

**CONSTITUTION OF WELLINGTON  
UNDERWATER HOCKEY ASSOCIATION  
INCORPORATED (2025)**

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Underwater Hockey  
Association Incorporated**

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## **NAME AND STATUS**

### **Society Name**

- 1 The name of the society is Wellington Underwater Hockey Association Incorporated (Society No. 272890) (in this Constitution referred to as “the Society”).

### **Charitable status**

- 2 The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## **INTERPRETATION**

### **Definitions**

- 3 In this Constitution, 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 to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- “*Amalgamation Proposal*” means a document that:
- (a) sets out the terms of a proposed amalgamation;
  - (b) sets out the proposed constitution of the amalgamated society; and
  - (c) sets out all other information prescribed by any regulations made under the Act.
- “*Annual General Meeting*” means a meeting of the Members of the Society held once a year which, among other things, will receive and consider reports on the Society’s activities and finances in accordance with rules 54 to 57.
- “*Chairperson*” means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society. May also be noted as President
- “*Constitution*” means the rules of the Society in this document and as varied from time to time in accordance with this Constitution.
- “*Deputy Chairperson*” means the Officer elected or appointed to deputise in the absence of the Chairperson. May also be referred to as Vice President.
- “*General Meeting*” means either an Annual General Meeting or a Special General Meeting of the Members of the Society as the case may be.
- “*Honorary Member*” means a Member as described in rule 18.6.
- “*Interested Officer*” means an Officer who is interested in a matter for any of the reasons set out in section 62 of the Act.

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“*Interests Register*” means the register of interests maintained by the Committee under rule 105 and as required by section 73 of the Act.

“*Life Member*” means a Member as described in rule 18.3.

“*Matter*” means:

- (a) the Society’s performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

“*Member*” means a person who has consented to become a Member of the Society and has been properly admitted to the Society, has paid any subscriptions due and who has not ceased to be a Member of the Society.

“*WUHA*” means Wellington Underwater Hockey Association Incorporated (Society No. 272890).

“*not-for-profit entity*” has the meaning given in the Act.

“*Notice*” to Members includes any notice given by email, post, social media channels or courier to the most recent physical, postal or email address of the intended recipients that is known to the sender of the notice or, in the case of notices to the Society, to the Society’s registered office. The failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting, its proceedings, or election.

“*Officer*” means a natural person elected pursuant to rules 79 and 81 of this Constitution who is:

- (a) a member of the Committee; or
- (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chair/President or Treasurer; and
- (c) not disqualified from being an Officer under rule 77.

“*Ordinary Member*” means a Member as described in rule 18.1.

“*Purposes*” means the purposes of the Society as set out in rule 4 of this Constitution.

“*Register*” means the Register of Incorporated Societies.

“*Register of Members*” means the register of Members kept under this Constitution as required by section 79 of the Act.

“*Registrar*” means the Registrar of Incorporated Societies.

“*Secretary*” means the Officer responsible for the matters specifically noted in this Constitution.

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

“*Working Day*” means as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following: a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## **PURPOSE**

### **Primary purpose of the Society**

- 4 The Purposes of the Society are:
- 4.1 to benefit the community by managing, promoting and fostering the sport of underwater hockey in the Wellington Region.

### **Restricted purposes**

- 5 The Society must not operate for the purpose of, or with the effect of:
- 5.1 distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind);
- 5.2 having capital that is divided into shares or stock held by its Members; or
- 5.3 holding property in which its Members have a direct disposable interest (including in the form of shares or stock in the capital of the Society or otherwise).
- 5.4 Notwithstanding rules 5.1 to 5.3 above, the Society will not operate for the financial gain of Members simply if the Society:
- (a) engages in trade;
  - (b) pays a Member for matters that are incidental to the Purposes, and the Member is a not-for-profit entity;
  - (c) distributes funds to a Member to further the Purposes, and the Member:
    - i is a not-for-profit entity;
    - ii is affiliated or closely related to the Society; and
    - iii has the same, or substantially the same, purposes as those of the Society;
  - (d) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Purposes;
  - (e) provides benefits to members of the public or of a class of the public and those persons include Members or their families in accordance with the Purposes;

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- (f) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society);
- (g) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the Purposes; or
- (h) on removal of the Society from the Register has its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity and such Member has the same, or substantially the same, purposes as the Purposes.

