



**NEW ZEALAND AMERICAN  
FOOTBALL FEDERATION  
INCORPORATED**

**TE RUNANGA O WHUTUPORO I AMERIKA  
KI AOTEAROA**

**CONSTITUTION**

**June 2017**

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## 1 INTERPRETATION

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1.1 The following words shall have the following meanings within the text of this Constitution and in the Regulations

**Administrative Member** means the class of member described in Rule 8.

**AGM** means Annual General Meeting.

**American Football** means all forms of American Football including Flag Football.

**Appointed Board Member** means a Board Member appointed under Rule 20.

**Association** means a club that is an member of the Federation under Rule 7.

**Board** means the Board of the Federation.

**Board Member** means a member of the Board including Elected Board Members and Appointed Board Members.

**Chairperson** means the Chairperson of the Federation

**Competitive Member** means the class of member described in Rule 8.

**Constitution** means this constitution.

**Elected Board Member** means a Board Member elected by the voting Members.

**Federation** means the Federation.

**General Manager** means the General Manager of the Federation or other duly authorised person pursuant to Rule 21.

**General Meeting** means an AGM or SGM.

**Gridiron** means American Football.

**IFAF** means International Federation of American Football.

**Individual Member** means an individual described in Rule 8.

**Koha** means a gift or donation of any kind to an organisation or a person who voluntarily provides a service or assistance to the sport as referred to in Rule 4.1 (q).

**Member** means and includes all classes of members of the Federation described under Rule 5.

**Membership Fee** means the fees or levies determined by the Board, which each Member is required to pay.

**NZGOA** means New Zealand Gridiron Officials Association Inc.

**Objects** means the objects of the Federation described under Rule 3.

**OFAF** means Oceania Federation of American Football.

**Ordinary Resolution** means a resolution passed by a majority of votes cast.

**Patron** means the person appointed as the patron of the Federation.

**Regional Body** means an incorporated body which is a member of the Federation and which has current approval from the Federation to represent and operate in a Region.

**Register** means the register of Members specified in Rule 13.

**Regulations** means the Regulations of the Federation as specified in the Rules and Regulations.

**Rule** or **Rules** means the rule or rules contained in this Constitution.

**SGM** means Special General Meeting.

**Special Resolution** means a resolution passed by three quarters of votes cast.

**TAB** means the Totalisator Agency Board of New Zealand.

**The Federation** means New Zealand American Football Federation Incorporated.

- 1.2 References to Rules and Schedules are references to Rules of and Schedules to this Constitution respectively;
- 1.3 Headings are for ease of reference only and shall not be deemed to form any part of the context or to affect the interpretation of this Constitution.
- 1.4 The Schedules to this Constitution and the provisions and conditions contained in such Schedules shall have the same effect as if set out in the body of this Constitution;
- 1.5 References to persons shall be deemed to include references to individuals, companies, corporations, firms, partnerships, joint ventures, associations, organisations, trusts, states or agencies of state, government departments and local and municipal authorities in each case whether or not having separate legal personality;
- 1.6 Words importing one gender shall include the other genders;
- 1.7 Words importing the singular number shall include the plural and vice versa; and
- 1.8 References to a statute include references to regulations, orders or notices made under or pursuant to such statute and include references to all amendments to that statute or regulation and a statute or regulation passed in substitution for the statute or regulation or incorporating any of its provisions.
- 1.9 If there is any conflict between the provisions of this Constitution and the Regulations then the provisions of this Constitution shall prevail.

## **2 FEDERATION**

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- 2.1 The name of the Federation is the New Zealand American Football Federation Incorporated referred to as the Federation.
- 2.2 The Federation has members who may be Individuals, Associations or Regional Bodies. Although there is opportunity for direct membership of the Federation the main structure is that Individuals are involved in associations which may then be involved in Regional Bodies.
- 2.3 The registered office of the Federation is at such address decided by the Board.

