



Wellington Croquet Association (Inc)

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WELLINGTON CROQUET ASSOCIATION (INC)

CONSTITUTION

1. Wellington Croquet Association (Inc) is here-in-after referred to as the **Association**.
2. The Association shall consist of the Croquet clubs currently affiliated to the Association, and any other such clubs as may be admitted in accordance with these Rules. For the purpose of these Rules, the Croquet section of a club which combines other games with Croquet may be regarded as a Croquet club.

Definitions

3. In these rules unless the context requires otherwise, the following words and phrases have the following meanings:
 - ‘**Act**’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments from time to time), and any regulations made under the Act.
 - ‘**Annual General Meeting**’ means a meeting of the **Members** of the **Association** held once per year which, among other things, will receive and consider reports on the **Association**’s activities and finances.
 - ‘**Affiliated Club**’ means a Croquet Club properly admitted to the **Association** and which has not ceased to be a **Member** of the **Association**.
 - ‘**Association Events**’ means any **Association** tournament or regional activity, promoted by the **Association**, or national or international event held in the region on behalf of Croquet New Zealand and reliant for its success upon the participation of **Affiliated Clubs** and their members.
 - ‘**Committee Member**’ means a member of the **Executive Committee**, elected/appointed in accordance with these rules, including but not limited to the **President, Secretary, Treasurer** and **Tournament Coordinator**.
 - ‘**Croquet NZ**’ (here-in-after referred to as **CNZ**) being the body responsible for the game of Croquet in New Zealand.
 - ‘**Executive Committee**’ means the Committee responsible for managing the **Association**’s day-to-day functions and representing the **Association** at inter-regional and national forums
 - ‘**General Meeting**’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Association**.
 - ‘**Member**’ means an **Affiliated Club, Committee Member** or Life Member, properly admitted to the **Association** who has not ceased to be a member of the **Association**.
 - ‘**Notice**’ to Members includes any notice given by post, courier or email; and the failure for any reason of any **Member** to receive such **Notice** or information shall not invalidate any meeting or its proceedings or any election.

- 'President'** means the **Committee Member** responsible for, among other things overseeing the governance and operations of the **Association** and chairing **General Meetings**.
- 'Register of Members'** means the register of **Members** kept under these **Rules**.
- 'Rules'** means the rules in this document and the associated financial policies.
- 'Secretary'** means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, facilitating communication between the **Executive Committee, CNZ** and the **Affiliated Clubs**, and recording the minutes of **General Meetings** and **Executive Committee** meetings.
- 'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- 'Treasurer'** means the **Committee Member** responsible for, among other things, overseeing the finances of the **Association** and the collection of monies from **Affiliated Clubs**, for national levies and product sales on behalf of **CNZ**.
- 'Tournament Coordinator'** means the **Committee Member** responsible for, among other things, coordinating the **Affiliated Clubs'** combined programme of croquet tournaments and related activities.

Objects and Powers

4. The objects and powers of the Association shall be:
- (a) **Objects:** To foster and manage the game of Croquet as defined by CNZ in the area in which its **Affiliated Clubs** operate.
- (b) **Powers:**
- (i) To take such part in the arrangement, management and control of interclub, association and national matches and tournaments as circumstances require and the Association thinks fit.
- (ii) To affiliate with CNZ and any other association to its advantage.
- (iii) To consider and settle disputes between **Affiliated Clubs**, between players in Association Events, between players and **Affiliated Clubs** and between players or **Affiliated Clubs** and Officers of the Association.

Qualifications for Membership – Affiliated Clubs

5. To be eligible for affiliation a club must have a minimum of ten members and the right to use a croquet court. Where croquet is only a section of a club, only those members shall count, for the purposes of the Association, as are identified with the croquet section of the club.
6. The Association may make it a condition of eligibility that the club has a constitution consistent with the constitution of CNZ and this Association and acknowledges in their application the responsibilities that membership entails. These responsibilities include the payment of regional and national levies, volunteering their facilities, as appropriate, to support Association Events and participation in Association affairs. A duly eligible club may apply in writing for

membership of the Association and shall become affiliated on the nomination of any Affiliated Club or of a member of the Executive Committee, supported by a majority of the votes recorded at a General Meeting of the Association.

