

\*10057346649\*

### Application for incorporation

IN THE MATTER of the Incorporated Societies Act 1908

AND

IN THE MATTER of Underwater Hockey New Zealand Incorporated ("the Society").

#### APPLICATION TO INCORPORATE A SOCIETY

**NAME** Underwater Hockey New Zealand Incorporated

**ADDRESS FOR REGISTERED OFFICE**

Address:  
Rodgers Law  
Level 4, 151-155 Princes Street, Dunedin, New Zealand  
9059

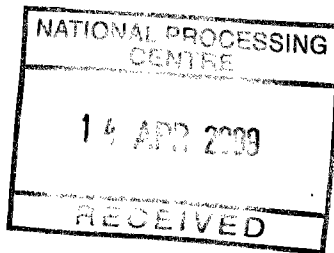
**EMAIL ADDRESS FOR COMMUNICATION**

**ADDRESS FOR COMMUNICATION**

Address:  
P O Box 31467  
Lower Hutt  
WELLINGTON  
5041

**CONTACT PERSON DETAILS (OPTIONAL)**

Name: Warwick King  
Position Held: Secretary  
Address: P O Box 31467  
Lower Hutt  
WELLINGTON  
5041  
Email:



The society's annual general meeting will usually be held in (month)

March

#### CHECKLIST BEFORE FILING:



Have you checked that the society's name is available by conducting a Register Search at [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz) ?

**NPC# 09**  
**14 APR 2009**



Has the application form been signed by 15 members of the society?



Have all the signatures been witnessed by someone who isn't one of the 15 members signing the form?



Is a copy of the society's endorsed rules attached to the application?



Is the fee of \$100.00 included (not applicable if incorporation is sought under the Charitable Trusts Act 1957)? (Cheques should be made payable to Ministry of Economic Development)



Has an officer of the society or a solicitor completed the attached certification?

Your  
Contact  
Details:

Name and Postal Address:  
Pieter Brits  
Associate  
Rodgers Law  
Rodgers House  
Level 4, 151-155 Princes Street  
P.O. Box 6200, DX No. YP  
80041  
Dunedin, New Zealand 9059

Other  
Details:

Post to:

Telephone:

Email:

Registrar of Incorporated  
Societies  
Ministry of Economic  
Development  
National Processing Centre  
Private Bag 92061  
Victoria Street West  
Auckland 1142

Name of Incorporated Society:

Underwater Hockey New Zealand  
Incorporated

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for the incorporation of the society under the foregoing rules, in accordance with the Incorporated Societies Act 1908.




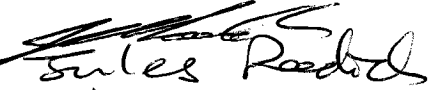










Dated






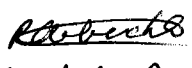
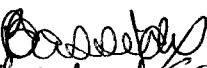


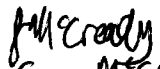
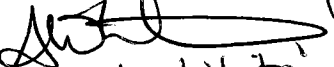



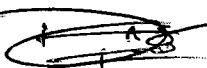

6 March 2009

NOTES:

15 members must sign the application form — for the purposes of making up the 15 members, individual members count as 1 member and a body corporate (eg other incorporated societies or companies) counts as 3 members. Unincorporated bodies (eg trusts) cannot sign the application form as a member.

Each member's signature must be witnessed — anyone witnessing a member's signature CANNOT also sign the application form as one of the 15 members.