## **3 OBJECTS**

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- 3.1 The objects of the Federation are:
  - (a) To be the national body in New Zealand to promote, develop and foster all forms of the sport of American Football as an amateur sport in New Zealand for the health, well-being and benefit of the general public in New Zealand;
  - (b) To support and assist its Members to deliver American Football in New Zealand;
  - (c) To encourage, educate and promote American Football as an activity that promotes and maintains the health and wellbeing of all participants in American Football;
  - (d) To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in American Football in the Federation's activities;
  - (e) To promote, develop and co-ordinate competitions for all sport-related activities of the Federation;
  - (f) To organise and promote international competition by arranging and managing visits to New Zealand by overseas teams and managing New Zealand representative teams and arranging competition for them in New Zealand and overseas;
  - (g) To identify, promote, encourage and sponsor player pathways for international academic and competition opportunities;
  - (h) To act alone or in conjunction with any other person and/or group on any matter pertaining to American Football or which will affect American Football.

## **4 POWERS**

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- 4.1 The Federation has full powers, jurisdiction and authority and (except as restricted by these Rules) may do all and any things to carry out its objects, including:
  - (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
  - (b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
  - (c) Sell, lease, mortgage, charge or otherwise dispose of any property of the Federation and grant such rights and privileges over such property as it considers appropriate;

- (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Federation;
- (f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of the Federation;
- (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- (h) Consider and settle disputes between Members;
- (i) Determine who are its Members and withdraw, suspend or terminate membership;
- (j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (k) Make, alter, rescind and enforce rules of competition;
- (l) Organise and control competitions, events and programmes;
- (m) Select national and other representative teams and squads;
- (n) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand, Drug Free Sport New Zealand and the TAB;
- (o) Delegate powers of the Federation to any person, Board, committee or sub-committee;
- (p) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Federation, or with which the Federation is authorised to amalgamate or generally for any purpose designed to benefit the Federation;
- (q) Gift koha to any person or organisation who provides voluntary service or assistance.
- (r) Establish, acquire or have interests in incorporated entities, trusts or other entities and utilise the assets of the Federation in, through or with them;
- (s) Do any other acts or things which are incidental or conducive to the attainment of the objects of the Federation.

## **5 MEMBERSHIP**

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- 5.1 The Members of the Federation are:
- (a) Regional Bodies as detailed in Rule 6;
  - (b) Associations as detailed in Rule 7;
  - (c) Individuals as detailed in Rule 8;
  - (d) Life Members as detailed in Rule 9.

## **6 REGIONAL BODIES**

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- 6.1 Any Regional Body which is incorporated and wishes to be a Member of the Federation shall apply to the Board. Such application shall be made and determined by the Board.
- 6.2 In addition to the obligations as a Member under Rule 10, each Regional Body shall:
- (a) Administer, promote and develop American Football in the region in accordance with the Objects of American Football, this Constitution and any regulations;
  - (b) Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
  - (c) Have, as its members, Associations and other members it considers appropriate;
  - (d) Adopt the Objects of the Federation and adopt a constitution which is not inconsistent with the Constitution;
  - (e) Apply its property and capacity in pursuit of the Objects of the Federation and the objects of the Regional Body ;
  - (f) Do all that is reasonably necessary to enable the Objects of the Federation and the objects of the Regional Body to be achieved;
  - (g) Act in good faith with loyalty to the Federation to ensure the maintenance and enhancement of the Federation and American Football, and its reputation, and to do so for the collective and mutual benefit of the Members and American Football;
  - (h) Operate with, and promote, mutual trust and confidence between the Federation and the Members; and
  - (i) At all times act in the interests of the Members and American Football.
  - (j) Control an agreed area and act on behalf of the Federation as the local controlling authority for American Football.
- 6.3 Each Regional Body shall, on request, provide to the Federation a copy of its constitution and any proposed amendments to it. The Board may require a Regional Body to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with, the Constitution or regulations, by-laws or policies of the Federation.
- 6.4 Each Regional Body shall maintain a register of its members in the format determined by the Board. Each Regional Body shall provide its register of members, and all details contained within it, to the Federation as requested.

