

**NORTHERN ROVERS
FOOTBALL CLUB**

**CLUB
RULES**

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CLUB RULES

1. INTERPRETATION

In these Rules and unless the context otherwise requires:

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

Board: means the Control Board or Committee of the Club constituted in accordance with Rule 18.

Club: means the Society incorporated under these Rules as referred to in Rule 2.1.

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

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

FIFA: means the Federation Internationale de Football Association.

Football: means the game of Association Football as governed internationally by FIFA and the Game has a corresponding meaning.

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

Junior Member: means a Member under the age of eighteen (18) years at the commencement of the Club's financial year.

Laws of The Game: means the laws of the game of Football as more particularly referred to in Rule 6.2.

Member: means a Member of the Club in accordance with Rule 9.

Month: means calendar month

NZF: means New Zealand Football Incorporated

Regulations and Bylaws: means any Regulations and Bylaws of the Club made under Rule 5.2.

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

2. NAME

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

Club Rules**3. OBJECTS**

The objects for which the Club is established are to:

- 3.1 Foster, advance, promote and control the playing of amateur Football in accordance with NZF and Federation rules and the Laws of the Game.
- 3.2 Encourage the playing and growth of Football in the community and for the benefit of the public by promoting Football matches at all levels and by providing playing areas and recreational facilities and such other support as is appropriate.
- 3.3 Fund, via levies, sponsorship, donations and all other appropriate means, the development of Football.
- 3.4 Promote a high standard of play, training, development, and performance within the Game.
- 3.5 Make, adopt, vary and publish the rules, regulations, by-laws and any other conditions required by NZF and the Federation and to take all such steps as shall be deemed necessary or advisable or required by NZF or the Federation for enforcing such rules, regulations and by-laws.
- 3.6 Take all such steps as shall be deemed necessary or advisable for preventing infringements of the Laws of the Game or other improper methods or practices in the Game and for protecting the Game from abuses.
- 3.7 Provide means for, and to endeavour to, decide and settle all differences that may arise between Members or involving Members in relation to Football including in relation to due compliance with the Laws of the Game and to make such provisions for enforcing any award or decision as NZF or the Federation (as the case may be) shall deem proper.
- 3.8 Do all such things that are incidental or conducive to the attainment of the above objects.

Club Rules**4. TIKANGA / CULTURE**

The heritage and culture of the Club is based on that of two clubs merging, namely Glenfield Rovers AFC and Forrest Hill Milford AFC, which were formed in 1960 and 1975, respectively.

The Tikanga / Culture is:

- 4.1 Painga / Potential in all its football diversity.
- 4.2 Kotahitanga / Unity where we are ONE – One Club, One Purpose, One Language.
- 4.3 Whakaute / Respect for Ourselves, Our People, Our Place, Our Game.

5. GENERAL POWERS**5.1 General Powers**

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

5.2 Power to make Regulations and Bylaws

The Club shall have the power to make, adopt, vary and publish Regulations and By-laws, but not inconsistent with these Rules or with any NZF or Federation rule or policy, which it may consider necessary or expedient for the purposes of carrying out its duties.

5.3 Restrictions on Powers

5.3.1 The Club shall not, and nothing expressed or implied in these Rules shall permit, the activities of the Club to be carried on for the personal pecuniary profit of any Officer or Executive or Manager of the Club or associated person of such Officer or Executive or Manager, nor shall any distribution, whether by way of money, property or otherwise be made to any such Officer, Executive or Manager or associated person except where the income benefit or advantage is derived from:

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

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- 5.3.2 For the purposes of Rule 5.3.1 such Officer, Executive or Manager or associated person shall be deemed to derive a personal pecuniary profit in the following circumstances: if money, property or assets are lent or leased to such person at less than current commercial rates having regard to the nature and terms of the transaction.
- 5.3.3 For the purposes of Clause 5.3.2 and 21.6 such Officer, Executive or Manager or associated person shall be deemed to have a personal pecuniary interest in a transaction of the type referred to where that person:
- (i) Is a Shareholder or Director of any company which is party to the transaction; or
 - (ii) Is a Settlor or Trustee of a trust or a Shareholder of any company which is party to such a transaction.
- 5.3.4 For the purposes of Rule 5.3 and Rule 21.6 the meaning of the term “associated person” is as that term is defined in the Income Tax Act 1994.