7. Any Affiliated Club may, by written notice to the Secretary of the Association, tender its resignation from the Association; but may, on application, be reinstated in accordance with clause 6.
8. Any Affiliated Club which at 31 March in any year is in arrears with its levies shall lose its voting rights at Association meetings and such other benefits of membership as the Executive Committee may decide until such time as its arrears is paid in full.
9. Any member of an Affiliated Club desiring to transfer to another Affiliated Club, shall first be required to produce to that other club a financial clearance from the secretary of the former club.

Register of Members

10. The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, street address, phone number, email address (if any), the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.

Management

11. The affairs of the Association shall be managed by the Executive Committee of the Association.
12. Any matters arising between the meetings of the Association shall be dealt with by the Executive Committee which shall comprise the Officers, the Immediate Past President who shall remain a member of the Executive for twelve months after ceasing to be President, and such other members as may be elected at a General Meeting or appointed by the Executive Committee.
13. The Executive Committee may delegate to any Affiliated Club or member thereof, any matters concerning Executive management, Association Event control, coaching and/or publicity.
14. The Executive Committee may engage person(s) on such terms and with such powers as it thinks desirable, subject to approval by a General Meeting of the Association.

Qualifications for Membership - Officers

15. The Officers of the Association shall be the President, Secretary, Treasurer, Tournament Coordinator and, at the discretion of the Executive Committee, the Webmaster. The Officers shall be elected at the Annual General Meeting for a term expiring at the conclusion of the next Annual General Meeting. If the office of President, Secretary, Treasurer or Tournament Coordinator, becomes vacant it shall be filled by the Executive Committee for the remainder of the year. Any such partial term shall not count towards any limit as prescribed in rule 16. If a Webmaster is not elected at an AGM, or the position becomes vacant, the Executive Committee shall appoint a Webmaster.
16. The President shall not hold office for more than two years consecutively. The office of President may not be combined with Secretary, Treasurer or Tournament Coordinator. There is no other restriction on one person holding multiple offices, provided there are at least three persons on the Executive Committee.
17. No person shall be eligible to hold office as a member of the Executive Committee unless they are a financial member or a life member of an Affiliated Club. A nominee for the Executive Committee, or a subsequent appointee, must sign the relevant form accepting the nomination/appointment, acknowledging the responsibilities that the role entails and confirming their eligibility as defined in the Act.
18. Nominations for Officers may be made by any Affiliated Club and shall be sent to the Secretary twenty-eight days before the Annual General Meeting. The Secretary shall issue to each Affiliated Club a list of nominations at least fourteen days before the meeting. Should there be insufficient nominations for any vacancy further nominations for that vacancy may be made and received at the meeting. The Secretary will maintain a file of the signed consent forms provided by elected/appointed Officers.
19. An Officer ceases to hold office upon:
 - a. The expiration of their term in office.
 - b. Receipt by the Secretary of their written resignation, or at a date contained therein.
 - c. Their death.
 - d. Advice to the Secretary that the Officer is no longer a financial member or a life member of an Affiliated Club.
 - e. Advice to the Secretary, and confirmed by the Officer, that they no longer comply with eligibility requirements.
 - f. A termination decision by the Executive Committee following a disciplinary hearing. The Officer concerned shall participate in the hearing but shall have no voting rights in reaching the Committee's decision.

20. **Officer Duties.** In addition to the duties specific to their respective roles (see Rule 3 Definitions), all Officers shall:
- a. Act in good faith and in the best interests of the Association.
 - b. Exercise powers for proper purposes only.
 - c. Comply with the Act and this Constitution.
 - d. Exercise reasonable care and diligence.
 - e. Not create a substantial risk of serious loss to creditors.
 - f. Not incur an obligation the Officer doesn't reasonably believe the Association can perform.

Interests Register

21. Persons seeking election or accepting appointment as an Officer shall declare, within their consent form, details of any Interests which may be relevant to Executive Committee business. The Secretary's retention of the consent forms of elected/appointed Officers will provide the basis of an Interests Register for the Executive Committee. During their term of office, Officers shall advise the Secretary of any changes to their Interests so that the Interests Register can be maintained.

Representation

22. Each Affiliated Club may send up to two delegates to any General Meeting.
23. No delegate shall act for more than one Affiliated Club except when:
- (a) An Affiliated Club whose delegates are unable to attend a General Meeting may appoint a proxy to exercise their votes at the General Meeting provided that the instrument appointing the proxy is in writing, including electronic and digital messages, and provided in advance to the Chair of the General Meeting and is recorded in the minutes.
 - (b) A proxy appointed under rule 23(a) must vote in accordance with the instructions provided in the instrument appointing them.
 - (c) An Affiliated Club's delegate to a General Meeting may not act as a proxy for more than one other Club.
 - (d) Executive Committee members and Life members may not hold proxies.

