CONSTITUTION

OF

CANTERBURY ICE HOCKEY ASSOCIATION INCORPORATED

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Constitution of Canterbury Ice Hockey Association Incorporated

1. Definitions and interpretation

1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or **Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.

CIHA or Canterbury Ice Hockey Association means "Canterbury Ice Hockey Association Incorporated".

Board means CIHA's governing body.

Board Member means a member of the Board, including the Chair.

Bylaws means any bylaws, policies, regulations and codes of CIHA made under clause 15.

Casual Vacancy is a vacancy which arises when a Board Member does not serve their full term of office.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

General Meeting means an AGM or SGM of CIHA.

Ice Hockey NZ or Ice Hockey New Zealand means Ice Hockey New Zealand Incorporated.

Interested has the meaning given in section 62 of the Act.

Matter means:

(a) CIHA's performance of its activities or exercise of its powers; or

(b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by CIHA.

Member means each person who for the time being is a member of CIHA and includes all classes of members described in clause 4.3.

Officer means a Board Member and any natural person occupying a position in CIHA that allows the person to exercise significant influence over the management or administration of CIHA.

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

Purposes means the purposes of CIHA described in clause 3.1.

Region means the geographical area as determined by Ice Hockey NZ to be the region represented by CIHA and within which the primary base of activities of CIHA is located.

SGM or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Canterbury.

1.2 **Interpretation:** Unless the context otherwise requires:

(a) Words referring to the singular include the plural and vice versa.

(b) Clause headings are for reference only.

(c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

(d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.

(e) A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

(f) All periods of time or notice exclude the days on which they are given.

1.3 **Notices:** Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

(a) a Member to the email or registered address set out in their Contact Details;

(b) CIHA if sent to secretary@ciha.org.nz or by post to CIHA's registered office set out on the Register of Incorporated Societies.

1.4 **Receipt of notices:** A notice is deemed to have been received:

(a) if given by post, when left at the address of that party or five Working Days after being put in the post; or

(b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. Details of Canterbury Ice Hockey Association

2.1 **Name:** The name of the society is Canterbury Ice Hockey Association Incorporated / CIHA

2.2 **Charitable status:** CIHA is registered as a charitable entity under the Charities Act 2005.

2.3 **Affiliate status:** CIHA is the regional association for Ice Hockey NZ and related activities in the Region and is bound by and must observe the rules of Ice Hockey NZ.

2.4 **Registered office:** The registered office of CIHA is at the place in Canterbury the Board decides.

2.5 **Contact person:** The Contact person for the Organisation will be the Secretary, or as otherwise decided by the Board. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

3. Purpose and powers

3.1 **Purpose:** The charitable purposes of CIHA are to:

(a) be a member of Ice Hockey NZ for the Region;

(b) lead the promotion, development and administration of ice hockey within the Region and to do so in a manner that is consistent with the requirements of Ice Hockey NZ, mainly as an amateur sport for the well-being, benefit and recreation of the general public;

(c) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in ice hockey in the Region;

(d) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of CIHA and participation in ice hockey;

(e) promote, develop and co-ordinate ice hockey competitions in the Region;

(f) publish and enforce the rules of ice hockey in the Region in a manner consistent with the requirements of Ice Hockey NZ;

(g) protect the integrity of ice hockey and CIHA by developing and enforcing standards of conduct, ethical behaviour and implementing good governance in the region;

(h) promote the highest possible standards for operational procedures, competence and equipment for ice hockey in the Region;

(i) facilitate training for coaches, officials and players in the Region.

3.2 **Capacity and powers:** CIHA has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the constitution of Ice Hockey NZ, the Act, any other legislation, and the general law.

4. Members

4.1 **Application:** An application to become a Member (**Application**) must be in the form required by CIHA. All Applications are decided by the Board, which may accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted and they have paid the required membership fees and satisfied any other preconditions.

4.2 **Member consent:** A person or entity consents to become a Member by submitting an Application to the organisation and paying fees, unless otherwise specified in this Constitution.

4.3 **Members:** The Members of CIHA are:

(a) Junior Member: a person who is 20 years of age or under as at midnight on 31 December of the year of registration.

(b) Senior Member: a person who is 21 years of age or older as at midnight on 31 December of the year of registration.

