

# **Constitution - Friends of Football Incorporated**

## **1.0 Name**

1.1 The name of the Society is Friends of Football Incorporated (“the Society”).

## **2.0 Registered Office**

The registered office of the Society shall be at such a place as shall periodically be decided at any meeting.

## **3.0 Objects of Society**

3.1 The purposes of the Society are:

- (a) To harness knowledge and information about football through the skills and experience of its members and to utilise this knowledge and information for the general benefit of the game in New Zealand.
- (b) To recognise and acknowledge publicly those who have made a significant contribution to football in New Zealand. In particular, to advise and assist promising young players and their families with overseas opportunities.
- (c) To foster friendship and collegiality through social and business networking opportunities between members and others.

3.2 Pecuniary gain is not a purpose of the Society.

## **4.0 Membership**

4.1 Any person can become a member of the Society on payment of a joining fee, set from time to time at the Annual General Meeting of the Society.

4.2 Membership continues in perpetuity but immediately ceases if:

- (a) The member is declared bankrupt.
- (b) The member is convicted of a crime which carries a penalty of six months’ jail or more.
- (c) The member brings the Society or the game of football into disrepute in the judgement of the Committee.
- (d) The member dies.
- (e) The member tenders their written resignation.

4.3 Members may seek reinstatement to the Society at the discretion of the committee if the circumstances causing cessation are considered to have changed.

- 4.4 Membership of the Society shall entitle the member to the following rights and privileges:
- (a) To attend any meeting of the Society.
  - (b) To receive any newsletter of the Society.
  - (c) To attend any function or activity organised by the Society at an advised cost.
  - (d) To utilise any benefits that may be available from time to time.
- 4.5 The Society, on the recommendation of the Committee, may elect individuals as Life Members. Written nominations shall be forwarded to the Committee for consideration and shall be subsequently approved at an Annual General Meeting.

## **5.0 Society Committee**

- 5.1 The Society shall have a Committee ("the Committee"), comprising the following persons:
- (a) Chairperson.
  - (b) Secretary.
  - (c) Treasurer and,
  - (d) A minimum of three (3) or a maximum of five (5) Members as the Society shall decide.
- 5.2 At a Society Meeting, the Members may decide by majority vote:
- (a) How large the Committee will be.
  - (b) Who shall have the title of Chairperson, Secretary and Treasurer
  - (c) Whether any Committee may have more than one title.
  - (d) How long each person will be a Committee Member ("the Term").
- 5.3 Only Members of the Society may be Committee Members.
- (a) Nominations for members of the Committee shall be called for at least 14 days before a General Meeting. Each candidate shall be proposed and seconded in writing by members and the completed nomination delivered to the Secretary at least five days before the Annual General Meeting. If insufficient nominations are received, oral nominations may be accepted at the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.
  - (b) If the position of any Committee member becomes vacant between Society meetings, the Committee may appoint another member to fill that vacancy until the next Society meeting.
  - (c) If any Committee member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.
  - (d) The committee may from time to time co-opt members for specific purposes.

## **6.0 Powers of the Committee**

The affairs of the Society shall be managed by the Committee, which may exercise all powers of the Society and do on its behalf all such acts as it may deem necessary or expedient, provided such acts are exercised in good faith and to attain the object of the Society.

## **7.0 Non-profit Status**

The society shall not divide or pay any pecuniary gain it makes to all or any of its members except where reimbursement of expenses or an honorarium is incurred on behalf of the Society

## **8.0 Roles of the Committee**

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage and control the Society.
- (b) Carry out the purposes of the Society and use money or other assets to do that.

8.2 The Chairperson's role is to:

- (a) Ensure that the rules of the Society are followed.
- (b) Chair meetings.
- (c) Give a report on the operation of the Society at each Annual General Meeting.

8.3 The Secretary's role is to:

- (a) Record the minutes of meetings.
- (b) Keep the register of members.
- (c) Hold the Society's records, documents, and books.
- (d) Receive and reply to correspondence as required by the Committee.
- (e) Retain the common seal of the Society.
- (f) Advise the Registrar of Incorporated Societies of any rule changes.
- (g) Convene all meetings of the Society.

8.4 The Treasurer's role is to:

- (a) Keep the financial accounts of the Society.
- (b) To open and operate bank account/s, receipt book/s, cheque book/s, and other financial instruments.
- (c) To provide a financial report at Committee meetings.
- (d) To prepare a statement of accounts for the preceding financial year for submission to the Annual General Meeting.
- (e) To file financial statements with the Registrar as provided in Section 23 of the Incorporated Societies Act 1908.