- 6.5 Where a Regional Body has Individual Members under Rule 8.2 (a) or 8.3 (a) that Regional Body shall be responsible for collecting and paying the Federation membership fee for that individual's membership of the Federation.
- 6.6 Regional Bodies may be active or inactive. The Board will determine if a Regional Body is active or inactive and may place any conditions it believes are necessary, in its sole opinion, when allowing a change in status of a Regional Body.

## **7 ASSOCIATIONS**

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- 7.1 Any Association which is incorporated and wishes to be a Member of the Federation shall apply to the Board. Such application shall be made and determined by the Board.
- 7.1.1 The application must be accompanied by a copy of their suggested constitution and/or rules, the number of proposed members and such other information as the Board may require. The Board shall decide in its sole discretion whether membership shall be granted.
- 7.1.2 Each Association shall forward Membership Fees to the Federation at the time and in the manner determined by the Board.
- 7.1.3 An Association may become a member direct to the Federation at the sole discretion of the Federation.
- 7.1.4 Each Association shall forward Regional Membership Fees to their Regional Body, if applicable, at the time and in the manner determined by their Regional Body.
- 7.2 In addition to the obligations as a Member under Rule 10, each Association that is a Member shall:
- (a) Administer, promote and develop American Football in the Association in accordance with the Objects of the Federation, this Constitution and any regulations;
  - (b) Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
  - (c) Have, as its members, individuals and other members it considers appropriate;
  - (d) Adopt the Objects of the Federation and adopt a constitution which is not inconsistent with the Constitution;
  - (e) Apply its property and capacity in pursuit of the Objects of the Federation and the objects of the Association;
  - (f) Do all that is reasonably necessary to enable the Objects of the Federation and the objects of the Regional Body if applicable and the Association to be achieved;
  - (g) Act in good faith with loyalty to the Federation to ensure the maintenance and enhancement of the Federation and American Football, and its reputation, and to do so for the collective and mutual benefit of the Members and American Football;
  - (h) Operate with, and promote, mutual trust and confidence between the Federation and the Members; and
  - (i) At all times act in the interests of the Members and American Football.



- 7.3 Each Association shall, on request, provide to the Federation a copy of its constitution and any proposed amendments to it. The Board may require an Association to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of the Federation or the constitution of the Regional Body.
- 7.4 Each Association shall maintain a register of its members in the format determined by the Board. Each Association shall provide its register of members, and all details contained within it, to the Federation as requested from time to time.

## **8 INDIVIDUAL MEMBERS**

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- 8.1 There are two categories of Individual Members:
- (a) Competitive Member as set out in Rule 8.2
  - (b) Administrative Member as set out in Rule 8.3.
- 8.2 A Competitive Member is a person who wishes to compete as a player in the Federation, Regional Body or Association competitive events. An individual shall become a Competitive Member as follows:
- (a) By becoming a member of an Association or Regional Body by completing the membership requirement of the Association or Regional Body (as determined by the Association or Regional Body ) and by doing so shall become a Member of the Federation; or
  - (b) By becoming a member of the Federation directly by completing the membership requirements of the Federation.
- 8.3 An Administrative Member is a person who wishes to administer, coach, manage, officiate or otherwise assist in activities for Associations, Regional Bodies or the Federation. An individual shall become an Administrative Member as follows:
- (a) By becoming a member of an Association or Regional Body by completing the membership requirement of the Association or Regional Body (as determined by the Association or Regional Body ) and by doing so shall become a Member of the Federation; or
  - (b) By becoming a member of the Federation directly by completing the membership requirements of the Federation.
- 8.4 Association Membership:
- (a) An Individual Member can only be on the membership list of one Association or Regional Body at any time unless they are granted dispensation by the Federation.
  - (b) Individual Competitive Members must be financial members of the Federation and pay Membership fees as set by the Federation and by the Regional Body from time to time.
  - (c) Each Association or Regional Body is responsible for collecting and paying Individual Membership fees.
  - (d) Individual Members can belong to two Associations only if they have applied for and have been granted dispensation by the Federation and they are not competing (not playing) for the second Association.