Applicant Members	Witness(es)
<p>1 Signature:  Full name: Tristan Reynard Occupation: Civil Engineer Address: 41 Mandalay Tce, Khadallah</p>	<p>1 Signature:  Full name: Ana Holt Occupation: student Address: 17 Hostel Access Rd, Auckland</p>
<p>2 Signature:  Full name: BRYN THOMPSON Occupation: CEO Address: 62 Normans Road, Auckland</p>	<p>2 Signature:  Full name: Suresh Reddy Occupation: manager Address: Dunedin</p>
<p>3 Signature:  Full name: JOHN ROBERTS COLE Occupation: MANAGING DIRECTOR Address: 64 PATON RD HOWICK AKL.</p>	<p>3 Signature:  Full name: NICK ALEXANDER HOBSON Occupation: INDUSTRIAL DESIGNER Address: 208 LADIES HILE, AUCKLAND</p>
<p>4 Signature:  Full name: Ray Dolman Occupation: Self employed Address: RD 2 Whakatane</p>	<p>4 Signature:  Full name: Graham W. CASPERSON Occupation: STEEL MILL Address: 803 RONA RD STEELERS</p>
<p>5 Signature:  Full name: Robert Peter Feist Occupation: construction Diver Address: 109 North Taireri Rd. Oh.</p>	<p>5 Signature:  Full name: SIMON RICHARD TALBOT Occupation: DIVING OFFICER Address: 265 NELSON RD MT NELSON TAI AUST 7007</p>
<p>6 Signature:  Full name: WARWICK JOHN KING Occupation: DAIRY FARMER Address: 106A GLEN ROAD R. DI.</p>	<p>6 Signature:  Full name: Adrian CUNIT Occupation: Police officer Address: 4/58 Waka Street, Nelson</p>
<p>7 Signature:  Full name: Rebecca Jayne Brosnan Occupation: Med. Lab Scientist <i>(nee Bailey)</i> MARR / Nelson</p>	<p>7 Signature:  Full name: Mark S Hebbard Occupation: IT Consultant.</p>

Applicant Members <del>1-11-11</del>	Witness(es)
Address:	Address:
98 Signature:  Full name: Oliver van Rooyen Occupation: Student Address: 145 Barnard st, westtown Wellington	98 Signature:  Full name: Rebecca Leach Occupation: Student Address: 50 Explorers Way, Whitby Wellington
109 Signature:  Full name: LIAM WATSON Occupation: STUDENT Address: 152 Percy rd, Dalmore Auckland	109 Signature:  Full name: MATTHEW SILVESTER Occupation: ENGINEER Address: 2/77 MERSEY ST, ST. ALBANS, CHCH
110 Signature:  Full name: Robert Tinkler Occupation: Builder Address: 48 Sandpit Rd, Howick, Auckland	110 Signature:  Full name: Rachel Arbuckle Occupation: student Address: 35 Omaha Rd
1211 Signature:  Full name: Bridget Cassidy Occupation: Accountant Address: 18 Queens Dr, Kilbirnie, Wellington	1211 Signature:  Full name: Michael Hoksbergen Occupation: Student Address: 785 Riddell Rd Auckland
12 Signature:  Full name: Tim Alexander Occupation: Manager, Data Centre Address: 89 Eden St, Siamby Wellington	12 Signature:  Full name: Sam McCreedy Occupation: Student Address: 104 Wainui St, Riccarton, Chch
13 Signature:  Full name: Angela Whiteman Occupation: Manager Address: 18 Queens Dr, Kilbirnie, WATN	13 Signature:  Full name: Christina Heir Occupation: Recruitment Coordinator Address: 8 Curnow Way, Kaitiaki, Wellington
14 Signature:  Full name: Emma Rae Occupation: Student Address: 10 Richbourne St, Kingsland, AK	14 Signature:  Full name: Stephanie Gill Occupation: Student. Address: 12 Magnolia Grove, Lower Hutt, Wgtn.
15 Signature:  Full name: DARGEN FANGEE FOO Occupation: SOLICITOR Address: APT 1611, 70 REACHED, AKLDCSD	15 Signature:  Full name: Lisa Thompson Occupation: Accountant Address: 113 Ayton Drive, Totara Vale, North Shore City.

Date:

Signature

BL-005302-1-11-V1

IN THE MATTER of the Incorporated Societies Act 1908

AND

IN THE MATTER of Underwater Hockey New Zealand Incorporated ("the Society").

**APPLICATION TO INCORPORATE A SOCIETY**

**Name of Society:**

Underwater Hockey New Zealand Incorporated

I certify that the rules have been approved by a majority of the members and that the rules endorsed with the application are the rules of the society.

**Name:**

**Position:**

**Date:**

6 March 2009

**Signature**



Pieter Brits  
Solicitor  
Dunedin

NOTE: The person completing this certification must also sign the first page of the rules that are being submitted. The certification must be completed by an officer or solicitor of the society (s 7(1)(b)).

**RULES OF  
UNDERWATER HOCKEY NEW ZEALAND INCORPORATED  
("UWHNZ")**

A handwritten signature in black ink, appearing to read 'Pieter Brits', written in a cursive style.