5.4 General Restrictions on Payments to Members

- 5.4.1 Any income, benefit or advantage accruing to the Club shall be applied to the purposes of the Club.
- 5.4.2 No Member of the Club or any person associated with a Member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 5.4.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 5.4.4 The provisions and effect of this Rule shall not be removed from this document and shall be included and implied into any document replacing this document.

6. FIFA AND THE LAWS OF THE GAME

- 6.1 NZF is a member of FIFA and is recognised by FIFA as the controlling authority for Football in New Zealand.
- 6.2 The Laws of the Game shall be the laws, statutes and rules as set down and interpreted from time to time by FIFA (subject to any variations

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required for New Zealand as determined by NZF from time to time). The Laws of the Game shall be observed by the Club and by all Members and all matters relating to the Game in New Zealand shall be carried out in accordance with these laws as determined, interpreted and added to by NZF or the Federation.

7. RELATIONSHIP TO FEDERATION AND NZF

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

8. CLUB COLOURS

- 8.1 The Club colours and monogram shall be set out in the Schedule.

9. MEMBERSHIP

Membership of the Club shall be confined to the following:

- 9.1 **Officers**
Current Officers of the Club.
- 9.2 **Board Members**
Current Board Members of the Club.
- 9.3 **Honorary Members**
All Honorary Members of the Club including all existing Glenfield Rovers Association Football Club and Sports Cub Incorporated Honorary Members and all existing Forest Hill Milford United Association Football Club Incorporated Honorary Members.
- 9.4 **Life Members**
All Life Members of the Club, including all existing Glenfield Rovers Association Football Club and Sports Cub Incorporated Life Members and all existing Forest Hill Milford United Association Football Club Incorporated Life Members.

Club Rules**9.5 Ordinary Members**

All registered players, coaches, player coaches and managers, at senior and junior level and all social members, including parents, caregivers and supporters.

10. PRIVILEGES AND OBLIGATIONS OF MEMBERSHIP

- 10.1 The Board shall cause a Register to be kept of all Members.
- 10.2 Every Member shall strictly observe these Rules and the rules of the NZF and the Federation as amended from time to time and shall strictly observe the standards of ethical and sporting conduct which NZF or the Federation may from time to time prescribe.
- 10.3 Every Member shall pay, as and when due, all Fees which he or she may or become liable in accordance with these Rules and NZF or Federation rules and regulations and upon payment shall be known as a financial Member.
- 10.4 Every Member shall furnish to the Board such information and particulars as are reasonably required by the Board to achieve its objects hereunder including that Member's postal address, telephone number(s), any email address and occupation.
- 10.5 Members consent to the Club, NZF and the Federation making use of such information and particulars but only if the use of those details is consistent with the objectives of the Club, NZF and the Federation.
- 10.6 Rights of membership shall be individual and shall not be assigned or transferred in any way.

11. CESSATION OF MEMBERSHIP

- 11.1 Any Member may at the discretion of the Board cease to be a Member and be removed from membership in any of the following events:
 - (a) If the Member resigns.
 - (b) If the Member fails to duly pay any Fees.
 - (c) If the Member is disqualified by the Club for breach of these Rules.
- 11.2 Lapse of membership for non-payment of Fees shall occur if payment is not made within one (1) month of the due date or such later date as the Board may allow in its sole discretion.

Club Rules**12. APPOINTMENT OF HONORARY MEMBERS**

- 12.1 Honorary Members shall be chosen from among players, officials, supporters and any other persons who have given lengthy service or made major contributions for the support and benefit of the Game within the Club.
- 12.2 Honorary Members shall be elected on (and may be removed by) a majority vote of those present and entitled to vote at the AGM.
- 12.3 Any Member nominating an Honorary Member must forward a brief account of the candidate's service and/or contribution, to the Board not later than one month (or such later date as the Board may allow) before the date for holding the AGM at which the nomination is to be considered. The Board may, in its absolute discretion, decide whether or not to recommend the nomination to the AGM.
- 12.4 All Presidents of the Club shall automatically become Honorary Members of the Club upon retirement unless removed from office prior to the expiry of their respective terms.
- 12.5 The Board of its own accord may propose a person as an Honorary Member.
- 12.6 Honorary Members shall be exempt from the payment of Fees but shall have no voting rights.

13. APPOINTMENT OF LIFE MEMBERS

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

Club Rules**14. CLUB FEES**

14.1 The Club may from time to time prescribe Fees payable by Members. Such Fees shall include any payments to be made to NZF or the Federation under Rule 15 hereof.