(c) Associate Member: a person whose offer to serve the CIHA in any capacity during the year of registration has been accepted by the Board.

(d) Life Member: a person elected in recognition of outstanding service rendered to the CIHA. Election shall take place at an Annual General Meeting, and the nominee must receive at least a 75% majority of eligible votes cast.

4.4 **Member rights and obligations:** Members acknowledge and agree that:

(a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of Ice Hockey NZ;

(b) they are subject to the jurisdiction of CIHA;

(c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board;

(d) to receive, or continue to receive or exercise member rights including participation in CIHA programs, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Board, including payment of any membership or other fees within the required time period;

(e) if they fail to comply with sub-clause (d) the Board may terminate their membership;

(f) they do not have any rights of ownership of, or the automatic right to use, the CIHA‘s property; and

(g) they will promote the interests and Purposes of CIHA and not do anything to bring CIHA into disrepute.

4.5 **Suspension of Member:** If a Member is, or may be, in breach under clause 4.4, and the Board believes it is in the best interests of CIHA to do so, the Board may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any such suspension, the Member must be given notice of the suspension.

4.6 **Suspension of Member rights:** Unless otherwise determined by the Board, while a Member is suspended the Member is not entitled to attend, speak or vote at a General Meeting, or to any other rights or entitlements as a Member and is not

entitled to continue to hold office in any position within CIHA until such time as the alleged breach is resolved or determined.

4.7 **Ceasing to be Member:** A Member ceases to be a Member:

(a) on death;

(b) by giving notice to the Board of their resignation;

(c) if their membership is terminated;

(d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

4.8 **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:

(a) remains responsible to pay all their outstanding membership and other fees to CIHA, including any third-party debt recovery fees related to overdue payments;

(b) must return all of the CIHA's property if required;

(c) ceases to be entitled to any rights of a Member.

4.9 **Membership fees:** The Board will decide any membership and other fees payable by Members and the due date for those fees. The Board may determine different levels of membership fees and other fees for different types of Members.

4.10 **Member register:** The Board will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to the Club of any change to their Contact Details. The Member register will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Member register. The Board will keep a record of those who have ceased to be a Club member within the previous 7 years and the date on which they ceased to be a member.

5. General Meetings

5.1 **AGM:** An AGM must be held once a year at the time, date and place as the Board decides, but not more than six months after the balance date of CIHA and not more than 15 months after the previous AGM.

5.2 **Notice of AGM:** The Members must be given at least 21 days' notice of the AGM. Notice to Members of an AGM may be given by posting on CIHA's website.

5.3 **Business of AGM:** The following business will be discussed at the AGM:

(a) confirmation of the minutes of the previous AGM;

(b) the Board's presentation of the following information:

- the annual report;
- the most recently available reviewed annual financial statements;
- report of the current financial statements, if available;
- notice of any disclosures of conflicts of interest made by Officers.

(c) election of Board Members;

(d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;

(e) consideration of any other items of business that have been properly submitted for consideration at the AGM.

5.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the CIHA at least 21 days before the date of the AGM.

5.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 7 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.

5.6 **Calling of SGM:** The Board must call a SGM if it receives a written request stating the purpose of the SGM from the Board itself; or by 30 members in good standing.

5.7 **Notice of SGM:** Members must be given at least 21 days' notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.

5.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by in-person attendance, or at the Board's discretion audio link, audio-visual link or other electronic communication or by a combination of those methods.

5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 15 of the Members who are entitled to vote, including Members present by casting votes by proxy. The quorum must always be present during the General Meeting.

5.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.

5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

5.12 **Control of General Meetings:** The President chairs General Meetings. If that person is unavailable, a Board Member (appointed by the Board) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.

5.13 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or the giving of 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 if:

(a) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and

(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.

5.14 **Attendance:** Members and any other persons invited by the Board are eligible to attend and speak at General Meetings.

5.15 **Voting – Annual General Meeting & Special General Meeting:** The voting entitlement for each Member eligible to vote is as follows:

(a) Junior Member: A Junior Member aged 18 or older at the date of the General Meeting may exercise one vote. For Junior Members under 18, one parent or guardian may exercise one vote on behalf of one Junior Member. If the parent or guardian is also eligible to vote, they may vote either for themselves or on behalf of the Junior Member, but not both.

