

Waikato Secondary Schools' Football Association, Incorporated



Constitution and Rules

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RULES AND CONSTITUTION OF THE



Waikato Secondary Schools Football Association

1 Constitution and name

The **Waikato Secondary Schools Football Association** (the **WSSFA**) is constituted by resolution dated 8 August 2006.

2 Objects

2.1 Primary objects

The primary objects of the WSSFA are those charitable objects and purposes which are recognised by the Courts of New Zealand as being charitable, including:

- (a) the **advancement of education** to provide opportunities for education through sport, for secondary school aged students in the Waikato – particularly, through the provision of coached opportunities to learn and excel in the sport of soccer; and, to provide a secure framework upon which such students may experience constructive competition and practical experience.
- (b) to make regulations to advance the attainment of any of the above objects.
- (c) to do any act or thing or own any property incidental or conducive to the attainment of any of the above objects, including supporting or affiliating to any other charitable entity as appropriate.

2.2 Secondary objects

Without detracting from the primary charitable objects, the secondary objects of the WSSFA are to:

- (a) Provide learning opportunities around the game of soccer; and,
- (b) Provide a sure framework for governing secondary school competitions in the Waikato region.

2.3 Charitable restrictions

Notwithstanding any other provision, the WSSFA may not expend any money:

- other than to further charitable purposes recognised by law;
- on any purposes out of New Zealand; or,
- for the sole personal or individual benefit of any Member.

3 Powers

3.1 General powers

In addition to its statutory powers, the WSSFA may:

- use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people (such as an Executive Officer) as may seem expedient;
- exercise all the powers a trustee might exercise, including the right to delegate; and,
- invest in any investment in which a trustee might invest.

3.2 Restrictions

Notwithstanding any other provision, the WSSFA may not expend any money:

- other than to further purposes recognised by law; or
- for the sole personal or individual benefit of any Member.

3.3 Associated party transactions

Any transactions between the WSSFA and any Member, officer or member of the Executive, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the WSSFA would deal with third parties not associated with the WSSFA, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed;
- (b) Reimbursement of expenses properly incurred;
- (c) Usual professional, business or trade charges; and
- (d) Interest at no more than current commercial rates.

4 Membership

4.1 Classes of membership

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

4.1.1 Member

A Member is a member of the WSSA admitted under Rule 5 below who has not ceased to be a Member under Rules 6.3 or 7. A Member can only be a school, club or organisation admitted under Rule 5.

4.1.2 Life Member

A Life Member is a person honoured for meritorious services to the WSSFA after recommendation by the Executive and election as a Life Member by resolution of an Executive Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have be entitled to sit on and vote in Executive meetings except those of paying subscriptions and levies.

4.1.3 Honorary Member

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

4.2 Records and conduct

Members shall advise the Secretary of any change of address or telephone number.

The Secretary shall keep a membership register of Members recording their names, addresses and telephone numbers. All Members shall promote the interests and the objects of the WSSFA and shall do nothing to bring the WSSFA into disrepute.

5 Admission of Members

5.1 Application for membership

Applicants for membership shall complete any application form provided (and supply such information as may be required) by the Executive, and pay the annual subscription (set under Rule 6).

5.2 Applications reviewed by Executive

5.2.1 Process

Membership applications shall be in writing, and be considered by the Executive.

5.2.2 Discretion

The Executive shall have complete discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision, and that decision shall be final. The Executive may admit an applicant for Membership.

The Executive may from time to time in its absolute discretion transfer members between the classes of Member, and any such decision shall be final.

6 Subscriptions and Levies

6.1 Annual Subscriptions

The annual subscription for Membership, and any amount payable on joining the WSSFA, shall be set by resolution at an Annual General Meeting. Responsibility for setting the Annual Subscription

can be deferred to the Executive Committee – where there is a majority vote approving this at an Annual General Meeting.

6.2 Levies

The Executive may by resolution impose a levy or levies on Members.

6.3 Non payment

Any Member failing to pay the annual subscription or any levy within one calendar month of the date on which the subscription or levy was set will be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and may not be entitled to participate in any WSSFA activity until all those arrears are paid in full, and shall be deemed to have ceased to be a Member until all arrears are paid in full.

7 Cessation of Membership

7.1 Resignation

Any Member may resign their membership by written notice to the Secretary, and each such resignation shall take effect from the end of the WSSFA's then current financial year.

7.2 Executive declaration

The Executive may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member is in default of their membership subscription and/or levy fees (as noted under in 6.3 above), or (if a body corporate) is wound up or placed in receivership or liquidation.

7.3 Invitation to retire

After due enquiry and having given the Member the right to be heard, the Executive may by letter invite any Member within a specified time to retire for failure to comply with these Rules or any of the other duties of a Member. If the Member does not so retire, the Executive may recommend to an Executive Meeting that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the Annual General Meeting, that Meeting may expel the Member by resolution passed by a two-thirds majority of those present and voting.

