall refer all the applications of the Board Appointments Panel;
  - (d) The Board Appointments Panel shall undertake its responsibilities as set out in Rule 14 and notify the Chief Executive of recommendation in respect of an applicant or applicants for the vacant positions of Elected Board Members, for consideration at the AGM no later than 28 days prior to the AGM;
  - (e) Upon receipt of the notification from the Board Appointments Panel in Rule 14, the Chief Executive shall no later than 7 days after the date of the AGM, notify the Members of the decision of the Board Appointments Panel regarding any Appointed Board Members it has appointed.
- 14.17 **Other Positions**  
Applicants for positions as Board members may not hold or continue to hold, a position as an employee of HNZ if they are appointed or elected as a Board member.

## 15. Duties and Powers of the Board

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The Board will:

- (a) Meet at least five (5) times annually. A special meeting of the Board may be convened on the requisition of the Chairperson of the Board or three (3) Board Members.
- (b) Deal with future planning and development, and oversee the activities of the Chief Executive and his/her staff;
- (c) Appoint committees as required and fill vacancies on the same, with power to co-opt. Committees must act pursuant to the terms of reference detailed by the Board;
- (d) Define boundaries of Affiliated Associations and deal with boundary changes;
- (e) Invest and expend such funds of HNZ as the Board may consider necessary for carrying out the Objects;
- (f) Promote an image of hockey consistent with the Objects;
- (g) Appoint, monitor the performance of, and remove a Chief Executive;
- (h) Administer hockey in New Zealand and overseas in respect of New Zealand teams competing internationally;
- (i) Resolve disputes in accordance with the Constitution;
- (j) Have power to make By-Laws, codes of conduct and Regulations governing hockey in New Zealand;
- (k) Administer the affairs of HNZ in accordance with the Powers conferred by this Constitution, and by any Clauses or resolutions passed by Affiliated Associations at a General Meeting;
- (l) Have power to make rules for its own procedure, and such rules will be valid until revoked;
- (m) Allow the Chairperson to have a deliberative vote as well as a casting vote. Board Members will be entitled to one (1) vote and all matters will be decided by a majority of votes. Voting may be by voice or a show of hands and, if desired by any Board Member, it will be by ballot.
- (n) Determine in such manner as it will think fit, any matter which in the opinion of the Board is not provided for in this Constitution;
- (o) Keep minutes of its meetings;
- (p) Give notice of all Annual General or Special General Meetings;
- (q) Prepare a budget for every ensuing year which will be tabled at each Annual General Meeting;



## **16 Powers and Authority of Chief Executive**

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### **16.1 Powers and Authority**

The Chief Executive will be responsible to the Board and will be appointed pursuant to paragraph (g) of Rule 15. The powers and delegated authority of the Chief Executive will be determined from time to time by the Board as the Board thinks fit.

## **17 Advisory Committees**

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- 17.1 HNZ will ensure that its key focus areas include Maori, masters, youth and university players and umpires and match officials, and will establish communication channels which will ensure appropriate programmes are developed and implemented for these participants, (and any other participation groups as determined by the Board), by establishing and utilising advisory committees or some other appropriate forum determined by the Board (Advisory Committees)
- 17.2 The terms of reference for any advisory committee established pursuant to Clause 17.1 will be set by the Board from time to time, and will acknowledge any special cultural aspects that need to be recognised in any interaction with those committees.
- 17.3 In relation to Maori hockey, the appropriate forum will continue to be via NZ Maori Hockey Incorporated until agreed otherwise with that organisation.
- 17.4 In respect of masters players and umpires the appropriate communication channel will be via the existing councils until the end of 2016.

## **18 Term of Office for Board Members**

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### **18.1 Re-election**

Except as provided in Clause 18.2, a retiring Elected Board Member will be eligible for re-election.

### **18.2 Term**

Except as otherwise provided by this Constitution, every Board member will hold office for a term of three (3) years.

Elected Board members will be eligible for re-election on the expiry of that three (3) year term. An Elected Board Member may not serve on the Board for more than nine (9) consecutive years unless otherwise provided for in this Constitution.

An Appointed Board Member can only serve one (1) three year term as an appointed Board member but may stand for election at the completion of that three (3) year term provided that if elected, that Board Member cannot serve on the Board for more than nine (9) consecutive years.

### **18.3 Continue in Office**

Notwithstanding anything to the contrary in this Constitution, every Elected or Appointed Board Member will, unless he or she sooner vacates his or her office under Clause 18.4, continue in office until his or her successor comes into office.