(b) Senior Member: Entitled to one vote.

(c) Associate Member: Entitled to one vote.

(d) Life Member: Entitled to one vote.

5.16 **Voting by electronic means:** Voting by electronic means is not permitted for General Meetings.

5.17 **Voting by proxy:** Proxy voting is permitted. The CIHA Secretary, or other Officer if so designated and communicated to Members by the CIHA, must receive notice of the proxy statement fully completed and signed by the Member at least 24 hours prior to the start of a General Meeting. The form of the proxy is: "*I [name] of [physical address] and email address [email address], being a member of CIHA, appoint [full name of proxy member] as my proxy to speak and vote for me at the General Meeting to be held on [date] and at any adjournment of that General Meeting."* A Member may serve as a proxy for only one Member.

5.18 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or 50% of Members present or as otherwise required under this Constitution.

5.19 **Minutes:** Minutes must be kept of all General Meetings.

5.20 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

6. Board

6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Board must manage, direct or supervise the operation and affairs of CIHA and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of CIHA.

6.2 **Composition:** The Board consists of up to 15 persons elected at the AGM (**Elected Board Members**):

- President
- Vice President
- Treasurer
- Secretary
- Director of Officiating

- Director of Marketing & Communications
- Director of Player & Coach Development
- League Directors, as set out by the CIHA Bylaws

6.3 **Election of Board Members:** Board Members are elected as follows:

(a) the Board must call for nominations for any Elected Board Member positions at least 21 days before the AGM

(b) nominations are made in the form decided by the Board and must be received by the date set by the Board and if no date is set, at least 10 days before the AGM;

(c) the Board must give notice of the nominations to all Members at least five days before the AGM;

(d) A Member may hold two, but not more, positions on the Board, provided at least one of those positions is as a League Director;

(e) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, at least two scrutineers must be appointed at the General Meeting to count the votes;

(f) those nominees who have the highest number of votes in their favour to fit the positions are declared elected;

(g) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees, and in the case of a continued tie the Chair has the casting vote;

(h) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

6.4 **Qualification:** Every Board Member must, in writing:

(a) consent to be a Board Member; and

(b) certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act or under section 36B of the Charities Act 2005.

6.5 **Disqualification:** The following persons are disqualified from being elected as a Board Member:

(a) a person who is disqualified from being elected or holding office as a Board Member under section 47 of Act or under section 36B of the Charities Act 2005.

(b) a person who has been removed as a Board Member following a process under this Constitution or any Bylaw.

If any of the circumstances listed in (a) above clause occur to an existing Board Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

6.6 **Term of office:** The term of office for all Board Members is one year, unless otherwise stated in this Constitution, expiring at the end of the relevant AGM. A Board Member may be re-elected to the Board for consecutive terms of office.

6.7 **Elected Board Member vacancy:** If a Casual Vacancy of an Elected Board Member arises, the remaining Board Members may appoint a person of their choice to fill the Casual Vacancy only until the next AGM, or leave the Casual Vacancy unfilled until the next AGM, at which time a person is elected.

6.8 **Suspension of Board Member and Appointments:** If any Board Member or Appointment is or may be the subject of an allegation, notice or charge described in the clause headed "**Disqualification**" or any circumstances arise in relation to a Board Member or Appointment which are or may be of concern to the Board, the remaining Board Members may by Special Resolution suspend the Board Member or Appointment from the Board and set conditions it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Board Member or Appointment must be given notice of the suspension.

6.9 **Removal of Board Member and Appointments:**

(a) The Board may, by Special Resolution, remove any Board Member from the Board, or Appointment, before the expiry of their term of office if the Board considers the Board Member or Appointment concerned:

(i) has seriously breached duties under this Constitution or the Act; or

(ii) is no longer a suitable person to be a Board Member or Appointment; or

(iii) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring CIHA or Ice Hockey NZ into disrepute or which may be prejudicial to the Purposes or the interests of CIHA and/or the sport of ice hockey if they remain as a Board Member.