**Pieter Brits  
Solicitor  
Dunedin**

Rodgers Law  
P O Box 6200  
Level 4, 151-155 Princes Street  
Dunedin

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**1. CONSTITUTION**

1.1 The Society is constituted by resolution dated 6 March 2009.

**2. NAME**

2.1 The name of the Society is Underwater Hockey New Zealand Incorporated ('Society').

**3. DEFINITIONS AND INTERPRETATION**

3.1 Definitions: In these Rules, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 1908.

"Annual General Meeting" means the annual general meeting of the Society, convened and conducted in accordance with Rule 19.1 of these Rules.

"Anti-Doping Rules" means the Sports Anti-Doping Rules (2007) made by the Board of Drug Free Sport New Zealand pursuant to Section 16 of the Sports Anti-Doping Act 2006 or such rules published from time to time on the Society's website.

"Chairperson" means the chairperson of General Meetings, in accordance with Rule 19.7 of these Rules.

"Club" means any duly constituted Underwater Hockey club in New Zealand.

"Executive" means the Executive of the Society, all members of which are elected in accordance with these Rules.

"Executive Member" means a member of the Executive of the Society, elected in accordance with these Rules.

"Financial Year" means the year in accordance with Rule 17.5 of these Rules.

"General Meeting" means an Annual General Meeting or a Special General Meeting, convened and conducted in accordance with these Rules.

"Member" means any person who is a member of the Society in accordance with Rule 6 of these Rules and has been admitted in accordance with Rule 7 of these Rules.

"Officer" means the President, Vice-President, Secretary, Treasurer, and the Executive Member(s) of the Society, elected in accordance with these Rules.





"President" means the president of the Society, elected in accordance with these Rules.

"Region" means a Region of New Zealand as determined from time to time by the Executive.

"Register" means the membership register that shall be kept by the Secretary, which shall contain the names and the addresses of all Members, and the date of Members' admission.

"Registered Office" means the Registered Office of the Society for the time being, as determined in accordance with Rule 15.1 of these Rules.

"Registrar" means the person holding the office from time to time of Registrar of Incorporated Societies in terms of the Act.

"Representative Member" means a Member appointed by his or her Club as provided for in Rule 19.4 of these Rules

"Rules" means these rules or the Rules as from time to time altered by resolution of the Society in terms of Rule 20.

"Secretary" means the secretary of the Society, elected in accordance with these Rules.

"Society" means Underwater Hockey New Zealand Incorporated.

"Special General Meeting" means a special general meeting of the Society, convened and conducted in accordance with Rule 19.2 of these Rules.

"Underwater Hockey" means the sport of underwater hockey.

3.2 Interpretation: Unless the context otherwise requires, in these Rules:

- (a) headings are inserted for convenience only and shall be ignored in construing any matter;
- (b) words denoting the singular number only shall include the plural and vice versa and words denoting one gender include both genders;
- (c) words denoting individuals shall include corporations and vice versa;
- (d) references to any legislation or to any provision of any legislation shall be deemed to be references to that legislation or provisions as from time to time amended, re-enacted or substituted and, unless otherwise stated, to New Zealand legislation and further, unless the context otherwise requires, shall also include any statutory instruments or regulations issued under any such legislation or provision;

- (e) references to a "person" includes a natural person, individual, firm, company, corporation, association, or other entity, whether incorporated or not and whether or not having a separate legal personality, and includes their respective successors, assigns, executors and administrators; and
- (f) "written" and "in writing" includes all means of reproducing words in a tangible and permanently visible form.

#### **4. OBJECTS**

4.1 The objects of the Society are to:

- (a) promote and foster the sport of Underwater Hockey in New Zealand;
- (b) promote and foster competition in Underwater Hockey among New Zealand Underwater Hockey Clubs;
- (c) promote and foster tours by Clubs, regions, and New Zealand, representative teams overseas, and tours of New Zealand by overseas Underwater Hockey teams; and
- (d) increase the standard of play throughout New Zealand.

4.2 Without detracting from the primary objects, the secondary objects of the Society are to:

- (a) establish codes of behaviour applicable to Members, and
- (b) make regulations or bylaws to advance the attainment of any of the above objects.