**Act and Regulations**

- 6 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

**POWERS**

- 7 Subject to this Constitution, the Society has the power to:
- 7.1 determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
  - 7.2 produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Society;
  - 7.3 make, alter, rescind, enforce this Constitution, and any rules, By-Laws, regulations, policies and procedures for the governance, management and operation of the Society;
  - 7.4 consider and settle disputes and complaints in accordance with this Constitution;
  - 7.5 determine who are its Members and withdraw, suspend or terminate membership; and
  - 7.6 do any other acts or things which are incidental or conducive to the attainment of the Purposes.

## **RESTRICTIONS ON SOCIETY POWERS**

### **Financial gain**

- 8 The Society must not be carried on for the financial gain of any of its Members or individuals.

### **Other restrictions**

- 9 The Society's capacity, rights, powers, and privileges are subject to no other restrictions.

## **CONTACT DETAILS FOR THE SOCIETY**

### **Registered office**

- 10 The registered office of the Society shall be such a place in New Zealand as the Committee determines from time to time.

### **Contact person**

- 11 The Society must have at least one Society contact person(s) whom the Registrar can contact when needed.
- 12 The Society's contact person must be:
- 12.1 At least 18 years of age;
  - 12.2 Ordinarily resident in New Zealand; and
  - 12.3 appointed by the Committee or elected by the Members at a General Meeting.
- 13 Unless an alternative "contact person" is appointed by the Committee (for the purposes of the Act), the Chair will be the Society's "contact person".

### **Notice of change of registered office**

- 14 Changes to the registered office of the Society shall be notified to the Registrar:
- 14.1 at least 5 Working Days before the change of address for the registered office is due to take effect, and
  - 14.2 in a form and as required by the Act.

### **Notice of change of contact person**

- 15 The Society's contact person(s) name must be provided to the Registrar, along with their contact details, including:
- 15.1 a physical address or an electronic address; and
  - 15.2 a telephone number.

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**Timing of notice**

- 16 Any change in that contact person or that person's name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring, or the Society becoming aware of the change.

**MEMBERS**

**Minimum number of Members**

- 17 The Society shall maintain the minimum number of Members required by the Act.

**Types of Members**

- 18 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- 18.1 *Member:* A Member is an individual admitted to membership under this Constitution and who or which has not ceased to be a Member.
- i Any natural person is eligible for membership so long as they have a current membership with a club that holds membership with this Society and have paid the individual subscription fee set by the Society for that year.
  - ii Membership of the Society is for the current financial year only.
  - iii Any Member who is elected to be a member of the Committee, shall have their membership fee waived/refunded for the year that they serve on the Committee.
  - iv No Member may be affiliated to more than one affiliated club at any time
- 18.2 *Ordinary Member:* An Ordinary Member is an individual who is 16 years or older at the start of the calendar year, admitted to membership under this Constitution and who or which has not ceased to be a Member. An Ordinary Member is entitled to:
- i vote at General Meetings;
  - ii participate in all activities organised or sponsored by the Society, including Club competitions;
  - iii be elected or appointed to committees of the Society;
  - iv have an equal vote and voice in all business and concerns of the Society; and
  - v receive trophies and prizes for competitions of the club.

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- 18.3 *Junior Member:* A Junior Member is any natural person who has not reached the age of 16 at the start of the calendar year. A Junior Member shall have:
- i The right to participate in Club competitions that are open to Members under the age of 16; and.
  - ii receive trophies and prizes for competitions of the club.
- 18.4 *School Member:* A School **Member** is any natural person who attends school and plays for a school team. A School **Member** shall have:
- i the right to participate in school competitions, according to the rules of their school; and
  - ii the right to trial for representative teams that are open to Members.
- 18.5 *Life Member:* A Life Member is a person honoured for highly valued services to the Society. A Life Member shall have all the rights and privileges of an Ordinary/Member and shall be subject to all the same duties as a Member, however, a Life Member:
- i shall not be liable for any subscriptions or fees pertaining to membership;
  - ii shall be entitled to vote at General Meetings;
  - iii shall be entitled to attend and speak at all General Meetings.
- 18.6 *Honorary Member:* An Honorary Member is a person honoured for services to the Society or in an associated field. An Honorary Member shall be entitled to participate in all activities of the Society, however, an Honorary Member shall not:
- i be liable for any subscriptions or fees pertaining to membership;
  - ii be entitled to receive trophies for competitions; or
  - iii have voting rights at any General Meeting.
- (b) *Club Membership:* Any underwater hockey club in the Wellington Region may be a member of this society as long as they have at least 10 members and the club is affiliated with the Underwater Hockey New Zealand national body.

**Consent**

- 19 Every applicant for membership must consent in writing to becoming a Member.