15. FEDERATION FEES

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

16. DISPENSATION

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

16.2 Notwithstanding any other provision herein, the Board shall have a general discretion to dispense with the payment of Fees in respect of any Member and to decide upon any such dispensation whether or not that Member should have the same voting rights as a financial Member.

17. PLAYERS FEES

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

18. THE BOARD**18.1 The Board**

The affairs of the Club shall be governed by a Board formed in accordance with this Rule.

18.2 Composition of the Board

18.2.1 The inaugural Board shall consist of four (4) Members nominated by Glenfield Rovers Association Football Club and Sports Cub Incorporated and four (4) Members nominated by Forest Hill Milford United Association Football Club Incorporated.

18.2.2 The Board shall consist of a maximum of eight (8) Members, provided always that the Board shall have the power, to be exercised when it thinks fit, of co-opting or appointing other Members pursuant to Rule 18.7.

Club Rules**18.3 Eligibility to be a Board Member**

18.3.1 No-one shall be eligible to stand for or be appointed as a Board Member if he or she, if elected or appointed, would be disqualified from remaining in office in accordance with Rule 18.8 or was a Board Member previously who was disqualified from office under that Rule and the relevant or similar circumstances continue to apply.

18.3.2 Subject to Rule 18.3.1 any Board Member, whether elected or appointed shall be eligible to stand for election to or to be appointed as a Board Member for a further term at any time at or after the expiry of his or her prior term.

18.4 Election of Board

18.4.1 The inaugural Board pursuant to Rule 18.2.1 shall be appointed for a term of two years.

18.4.2 On completion of inaugural Board's term of two (2) years pursuant to Rule 18.4.1, an election shall be held every year at the Club's AGM for the appointment of the Board.

18.4.3 The Club shall call for nominations for positions on the Board in or with the notice convening the AGM. Nominations must be accompanied by the nominee's full curriculum vitae and his or her acceptance of the nomination in writing. Candidates may if they wish also supply a brief written presentation setting out their reasons for seeking election to the Board. These should not exceed two hundred and fifty (250) words in length. The closing date for nominations shall be one (1) month prior to the AGM.

18.4.4 The highest polling candidates shall be declared elected. In the event of a tie in votes for the winner of a particular vacant place the lower polling candidates shall be declared not to have been elected and a second ballot (and, where necessary, succeeding ballots) of the tied candidates shall be held to determine the winner.

18.5 Term of Office of Elected Board Members

Each Board Member who has been elected to that position shall (subject to Rules 18.3.1 and 18.4.2) hold office for a term expiring at the close of the AGM held in the year after the year in which he or she was elected.

Club Rules**18.6 Casual Vacancies among Elected Board Members**

18.6.1 The Board may fill any vacancy among elected Board Members left open at the conclusion of the AGM, the term of office of such person expiring at the close of the next following AGM.

18.6.2 The Board may fill any vacancy among elected Board Members occurring after one AGM and before the next, the term of office of such person expiring at the close of the next following AGM.

18.6.3 Board Members appointed pursuant to Rule 18.6.1 and 18.6.2 shall have full voting rights and such other rights as are allocated under these Rules to elected Board Members.

18.7 Co-opted members

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

18.8 Termination and Removal from the Board

18.8.1 A person shall cease to be a Member of the Board upon the happening of any one of the following events:

- (a) If he or she resigns his or her seat on the Board.
- (b) If he or she is absent from three (3) consecutive meetings of the Board without the consent of the Board.
- (c) If he or she becomes bankrupt or insolvent or makes any assignment or arrangement for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provision for the liquidation of his or her affairs and fails to satisfy the Board when required that the inability to pay his or her debts arose from misfortune and that no discreditable conduct can be imputed to him or her in such connection and that the circumstances would not and would not be likely to bring any discredit to the Club or the Board if such person were to remain a Board Member.

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- (d) If the person is convicted by a competent tribunal of an offence which, in the opinion of the Board, renders the person unfit to be a Member of the Board.

18.8.2 The removal of a person from office as a Member of the Board in accordance with any of the provisions of Rule 18.8.1 shall occur as follows:

- (a) In the circumstances referred to in Rules 18.8.1(b), 18.8.1(c) and 18.8.1(d) upon the passing of a resolution by the Board to the effect that the relevant conditions are satisfied.
- (b) In all other cases, upon the occurrence of the relevant event.

