



**Napier City Rovers
Association Football Club
Incorporated**

Constitution

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1. Name

The name of the Club shall be Napier City Rovers Association Football Club (Incorporated) hereinafter referred to as “the Club”

2. Aims

The aims of the Club shall be to foster the game of Association Football in an amateur capacity for the recreation or entertainment of the general public, in particular in the Hawkes Bay area

3. Membership of the Club

- a) Any person may be a member of the Club, whether a player or non-player, provided he pays the subscription in the terms of clause 18 or has been elected a Life Member or Patron
- b) The Management Board of the Club may accept or reject any application to become a member
- c) Life Members and the Patron are to be granted the rights and privileges of a financial member
- d) A Life Member shall be elected at an Annual General Meeting or Special General Meeting on the recommendation of the Management Board. In recommending persons to be elected as Life Members at the General meeting, the Management Board will take into account the following factors:
 - i) Life Memberships shall be limited to twelve (12) living members at any given time
 - ii) In the event of a vacancy occurring through the resignation or death of a like member then that person can be replaced by a suitably qualified candidate
 - iii) Suitability for Life Membership shall be limited to a person who has given outstanding voluntary service to the Club for a minimum period of fifteen (15) years
 - iv) Suitable candidates shall have served as a board/committee member, coach or otherwise contributed to the Club's growth and well-being
 - v) Shall be a current financial member of the Club
 - vi) Life membership will not be granted to an employee who has received a salary/wage for their services to the Club
- e) A member may resign by notice in writing to the Club. The Management Board may by majority vote expel from the Club any member who is not “financial”, that is, who has not paid his subscription in the terms of clause 18, or who has, in the opinion of the majority of the Management Board, been guilty of such misconduct as disqualifies him from membership. All members have the right to be heard by the Management Board.

4. Affiliation

The Club shall be affiliated to and shall subscribe to the Central Football Federation. The rules and regulations of New Zealand Football and the Central Football Federation shall be binding on the Club.

5. Playing Colours

The Club colours shall be Blue and White, or such other colours as approved by the Management Board

6. Financial Year

The Financial year of the Club shall be 1 January to 31 December

7. Meetings

a) The Annual General Meeting of the Club shall be held within five months of the end of the financial year and seven (7) days' notice of the date, time and place of such meeting shall be given by circular letter, accompanied by copies of the Annual Report and Balance sheet and addressed to all financial members

b) A Special General Meeting may be called at any time by the Management Board or on a motion of at least ten (10) members who shall apply in writing to the Secretary requesting the Secretary call a Special General Meeting to discuss business of an urgent or special nature. Seven (7) clear days' notice shall be given to all financial members of the date, time and place of a Special General Meeting.

8. Voting Power

a) The power of voting at an Annual General Meeting or Special General Meeting shall be held by all financial members

b) A vote by proxy shall be accepted from financial members unable to attend the Annual General Meeting or Special General Meeting

c) Proxy votes must be in writing and handed to the Chairman or financial member delegated to exercise the proxy vote. The Chairman or Secretary shall be advised no later than twenty-four (24) hours prior to the meeting by holders of proxy votes and who they are held for

d) Voting shall be by voices but shall be by show of hands, or secret ballot if any person entitled to vote so requests, . A proxy vote shall be exercised in the same manner by the person entitled to exercise it.

9. Quorum

The quorum at an Annual General Meeting or Special General Meeting shall consist of at least ten (10) persons entitled to vote. A Quorum at a Management Board meeting shall consist of at least 50% plus 1 members of the Management Board. If a quorum is not present within twenty (20) minutes of the appointed time, such meeting shall lapse.

10. Annual Meeting Business

The business to be transacted at the Annual General Meeting shall be:

- a) the consideration and adoption of the minutes of the previous Annual General Meeting (and any Special General Meeting if such a meeting has been held since the previous Annual General Meeting),
- b) the adoption of the Annual Report and the Audited Balance Sheet,
- c) the election of officers for the ensuing year,
- d) election of Life members
- e) any other business as shall be brought forward.