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**Application for membership**

- 20 An applicant for membership must complete any application form where the applicant agrees to abide by the Constitution and bylaws of the Society, supply any information, attend any interview, or do any other thing as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

**Decision**

- 21 The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

**Records**

- 22 The written consent of every Member to become a Society Member shall be retained in the Society's membership records.

**MEMBERS' OBLIGATIONS AND RIGHTS**

**Members obligations and rights**

- 23 Every Member must provide the contact person (under rules 11 to 13) of the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the contact person of the Society in writing of any changes to those details.
- 24 All Members shall promote the Purposes and interests of the Society and shall do nothing to bring the Society into disrepute.
- 25 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member..
- 26 The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

**SUBSCRIPTIONS AND FEES**

**Annual subscription**

- 27 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution at a General Meeting (which can also decide that payment be made by periodic instalments).

**Failure to pay annual subscription**

- 28 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 1 calendar month(s) of the date the same

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was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity or to access, use or participate in the Society's events, premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 2 calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

**Levies**

- 29 The Committee may, by unanimous resolution, make levies on Members payable on a fixed date in order to provide additional funds for the Purposes of the Society, provided that the amount levied on any Member in any financial year will not exceed an amount greater than 20% of its subscription fee for that year.

**CEASING TO BE A MEMBER**

**Ceasing to be a Member**

- 30 A Member ceases to be a Member:
- 30.1 by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or
  - 30.2 on termination of a Member's membership following a dispute resolution process under this Constitution, or
  - 30.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
  - 30.4 by resolution passed by two-thirds of the Committee where:
    - (a) the Member has failed to pay a subscription, levy or other amount due to the Society within 1 calendar month of the due date for payment;
    - (b) in the opinion of the Committee the Member has brought the Society into disrepute; or
    - (c) in the opinion of the Committee, the Member no longer falls within the definition of any class of membership under rule 18.

**Date of ceasing**

- 31 A Member ceases to be a Member with effect from (as applicable):
- 31.1 the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation);
  - 31.2 the date of termination of the Member's membership under this Constitution;

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- 31.3 the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
- 31.4 the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

**Obligations once membership has ceased**

- 32 A Member who has ceased to be a Member under this Constitution:
  - 32.1 remains liable to pay all subscriptions and other fees to the Society's next balance date;
  - 32.2 shall cease to hold himself or herself out as a Member of the Society;
  - 32.3 shall return to the Society all material provided to the Member by the Society (including but not limited to any membership certificate, badges, handbooks and manuals); and
  - 32.4 shall cease to be entitled to any of the rights of a Society Member.
  - 32.5 shall not be entitled to a refund of any subscriptions or other fees.

**Becoming a Member again**

- 33 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Committee.
- 34 If a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

**GENERAL MEETINGS**

**Procedures for all general meetings**

- 35 The Committee shall give all Members at least 10 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 36 That Notice will be addressed to the Member at the contact (i.e. email) address provided to the Society and recorded in the Society's Register of Members.
- 37 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting provided that Notice was given in accordance with rules 35 and 36.
- 38 General Meetings may be attended by all Members of whatever class of membership but only those Members entitled to vote will be permitted to vote.

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**Attendance at general meetings**

- 39 Only Ordinary Members or guests invited by the Committee from time to time may attend, speak and vote (if they are entitled to) at General Meetings:
- 39.1 in person; or
  - 39.2 by a signed original written proxy or email, in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting; or
  - 39.3 by a signed written proxy in accordance with section 228 of the Contract and Commercial Law Act 2017 to an email address designated by the Committee (and if not designated, to the contact person of the Committee) to receive proxies in favour of some individual entitled to be present at the meeting before the commencement of the General Meeting; or
  - 39.4 through the authorised representative of a body corporate as notified to the Committee; and
  - 39.5 no other proxy voting shall be permitted.

**Quorum**

- 40 No General Meeting may be held unless at least 15 Members eligible to vote attend throughout the meeting and this will constitute a quorum.

**When Quorum is not met**

- 41 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

**Voting**

- 42 A Member who is entitled to vote is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting will be:
- 42.1 by voices;
  - 42.2 by show of hands;
  - 42.3 by electronic voting;
  - 42.4 by proxy in accordance with rules 40.2 and 40.3; or
  - 42.5 on demand of the Chair or of 2 or more Members present, by secret ballot.
- 43 Unless otherwise required by this Constitution, all questions will be decided by a simple majority of those in attendance in-person voting at a General Meeting and by those voting by proxy or by remote ballot.