18.8.3 When any meeting of the Board is held for the purpose of considering a resolution for the removal of a Member of the Board the person in question shall be notified and be entitled to be present and be represented and to respond to the claims made but shall not form part of the quorum and shall not be entitled to vote on the resolution.

18.8.4 The Board may declare in relation to any candidacy for election as a Board Member (whether before or after the election takes place) that the candidate is not eligible and is disqualified from office in accordance with the provisions of Rule 18.3.1.

18.9 **Chairperson**

18.9.1 Board Members shall elect a Chairperson from amongst their number or may co-opt an independent Chairperson.

18.9.2 The Chairperson may be removed at any Board meeting at which there is a minimum of 5 Board Members present by a resolution passed by a majority of not less than 75%. The Chairperson shall have the right to attend any such meeting and to respond to any claims made against him/her but shall have no vote.

18.9.3 The Chairperson position shall cease automatically upon that person ceasing to be a Board Member.

19. **OFFICERS OF THE CLUB**

19.1 The Officers of the Club shall be:

19.1.1 The President

19.1.2 The Secretary

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19.1.3 Treasurer.

- 19.2 The President shall be elected to office at each AGM. The Secretary and the Treasurer shall be appointed by the Board and need not be Board Members.
- 19.3 Should only one valid nomination be received for the position of President then that nominee shall be declared to be elected.
- 19.4 Should more than one valid nomination be received for the position of President the names must then be put to a vote at the AGM and the nominee with the most votes will be elected. In the event of a tie in votes the provisions of Rule 18.4.3 shall apply as if the nominees under this provision were the candidates under that provision.
- 19.5 Officers may be Board Members if otherwise elected or appointed to the Board in accordance with these Rules but shall not be Board Members ex-officio by virtue of holding appointment as Officers.
- 19.6 All elected Officers shall hold office until the close of the next AGM.
- 19.7 Should the President vacate office during his or her term the Board shall have the power to invite a suitable person to act as President until the close of the next following AGM.

20. PROCEEDINGS AT BOARD MEETINGS

Subject to this Rule the Board shall fix its own procedures and standing orders.

- 20.1 The Board may meet, adjourn and otherwise regulate its meetings as the Board shall think fit subject to these Rules. Subject to Rule 20.8 the Board shall meet personally by way of regular scheduled meetings during the Board's term of office.
- 20.2 A quorum of the Board shall be five (5) Members or all of the Board Members if a lesser number are in office. The Board may continue to act notwithstanding any vacancy in its membership so long as there is a quorum provided that if the number of Members of the Board falls at any time to less than five, the Board shall forthwith act to fill the vacancies in accordance with Rule 18.6.
- 20.3 A meeting of the Board shall be convened at any time upon the request of the Chairperson or of such number of the Board Members as is sufficient to form a quorum.
- 20.4 Reasonable advance notice of the time, date and place for the holding of every Board meeting shall be given to all Board Members, and may be given by post, delivery, facsimile, email or other recognised form of communication.

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- 20.5 Subject to Rule 22 questions arising at any meetings of the Board shall be decided by the majority of the votes recorded and each Member present personally shall have one vote. No proxy votes shall be allowed.
- 20.6 At all meetings of the Board the Chairperson shall preside as chairperson or in his or her absence then a chairperson shall be elected from among the Board Members then present.
- 20.7 Where there is an equality of votes cast on any matter the Chairperson of the meeting shall have a second or casting vote which shall be a deliberative vote and may be cast for or against the resolution.
- 20.8 The Board may conduct its meetings wholly or partly by telephone or by teleconference or by electronic or other means provided however that all Board Members present or otherwise attending in terms of this Rule shall be in simultaneous contact or communication with one another throughout the entirety of the meeting unless permission is sought by and given to a Board Member wishing to retire from the meeting at any stage.
- 20.9 Decisions of the Board shall not be invalidated merely because of procedural defects in the calling and holding of any Board meeting at which the decision was made.
- 20.10 The Chairperson of a Board meeting may with the consent of the meeting adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business unfinished at the meeting at which the adjournment took place. No further adjournment shall be permitted and advance notice of the time, date and place and any other relevant details shall be given to any Board Member not in attendance when the original meeting was adjourned.