11. Club Officers

- a) The elected officers of the Club shall be as follows:
Patron, President, Vice Presidents, Auditor, Solicitor, Chairman, Secretary, Finance Manager, , Club Captain, and Management Board Members
- b) The Management Board shall comprise of:
Chairman, Secretary, Finance Manager plus up to 7 members
- c) The Management Board shall have the power to delegate such tasks as it sees fit
- d) Any member of the Management Board absenting himself from two (2) consecutive meetings shall, unless leave of absence has been granted, cease to be a member of the Board
- e) The Management Board shall have the power to co-opt such members as it considers necessary

12. Sub-Committees

Sub-committees shall be formed as and when the Management Board deems it necessary

13. Cessation of Membership

- a) Any person ceasing to be a member of the Club from any cause whatsoever shall nevertheless remain liable to the Club for all membership fees and other moneys which may have become due to him prior to the cessation of his membership
- b) Any person ceasing to be a member of the Club shall, upon demand, return to the Club any property of the Club in his possession or under his control

14. Alterations to Constitution

- a) Alterations, amendments, additions or recessions to this constitution can only be made at an Annual General Meeting or Special General Meeting duly called subject to the

necessary notices and must be carried by the votes of two-thirds of those present and entitled to vote.

- b) No addition to or alteration or recession of this constitution shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause.
- c) The provisions and effect of this clause shall not be removed from the constitution and shall be included and implied into any constitution replacing this constitution.

15. Payments to Members

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. Any such income paid shall be reasonable and relative to that which would be paid in an arms' length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this constitution, and shall be included and implied in any constitution replacing this constitution.

16. Finance

The Finance Manager shall

- a) Keep the books and accounts of the Club. All funds of the Club shall be paid into Bank accounts to the credit of the Club,
- b) Oversee payment of all accounts approved for payment by the Management Board or person delegated by the Management Board. All cheques drawn by the Club shall be signed by any two (2) of the President, Chairman, Finance Manager, Secretary or any other nominated Board member. All internet banking payment transactions must be approved by any two members as previous.
- c) Produce the annual balance sheet and income and expenditure statement of the Club
- d) Oversee receipt of all moneys payable to the Club and ensure that all moneys are promptly deposited in the Clubs' bank account to be used at the discretion of the Management Board.

17. Subscriptions

Annual subscriptions and playing levies, and the date for payment, shall be decided by the Management Board

18. Audit of Accounts

Each year's accounts shall be audited by an auditor to be appointed at the preceding Annual General Meeting, such auditor not to hold any other office in the Club. The management Board shall have the power to fill casual vacancy in the office of auditor until the succeeding Annual General Meeting.

19. Winding Up of Club

The Club may be wound up in any manner provided by the Incorporated Societies Act, 1908, and the regulations thereunder or any Act passed or regulations more in substitution thereof.

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other club or body having objects similar to the objects of the first Club, or to some other charitable organisation or purpose within New Zealand.

20. Borrow and Raise Money

The Club shall, in addition to the other powers vested in it, have the power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Club or without such security and upon such terms as to priority and otherwise shall seem fit to the Board who shall also be entitled to exercise such power to borrow or raise money, subject to seeking the full approval of the lessor. Any interest paid on money borrowed shall be no greater than current market rates and shall in all respects be subject to Clause 16 of this constitution.

21. Common Seal

The common seal of the Club shall be kept in the control of the Secretary and shall be applied to any document or writing by the Secretary only when authorised by a resolution of the Management Board and in the presence of one member of the Management Board.

22. Trophies

All trophies, unless won outright, shall be kept in the Clubrooms at all times. No trophy shall be handed over to a non-financial member

23. Protests

All protests from Club members must be in writing and will be brought before the Management Board by the Secretary

24. Clubroom Rules

Clubroom rules will be set by the Management Board who will have the power to amend same

25. Rules of Club

- a) Every financial member shall be furnished with a copy of the constitution of the Club and shall be bound thereby and a copy will be displayed in the Clubrooms at all times
- b) No member of the Club other than the Chairman or any other authorised personnel shall make public statements on Club affairs or the opinion of the Club without the approval of the Club Board

26. Policies of the Club

- a) The Club shall adopt such policies that are deemed applicable to the best practice running of the Club
- b) These policies may include, but not be limited to, NZF policies, policies regarding discrimination, volunteers, privacy, etc

c) Any policies adopted by the Club must be available on the Club website and a copy kept on display in the Clubrooms.