

# **Explanatory Notes To: Constitution of the Canterbury Ice Hockey Association Incorporated**



**Updated 13<sup>th</sup> March 2021**

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## Introduction

The Canterbury Ice Hockey Association (CIHA) Committee could potentially serve you, our members, better through certain structural changes that aim to improve CIHA governance, management, and operations. These changes are embedded in a new CIHA constitution, which CIHA members will vote to adopt at the CIHA Annual General Meeting (AGM) on March 27<sup>th</sup>, 2021 (1.30pm doors open and 2.00pm meeting commencement at 166 Waimairi Road, Christchurch).

We have prepared this document to help you understand these changes and the various issues involved. This document is a companion piece to the new constitution that will be voted on, entitled “Constitution of the Canterbury Ice Hockey Association Incorporated, Updated 13<sup>th</sup> March 2021”.

## How To Use This Document

This document summarises changes between the new constitution and the current one. Each section of this document corresponds to a section in the new constitution and explains the differences. The following executive summary covers the most significant changes.

## Executive Summary of New Constitution Differences

- CIHA will operate as a unified club (not as a governing body of underlying clubs/bodies/leagues)
- CIHA members will be people (not a mix of people/clubs/bodies/leagues)
- Any CIHA member in good standing can be on the CIHA Committee (not just the 11 delegates selected by clubs/bodies/leagues)
- In addition to President, VP, Treasurer, and Secretary, there will be 3 new Committee positions: Directors of (1) Administration, (2) Marketing & Communication, and (3) Player & Coach Development
- The CIHA Committee will also have League Directors, each responsible for representing their leagues
- Underlying clubs/bodies/leagues will not be guaranteed a formulaic number of positions on the CIHA Committee based on membership numbers
- Instead, CIHA Committee members will be elected by popular vote at the AGM, not by representational delegate appointment; this may result in more or fewer members serving on the CIHA Committee for any given league (but no fewer than 1).
- Every CIHA Committee member will have a functional role with responsibility over some area (not just a voting role)
- The AGM date will be in November at the end of the winter season (not “no later than the 31<sup>st</sup> of March”) and the balance date for finances will be October 31<sup>st</sup> (not December 31<sup>st</sup>)

We are focused on improving ice hockey in Canterbury. Thank you for your interest, and we hope you find this document useful and will attend the AGM on March 27<sup>th</sup>, 2021 to discuss this important issue and others, and make your voice heard.

Kind Regards,

Canterbury Ice Hockey Association

## 1. NAME

No significant changes.

## 2. DEFINITIONS

Recommended by NZ Companies Office and legal counsel to include, as it clarifies many terms used in the rules.

## 3. PURPOSES

No significant changes.

## 4. MEMBERSHIP

There are significant changes here.

### Current

Membership is poorly defined in section 4 of the current constitution: members can be people or affiliated clubs/bodies/leagues. It isn't clear what defines these entities, or what their membership is contingent on—i.e., there appears to be no mechanism to disaffiliate a club, for example.

Most importantly, this section and others (current sections 13a and By-Laws) reinforce that CIHA is structured as a governing body of underlying member clubs/bodies/leagues.

### New

Members are people, and definitions align with New Zealand Ice Hockey Federation (NZIHF) memberships. Many of the other new clauses are recommended by the NZ Companies Office.

Canterbury is the only regional association in New Zealand that runs itself as a governing body instead of a club. By having only people as Members, and electing the Committee by popular vote (see new section 10), CIHA shifts emphasis from being an ice hockey governing body to a unified ice hockey club.

## 5. CESSATION OF MEMBERSHIP

There are small changes here to cover additional cases when membership ceases (death, dissolution). At the recommendation of legal counsel, language has been added so that the process of expelling a member is distanced from the Committee through the formation of a special disciplinary subcommittee (new section 12.6).

## 6. FEES

The new version provides better detail on matters involving fees.

## 7. MEETINGS

There are significant changes here.

### Current

- The Annual General Meeting (AGM) is to be held no later than March 31 and CIHA must give members just 7 days' notice prior to an AGM.
- Affiliated clubs/bodies/leagues are advised of delegate entitlements to the CIHA Committee at the AGM based on formula corresponding to the number of players in each club/body/league. At an unspecified time thereafter, leagues appoint their delegates to form the Executive Committee and this Committee then votes on who among them will be the Officers (President, Vice President, Treasurer, Secretary). In the past, this has sometimes taken months before positions are filled, and limited the people eligible for the Treasurer role, for example, from hundreds of member candidates to just 11 (and same with the President, VP, and Secretary).