(b) The Board Member or Appointment who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

(c) Before considering a motion for removal, the Board Member or Appointment who is the subject of the motion must be given:

(i) notice that a Board meeting is to be held to discuss the motion to remove the Board Member or Appointment; and

(ii) adequate time to prepare a response; and

(iii) the opportunity prior to the Board meeting to make written submissions; and

(iv) the opportunity to be heard at the Board meeting.

6.10 **Board Member ceasing to hold office:** A person ceases to be a Board Member if:

(a) their term expires;

(b) the person resigns by delivering a signed notice of resignation to the Board;

(c) the person is removed from office under this Constitution;

(d) the person becomes disqualified from being an officer under section 47(3) of the Act;

(e) the person becomes disqualified from being an officer under section 36B of the Charities Act 2005;

(f) the person dies.

7. Board meetings

7.1 **Calling meetings:** Board meetings may be called at any time by the Chair or by eight Board Members, but generally the Board meets monthly.

7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

7.3 **Quorum:** The quorum for a Board meeting is five Board Members. Any Board Member may be counted for the purposes of a quorum, participate in any Board meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Board meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Board meeting can hear each other effectively and simultaneously.

7.4 **Chair:** The elected President will be the chair. The role of the Chair is to chair meetings of the Board. If the Chair is unavailable, another Board Member must be appointed by the Board to undertake the Chair's role during the period of unavailability.

7.5 **Voting:** Each Board Member has one vote. Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair has the casting vote.

7.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Board Members is valid as if it had been passed at a Board meeting. Any resolution may consist of several documents in the same form each signed by one or more Board Members.

8. Officers' Duties

An Officer:

(a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of CIHA;

(b) must exercise a power as an Officer for a proper purpose;

(c) must not act, or agree to CIHA acting, in a manner that contravenes the Act or this Constitution;

(d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of CIHA, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

(e) must not agree to the activities of CIHA being carried on in a manner likely to create a substantial risk of serious loss to CIHA or its creditors;

(f) must not agree to CIHA incurring an obligation unless the Officer believes at that time on reasonable grounds that CIHA will be able to perform the obligation when it is required to do so; and

(g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

(i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or

(iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

9. Interests

9.1 **Register of interests:** The Board must keep a register of interest disclosures made by Officers.

9.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to CIHA must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.

9.3 **Consequences of being interested:** A Board Member who is Interested in a Matter:

(a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;

(b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;

(c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent;

(d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

9.4 **Calling of SGM:** Despite clause 9.3, if 50% or more Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.

9.5 **Notice of failure to comply:** The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

10. Patrons

10.1 A person may be invited by the Board to be a Patron to show their support for CIHA and to help establish or maintain public credibility of CIHA. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

11. General Manager

11.1 **Role of General Manager:** A Board may engage a General Manager. The General Manager is under the direction of the Board and is responsible for the day-to-day management of the affairs of CIHA under this Constitution and any Bylaws and within any delegated authority from the Board.

11.2 **Board involvement:** The General Manager may attend Board meetings when required by the Board but has no voting rights.

12. Finances

12.1 **Control and management of finances:** The funds and property of CIHA are controlled, invested and disposed of by the Board, subject to this Constitution; and devoted solely to the promotion of the Purposes.

12.2 **Balance date:** CIHA's balance date is 31 October or on the date as the Board decides.

12.3 **Review of financial statements:** CIHA's financial statements must be reviewed each year and the reviewed financial statements must be submitted to the AGM. The reviewer will be appointed by the Board.

12.4 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from CIHA. This does not prevent Officers or Members:

(a) receiving reimbursement of actual and reasonable expenses incurred, or

(b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by CIHA in respect of payments or transactions between it and them, their direct family or any associated entity.

13. Indemnity and insurance

13.1 **Indemnity:** CIHA indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.

13.2 **Insurance:** With the prior approval of its Board, CIHA may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

13.3 **Indemnity for Officers:** CIHA is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

(a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and

(b) costs incurred by the Officer for any claim or proceeding relating to that liability.

14. Amendments

14.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.

14.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

14.3 **Minor effect or technical alteration:** If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, then the Board may make that amendment. If it does receive an objection, then the Board may not make the amendment.