21. POWERS AND DUTIES OF THE BOARD

Subject always to Rule 22:

- 21.1 The management and control of the activities of the Club, and of its funds, shall (subject to any delegated authority under Rule 21.5 and 21.7 hereof) be vested in the Board which shall, without limiting the foregoing, set the policy and make the decisions of the Club subject only to the express powers of the Members as provided in these Rules. In addition to the powers and authorities expressly conferred on it by these Rules the Board may exercise all such powers and do all such things as may be exercised and done by the Club and which are not expressly directed or required by these Rules to be exercised or done by the Club at a General Meeting of its Members.
- 21.2 All funds, properties and assets of the Club whatsoever shall be under the control of the Board.

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- 21.3 All legacies, endowments, donations or gifts of money or other real or personal property unless given to the Club for any specific object shall be dealt with by the Board as the Board may think fit for the general purposes of the Club.
- 21.4 Without limiting the generality of the powers referred to in these Rules the Board may do any of the following:
- 21.4.1 Organise, conduct and control coaching and training and competitions and by other means promote and advance the Game.
- 21.4.2 Develop, organise and conduct programs of education and training in all aspects of Football.
- 21.4.3 Accept, reject or expel and otherwise control membership of the Club.
- 21.4.4 Establish tribunals and conduct hearings.
- 21.4.5 Implement disciplinary procedures and impose sanctions and penalties in accordance with Rule 29.
- 21.4.6 Appoint, remove or suspend Executives, Coaches, Managers and other staff and contractors for or from such permanent, temporary or special services as the Board may from time to time think fit and determine their duties and fix their salaries or emoluments. The Board may also appoint from time to time the bankers, accountants, and legal advisers of the Club.
- 21.4.7 Purchase, lease, rent, hold, furnish or deal with any building, land or premises and other property of the Club as the Board may think fit.
- 21.4.8 Institute, conduct, defend, compound or abandon any legal proceedings by and against the Club or its Officers or otherwise concerning the affairs of the Club and also compound and allow a time for payment or satisfaction of any debts due or of any claim or demand by or against the Club.
- 21.4.9 Make and give receipts, releases and other discharges for moneys payable to the Club and for the claims and demands of the Club.
- 21.4.10 Invest and deal with any moneys of the Club upon such security and in such manner as it thinks fit, and from time to time vary such investments as it thinks fit provided that no individual investment over the amount set out in the Schedule shall be

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made without the approval of the Members voting at General Meeting.

- 21.4.11 Delegate to any committee appointed pursuant to Rule 21.7 or to any Chief Executive Officer or General Manager appointed pursuant to Rule 21.5 such of its powers and duties and on such terms as it thinks proper.
- 21.4.12 Insofar as the Board has funds to invest other than by lodgement to a bank account, it may appoint a trustee or trustees either from its own Officers, Board Members, Members or otherwise and including, if it deems fit, a corporate body to acquire and hold upon trust for the Club at the Board's discretion the securities or other property, real or personal, acquired as a result of any such investment.
- 21.4.13 Borrow or raise money from banks and other sources with or without any security or give guarantees upon such terms as the Board shall think fit.
- 21.4.14 Negotiate enter in to and deal with arrangements with sponsors pursuant to Rule 28 hereof.
- 21.4.15 Organise and conduct social functions, raffles and other legal schemes and devices whatsoever for the purpose of raising Club funds including the sale of alcoholic and non alcoholic beverages and the sale of food stuff of all kinds.
- 21.4.16 Make payments to Club Members for reimbursement of expenses.
- 21.5 The Board may appoint a Chief Executive Officer or General Manager and determine his or her terms and conditions of employment and duties and fix his or her salary or emolument (if any) which shall be set out in a written contract.
- 21.6 Where any Board Member or Chief Executive Officer or General Manager or any other Officer or Executive or Manager of the Club is either personally interested in or is an associated person of a person who is in any capacity interested or concerned directly or indirectly in any transaction with the Club then the Officer or Executive or Manager shall disclose the nature and extent of the interest and, if the interest is a personal pecuniary interest as defined in Rule 5.3.3, or, if the Chairperson of the meeting otherwise so requires, shall not take any part in any further deliberations of the Board or the Club on that matter.
- 21.7 The Board may appoint committees from among Board Members or other Club Members or from among persons who are neither Board Members

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nor Club Members or from a combination of Board Members and others. The Board may delegate any of its powers to any such committees and may make rules for regulating the structure and proceedings of such committees:

22. MAJOR TRANSACTIONS

- 22.1 Major Transactions shall only be entered into on the authority of a resolution of the Board passed by a majority vote of not less than 75% of all Board Members.
- 22.2 For the purposes of these Rules a “Major Transaction” shall be such transaction which involves acquiring or disposing of any asset or involving the incurring or releasing of any liability or the giving or releasing of any guarantee of greater value than the amount set out in the Schedule or the incurring of any commitment or obligation which shall be of more than one year’s duration, provided always that where the asset or obligation is acquired or disposed of or incurred or released as part of a series of transactions then the total consideration or value of all of the transactions shall be aggregated and this Rule shall apply as if the series of transactions were one single transaction for the amount of the aggregate value; and
- 22.3 Notwithstanding anything else hereinbefore contained the Board shall not have the power to incur any liability or obligation (whether by way of borrowing monies or the giving of guarantees or otherwise) or to dispose of any asset more than the amount set out in the Schedule without the approval of the Members voting at General Meeting.

23. MINUTES

Minutes shall be kept of all resolutions and proceedings of:

- 23.1 General Meetings;
- 23.2 Meetings of the Board;
- 23.3 Meetings of any committees.

24. REGISTERED OFFICE

The Registered Office of the Club shall be situated in such place as the Board may from time to time determine.

25. PRIVILEGED COMMUNICATIONS AND INDEMNITY

- 25.1 All communications, correspondence, reports, minutes and other papers and documents relevant to the affairs of the Club including all proceedings of the Board shall be privileged and confidential and shall not be passed out of the custody of the Chief Executive Officer, General Manager or

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proper Officer or Board Member nor shall any of the contents of the same be disclosed or released except on the express authority of the Board.

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

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

26. **GENERAL MEETINGS**

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

26.1 **Annual General Meeting**

26.1.1 An AGM shall be held once in every year on a date to be set by the Board, but not earlier than two (2) months after the end of the Club's financial year and not later than five (5) months after the end of the Club's financial year.

26.1.2 The purpose and business of the AGM shall be to:

- (a) Receive the Board's Annual Report;
- (b) Present the annual financial statement and an independent financial report prepared by an auditor or other suitably qualified person;
- (c) Elect Officers, Board Members, Honorary Members and Life Members in accordance with these Rules;
- (d) Appoint an auditor or other suitably qualified person to prepare the independent report referred to in 26.1.2 (b) above;
- (e) Consider any other business submitted by the Board or submitted by a Member in accordance with Rule 26.3.2.

26.2 **Special General Meeting**

26.2.1 A SGM may be convened at any time by the Secretary:

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

26.2.2 The purpose and business of the SGM shall be to consider business submitted by the Board or a Member in accordance with Rule 26.3.2.

26.3 **Proceedings at all General Meetings**

26.3.1 General meetings may be held at one or more venues using any real-time audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

26.3.2 The Board shall give all Members at least one month's Notice any General Meeting and of the business to be conducted at that General meeting and only such business as specified in the notice shall be transacted.

26.3.3 The General Meeting and its business shall not be invalidated simply because one or more Members do not receive the Notice.

26.3.4 No General Meeting shall consider any business which has not been the subject of a written notice submitted by a Member not less than twenty-one (21) days prior to the General Meeting (unless it has been submitted by the Board) explaining the business to be transacted.

26.3.5 The President or, if he or she is unavailable the Board Chairperson, shall take the chair at every General Meeting of the Club.

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

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

26.3.8 All questions arising of any General Meeting shall (subject to Rule 32 hereof), be decided by the majority of the votes recorded.

26.4 **Voting rights at all General Meetings**

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- 26.4.1 All Members at General Meetings shall have one vote each. The vote of a Junior Member may be exercisable by either parent of that Member.
- 26.4.2 In the event of a tie in voting on any issue, neither the President nor other Chairperson shall have a casting vote and the status quo shall remain. Ties in relation to the election of Board Members and Officers shall be dealt with pursuant to Rules 18 and 19 hereof respectively.
- 26.4.3 Only a financial Member shall be entitled to vote at any General Meeting.
- 26.4.4 In the event that a Club has a policy whereby multiple membership arises out of the payment of a single Fee, then that membership shall only be entitled to exercise one vote.
- 26.4.5 No proxy votes shall be allowed.