## **9 LIFE MEMBER**

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- 9.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of the Federation. Any person may be nominated for life membership of the Federation but must be nominated by a Regional Body. Such nomination must be made to the Board in writing, setting out the grounds for the nomination 30 days before the AGM. The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

## **10 MEMBERSHIP RIGHTS AND OBLIGATIONS**

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- 10.1 Members acknowledge and agree that:
- (a) An application for membership must be in writing or other such process and in such format as may be required by the Board from time to time.
  - (b) Applications for Membership will be processed and approved at Association, Regional Body or Federation level as appropriate. All approved applications must be added to the Register.
  - (c) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of the Federation.
  - (d) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
  - (e) The failure by a Member to comply with Rule (d) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
  - (f) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution including entitlement to take part in all activities and competitions of the Association, Regional Body and Federation for which they are qualified by age, sex, election, selection or appointments except if the Member has been disqualified suspended or expelled by the Federation, their Regional Body or Association.
- 10.2 Membership of the Federation is annual, and expires on the 31 July in each year. The membership requirements as set out in this Constitution and any Regulations, must be complete by each Member upon registering in each year in order to have their membership of the Federation renewed.

## **11 RESIGNATION AND TERMINATION OF MEMBERSHIP**

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- 11.1 Any Regional Body, Affiliated Association or Individual Member may withdraw from the Federation by tendering their resignation in writing to the Board, Regional Body or Association as is appropriate. Resignation shall not extinguish any liabilities which arose during the period of membership and all monies owing by the member to the Federation and any other concerned body must have been paid before acceptance of any resignation.

- 11.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of the Federation or if a member acts in a manner which is considered by the Board to be harmful to the Federation or inconsistent with the standards of behaviours expected of a Member.
- 11.3 The process of the withdrawal, suspension or termination of membership, outside of competition situations, shall follow a course of natural justice as set out in the Disciplinary Regulation in the Federation Rules and Regulations.

## **12 MEMBERSHIP FEES**

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- 12.1 The Board shall determine:
- (a) Any Federation membership or other fees payable by each Member;
  - (b) The due date for such fees; and
  - (c) The manner for payment of such fees.
- 12.2 The Board may determine different levels of Membership Fees and other fees for different types of Members i.e. Individual Member (both Competitive and Administrative), Regional Bodies and Associations.
- 12.3 Regional Bodies and Associations will determine their own Membership fees payable by Individual Members.

## **13 REGISTER OF MEMBERS**

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- 13.1 The General Manager, or other such person, shall keep and maintain a Register in which shall be entered the full name, address, class of membership the date of entry of each Individual Member and any other details about each Individual Member as set out in the registration form supplied by the Federation.
- 13.2 All Regional Bodies and Associations shall provide written notice of any change to its details in Rule 13.1, and of changes to the details of its individual members, to the Federation within thirty (30) days of the change taking place. All other Individual Members shall provide written notice directly to the Federation of any change to the details in Rule 13.1.
- 13.3 The Federation, the Regional Bodies and the Associations shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

## **14 PATRON**

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- 14.1 The Federation may appoint and/or remove a patron.
- 14.2 The Patron shall be invited by the Board to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