15. Bylaws and Integrity

15.1 **Bylaws:** The Board may make and amend Bylaws for the conduct and control of CIHA's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Purposes, the constitution of Ice Hockey NZ, the Act and any other laws. All Bylaws are binding on CIHA and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution. Bylaws shall be appended in section 19 of this document.

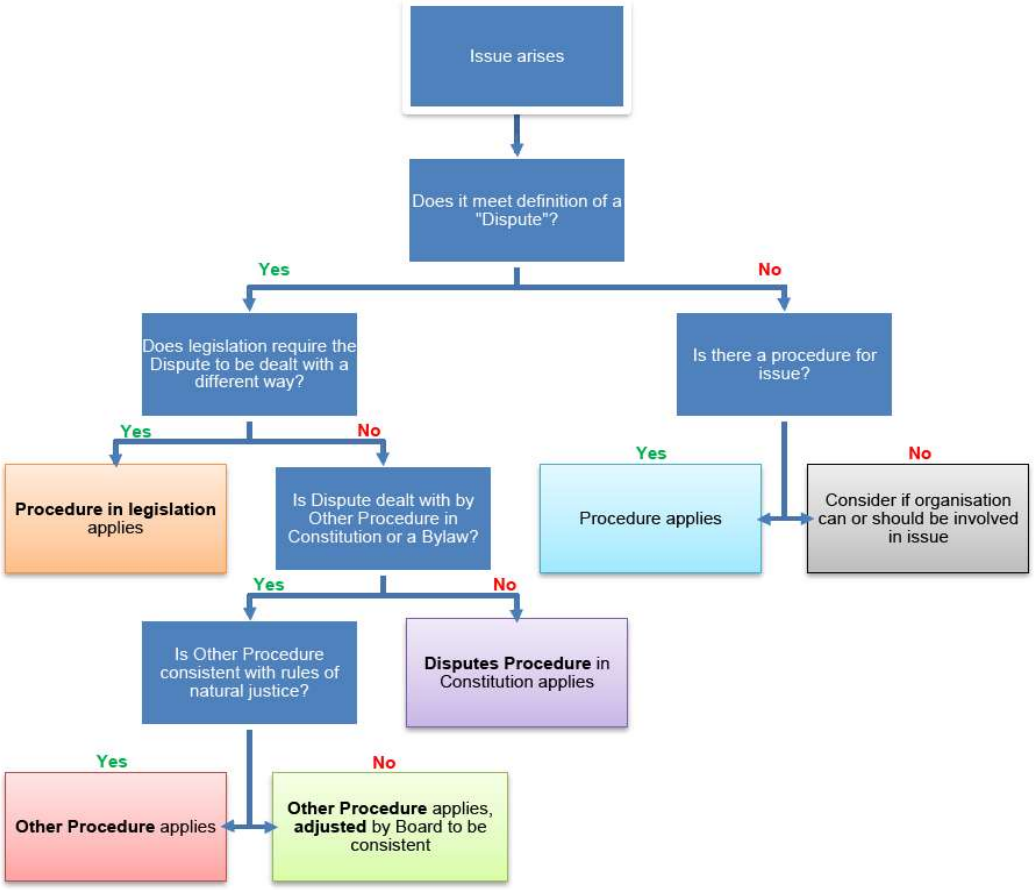
15.2 **Definition:** In this clause 15.3 **Integrity Code** means an integrity code issued by the Integrity Sport and Recreation Commission under section 19 of the Integrity Sport and Recreation Act 2023.

15.3 **Integrity Code binding:** If Ice Hockey NZ adopts an Integrity Code, CIHA agrees to the application of the Integrity Code to it and agrees to be bound by it.

15.4 **Application to Members:** If Ice Hockey NZ adopts an Integrity Code, all Members of CIHA agree to the application of the Integrity Code to them and agree to be bound by it.

16. Dispute resolution

Need for a dispute resolution will be determined by using the following flow chart:



16.1 **Definitions:** In this clause 16:

(a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and CIHA, that relates to an allegation that:

(i) a Member or an Officer has engaged in misconduct, as determined in the CIHA Code of Conduct Bylaw; or

(ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or

(iii) CIHA has breached, or is likely to breach, a duty under this Constitution or the Act; or

(iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;

(b) **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 16.5 to 16.13;

(c) a **Member** is a reference to a Member acting in their capacity as a Member;

(d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

16.2 **Application of other legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

16.3 **Application of other procedures under this Constitution or in a Bylaw:**

(a) If the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.