4.3 Notwithstanding the above objects:

- (a) the Society shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand;
- (b) no Member shall derive any personal pecuniary gain from membership of the Society; and
- (c) for the avoidance of doubt, no Member shall be entitled to receive any dividend out of any subscriptions, fees, donations, or other income or funds of the Society in accordance with these Rules (provided that any Member may enter into any agreement or arrangement with the Society for the sale or supply of any services or any property for such consideration as may be reasonable and as that person would be entitled to receive if not a Member).

## 5. POWERS

5.1 In addition to its statutory powers under the Act, the Society:

- (a) 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 persons as may seem expedient;
- (b) may purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
- (c) may invest in any investment in which a trustee might invest; and
- (d) shall have power to borrow or raise money by debenture, bonds, mortgage and other means, with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all Members or by notification in the public notices column of a local daily newspaper.

5.2 Notwithstanding any other provision, the Society shall not expend any money:

- (a) other than to further purposes recognised by law; nor
- (b) for the sole personal or individual benefit of any Member.

5.3 Any transactions between the Society and any Member, Officer, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, 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.

## 6. MEMBERSHIP

6.1 The membership of the Society shall comprise all members of duly constituted Clubs who have applied for and been admitted to membership of the Society.

6.2 Membership Year: The Financial Year (in accordance with Rule 17.5 below) and the membership year shall be the same, and shall commence from 1 January of each year and end on 31 December that year.

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

- (a) **Club Member:** A Club Member is an individual admitted to membership who or which has not ceased to be a Member under any other Rule.
- (b) **Life Member:** A Life Member is a person honoured for meritorious services to Underwater Hockey in New Zealand, after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the duties of a Member except those of paying annual subscriptions.
- (c) **School Member:** School Members are Members who attend Primary or Secondary School and pay School Members fees.

6.4 All Members shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.

6.5 Copies of these Rules shall be provided (at cost) to any Member on request.

## **7. ADMISSION OF MEMBERS**

7.1 **Application:** Applicants for membership shall complete any application form provided by the Executive and supply such information as may be required by the Executive.

7.2 The Executive shall have discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision.

7.3 The Secretary shall keep the Register, which shall contain the names and the addresses of all Members, and the date of Members admission.

7.4 Members shall advise any address changes to the Secretary.

## **8. ANTI-DOPING**

8.1 Subject to Rule 8.2, the Anti-Doping Rules shall be the Society's rules dealing with doping. Every Member agrees as a condition of membership to the Society to observe, be subject to and be bound by the Anti-Doping Rules as if they formed part of these rules.

8.2 In the event that these Rules or a rule as published by the Society conflicts with the Anti Doping Rules then the applicable Anti-Doping rule shall prevail.

8.3 The Anti-Doping Rules shall apply from the date of these Rules.

- 8.4 It shall be a requirement of all activities organised, held, convened or authorised by the Society or Member that all participants must comply with the Anti-Doping Rules regardless of whether the participant is a member of any such organisation.

## **9. ANNUAL SUBSCRIPTIONS-LEVIES**

- 9.1 The annual subscription, and any additional levy, for the following calendar year shall be set by resolution of a General Meeting.
- 9.2 Any Member failing to pay the annual subscription or any levy within one calendar month of the date the same was set shall be considered as non-financial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the annual subscription or levy became due or such later date as the Executive may determine the Member's membership shall be deemed to have been terminated and the person shall cease to hold himself or herself out as a Member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

## **10. CESSATION OF MEMBERSHIP**

- 10.1 Any Member may resign from that Member's class of membership by written notice to the Secretary, and each such resignation shall take effect from the end of the Society's then current Financial Year, but the Member resigning shall remain liable to pay all annual subscriptions, levies and any other fees to the end of that year, and shall cease to hold himself or herself out as a Member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).
- 10.2 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 ceases to be qualified to be a Member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 10.3 Any complaint about any Member, whether from another Member or any other person, shall be lodged in writing with the Secretary, and the procedures set out below shall be observed:
- (a) The Executive shall have the following discretions:
- (i) If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Executive may decline to investigate or deal with the complaint until any such body has dealt with the issues

which are the subject of the complaint. If the decision of any such body:

- (aa) Effectively disposes of the complaint, the Executive may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions; or
  - (bb) Does not effectively dispose of the complaint, the Executive may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph (b)(iv) to (viii) of this Rule.
- (ii) The Executive may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.
  - (iii) The Executive may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Executive, it becomes apparent to the Executive that it is not appropriate further to investigate or consider the complaint.
  - (iv) If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Executive from professional advisers, the Executive may at any time:
    - (aa) Decline further to investigate or consider the complaint; or
    - (bb) Require the complainant to deposit with UWHNZ such sum as the Executive thinks fit to reimburse UWHNZ wholly or partly for the costs of those making the enquiries or considering the complaint and/or UWHNZ's professional adviser's fees before further investigating or considering the complaint.
- (b) The following procedures shall be observed when a complaint is investigated and considered:
    - (i) The Member shall be given a copy of the complaint;

- (ii) The Member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Executive or any special committee established by it for the purpose of hearing and deciding upon the complaint;
  - (iii) Further enquiries may be made by or on behalf of the Executive or any such special committee, and the results of those enquiries shall be made known to the complainant and the Member;
  - (iv) The Executive or any such special committee shall allow the complainant and the Member the opportunity to be heard by the Executive or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint);
  - (v) The Executive or any such special committee may:
    - (aa) Dismiss the complaint; or
    - (bb) Uphold the complaint and do one or more of the following:
      - reprimand or admonish the Member;
      - suspend the Member from membership for a specified period;
      - alter the membership classification of the Member;
      - impose a fine on the Member; or
      - expel the Member.
    - (cc) Impose costs upon the party deemed to be at fault, or otherwise allocate costs deposited by the complainant
  - (vi) The Executive or any such special committee shall respect the confidentiality of the proceedings, and
  - (vii) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the Member in writing, and may at the discretion of the Executive or any such special committee be conveyed to Members.
- (c) The decisions of the Executive or of any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the Member complained against.

10.4 A Member whose membership is terminated under these Rules shall remain liable to pay all subscriptions and levies to the end of the Society's Financial

Year in which the membership was terminated, shall cease to hold himself or herself out as a Member of the Society, and shall return to the Society all material produced by UWHNZ (including any Membership certificate, handbooks and manuals).

## **11. SPORTS TRIBUNAL OF NEW ZEALAND**

- 11.1 Recognition of Tribunal: The Society recognises the Sports Disputes Tribunal of New Zealand established by Sport and Recreation New Zealand as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal.
- 11.2 Appeals: Any Member of the Society who or which wishes to appeal a decision of the Executive regarding any sports related matter where the Member has exhausted the Member's rights of appeal within these Rules, and the regulations of the Society, may appeal to the Sports Disputes Tribunal of New Zealand. The rules of that Tribunal shall apply to any such appeal.
- 11.3 Any Member who is suspended or expelled from membership of the Society by the Executive shall have a right of appeal from that decision to the New Zealand Sports Tribunal, such appeal to be conducted within the rules prescribed by that body, whose decision shall be final and binding upon both the appellant Member and the Society.
- 11.4 Selection Disputes: Where any Member wishes to dispute his or her selection or non-selection by the Society to a Representative Team, the Society and that Member shall agree to refer that dispute to the sole and exclusive jurisdiction of the New Zealand Sports Tribunal for a final and binding decision.
- 11.5 Anti- Doping Disputes: All hearings relating to the Anti-Doping Rules shall be referred to the Sports Disputes Tribunal of New Zealand for resolution.

## **12. RE-ADMISSION OF FORMER MEMBERS**

- 12.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive.
- 12.2 However, if a former Member's membership was terminated under either of Rules 10.2 or 10.3, the applicant shall not be re-admitted by the Executive without the prior approval of a General Meeting.

## **13. ELECTION OF OFFICERS OF THE EXECUTIVE**

- 13.1 The following Officers shall be elected annually:
- (a) a President;



- (b) a Vice President,
- (c) a Secretary;
- (d) a Treasurer; and
- (e) not less than 3 nor more than 7 other Executive Members,

who together with the immediate past president shall be the Society's Executive.

13.2 The President (and, in the absence of the President, the Vice-President) shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Society.