## **15 GENERAL MEETINGS**

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- 15.1 The Federation must hold an AGM once every year at such time, date and place as the Board determines and shall be held no later than 90 days after the end of the Financial Year under rule 22.
- 15.2 Any other General Meetings shall be Special General Meetings.
- 15.3 Any General Meeting may be held by any means of communication, as the Board shall determine.
- 15.4 The Board must give Members at least 60 days written notice of the date, time and place of the AGM. The notice can be given by such methods as the Board may determine.
- 15.5 Applications for Appointed Board Members and Elected Board Members must be received not less than 30 days before the date set for the AGM.
- 15.6 Not less than 30 days before the date set for the AGM, proposed motions (including alterations to the Constitution and to the Regulations), with accompanying explanations, and other items of business must be received in writing by the General Manager from the Members and/or the Board.
- 15.7 The following business shall be discussed at the AGM:
- (a) The consideration and adoption of the Annual Report;
  - (b) The receipt from the Board of an audited annual financial report for the preceding financial year;
  - (c) Confirmation of announcement of any Appointed Board Members.
  - (d) The election of any vacancies arising in the positions of Elected Board Members;
  - (e) The election of any vacancy arising in the position of the Patron;
  - (f) Consideration of any Special Resolution for Life Membership;
  - (g) The appointment of scrutineers for the meeting;
  - (h) Items of business properly submitted including any motion(s) proposing to alter the Constitution;
  - (i) Any other items of business that have been properly submitted for consideration at the AGM.
  - (j) Any items which qualify as per the last sentence of 15.8 below.
- 15.8 An agenda containing the business to be discussed at an AGM (as set out in Rule 15.7) shall be notified by the General Manager to the Board and the Members by no later than 15 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the Associations which are represented by Delegates at the AGM.
- 15.9 Notice of the Agenda may be given by such method as determined by the Board.

### **Special General Meetings**

- 15.10 The Board must call a SGM upon a written request from:
- (a) The Board itself; or
  - (b) Such Members as are entitled to exercise 50% or more of the voting rights of the Federation.

- 15.11 The written request for a SGM must state the purpose for which the SGM is requested.
- 15.12 The SGM must only deal with the business for which the SGM is requested.
- 15.13 The notice requirements for the SGM are 30 days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.
- 15.14 The Board has the discretion to deliver a SGM via Postal vote if the Board deems it appropriate to do so.

#### **Minutes**

- 15.15 Minutes shall be kept of all General Meetings and made available upon request by Members.
- 15.16 The minutes and the decisions of the Annual Meeting or a Special General Meeting shall be forwarded to all Regional Bodies and Associations within 30 days of that Meeting.
- 15.17 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
  - (b) A motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

#### **Quorum**

- 15.18 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be 60% of the Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 15.19 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

#### **Control of General Meetings and Voting**

- 15.20 The Chairperson of the Federation shall preside at the General Meeting. If the Chairperson is unavailable then another member of the Board (appointed by the Board) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.
- 15.21 The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:
- (a) Board Members; and
  - (b) A Delegate from each Association who is designated by the Association and entitled to exercise its vote;

- 15.22 The voting entitlement for each Member eligible to vote shall be one vote for each Board Member and one vote per Association.
- 15.23 Voting entitlement for Associations are dependent on the Association meeting their responsibilities and obligations of Membership.

#### **Method of Voting**

- 15.24 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 15.25 Elections of the Elected Board Members at an AGM must be undertaken by secret ballot.
- 15.26 If there are:
- (a) Less than or the same number of nominations as positions available; the nominated persons shall be deemed elected without a requirement for a vote, and/or
  - (b) Insufficient nominations for the positions, the position left vacant shall be filled as if it is a vacancy in accordance with Rule 16.6.
- 15.27 Those applicants for the Elected Board Member positions at the AGM who have the highest number of votes in their favour will be declared elected.
- 15.28 Business at a GM is transacted by way of Ordinary Resolution except as otherwise specified in this Constitution.
- 15.29 Proxy votes are permitted.
- 15.29.1 Proxies must be in writing and signed by the Association Delegate granting the proxy and shall be in such a form as Federation may require for the purpose;
  - 15.29.2 The Proxy Form must be lodged with the Federation not later than forty-eight (48) hours before the commencement of an AGM or SGM;
  - 15.29.3 The subject of the proxy will be a single resolution for a specified Meeting.
- 15.30 If there is a tied vote on elections and it is necessary to break the tie then another vote will be called between the tied candidates.
- 15.31 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