(b) If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

16.4 **Application of the Disputes Procedure:** If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

Disputes Procedure

16.5 **Raising a complaint:**

(a) A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:

(i) the allegation to which the dispute relates and who the allegation is against; and

(ii) any other information reasonably required by CIHA.

(b) CIHA may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.

(c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

16.6 **Investigating and determining Disputes:** Unless otherwise provided, CIHA must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner.

16.7 **Decision to not proceed with a matter:** Despite the contents of the Disputes Procedure, CIHA may decide not to proceed with a matter if:

(a) the Complaint is trivial; or

(b) the Complaint does not appear to disclose or involve any allegation of the following kind:

(i) any material misconduct; or

(ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or

(iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or

(c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the Complaint has an insignificant interest in the matter; or

(e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or

(f) there has been an undue delay in making the Complaint

16.8 **Complaint may be referred:** CIHA may refer a Complaint to:

(a) a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or

(b) a subcommittee or an external person to investigate and report; or

(c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

16.9 **Hearing Body:** The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

16.10 **Bias:** An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:

(a) impartial; or

(b) able to consider the matter without a predetermined view.

16.11 **Complainant's right to be heard:**

(a) The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If CIHA makes a Complaint, CIHA has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of CIHA.

(b) A Member or Officer or CIHA must be taken to have been given the right if:

(i) the Member or Officer or CIHA has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

(ii) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and

(iii) an oral hearing, if any, is held before the Hearing Body; and

(iv) the Member's or Officer's or CIHA's written statement or submission, if any, are considered by the Hearing Body.

16.12 **Respondent's right to be heard:** The Member or Officer who, or CIHA which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is CIHA, a Board

Member may exercise the right on behalf of CIHA. A Respondent must be taken to have been given the right if:

(a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and

(b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and

(c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing, if any, is held before the Hearing Body; and

(e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

16.13 **Appeals:** There is no right of appeal or right of review of a decision unless specified.

17. Liquidation and removal

17.1 **Notice:** The Board must give notice to all Members at least 20 Working Days of a proposed motion:

(a) to appoint a liquidator;

(b) to remove CIHA from the Register of Incorporated Societies; or

(c) for the distribution of CIHA's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

17.2 **Special resolution:** Any resolution for a motion set out in clauses 17.1(a) to (c) must be passed by a Special Resolution of Members.

17.3 **Surplus assets:** The surplus assets of the CIHA, after the payment of all costs, debts and liabilities, must be disposed of to Ice Hockey NZ, or any other not-for-profit entity which are exclusively charitable and that shares similar purposes to the CIHA.

18. Matters not provided for

If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Board.

19. Appendices

19.1 Bylaws

BYLAWS

OF

CANTERBURY ICE HOCKEY ASSOCIATION INCORPORATED

Contents

1. Definitions and interpretation
2. Code of Conduct
3. Subcommittees
4. League Definitions
5. Officers and Duties

Definitions and interpretation

Unless the context requires otherwise, the words and phrases in this document have the same meanings as the Constitution of the Canterbury Ice Hockey Association Incorporated (CIHA).

2. **Code of Conduct**

Members shall abide by a CIHA Code of Conduct, which shall be made available to all Members via the CIHA website and/or other means determined by the Board to be accessible by all Members. The Code of Conduct shall be treated as a Bylaw and subject to the Bylaws contained in the CIHA Constitution.

3. **Subcommittees**

3.1 **Purpose:** CIHA Subcommittees serve specific operational purposes and act in accordance with CIHA rules and in good faith to advance CIHA and its Purposes.

3.2 **Formation and Operation:** The CIHA Board may form and dissolve CIHA Subcommittees at its discretion:

(a) The Board appoints and removes Subcommittee members at its discretion;

(b) Each Subcommittee shall be composed of three to seven Members, with a Chair appointed by the Subcommittee unless otherwise stated in this document;

(c) Each Subcommittee shall meet, with a quorum of two members, in a timely manner as required to consider all business related to its area of responsibility;

(d) Each Subcommittee member present in person or via electronic means is entitled to one vote, with the Chair having the casting vote; proxies are not permitted.