7.4 Liability of member

A Member whose membership is terminated under Rules 7.1, 7.2 or 7.3 shall remain liable to pay all subscriptions and levies to the end of the WSSFA's then financial year.

8 Re-admission of former Members

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

9 Election of Officers and Executive

9.1 Appointment of Executive members

The Annual General Meeting shall elect Patrons (optional), Chairperson, Deputy Chair, Secretary and Treasurer or Secretary/Treasurer, and other Executive members all of whom (with the exception of any Patrons) shall be the WSSFA's **Executive**.

At the Annual General Meeting elected Executive members must all be endorsed representatives of a current and financial Member of the WSSFA. If a Member of the WSSFA withdraws their endorsement of an Executive member during a year, done in writing, then that individual is required to stand down from the Executive committee.

Additional members of the Executive may be appointed during a year, if they have written endorsement from a financial WSSFA Member and also by a two-thirds majority vote of the Executive.

Appointment of a Secretary and/or Treasurer may be waived if an Executive Officer is appointed to perform those functions (as recorded in Rule 10.2).

9.2 Nominations

Written nominations for nominees signed by a Member and accompanied by the written consent of the nominee shall be received by the Secretary not less than 14 clear days before the date of the Annual General Meeting. The Secretary will circulate the list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination. In the absence of sufficient valid nominations being received (and remaining current at the date of the Annual General Meeting) nominations may be made from the floor at the Annual General Meeting. All nominees must be endorsed by a current Member, either done in writing prior to the Annual General Meeting or from the floor at the Annual General Meeting.

9.3 Limitation of terms as Chairperson

No person may serve for more than three consecutive years as Chairperson of the Executive Committee.

9.4 Vacancy

If the position of any Executive member becomes vacant between Annual General Meetings that vacancy may be filled by the Executive (as recorded in Rule 9.1).

Any casual vacancy in the membership of the Executive whether occurring among the members or by virtue of a resolution to increase the number of people comprising the Executive shall be filled by an appointment made by the Members of the Executive, and in each case the person so appointed shall hold office until the member he or she replaced would have retired, or until the next annual general meeting of the Trust Board (as recorded in Rule 9.1).

9.5 Power to co-opt advisors to the board

The Executive may appoint advisors with professional or other qualifications deemed appropriate by the Executive. Advisors can take a full part in any discussions before resolutions are passed but may not have a vote. Only full Executive members have full voting rights.

9.6 Voting rights

Each individual person elected on, according to Rule 9.1, to the Executive committee has one vote. However, if a member's attendance on the Executive is less than half of the assigned meetings, then their voting rights are removed until reinstated by majority vote. WSSFA Members can have more than one member on the Executive. The Chairperson shall have a deliberative and casting vote.

10 Management by the Executive

10.1 Management by Executive

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

10.2 Executive powers

Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the WSSFA's powers, other than those required by statute or by these Rules to be exercised by the WSSFA in General Meeting. The Executive has the right to delegate the functions of secretary, treasurer and administrator to an Executive Officer.

10.3 Meetings of the Executive

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

10.4 Meeting processes

10.4.1 Chairperson

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

10.4.2 Ability to co-opt

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

10.4.3 Quorum

The quorum for Executive meetings is at least a third of the number of the Executive members.

Only Executive members elected under Rule 9.1 or appointed under Rule 9.4 may be counted in the quorum and be entitled to vote.

10.4.4 Subcommittees

The Executive may appoint subcommittees consisting of such persons as it thinks fit and with or without power to co-opt, but such subcommittees shall have no power to commit the WSSFA to any financial expenditure without express authority by resolution of the Executive.

The Executive and any subcommittee may act by resolution approved by not less than half of the members of the Executive or subcommittee in the course of a telephone conference call or through a written ballot.

10.5 Regulations

The Executive may from time to time make regulations for the conduct and control of Society activities – termed “**Operational Rules**”.

10.6 Chairperson

The Chairperson (and, in the absence of the Chairperson, the Deputy Chairperson) shall, in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the WSSFA.

10.7 Executive self regulating

Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.

10.8 Interpretation of rules

Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

10.9 Documentation and records property of the WSSFA

Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the WSSFA possessed by such former officer.

11 Secretary

11.1 Role

The Secretary shall record the minutes of all Annual General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that that meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.

11.2 Responsibilities

The Secretary shall hold the WSSFA's records, documents, and books.

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

12 Registered Office

The Registered Office of the WSSFA shall be at such place as the Executive from time to time determines.