## **9.0 Financial**

- 9.1 The financial year of the Society shall commence on 1 July of one year and end on 30 June of the following year.
- 9.2 The accounts and membership list of the Society shall be compiled by a Chartered Accountant to establish that the financial accounts are a true and fair view of the financial position at balance date and the financial activities of the preceding year.
- 9.3 The Annual General Meeting will appoint the Chartered Accountant or authorise the Committee to make such appointments.

## **10.0 Common Seal**

- 10.1 The Committee shall obtain a common seal for the use of the Society and shall be kept by the Secretary. The common seal shall not be used except by resolution of the Committee. Every instrument to which the common seal is affixed shall be signed by the Chairperson and one member of the Committee.

## **11.0 Cheques, Bills etc**

- 11.1 All cheques, bills of exchange and promissory notes shall be signed, drawn, made accepted or endorsed for and on behalf of the Society by the Treasurer and one other designated committee member.

## **12.0 Indemnity**

- 12.1 No action in law or otherwise shall lie in favour of any member against any other Member or the Committee, or the Secretary in respect of any matter or thing done or omitted to be done pursuant to these Rules, notwithstanding any irregularity or informality in the observance of these Rules (except in respect of any loss or expense arising from the wilful default of the person against whom such action is taken).

## **13.0 Liability of Members**

- 13.1 No member shall be under any liability in respect of any contract or other obligation made or incurred by the Society.

## **14.0 Conduct of Society Meetings**

- 14.1 A Society meeting is either an Annual General Meeting or a Special General Meeting.
- 14.2 The Annual General Meeting shall be held once every year within two months of the end of the financial year. The Committee shall determine when and where the Society shall meet within those dates.
- 14.3 Special General Meetings may be called by the Committee if the Secretary receives a written request signed by at least a quarter of the members.

- 14.4 The Secretary shall give all Members at least 14 days written notice of:
- (a) The business to be conducted at any Society meeting.
  - (b) A copy of the Chairperson's report and statement of financial accounts, if the Society Meeting is an Annual General Meeting.
  - (c) A list of Nominees for the Committee, and information about those Nominees if it has been provided
  - (d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- 14.5 All members may attend and vote at Society meetings.
- 14.6 No Society meeting may be held unless at least seven Members attend.
- 14.7 All Society meetings shall be chaired by the Chairperson. In his/her absence, the Society shall elect another Committee member to chair that meeting. Any person chairing a Society meeting has a casting vote.
- 14.8 On any given motion at a Society meeting, the Chairperson shall in good faith determine whether to vote by:
- (a) Voices.
  - (b) Show of hands.
  - (c) Secret ballot.
- However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.
- 14.9 The business of an Annual General Meeting shall be:
- (a) Any minutes of the previous meeting(s).
  - (b) The Chairperson's report on the business of the Society.
  - (c) The Treasurer's report on the finances of the Society, and the statement of accounts.
  - (d) Election of Committee members.
  - (e) Motions to be considered.
  - (f) General business.
  - (g) Approval of plans for the balance of the current and next calendar years.

## **15.0 Motions at Society Meetings**

- 15.1 Any member may request that a motion be voted on ("Member's Motion") at a particular Society meeting, by giving written notice to the Secretary at least 28 days before that meeting. The member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:
- (a) It must be voted on at the Society meeting chosen by the member.

(b) The Secretary must give the Member's Information to all members at least 14 days before the Society meeting chosen by the member or if the Secretary fails to do this, the member has the right to raise the motion at the following Society meeting.

15.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions").

## **16.0 Committee Meetings**

16.1 No Committee meeting may be held unless half of the Committee members attend.

16.2 The Chairperson shall chair Committee meetings. If the Chairperson is absent, the Committee shall elect a member to chair that meeting.

16.3 Decisions of the Committee shall be by majority vote.

16.4 The Chairperson or person acting as Chairperson has a casting vote.

16.5 Only Committee members present at a Committee meeting may vote at that meeting.

16.6 Subject to these Rules, the Committee may regulate its own practices.

## **17.0 Altering the Rules**

The Society may alter or replace these Rules at a Society meeting by a resolution passed by a two-thirds majority of those members present and voting. At least 14 days notice of such rule change(s) shall be given to all members by the Secretary.

## **18.0 Dissolution of the Society**

18.1 The Society may be dissolved:

(a) by resolution at a Special General Meeting convened for that purpose; and

(b) by that resolution being confirmed at a further Special General Meeting held not earlier than thirty days after the date of the earlier meeting; and

(c) by distributing the assets to any non-profit organisation with similar aims to the Society, as decided at the Special General Meeting.

18.2 In no circumstances will the surplus assets be distributed, either directly or indirectly, to Members.