#### **Postal Votes**

- 15.32 Postal votes are only permitted if a Postal Ballot is held by the Federation.
- 15.33 A Postal Ballot may be held on any matter that can be dealt with at a Meeting.
- 15.34 A Postal Ballot may be called by the Board only as per a Special General Meeting in accordance with clauses 15.10 – 15.14 of the Constitution and shall be held by the General Manager.
- 15.35 Conditions of a Postal Ballot are as per Special Meetings in accordance with clauses 15.10 - 15.14.
- 15.36 Postal Ballot voting entitlements are as detailed for any General Meeting of the Federation apart from Proxy votes which are not allowed in a Postal Voting process.

## **16 BOARD**

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### **Role of the Board**

- 16.1 The governance of the Federation shall be vested in the Board, which may exercise all the powers of the Federation and do all things which are not expressly required to be undertaken by the Federation at a General Meeting.

### **Membership of the Board**

- 16.2 The Board shall comprise of at least four Members and up to such number not exceeding six as determined by the Board subject to Rule 16.6 with at least:
- (a) Two persons elected by the AGM (Elected Board Members); and
  - (b) Two persons appointed by the Board Appointments Panel (Appointed Board Members).

### **Ineligibility**

- 16.3 A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of the Federation, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
- (a) A person who is an employee of, or contractor to the Federation.
  - (b) A person shall not be eligible to be appointed, elected, or to remain in office as a Board Member if they hold any Association or Regional Body executive or management positions provided that an agreement (subsequently honoured) by the person to retire from any such position upon becoming an Board Member is not a breach of this Rule.
  - (c) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
  - (d) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
  - (e) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
  - (f) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 16.4 If any of the circumstances listed in Rules 16.3 (a) to (f) occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule (a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

### **Terms of Office of Board Members**

- 16.5 Subject to clause 16.5 (c) the term of office for all Board Members shall be two years, expiring on conclusion of the relevant AGM.
- (a) Every Board member appointed at an Annual Meeting of the Association shall assume office from the conclusion of that Annual Meeting.

- (b) A Board member cannot serve more than 4 terms or more than 8 years (whichever occurs first), unless otherwise agreed by the Board.
- (c) The term of office prior to the first AGM after adoption of this Constitution shall be deemed to be not included in this calculation. Any period filling a vacancy until the next AGM under Rule 16.7 is not included in this calculation.
- (d) At each Annual Meeting those Board Members whose Board term is expiring at that Annual Meeting must retire and any other Board members who wish to retire may do so and provided that there must be not less than 1 Appointed Board Member and 1 Elected Board Member retiring at each Annual Meeting. If this minimum requirement is not yet met then the Board Member to retire from the relevant category of Board Member shall be the Board Member in that category who has been longest in office since commencement of their current Board term and if there are 2 or more Board Members who are equally longest in office then the Board Member to retire shall be determined by lot among them.

### **Vacancies on the Board**

- 16.6 In the event there is a vacancy on the Board, irrespective of the vacancy being an Elected or Appointed position, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM. If the vacancy arises six months or less from the previous AGM the Board must refer the appointment to the Board Appointments Panel which shall seek to fill the vacancy in accordance with Rule 19, with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.
- 16.7 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 16.6 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

### **Removal of Board Member**

- 16.8 The Members in a SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 17. The board Member who is the subject of the Special Resolution cannot cast a vote on the resolution.
- 16.9 The vacancy resulting from Rule 18.8 will be dealt with under Rule 16.6.
- 16.10 Upon the General Manager receiving a request for an SGM for the purpose of removing a Board Member, the General Manager shall send the notice to the Board Member concerned in addition to the Associations in accordance with Rule 15.13.
- 16.11 Following the notification under Rule 15.13 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Associations about the proposed resolution.