Association Year

24. The Association's year, for financial purposes, shall begin on the first day of April.
25. The annual levy for each financial member of an Affiliated Club, shall be fixed at a General Meeting of the Association. The payment of levies to the Association shall be coordinated with their payment of levies to CNZ.
26. If the funds of the Association are insufficient in any one year to cover its expenditure, each Affiliated Club may, in addition to levies, be liable for a levy of

such amount as may be decided by the Association at a General Meeting. The levy shall be due and payable on the date fixed by the Association. Resignation of an Affiliated Club from the Association will not absolve the Club from levies in respect of expenditure resulting from any action of the Association prior to such resignation.

Meetings

27. The Annual General Meeting of the Association shall be held between 1 May and 31 July each year. Other General Meetings shall be held at times set by the Executive Committee. If circumstances warrant it, the Executive Committee may elect, in lieu of a Special General Meeting, to distribute a proposed resolution to those Members entitled to vote at a General Meeting. Their vote shall be returned to the Secretary, by physical mail, or electronic means, by the notified deadline (which must be within 3 months of the date when distributed). Seventy-five percent approval, by those entitled to vote, will be required for the resolution to pass. The outcome of the vote must be notified within 5 working days to all Members who were entitled to vote and to any other party on whose behalf the resolution had been submitted.
28. The Secretary on receiving a requisition signed by two or more Affiliated Clubs shall convene a General Meeting of the Association.
29. At the Annual General Meeting the Executive Committee shall present a report of the activities of the Association during the previous year, and the Treasurer shall present a statement of the income and expenditure of the Association for the year together with a balance sheet. The accounts shall be reviewed by an appropriately qualified person outside the Executive Committee, appointed by it, or if necessary audited by a Chartered Accountant.
30. The quorum for a General or Annual General Meeting shall be ten delegates, and for an Executive Committee meeting a majority of its members. For the purpose of determining a quorum at General Meetings, proxy votes shall be included within the count of delegates.

Notice of Meetings

31. Fifty-six days' notice shall be given of the Annual General Meeting with a request for Officer nominations, notices of motion and items of general business to be provided to the Secretary within twenty-eight days of the meeting. The meeting agenda and supporting information shall then be distributed to Association Members at least fourteen days prior to the meeting.

Twenty-eight days' notice shall be given of any other General Meeting. Included with the notice shall be supporting information relating to the item(s) to be considered by the meeting.

32. There is no requirement to hold scheduled Executive Committee meetings. The President, or any two other Officers, may call an Executive Committee meeting by giving a week's notice to all those entitled to attend. Meetings may be virtual or physical.
33. Where under these rules or otherwise, notification is required to be sent to an Affiliated Club or Clubs, those notices shall be sent to the secretary of that Affiliated Club or Clubs as notified to the Secretary of the Association. Notices may be sent by any physical or electronic means that is personalised to each recipient.

Voting

34. At any General Meeting, and when voting for a distributed resolution in lieu of a General Meeting, each Affiliated Club shall be entitled to two votes, each Life Member one vote, and each member of the Executive Committee one vote.
35. At meetings of the Executive Committee each member shall have one vote.
36. In the case of equality of voting at a General Meeting or at any meeting of the Executive Committee or a sub-committee, the President or other person acting as chairperson shall have a casting as well as a deliberative vote. In exercising a casting vote, the chairperson will have due regard to the status quo.
37. Voting at all meetings shall be by the voices unless a poll is requested by at least 3 people entitled to vote.

Qualifications for Membership - Life Membership

38. Life membership of the Association for exceptional and outstanding service to Croquet may be conferred on any person, with their prior consent, at a General Meeting by unanimous vote. Three months written notice shall be given to all Affiliated Clubs of any proposal to confer Life Membership.
39. A life member shall be entitled to attend all General Meetings of the Association. The life member shall be entitled to speak at all General Meetings and to vote.
40. A life member shall be entitled to play without entry fee in all Association tournaments. The Association levy will not be payable.

Discipline

41. Members of the Association, Affiliated Clubs and their members are required to adhere to CNZ's policies and procedures related to:

- Harassment-Free Sport and Child Protection Policy including Police Vetting where appropriate.
- Code of Conduct and Complaints procedure applicable to players participating in CNZ sanctioned tournaments and events.
- Complaints procedure applicable for complaints arising other than in the context of a tournament.