#### **18.4 Vacancy**

The office of any Elected or Appointed Board Member will become vacant if the member:

- (a) becomes an undischarged bankrupt; or
- (b) is convicted of any offence punishable by imprisonment for a term of two (2) years or more; or
- (c) is convicted of any offence punishable by imprisonment for a term of less than two (2) years and is sentenced to imprisonment for that offence; or
- (d) becomes a restricted or special patient within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992; or
- (e) becomes a person subject to the property order within the meaning of the Protection of Personal Property Rights Act 1988; or
- (f) resigns his/her office by notice in writing to HNZ; or
- (g) is absent without leave from two (2) consecutive meetings of the Board; or
- (h) dies.

#### **18.5 Appointment of Board Member due to a Vacancy**

When at any time the office of any Board Member becomes vacant pursuant to the preceding Rule 18.4, the vacancy will as soon as practicable be filled by appointment by the Board of a co-opted Board Member through until the next Annual General Meeting.

Every person so appointed will be eligible for re-election or re-appointment as the case may be at the Annual General Meeting for such term, up to three years, as determined by the Board to meet the rotational requirements and ensure appropriate continuity and succession planning can be maintained, subject to having been through the Board Appointments Panel process set out in Clause 14.

#### **18.6 Vacancy Filled**

Should a co-opted member vacate his/her office prior to completion of his/her term, the vacancy may be filled by appointment by the Board.

### **19. Books of Account**

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The Board will cause HNZ accounts to be kept in respect of all matters relating to the financial administration of HNZ in accordance with internationally recognised accounting principles and reporting standards and will prepare within sixty (60) days after the completion of each financial year annual financial statement for the period in readiness for the auditor and the AGM.



## **20. Finance and Indemnity**

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### **20.1 Funds**

The funds of HNZ will be in the control of the Board which will:

- (a) Have the power to delegate authority to the Chief Executive to incur liabilities and expend such funds as may be deemed necessary for the day to day organisation of HNZ, so long as such expenditure is provided for within the CEO's delegated authorities and that both the expenditure and delegated authorities are approved by the Board; and
- (b) Have control of the funds and property of HNZ and ensure that all monies received will be devoted solely to the Objects as set out in Clause 3.

### **20.2 Indemnity**

- (i) No current or former member of the Board has any liability to HNZ or the Members for any act or omission in their capacity as a member of the Board or Board Appointments Panel except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach for duties owed by them at law.
- (ii) Each current or former member of the Board is indemnified by and out of the assets of HNZ against:
  - (a) any liability arising out of any act or omission in their capacity as a member of the Board or the Board Appointments Panel excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
  - (b) costs incurred by them in any proceeding relating to such liability.
- (i) This Clause is intended to be enforceable by each current or former member of the Board.
- (ii) The Board may obtain insurance for the benefit of the Board members in relation to any liabilities covered by the indemnification provided under this Clause 18 and meet the cost of such insurance out of HNZ funds.

### **20.3 Subscriptions and Fees**

- (i) Affiliated Associations will be liable for the following fees set annually by the Board:
  - (a) A subscription to HNZ;
  - (b) A registration fee for all open grade players;
  - (c) A registration fee for all primary and secondary school team players;
  - (d) Such general levies as the Board may deem necessary.

- (ii) Timing of payment of all subscriptions, fees and levies payable by Affiliated Associations will be determined by the Board and advised to Affiliated Associations, provided that no change will be made to the underlying payment methodology as at the AGM without the agreement of the members at a General Meeting.
- (iii) Any payments or outstanding balances not paid by the due date will incur a 10% penalty at the Board's discretion.

#### **20.4 CPI**

In striking fees, the Board will take account of the annual Consumer Price Index figure and may incorporate any increases into the fees for the ensuing year.

#### **20.5 Levies**

The Board will have the power, but only with the approval of the AGM, to impose such levies as it deems necessary from time to time in order to raise a special fund for a specific purpose. Players in primary and secondary school teams will be exempt from such levies. Any levies will be included in the fees payable under Clause 20.3.

#### **20.6 Suspension**

Any Affiliated Association whose fees are not paid by 30 June each year, will be suspended unless in the opinion of the Board such action is not warranted by the circumstances. If suspension is carried out the Affiliated Association concerned will be suspended until such fees are paid.

#### **20.7 Information**

- (a) Each Affiliate Association will, by 31 March in each year, forward to the Chief Executive of HNZ the name and address of its secretary and a schedule of its affiliated clubs and sub-associations.
- (b) A copy of the Affiliated Association's Annual Report and annual financial statements will be forwarded to the Chief Executive of HNZ within one month after the Affiliated Association's annual general meeting. Failure to supply the Annual Report and financial statements will result in forfeiture of an Affiliated Association's voting entitlement at any succeeding General meetings of HNZ until such time as the Annual Report and financial statements have been supplied.