26.5 Voting procedures at all General Meetings

- 26.5.1 The President or other Chairperson at any General Meeting shall appoint a Scrutineer/Scrutineers from non-voting Members prior to any vote being taken.
- 26.5.2 Every question submitted to a General Meeting shall be decided in the first instance on a show of hands.
- 26.5.3 If a poll is requested by any two financial Members it shall be taken immediately and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 26.5.4 The Scrutineer/Scrutineers shall destroy all voting papers as soon as the poll has been concluded and the result announced.

27. FINANCIAL

- 27.1 The Club's financial year shall end on the date prescribed in the Schedule and the Board shall ensure that all financial matters relating to the Club are included in an annual financial statement properly made up to that date.
- 27.2 All monies received on account of the Club shall be paid into the account of the Club with its bankers forthwith after receipt.
- 27.3 Subject to Rule 27.4 all cheques or other payments issued or made by the Club shall be signed in such manner and by such persons as the Board

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shall from time to time determine provided that no cheque or other payment for any amount of more than the amount set out in the Schedule shall be made or issued except with the authority of the Board. Cheques or other negotiable instruments paid or payable to the bankers of the Club for collection requiring the endorsement of the Club may be endorsed by such person or persons as the Board shall from time to time appoint.

- 27.4 If the Club has appointed a Chief Executive Officer or General Manager pursuant to Rule 21.5 then any such Chief Executive Officer or General Manager shall have the authority to make payments up to the amount set out in the Schedule before requiring the authorisation of the Board.
- 27.5 The Treasurer or Chief Executive Officer or General Manager as the case may be shall keep, or cause to be kept, full and proper accounts and records of the income and expenditure of the Club, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the assets and liabilities of the Club, and of all its other financial transactions and shall produce accounting records, properly maintained, and complying with all relevant standards, when required by the Board.
- 27.6 Copies of the Club's annual financial statement as required under Rule 26.1 shall be supplied to each Board Member within two (2) months after the end of the Club's financial year and shall also be available for inspection by Club Members at the Club's registered office.
- 27.7 The Board shall ensure that in each year the Club's annual financial statement shall be subject to audit or review by a member of the Institute of Chartered Accountants of New Zealand who is the holder of a certificate of public practice or other suitably qualified person as the case may be. The Board shall nominate a suitable nominee or nominees to the AGM for approval who shall not hold any other office in the Club. The Board shall be responsible for defining the extent and purpose of all such audits or reviews and shall have, if circumstances warrant, the power to require a full audit or review of the Club's affairs or any part of the Club's affairs.

28. SPONSORSHIP

- 28.1 Subject to the other provisions of this Rule, only the Board shall have the power to enter into sponsorship contracts on behalf of the Club provided always that every such contract shall be in writing and further provided that no such contract shall contain provisions tending to give any person, company or organization other than the Board, control over the Club and further provided that any advertising or publicity required by the sponsor shall not affect the dignity and good offices of the Club or any player.

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- 28.2 Neither the Club nor any of its Members may enter into sponsorship arrangements which are contrary to these Rules or to any regulations or guidelines from time to time established by NZF or the Federation for that purpose.
- 28.3 Neither the Club nor any of its Members may enter into any sponsorship arrangements which are inconsistent with any sponsorship of NZF or the Federation.

29. MISCONDUCT

- 29.1 Where it is alleged that any Member has been guilty of any breach of these Rules, then, the Board shall have power to investigate such alleged offence and if the offence is proved, impose such penalty or penalties in accordance with the Rules of the Game, NZF or Federation rules and regulations, FIFA rules and regulations or these Rules.
- 29.2 When any meeting of the Board is held for the purpose of considering any matters referred to in Rule 29.1 hereof, the Member or Members concerned shall be given at least 10 days notice in writing of that meeting, any such notice to contain full particulars of the relevant allegations and that Member or Members shall be entitled to be present and be represented and to respond at that meeting. The decision of the Board shall be supplied in writing to the Member or Members concerned within ten days of the conclusion of the relevant meeting.
- 29.3 The penalties which may be imposed by the Board in accordance with this Rule (subject to appeal to the Federation) shall include any one or more of the following namely, expulsion, or suspension from the Club, a fine or a reprimand.
- 29.4 The effect of suspension for any period shall be that the Member may not during the period of suspension take part in the Game, nor be in any way connected with the administration of the Game in any capacity whatsoever within the Club.
- 29.5 Any Member shall have the right of appeal to the Federation against any decision of the Board made under this Rule by the serving of a written notice on the Club setting out the grounds for appeal, any such notice to be served on the Club within 10 days of the Board's decision being made available to the Member. Any such appeal shall be dealt with in accordance with such regulations as the Federation may from time to time promulgate for the purpose.