### New

- The AGM is held in November and CIHA must give members 21 days' notice prior to an AGM.
- All CIHA members in good standing are eligible to be on the CIHA Committee. CIHA members present at the AGM are entitled to vote on who they want to be on the CIHA Committee. This may result in affiliated clubs/bodies/leagues, as currently defined, to have more or fewer seats on the CIHA Committee.

Additional language is added to deal with a lack of quorum (reconvening with at least 3 days' notice to members).

## **8. QUORUM**

Quorums have been changed:

- General Meetings (Annual and Special): increased from 11 financial members to 20 eligible to vote.
- Committee Meetings: reduced from 7 Committee Members to 5. This is because in the new Committee composition (discussed in new section 10), an individual can be both a League Director and hold another Officer position, such as Treasurer. I.e., if several people do more than one role, it is possible to have a committee of just 8 people. More on this in section 10.
- The new constitution sets a subcommittee quorum at 2 members (currently unspecified).

## **9. VOTING**

Current and new versions are similar, but the new version better clarifies how votes work for youth members (and limits the number of votes per family: a parent/guardian is entitled to vote for themselves or on behalf of one child, not both). The new version clarifies that proxies are not allowed at CIHA Committee and Subcommittee meetings.

## **10. ELECTION OF EXECUTIVE OFFICERS**

There are significant changes here. The overarching objective is to shift CIHA from being a governing body to being an ice hockey club, and ensure all elected officers are assigned clear responsibilities.

### Current

- At an unspecified time after the AGM, leagues appoint their delegates to form the Executive Committee and this Committee then votes on who among them will be the Executive Officers: President, Vice President, Treasurer, and Secretary.
- The individuals who become the 4 Executive Officers have functional roles: while their duties are weakly defined in the current constitution, it is clear by tradition that the bulk of the workload falls on the shoulders of these 4 individuals. The other 7 members of the committee have no functional role, other than to vote in the interests of their factions. All 11 members are, first and foremost, delegates responsible to their clubs/bodies/leagues.
- This structure is reasonable for the governance of a wide range of disparate entities, but is far less appropriate for a small ice hockey club like Canterbury. The structure has been, for many years and in many instances, highly problematic: it lends itself to an “us vs them” silo mentality and leaves a few individuals highly overworked while others have little motivation to even show up at meetings (since they have no responsibilities), particularly if there’s not much to discuss in their silo.
- Other considerations of the current structure:
  - It is not clear what an “affiliated club/body/league” is for delegate purposes
  - The 4 functional roles are very limiting and don’t include important functions, such as marketing or administration
  - It limits the candidates for each role from several hundred CIHA members to just 11
  - The 11 delegates choose who among them will take on these roles, but doesn’t account for whether anyone is qualified or willing to do a role
  - This process has sometimes taken months before positions are filled

## New

- All CIHA members can put their name forward to be on the CIHA Committee and the Committee is elected at the AGM by all CIHA members eligible to vote.
- Everyone on the CIHA Committee has a functional role: they are actually responsible for something.
- Currently there’s no clear definition of a role for individuals responsible for administration, marketing, or developing coaches and players, for example. But these are critical functions to the smooth operation and success of CIHA. In our current structure, these roles are an afterthought at best and invariably fall by the wayside. The new constitution elevates these important roles to actual Committee positions.
- The new Committee is comprised of these elected positions:
  - President
  - Vice President
  - Treasurer
  - Secretary
  - Director of Administration
  - Director of Marketing & Communication
  - Director of Player & Coach Development
  - PLUS elected Directors of the following Leagues, defined in the Bylaws of the new constitution
    - Seniors’ League
    - Learn To Play (all ages)
    - Youth U9/U12 Leagues
    - Youth U15/U18 Leagues

- Women’s League
  - Masters’ League
  - Women’s Representative Team (e.g., Devilettes)
  - Men’s Representative Team (e.g., Red Devils)
- A single person can be elected to more than one position (as long as one of the positions is as a League Director—e.g., someone can be Director of Senior League and President, but can’t be both President and Vice President).
  - Since the same person can serve in more than one position, this new structure could lead to a smaller, or larger, committee than the current committee (as few as 8, or as many as 15, compared to 11 currently). While a 15-member committee may seem large, it would mean that there are 15 CIHA Members on the committee responsible for doing work on behalf of CIHA (as opposed to 4 currently).