#### **20.8 Confirmation of Playing Numbers**

- (a) Every Affiliated Association will forward to the Chief Executive of HNZ by 30 September in each year a certificate signed by its CEO, General Manager or Chairperson, confirming the numbers of teams and players who are members of clubs or organisations that are affiliated to the Affiliated Association and who compete in competitions run by the Association between April and September for that year ("the winter numbers") as stated in the Affiliated Association's Annual Report.
- (b) Every Affiliated Association will forward to the Chief Executive of HNZ by 31 March in each year a certificate signed by the CEO, General Manager or Chairperson confirming the number of teams and players who played in competitions run by the Association between October and March of that year ("the summer numbers").

- (c) Registration fees payable to HNZ, detailed in 20.3 will be based on winter numbers of players supplied in accordance with Clause 20.8(a).

#### **20.10 Financial Year**

The financial year of HNZ will end on 31 December in each year.

### **21. Pecuniary Gain**

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#### **21.1 Prohibition of Personal Benefit**

- (a) All income, benefit or advantage must be applied to the Objects.
- (b) No Member or Board member or any person associated with a Member or Board member shall participate in or materially influence any decision made by HNZ in respect of the payment to or on behalf of that Member or Board member or associated person of any income, benefit or advantage whatsoever.
- (c) Any payments made must be for goods or services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.
- (d) The provision and effect of this Clause must not be removed from this Constitution and must be included and implied into any document replacing the Constitution.

### **22 Code of Conduct**

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#### **22.1 HNZ Tournaments, Competitions and Matches**

All players and team management participating in a tournament, competition or match over which HNZ has jurisdiction will be bound by the HNZ Code of Conduct as amended from time to time.

#### **22.2 Other Misconduct**

Affiliated Associations are required to adopt a Code of Conduct which is materially consistent with the HNZ Code of Conduct to deal with any on or off-field misconduct by any person under their jurisdiction, and to enforce such Code of Conduct in accordance with its terms.

#### **22.4 Anti-Doping**

- (a) The Sports Anti-Doping Rules (as amended and updated from time to time) as administered by Drug Free Sport New Zealand, will be binding on HNZ and its Affiliated Associations at all times and in respect of any events and athletes or participation over which they have jurisdiction.
- (b) Nothing in Clause 22.4(a) is intended to replace or supersede any applicable rule of the FIH which may apply with respect to anti-doping matters provided the applicable rule of the international federation is consistent in all respects with the World Anti-Doping Code.
- (c) For avoidance of doubt, the Sports Anti-Doping Rules referred to in Clause 22.4(a), shall replace all existing anti-doping rules, policies, by-laws or regulations of HNZ.

- (d) To the extent of any inconsistency between the Sports Anti-Doping Rules and any rule in this Constitution or any policy, regulation or by-law of HNZ, the Sports Anti-Doping Rules shall apply.

## **22.5 Anti-Match Fixing and Sports Betting Policy**

- (a) HNZ has adopted an Anti-Match Fixing and Sports Betting Policy (which is consistent with the NZ Anti-Match Fixing and Sports Betting Policy adopted by Sport New Zealand), which is binding on HNZ and its Affiliated Associations at all times and in respect of any events and athletes or participants over which they have jurisdiction.
- (b) For the avoidance of doubt, the HNZ Anti-Match fixing and Sports Betting Policy referred to in Clause 22.5(a), shall replace any existing Anti-Match fixing and Sports Betting rules, policies, by-laws or regulations of HNZ or any Affiliated Association.
- (c) All Associations agree to be bound by the HNZ Anti-Match Fixing and Sports Betting Policy and to ensure their members are also bound by such policy.

## **23. Violation of Constitution**

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Any Affiliated Association which is found being in breach of this Constitution, Regulations, By-Laws or decision of the Board may be subject to any sanctions deemed appropriate by an independent HNZ Judicial Committee consistent with the HNZ Code of Conduct.

## **24. Appeal Jurisdiction**

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### **24.1 HNZ Appeal Role**

Where the rules or constitution of an Affiliated Association grant jurisdiction to do so, a member of an Affiliated Association may appeal a decision of their Affiliated Association to HNZ. HNZ may either:

- (a) decline to consider the appeal where it considers that it does not have jurisdiction; or
- (b) establish an independent judicial panel to hear and determine the appeal.

HNZ or the judicial panel may refer the matter back to the Affiliated Association with appropriate directions or, in exceptional cases and in the interests of justice, quash the decision and impose its own decision.

## **25. Alteration of Constitution or Rules**

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### **25.1 Rules of Hockey**

HNZ is affiliated to the FIH and will adopt the rules of hockey as fixed from time to time by that body. Any new or amended or trial rule, however, will have no effect in New Zealand until authorised by the Board of HNZ and all the Affiliated Associations have been advised of its adoption.