30. DISPUTES

Any dispute that any Member may have with NZF or the Federation or with another Member concerning the Laws of the Game or these Rules shall be dealt with pursuant to the rules of the Federation or NZF as the case may be.

Club Rules**31. MEMBERS FUNDRAISING**

Members, whether severally or jointly, wishing to promote any fundraising activities in the Club's name, whether on the Club's premises or elsewhere shall first have the written consent of the Board.

32. ALTERATION OF CONSTITUTION

32.1 Except when required by NZF or the Federation pursuant to Rule 7.2 hereof (when the provisions of that Rule shall apply), and except when any repeal, variation, amendment or addition affects the Club's charitable purposes, its personal pecuniary profit Rules, its personal interests Rules or its winding up Rules (in which case no repeal, variation, amendment or addition shall be approved) these Rules may be repealed, varied, amended or added to by a 60% majority of Members present and voting at an AGM or SGM.

32.2 The provisions of this Rule shall not be removed from this document and shall be included and implied into any document replacing this document.

33. COMMON SEAL

The Board shall adopt a common seal and such seal shall be under the control of the Board. The common seal of the Club shall be deposited at the Club's registered office and shall only be affixed to any document pursuant to a resolution of the Board and in the presence of not less than two (2) witnesses both of whom shall be Board Members.

34. WINDING UP

The Club may be disbanded and wound up voluntarily pursuant to Section 24 of the Incorporated Societies Act 1908 by a resolution of at least 60% of financial Members present at a Special General Meeting of the Club called for that purpose. On any such winding up, the assets of the Club, after payment of all liabilities, shall be paid or transferred to the Federation to be used for charitable purposes and for the benefit of amateur Football and of the community in the district over which the Federation has jurisdiction provided always that no pecuniary benefit shall accrue to nor any payment shall be made or distributed to any Member as a result of any such winding up.

35. NOTICES

35.1 Notices to be given to the Club shall be sent to its registered office, and may be sent to any facsimile number or email address appropriately advised from time to time by the Club for the purpose so long as a confirmation copy is sent by pre-paid mail on the same day.

35.2 Except in respect of General Meetings, notices to be given to Members shall either be delivered personally or sent through the post in a prepaid letter addressed to the address of the Member shown on the register of

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Members or if the Member has provided the Club with a facsimile number and/or an email address then by way of facsimile or email.

- 35.3 Any notice sent by post to a Member shall be deemed to have been served on the second day following that on which the letter containing the same is posted or in the case of a facsimile or email, when the facsimile or email was sent. In proving service of the notice it shall be sufficient to prove that the letter, facsimile or email containing the notice was properly addressed and posted or sent.

36. COMMUNICATIONS

- 36.1 The Club shall nominate one person, either from its membership or otherwise, as its official point of contact with the Federation.
- 36.2 Upon such person being nominated whether initially or by way of replacement, the Club shall forthwith notify the Federation of the name, address and preferred method of communication of that person.
- 36.3 The Federation shall maintain a register of all such Club nominees and shall not be obliged to communicate with any other person in that Club.
- 36.4 In default of notification to the Federation of any such nomination the Federation shall communicate only with the Club's Secretary.

37. GENERAL

Any matter not provided for in these Rules shall be governed by the rules and regulations of NZF or the Federation and where these Rules conflict with the rules and regulations of NZF or the Federation then the Rules and Regulations of the NZF or Federation as the case may be shall prevail to the extent of the inconsistency.

Club Rules
38. SCHEDULE

38.1	Name of Club (Rule 2): Northern Rovers Football Club Incorporated	
38.2	Club Colours and Monogram (Rule 8): Colours: Black, White and Gold. Monogram: White Swan over Gold Lion within a Shield Crest.	
38.3	Maximum Amount of Investment (Rule 21.4.10)	\$200,000
38.4	Amount regulating a major transaction (Rule 22.2)	\$50,000
38.5	Maximum Amount of Boards Authority (Rule 22.3)	\$200,000
38.6	End of Financial Year (Rule 27.1): 31 December	
38.7	Amount regulating issue of cheques or other payments (Rule 27.3)	\$0
38.8	Amount regulating signing authority of Chief Executive Officer or General Manager (Rule 27.4)	\$0