These and any other policies and procedural documents of a like nature, and any subsequent amendments thereto, shall be copied by the Secretary to all relevant parties and a copy filed by the Secretary as a ready reference should complaint situations arise.

42. The Executive Committee shall take prompt steps to enquire into any breach of these rules or of any regulations or bylaws made thereunder, or any case of misconduct on the part of an Officer, an Affiliated Club or a player at an Association Event brought to its notice.
43. Where the incident arises from the actions of a player at an Association Event, the Executive Committee shall, without enquiring into the matter, immediately refer the complaint to the player's club and request the club to enquire into the matter and if possible, resolve it. If the complaint relates to a breach of the CNZ Code of Conduct a notification to this effect shall be provided by the Executive Committee to the Chief Executive of CNZ. If the club is unwilling or unable to handle the matter then it may refer the complaint back to the Executive Committee.
44. In the event that a complaint is referred back to the Executive Committee for its action, or where the Executive Committee is made aware of a breach of the rules of this Constitution, or any regulations or bylaws made thereunder, then the Committee shall appoint suitable qualified persons to undertake an investigation and make recommendations. Where suitable persons are not available then the matter shall be referred to CNZ for their assistance.
45. The investigator must advise the person or Member complained against of all details and allegations of the complaint or breach and they must be given adequate time to prepare a response. The complainant and the Member or person complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing. A support person may be present with the complainant and respondent and shall be present if either is under 18 years of age.
46. The Executive Committee shall provide the opportunity for both parties to respond to the investigator's recommendations but may take disciplinary action in accordance with any recommendations arising from the investigation.

Bank Accounts and Investments

47. Moneys belonging to the Association shall be deposited in accounts with a New Zealand registered Bank under such conditions as the Executive Committee decides. Bank accounts shall be set up to require joint authorisation of withdrawals by two Executive Committee officers. Subject to rule 48 all payments shall be approved by the Executive Committee.

The Executive Committee is collectively responsible for the Association's finances. The Treasurer shall provide a report to the Executive Committee members when requested by the Executive:

- Summarising expenditure for the financial year to date by category.
 - Detailing bank account transactions since the last report
 - Providing a bank account reconciliation
48. Except for payments to CNZ, and payments that are within documented policy that has been reviewed or approved at an Association General Meeting within the previous 3 years, all payments are to be submitted and approved by a General Meeting.

Tournaments

49. No Affiliated Club shall hold a tournament or coaching sessions open to the members of other clubs when an Association Event is scheduled without first obtaining clearance of the Executive Committee.

Laws of Play

50. The laws or rules and regulations of play of the Association and of every Affiliated Club shall be those adopted by CNZ.
51. Adaptations respecting the boundaries and dimensions of courts and their settings may at any time be made locally to suit the limitations of space.

Regulations

52. The Association may from time to time make, alter and rescind regulations and bylaws not inconsistent with these rules, for the better management of its affairs. A copy of every such regulation or bylaw shall be sent to every Affiliated Club.

Private Pecuniary Benefit

53. No Member of the Association or any person associated with a Member shall participate in or materially influence any decision made by the Association 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 arm's length transaction (being open market value).

The provision and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

Alteration of Rules

54. These rules may be altered, added to or rescinded only at a General Meeting of the Association. Notice of any proposed amendment shall be sent to Affiliated Clubs at least twenty-eight days prior to the meeting. Every such motion shall be declared as carried only if it is supported by a majority of the votes of the delegates present at the meeting and a majority of the total votes recorded at the meeting. No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status.

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

Rule changes approved by a General Meeting shall be reflected in an updated copy of the Constitution to be forwarded to the Companies Office as required by the Act or its Regulations. Such changes will only come into force following their acceptance by the Registrar of Incorporated Societies.

Registered Office and Contact Person

55. For communication purposes, the Executive Committee will determine and advise the Companies Office of the Registered Office of the Association and who the Association's contact person shall be. The need for communication will generally arise because of the submission of amended rules or of the annual return and financial statements.


Liquidation


56. The Association may be put into liquidation if, at a General Meeting of its Members, the Association passes a resolution appointing a liquidator, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

57. If upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid or distributed among the Members of the Association but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also has an income tax exemption, or for some other charitable purpose, within New Zealand.

Interpretation

58. In these rules unless there be something in the subject or context inconsistent therewith, words importing the singular number include the plural number and vice versa.


Kaiti Eng
Secretary
9 Oct 2023


Treasurer
9 Oct 2023