### **25.2 Alteration**

The Constitution of HNZ will be altered, amended, rescinded or substituted only at an Annual General or Special General Meeting pursuant to a resolution carried by not less than two-

thirds of the votes recorded at such meeting. Notice of intention to move such alteration, amendment, rescission or substitution must be given to the Chief Executive of HNZ at least 28 days prior to a Special General Meeting, and 42 days prior to an Annual General Meeting.

## **26. International Regulations/By-Laws**

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- 26.1 The game of hockey, its rules for all categories of the games, outdoors and indoors, are governed and owned by the FIH. HNZ, being an affiliated member of the FIH is bound by such By-Laws, Regulations and decisions of FIH as are applicable from time to time, and all Affiliated Associations are also bound by such By-Laws, Regulations and decisions of FIH.
- 26.2 In accordance with FIH rules, HNZ is opposed to any discrimination on the grounds of race, gender, politics, religion or creed.

## **27. Sports Disputes Tribunal of New Zealand (SDT)**

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- 27.1 HNZ recognises and will comply with the Terms of Reference of the SDT, established under the Sports and Recreation Act 2002. Disputes within its jurisdiction include:
- (a) allegations of doping;
  - (b) appeals against non-selection to a New Zealand representative squad or team;
  - (c) any other matters of national significance.
- 27.2 Members, and their players and officials have the right to appeal to the SDT against decisions of HNZ in any of these matters referred to in Clause 27.1.
- 27.3 Copies of the Terms of Reference of the SDT and its appeal procedures are available from HNZ

## **28. Awards**

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### **28.1 Life Members**

Any past or present member of any Affiliated Association of HNZ may be elected a life member of HNZ. In order to be elected, that person will have been proposed by an Affiliated Association or a Board Member. In order to qualify for nomination, that person will have to have demonstrated an exceptional contribution to HNZ or the game at a national level over a long period of time. That person's nomination will be forwarded to the Board who have to unanimously approve the nomination being forwarded to the Annual General Meeting of HNZ for election.

The election at the Annual General Meeting will be by secret ballot at which the nominee must receive at least seventy five per cent (75%) of the votes cast. Life membership will only be considered for exceptional services rendered to HNZ or the Game at a national level as a result of any combination of:

- (a) playing or officiating at national level;
- (b) governance and administration of hockey at a national level;
- (c) governance and administration of hockey at a provincial or regional level that has had significant and lasting impact at national level;



Nominations must reach the Chief Executive not later than 50 days prior to the Annual General Meeting in each year.

## 28.2 Service Awards

Service awards will be announced at Annual General Meetings for outstanding service to Affiliated Associations. Conditions of the awards will be:

A length of service to hockey in one of the following categories:

- (ii) Between fifteen (15) and nineteen (19) years of service to hockey – Bronze Award.
- (iii) Between twenty (20) and twenty four (24) years of service to hockey – Silver Award.
- (iv) For twenty five (25) or more years of service to hockey – Gold Award.

Service can be in any area of the sport, i.e. administrator, member of the committee, or volunteer in any capacity;

Nomination(s) are to be made by the Board or management committee of an Affiliated Association, and, together with citation(s), must reach the Chief Executive not later than 49 days prior to the Annual General Meeting in each year;

All nominations will be considered by the Board, and the granting of a Service Award will be at the sole discretion of the Board;

The service badges will be announced and awarded at the Annual General Meeting.

## 28.2 Pakistan Trophy

The winner of the Pakistan Trophy will be announced at the Annual General Meeting for the most recent outstanding contribution to the administration of hockey. Conditions of the award will be:

- (a) Nomination(s) are to be made by the Board or management committee of an Affiliated Association, and, together with citation(s), must reach the Chief Executive not later than 49 days prior to the Annual General Meeting in each year;
- (b) All nominations will be considered by the Board, and the granting of the Pakistan Trophy will be at the sole discretion of the Board.

## 29. Winding up of HNZ

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- 29.1 The affairs of HNZ may be wound up upon a resolution of a majority of votes recorded at a Special General Meeting called for the purpose, provided that a second Special General Meeting is held at least 30 days after the first meeting to pass a resolution by simple majority confirming the earlier decision to wind up HNZ.
- 29.2 The assets of HNZ will then be realised, and after meeting all liabilities the residual funds will be paid into such organisation or organisations as may be determined by resolution of the delegates at the second Special General Meeting at which it was resolved to wind up HNZ.
- 29.3 No individual, whether associated with a member organisation or not, may participate in any surplus arising on a winding up.