13.3 No President shall serve for more than 2 consecutive years as President.

13.4 The election of Officers shall be conducted as follows:

- (a) Written nominations for nominees under Rule 12.1, accompanied by the written consent of each nominee, shall be received by the Secretary not less than 14 clear days before the date of the Annual General Meeting.
- (b) If there is only one nomination received for any of the positions listed in 11 (a) to (d) and similarly if there are no more than 7 nominations for the position of other Executive member then those nominees will be declared duly elected at the Annual General meeting. In other cases not less than 7 clear days before the date of the Annual General Meeting, the Secretary shall post to all Members a voting paper listing all nominees and the position that they are nominated for 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.
- (c) If there are insufficient valid nominations received under subrule (a) above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- (d) Votes shall be cast in such manner as the Chairperson of the Annual General Meeting shall determine.
- (e) The Secretary and some other Member (who is not a nominee) designated by the Chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (f) In the event of any vote being tied, the tie shall be resolved by the incoming Executive.

13.5 The Secretary and the Treasurer may be paid such remuneration or honorarium as the Executive may from time to time determine.

- 13.6 If a vacancy in the position of President, Vice President, Secretary, Treasurer or other Executive member occurs between Annual General Meetings, that vacancy shall be filled by the Executive.
- 13.7 Any Officer may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two thirds majority of those present and voting.

#### **14. MANAGEMENT BY THE EXECUTIVE**

- 14.1 The Society shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.
- 14.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting.
- 14.3 The Executive shall meet at least monthly (but need only meet once in the December/January period) at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.
- 14.4 All Executive meetings shall be chaired by the President or in the President's absence by the Vice or in the absence of both of them by some other Officer elected for the purpose by the meeting, and any such Chairperson shall have a deliberative and casting vote.
- 14.5 The Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 14.6 Quorum for Executive meetings: The quorum for Executive meetings is at least half the number of the Officers.
- 14.7 Only Officers elected under Rule 13.1 or appointed under Rule 13.6 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 14.8 The Executive may appoint subcommittees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
- (a) The quorum of every subcommittee is half the members of the subcommittee;
  - (b) No subcommittee shall have power to co-opt additional members;
  - (c) No subcommittee may commit the Society to any financial expenditure without express authority; and

- (d) No subcommittee may delegate any of its powers.
- 14.9 The Executive and any subcommittee may act by resolution approved by not less than two thirds of the Officers or subcommittee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 14.10 The Executive from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies shall be provided (at cost) to any Member on request.
- 14.11 Other than as prescribed by the Act or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 14.12 Officers:
- (a) shall receive such honoraria as may be set by resolution of a General Meeting; and
  - (b) and members of subcommittees shall be entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Executive.
- 14.13 Subject to the Act, 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.
- 14.14 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 Society possessed by such former Officer.
- 14.15 The Executive may employ any person or company to administer or manage the affairs of the Society.
- 14.16 Indemnity for Executive:
- (a) No Officer shall be liable for the acts or defaults of any other Officer or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
  - (b) The Officers shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

**15. REGISTERED OFFICE AND COLOURS**

- 15.1 The Registered Office of the Society shall be at such place as the Executive from time to time determines.
- 15.2 The colours of the Society shall be black and silver.

**16. SECRETARY**

- 16.1 The Secretary shall record the minutes of all 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.
- 16.2 The Secretary shall hold the Society's records, documents, and books.
- 16.3 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.

**17. FINANCE**

- 17.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society'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 together with a budget for the next Financial Year.
- 17.2 The Executive shall maintain bank accounts in the name of the Society, and all cheques and withdrawal forms shall be signed by two of the Officers authorised by the Executive to sign cheques. After each Annual General Meeting the Executive shall resolve to authorise two or more of its number for this purpose.
- 17.3 All money received on account of the Society shall be banked within 7 days of being received.
- 17.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 17.5 Financial Year: The Society's Financial Year shall commence on 1 January of each year and end on 31 December in that year.
- 17.6 The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not a member of the Society) to audit the annual accounts of the Society 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.

**18. EXECUTION OF DOCUMENTS**

- 18.1 The Common Seal of the Society shall be retained by the Secretary.
- 18.2 Documents shall be executed for the Society pursuant to a resolution of the Executive:
- (a) By affixing the Common Seal witnessed by the President or Vice-President and countersigned by some other Officer; or
  - (b) Where the document is not required by statute to be executed under Common Seal, by the President or Vice-President and some other Officer signing on behalf of the Society; and