- 16.12 The Board may, with the approval of a motion by no less than two-thirds of the Board, excluding the Board member him/her self, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 17 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- (a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
  - (b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

## **17 DUTIES AND POWERS OF THE BOARD**

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### Duties of the Board

- 17.1 The duties of each Board Member are to:
- (a) Regularly attend Board meetings and General Meetings of the Federation;
  - (b) Provide good governance for the Federation;
  - (c) Exercise the powers of the Board for proper purpose;
  - (d) Regularly monitor and review the performance of the Federation;
  - (e) Act in good faith and the best interests of the Federation at all times;
  - (f) Act, and ensure the Federation acts, in accordance with this Constitution;
  - (g) Formulate such by-laws, regulations, policies and procedures as are appropriate for the Federation;
  - (h) Where appropriate, engage in activities to promote, market, represent and fundraise for the Federation;
  - (i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
  - (j) Take such other steps as determined by the Board in respect of any interest specified in Rule 17.1(i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
  - (k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
    - i. As agreed by the Board for the purposes of the Federation;
    - ii. As required by law; or
    - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
  - (l) Do such other things within these rules as the Board agrees to promote the objects of the Federation.

### **Powers of the Board**

- 17.2 The Board shall have the power to exercise all powers of the Federation as per Rule 4.

- 17.3 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of the Federation, the matter will be determined by the Board.

## **18 BOARD MEETINGS AND PROCEDURE**

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- 18.1 At its first meeting following the AGM, the Board must elect a Chairperson.
- 18.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 18.3 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 18.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 18.5 Any Meeting of the Board may be held by way of any means of communication, as the Board shall determine;
- 18.6 The quorum for a Board meeting shall be three (3) Board Members of the Board.
- 18.7 Each Board Member shall have one vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 18.8 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by the required majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 18.9 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 18.10 The Board may reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the Federation's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement.

## **19 BOARD APPOINTMENTS PANEL**

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- 19.1 There shall be a Board Appointments Panel comprising of the following three (3) people:
- (a) One person being the Chairperson of the Board (or his/her nominee), or if s/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board;

- (b) One nominee who is an independent professional who is experienced in governance and the functions and appointment process of Board Members and/or trustees in New Zealand, as determined by the Board; and
  - (c) One nominee who is independent of the Board and who has an interest and understanding of American Football in New Zealand, as determined by the Board.
- 19.2 No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rule 16.3 (a) to Rule 16.3 (f) inclusive have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the Board Appointments Panel.
- 19.3 If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint the Board Appointments Panel, it shall be appointed by Sport New Zealand or its nominee.
- 19.4 The convenor of the Board Appointments Panel shall be the Chairperson or his/her nominee, as specified in Rule 19.1 (a).
- 19.5 The members of the Board Appointments Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limited to the number of occasions a person can be appointed to the Board Appointments Panel.
- 19.6 The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- (a) Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
  - (b) Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
  - (c) Receiving and assessing applications from candidates for appointment as Appointed Board Members (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
  - (d) Deciding the candidates to be appointed as Appointed Board Members;
  - (e) Such other related matters as set out in any applicable regulations.
- 19.7 In determining the Appointed Board Members the Board Appointments Panel shall do so based on several factors including merit and shall take into account the following factors about the applicant and the Board as a whole including:
- (a) Their prior experience as a director, trustee, or experience in any other governance role;
  - (b) Their knowledge of, and experience in American Football generally, at international, national, and/or local level;
  - (c) Their occupational skills, abilities and experience;
  - (d) Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
  - (e) The desire for conflicts of interest on the Board to be minimised;
  - (f) The desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
  - (g) The desire for gender balance on the Board.