13 Finance

13.1 Books of accounts

The Treasurer shall keep such books of account as may be necessary to provide a true record of the WSSFA's financial position, report on the WSSFA's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting. [any 2]

13.2 Bank accounts

The Executive shall maintain bank accounts in the name of the WSSFA, and all cheques and withdrawal forms shall be signed by any two of the Treasurer, Chairperson or Deputy Chairperson or appointed Executive Officer.

13.3 Financial management

13.3.1 Receipt

All money received on account of the WSSFA shall be promptly banked, ideally within seven days of receipt.

13.3.2 Approval for payment

All accounts paid or for payment shall be submitted to the Executive for approval of payment.

13.3.3 Financial year

The WSSFA's financial year shall commence on 1 January of each year and end on 31 December of the following year.

13.3.4 Auditor

The Annual General Meeting each year may appoint a suitably qualified auditor (who is not a member of the WSSFA) to audit the annual accounts of the WSSFA and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

14 Execution of Documents

14.1 Common seal

The Common Seal of the WSSFA, if any, shall be retained by the Secretary.

14.2 Execution of documents

Documents shall be executed for the WSSFA pursuant to a resolution of the Executive:

- (a) By affixing the Common Seal, if any, witnessed by any one of the Chairperson, Deputy Chairperson or Secretary and countersigned by some other member of the Executive; or,
- (b) By any one of the Chairperson, Deputy Chairperson and/or Secretary and some other member of the Executive signing on behalf of the WSSFA.

15 Meetings

15.1 Timing

The Annual General Meeting of members shall be held between 1 September and 1 December in each year at a time and place fixed by the Executive.

15.2 Special meetings

Special Meetings of members may be called by the Executive, or by written requisition to the Secretary signed by not less than a quarter of the financial Members.

15.3 Executive meetings

The Executive will meet regularly.

15.4 Notice and information

At least 14 days before any Annual General Meeting or Special Meeting the Secretary or Executive Officer shall post to all Members written notice of the business to be conducted at that Meeting, and the failure for any reason of any Member to receive such notice will not invalidate the meeting or its proceedings.

15.5 Attendance by members

Special and Annual General Meetings may be attended by all Members of whatever class of membership, but only financial Members together with Life Members are entitled to vote.

Executive Meetings may be attended by Executive Members only, save where attendance is invited or approved by the Chairperson or a majority of the Executive Members.

15.6 Voting by Proxy

At an Annual General Meeting, Special Meeting or an Executive Meeting a financial Member shall be entitled to vote by written proxy in favour of another financial Member who is present, but no other proxy voting shall be permitted.

15.7 Quorum

The quorum for:-

- Special Meetings is a ¼ Members;

- Annual General Meetings is $\frac{1}{4}$ of the members or 10 member representatives (whichever is the lesser); and,
- Executive Meetings is $\frac{1}{2}$ of the Executive Members.

15.8 Chairperson

All Annual General Meetings shall be chaired by the Chairperson or in the Chairperson's absence by the Deputy Chairperson or in the absence of both of them by some other Executive member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.

15.9 Voting

Voting at an Annual General Meetings shall be by voices, by show of hands or, on demand of the chairperson or of any one representative Member present, by secret ballot. On any secret ballot each Member shall be entitled to one vote for every five WSSFA financial registered Teams. Voting at Executive Meetings shall be by voices, by show of hands or, on demand of the chairperson or of no less than any three Members present, by secret ballot (with one vote per Executive Member).

If required, at the discretion of the Chairperson, the WSSA Chairperson may exercise a casting vote in all forms of meetings.

15.10 Business of meeting

The business of the Annual General Meeting shall be:

- (a) Minutes of the previous General Meeting(s),
- (b) Annual Report of the Chairperson,
- (c) Statement of Accounts,
- (d) Election of Officers,
- (e) Motions of which notice has been given,
- (f) Approval of plans for the balance of the current and next calendar years,
- (g) General business, and motions from the floor.

15.11 Notice of Motion

Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than 28 clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to Members in respect thereof.

16 Alteration of Rules

16.1 Variation

These Rules may be amended or replaced by resolution of any Executive Meeting passed by a two-thirds majority of those Members present and voting, but not in any way which would alter the charitable nature of the WSSFA.

16.2 Notice and explanation

Any proposed motion to amend or replace these Rules shall be signed by at least three Members and given in writing to the Secretary at least 28 clear days before the Annual General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

16.3 Notice period

At least 14 days before a Meeting at which any such proposal is to be considered the Secretary shall post written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof to all Members.

17 Winding up

17.1 Requirements on winding up

The WSSFA may be wound up under the provisions of the Charitable Trusts Act 1957.

17.2 Disposal of capital

If the WSSFA is wound up, any surplus assets after payment of all debts, costs and liabilities shall be disposed of as the High Court directs in the absence of consent amongst the Executive who will give preference to redistributing funds to their current member organisations, allocated on a per team ratio.