3.3 **Standing Subcommittees:**

(a) There shall be a standing Payment Review Subcommittee, responsible for reviewing CIHA expenditures, and no payment shall be issued without approval of at least three members of this Subcommittee;

(b) There shall be a standing Disciplinary Subcommittee, responsible for all matters relating to Member rule and conduct violations.

4. League Definitions

The following are CIHA "Leagues", each of which shall have an elected or appointed League Director to the Board, as per the Constitution. Leagues will be determined by the CIHA Board from time to time, consistent with CIHA Purposes.

- Senior League
- Learn To Play (all ages)
- Youth U9/U12 Leagues
- Youth U15/U18 Leagues
- Women's League
- Masters' League
- Women's Representative Teams (e.g., Inferno)
- Men's Representative Teams (e.g., Red Devils, U21)

5. Officers and Duties

5.1 **Officers**: CIHA Officers include Board members and individuals appointed by the Board to positions that are determined from time to time and may include:

- General Manager
- Head Coach
- Director of Finance
- Referee in Chief
- Disciplinary Manager
- Medical Officer
- Integrity Officer
- Ice Hockey New Zealand Member Regional Council Delegate(s)

5.2 **Duties**: In accordance with, or in addition to, the CIHA Constitution:

(a) All Officers shall:

- Be Members in good standing
- Act in good faith and in the best interests of CIHA and its Purposes
- Perform duties relating to their position, as required by the Rules, for the betterment of CIHA
- Ensure that in their areas of responsibility they have capable persons and Boards who will report directly to them, if required
- Be entitled to attend any meetings of Boards covered by their responsibilities.

- Recuse themselves from any vote or decision in matters that, in the eyes of a fair-minded and fully-informed observer, would be considered to present a conflict of interest and impair the Officer's ability to make an impartial vote or decision
- Upon vacancy of their position, pass over all CIHA records to the incoming Officer within seven days of the appointment of the new Officer

(b) President:

- Chair General Meetings and Board Meetings
- Perform all the duties usually pertaining to the Office of the President
- Be entitled to attend and speak at all meetings of Subcommittees, but be without voting rights if not a duly appointed member of the Subcommittee

(c) Vice President:

- In the absence of the President, assume all the powers and duties of the President.
- Chair a standing Disciplinary Subcommittee

(d) Treasurer:

- In the absence of the President and the Vice President, assume all the powers and duties of the President and the Vice President
- Keep books of accounts showing the true financial position of CIHA
- Receive, receipt, and deposit all monies or valuables in the name of CIHA in such bank accounts as designated by the Board
- Issue invoices or statements of accounts to Members for all sums due to CIHA
- Make all payments or reimbursements for amounts due to creditors that are approved by the Board
- On the Balance Date, close and balance the books of account of CIHA for financial review and presentation at a General Meeting
- Preside over any Subcommittee established for financial purposes
- Procure a financial review of the books on an annual basis
- Support funding applications

(e) Secretary:

- Keep a record of all minutes for General Meetings and Board Meetings
- Record those present and entitled to vote prior to the commencement of each meeting at which the Secretary is responsible for the minutes
- Send out all notices of meetings and minutes, conduct all related correspondence, and keep records of these documents
- Supervise the nominations to any vacancy to any Officer position

(f) Director of Officiating:

- Be responsible for oversight of on-ice and off-ice officiating and the referee development program.

(g) Director of Marketing & Communication:

- Be responsible for driving new membership registrations, seeking sponsorship, increasing public awareness, maintaining the CIHA website and social media accounts, and sending newsletters and other such communications to Members.

(h) Director of Player & Coach Development:

- Be responsible for oversight of ice hockey player and coaching development strategy
- Facilitate the appointment and review of CIHA representative team coaches and managers
- Serve as a member of the Disciplinary Subcommittee and Chair the Disciplinary Subcommittee in the absence of the Vice President

(i) League Directors:

- Leagues will be determined by the Board from time to time
- There will be a League Director of each league represented on the Board
- League Directors shall focus on the betterment of their league and be responsible for the promotion, recruitment, planning, execution, and supervision of activities within the league
- A League Director shall serve as an ex-officio member of the League's management Subcommittee