## **11. APPOINTMENT OF NON-EXECUTIVE OFFICERS**

CIHA runs on volunteers. This section is added to embed the importance of certain roles in the CIHA constitution, to ensure the Committee is aware of them and fills them, if/when appropriate.

## **12. SUBCOMMITTEES**

There are significant changes here.

Currently, CIHA has implemented a two-tier financial approval system in an ad-hoc fashion. The new constitution ingrains this method by requiring a Payment Review Subcommittee.

The new language also defines a standing Disciplinary Committee.

Importantly, and at the suggestion of legal counsel, section 12.6 introduces a process for extra-ordinary disciplinary matters that involve possible member expulsion or removal of a Committee member. It details the formation of a special committee separated from the CIHA Committee to address such instances. This fair, clearly-defined process can help produce unbiased rulings in accordance with the principles of natural justice.

## **13. TERM OF AND REMOVAL FROM OFFICE**

There is a significant change in the way an Executive Officer is removed from the Committee (see new section 12.6).

## **14. VACANCIES**

The new constitution provides more sensible methods to address Committee vacancies by requiring a 75% Committee majority (instead of 100%) and allowing more than 2 vacancies to be filled.

## **15. CHARGES AND POWERS OF THE COMMITTEE**

The new constitution recognises and restricts cases where there could be a conflict of interest regarding control and investment of funds.

## **16. FINANCIAL**

There are significant changes here:

- The current balance date is December 31<sup>st</sup> and the new balance date is October 31<sup>st</sup>. Canterbury is the only ice hockey region in NZ with a balance date other than an end-of-winter such as September 30<sup>th</sup> or October 31<sup>st</sup>. It simply makes sense to align the balance date with the end of the winter playing season.
- The new constitution also aligns CIHA's AGM date with the rest of the country and the NZIHF.
- The new language ingrains the requirement for the two-tier financial payment approval method.
- Additional language has been added to place a limit on the amount of money CIHA can borrow (currently unlimited).

## **17. COMMON SEAL**

No significant changes.

## **18. WINDING UP**

No significant changes, other than allowing CIHA to transfer assets to the ice hockey organisation of its choosing.

## **19. ALTERATIONS TO THE CONSTITUTION**

There are significant changes here.

Currently the CIHA constitution can only be changed at an AGM. The new language allows this to be done at the a General Meeting (i.e., the AGM or a Special General Meeting) with at least 21 days' notice and with a 75% majority vote of members. This provision is important, assuming this new constitution gets adopted, since it enables corrections/improvements without waiting an entire year, but requires a strong majority to enact change.

## **20. BYLAWS**

There are significant changes here.

The current constitution is very sparse, and the By-Laws cover the process by which the CIHA Committee is formed. Yet only a simple Committee majority is needed to alter the By-Laws. I.e., a mischievous majority of the CIHA Committee has enormous power to alter, overnight, the way the entire CIHA is run by changing the By-Laws. While this is an extreme example, the new language has a higher hurdle to change the By-Laws—and importantly, the Committee formation and other important governing aspects are in the actual constitution and therefore more difficult to change than a By-Law.

## **APPENDICES TO THE CIHA RULES**

These do not appear in the current constitution—it is beneficial to clearly state the responsibilities of all the Executive Officers.

## **CIHA BYLAWS**

The new Bylaws officially incorporate the CIHA Code of Conduct as part of the Rules, the current version of which shall be made available to all members via the CIHA web site.

The new Bylaws set out the League Definitions, shown in Section 10, above.

The new Bylaws also define a CIHA Interim Committee, responsible for the management of CIHA between the period the new constitution is adopted and the time when a new CIHA committee can be elected.

For all intents and purposes, the current CIHA committee will serve as the Interim Committee, and voting allocations for each of the current leagues is preserved. This will enable CIHA to begin operating under the new constitution while providing management continuity over a sensible transition period.