**19. GENERAL MEETINGS**

- 19.1 Annual General Meetings: The Annual General Meeting shall be held no later than 31 March or if for any reason it proves impossible to have the meeting by then at such later date that year, at a time and place fixed by the Executive.
- 19.2 Special General Meetings: Special General Meetings may be called by the Executive or by written requisition to the Secretary signed by not less than a quarter of the financial Individual, Supporting, or Corporate Members.
- 19.3 Information: At least 14 clear days before any General Meeting, the Secretary shall post to all Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, a list of and information about nominees, and notice of any motions and the Executive's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 19.4 Attendance: General Meetings may be attended by all Members of whatever class of membership, but only Representative Members are entitled to vote on the floor of the meeting. A representative Member is a Member who has been appointed by a Club to attend at the General Meeting as one of its two Representative Members. A representative Member shall bring to the General Meeting written authority from his or her Club of his appointment for the meeting. If more than two people present credentials then the two most senior in membership of the Society shall be deemed the Representative Members. The decision of the Chairperson at the General Meeting on any issue relating to appointment as Representative Member is final.
- 19.5 Quorum: The quorum for General Meetings is Representative Members from half the number of Clubs for the time being in New Zealand. The determination of the President of that number applying to the meeting shall be final..

- 19.6 Members shall be represented at a General Meeting by two financial Members from each Club.
- 19.7 Chair: All General Meetings shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Executive member elected for the purpose by the Meeting.
- 19.8 Voting Rights:
- (a) Votes shall be exercised as follows:
    - (i) Voting on the election of officers shall be as set out in Rule 13. Voting on substantive motions shall be by proxy vote addressed to the Chairman of the meeting and received by him from Members at least 24 hours before the meeting. A model proxy voting form is set out at the end of these rules. Proxy forms shall be posted to each member with the notice of meeting. If the meeting or the Executive resolves to have a postal vote on any matter which is being dealt with under this voting procedure then the postal vote will supersede any action taken under this rule at the matter at issue will be determined by the postal ballot
    - (ii) Except as otherwise required by these Rules, all questions shall be determined by a simple majority of the Representative Members present and voting at the General Meeting.
    - (iii) To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules), the meeting may resolve to hold a postal ballot in accordance with the procedures set out in subparagraph (b) of this Rule.
    - (iv) To determine any issue (including any amendment to these Rules), the Executive may resolve to hold a postal ballot in accordance with the procedures set out in subparagraph (b) of this Rule.
  - (b) In respect of postal ballots held under this Rule:
    - (i) Only financial Members may vote in any postal ballot;
    - (ii) The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than 14 clear days after the date ballot papers are sent out to financial Members (excluding the date of posting);
    - (iii) In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by reasons and

recommendations from the Executive, and such motion must be passed by a two-thirds majority of those voting;

- (iv) Voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, facsimile or email;
- (v) The Secretary shall declare the result of the postal ballot; and
- (vi) The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.

- (c) A resolution passed by the required majority at any General Meeting or by postal ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

19.9 The business of the Annual General Meeting shall be:

- (a) Minutes of the previous General Meeting(s);
- (b) Annual Report of the Executive;
- (c) Statement of Accounts;
- (d) Election of any Patron(s), the Officers, and the Executive;
- (e) Motions of which notice has been given;
- (f) Approval of a budget for the next Financial Year; and
- (g) General business.

19.10 Any Member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Secretary not less than 30 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. The Executive may also give notice of motion on any matter.

## **20. ALTERATION OF RULES**

20.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Members present and voting.

20.2 Any proposed motion to amend or replace these Rules shall be signed by at least 5% of the financial Members and given in writing to the Secretary at least 30 clear days before the General Meeting at which the motion is to be

considered, and accompanied by a written explanation of the reasons for the proposal.

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

**21. WINDING UP**

- 21.1 The Society may be wound up under the provisions of the Act.
- 21.2 If UWHNZ is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes in New Zealand as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any Member.

**UNDERWATER HOCKEY NEW ZEALAND INCORPORATED**

**Proxy voting form**

I.....being a member of Underwater Hockey New Zealand Incorporated hereby appoint the Chairperson of the meeting as my proxy to vote for me on my behalf at the Annual/ Special General Meeting to be held

at .....

Commencing at.....

on.....

The votes are to be cast according to my instructions set out below. I understand that if I have given no instruction then this form is invalid and of no effect.

I direct my proxy to vote in the following manner:

Vote with a Tick

Resolutions	For	Against
1. To pass a resolution that.		
2. To approve.		
3.		
4.		
5.		

Signed this ..... day of .....

.....  
Signature