- 19.8 No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
- 19.9 The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 19.10 The quorum for a meeting of the Board Appointments Panel is 3 members.
- 19.11 Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members must be unanimous.
- 19.12 All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
- 19.13 Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in Rule 19.1).
- 19.14 The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- (a) The member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor;
  - (b) There are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel's composition and/or process; or
  - (c) Any of the circumstances listed in the Rule 16.3 (a) - (f) have occurred to the member.
- 19.15 Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

## **20 APPOINTMENT AND ELECTION OF BOARD MEMBERS**

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- 20.1 The Appointed Board Members shall be appointed as follows:
- (a) The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least 60 days prior to the AGM.
  - (b) Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board (indicating whether they seek to be Appointed Board Members or Elected Board Members or either) and received at the registered office of the Federation not less than 30 days before the date set for the AGM.
  - (c) Upon receipt of any applications for vacancies for Board Member(s) positions, the General Manager shall refer all the applications to the Board Appointments Panel.

- (d) The Board Appointments Panel shall undertake its responsibilities as set out in Rule 19.6 and notify the General Manager of the Appointed Board Member(s) who are to assume office no later than 15 days' prior to the AGM.
  - (e) Upon receipt of the notification from the Board Appointments Panel in Rule 20.1 the General Manager shall no later than 10 days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board Appointments Panel regarding any Appointed Board Members it has appointed.
  - (f) The application for Elected Board member positions and those that have applied for either Elected or Appointed positions but have not been appointed shall be passed back to the General Manager for circulation prior to the AGM in accordance with Rule 15.
- 20.2 The Elected Board Members shall be elected by the voting Members at the AGM.
- 20.3 Other Positions: Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of the Federation if they are appointed or elected as a Board Member.

## **21 GENERAL MANAGER**

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- 21.1 There shall be a General Manager of the Federation who shall be employed for such term and on such conditions as the Board may determine.
- 21.2 The General Manager shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of the Federation in accordance with the Rules, regulations, by-laws, policies and procedures of the Federation and within such delegated authority as may be imposed by the Board.
- 21.3 The General Manager may attend Board meetings on and when required by the Board but will have no voting rights.

## **22 FINANCES**

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- 22.1 Unless otherwise determined by the Board, the financial year of the Federation shall end on the 31 day of July each year.
- 22.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed by the Board.

## **23 COMMON SEAL**

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- 23.1 The common seal of the Federation shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

## **24 ALTERATIONS OF RULES**

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- 24.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 24.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of the Federation. This Rule 24.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

## **25 APPLICATION OF INCOME**

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- 25.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects of the Federation. No Member of the Federation, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the Federation in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 25.2 Except as provided in this Constitution:
- (a) No portion of the income or property of the Federation shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
  - (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 18.10.
- 25.3 Any payments made to a Member of the Federation, or person associated with a Member, must be for goods or services that advance the objects of the Federation, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

## **26 LIQUIDATION**

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- 26.1 The Federation must be liquidated if the Federation, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring the Federation to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.
- 26.2 If upon the winding-up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of the Federation but shall be given or transferred to some other association, organisation or body having objects similar to the objects of the Federation, or to some other charitable organisation or purpose within New Zealand.

## **27 INDEMNITY**

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- 27.1 The Federation shall indemnify every member of the Board, the General Manager and other officers and employees of the Federation in respect of all liability arising from the proper performance of their functions connected with the Federation.

## **28 TRANSITION**

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- 28.1 The following rules apply to facilitate transition of the Federation from, the previous rules to these new rules.
- 28.2 A Member who is immediately prior to adoption of these rules is a Member under the previous Constitution is deemed to be a member in such category under these rules as determined by the Board.
- 28.3 The Governing Body under the previous rules is deemed to be an interim Board under these rules. All persons holding this interim position shall continue in office until the end of the 2017 AGM.
- 28.4 During the interim period from adoption of the new rules until the end of the 2017 AGM
- (a) The interim Board may exercise all the powers of the Board.
  - (b) The interim Board may amend any requirement for and/or the dates that the new rules require something done. This is to enable the interim Board all the flexibility that it requires to effect the transition from the previous rules to the new rules in the short period leading up to the 2017 AGM.
  - (c) If a particular policy or process is not yet in place the interim Board may decide all aspects of the matter in its discretion.