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44 A resolution passed by the required majority at any General Meeting or by proxy or remote ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

45 Any decisions made when a quorum is not present are not valid.

**Resolution in lieu of General Meeting**

46 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of the eligible financial Members voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

**Place of meeting**

47 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

**Chair of meeting**

48 All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Deputy Chair/VicePresident shall chair that meeting.

**Powers of the chair of the General Meeting**

49 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote and may:

- 49.1 with the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place;
- 49.2 direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chair/President be removed from the General Meeting; and
- 49.3 in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

**Committee Motions**

50 The Committee may propose motions for the Society to vote on which shall be notified to Members with the notice of the General Meeting.

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**Members' Motions**

- 51 Any Member may request that a motion be voted on at a General Meeting, by giving notice to the Secretary or Committee at least 10 Working Days before that meeting. The Member may also provide information in support of the motion. If notice of the motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

**Minutes**

- 52 The Society must keep minutes of all General Meetings.

**ANNUAL GENERAL MEETINGS**

**Requirement to hold Annual General Meeting**

- 53 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

**Timing of Annual General Meeting**

- 54 The Annual General Meeting must be held no later than the earlier of the following:
- 54.1 6 months after the balance date of the Society; or
  - 54.2 15 months after the previous Annual General Meeting.

**The business of an Annual General Meeting**

- 55 The business of an Annual General Meeting shall be to:
- 55.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
  - 55.2 adopt the Chair/President's report on the operations and affairs of the Society;
  - 55.3 adopt the Committee's report on the finances of the Society and the annual financial statements;
  - 55.4 set any subscriptions for the current financial year and provide Notice to Members of such changes (if any) to subscription fees;
  - 55.5 elect the Officers of the Society for the incumbent term;
  - 55.6 consider any motions of which prior notice has been given to Members with notice of the Annual General Meeting; and
  - 55.7 consider any general business.

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**Information that must be presented**

- 56 The Committee must, at each Annual General Meeting, present the following information —
- 56.1 an annual report on the operation and affairs of the Society during the most recently completed accounting period;
  - 56.2 the annual financial statements for that period; and
  - 56.3 notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

**SPECIAL GENERAL MEETINGS**

**How Special General Meetings may be called**

- 57 Special General Meetings may be called at any time by the Committee by a simple majority resolution.

**Special General Meetings may be called by member request**

- 58 The Committee must call a Special General Meeting if it receives a written request signed by at least ten Ordinary Members.

**Business of Special General Meeting**

- 59 Any resolution or written request must state the business that the Special General Meeting is to deal with.

**Procedure to be followed**

- 60 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Special General Meeting.

**COMMITTEE**

**Committee composition**

- 61 The Committee will consist of at least 3 Officers and no more than 11 Officers. A majority of the Officers on the Committee must be Members of the Society.
- 62 The Society shall use best endeavours to have the Committee comprised of the following positions at all times:
- 62.1 Chair/President;
  - 62.2 Deputy Chair/Vice President;
  - 62.3 Secretary; and

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62.4 Treasurer.

**Functions of the Committee**

63 From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Act, any Regulations made under that Act, and this Constitution.

**Powers of the Committee**

64 The Committee has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

65 Without limiting these general powers, the Committee will have power to do all or any of the following things:

65.1 To plan, manage and control the affairs of the Society.

65.2 To plan, manage and control the finances of the Society.

65.3 To appoint such sub-committees as it deems necessary from time to time to assist in carrying out its duties.

65.4 To co-opt or engage the services of any persons or organisations to assist or advise the Society.

65.5 To delegate such powers as it may deem necessary to Members, employees, or sub-committees of the Society.

65.6 To develop and regulate procedures as it deems necessary.

65.7 To determine the terms and conditions of employees, contractors, volunteers and any other persons rendering services to the Society.

**Sub-committees**

66 The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

66.1 the quorum of every sub-committee is half the members of the sub-committee but not less than 2;

66.2 no sub-committee shall have power to co-opt additional members;

66.3 a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee; and

66.4 a sub-committee must not further delegate any of its powers.

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**General matters**

- 67 The Committee and any sub-committee may act by a simple majority resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.
- 68 Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

**COMMITTEE MEETINGS**

**Procedure**

- 69 The quorum for Committee meetings is at least half of the number of members of the Committee.
- 70 A meeting of the Committee may be held either:
- 70.1 by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - 70.2 by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 71 A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Committee shall have one vote.
- 72 If at a meeting of the Committee, neither the Chair/President nor the Deputy Chair/Vice President are present, the members of the Committee present must choose one of their number to chair the meeting in their absence. The person chairing a meeting of the Committee has a casting vote in the event of a tied vote on any resolution of the Committee.
- 73 Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

**Frequency of Committee meetings**

- 74 The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair/President or the Secretary.
- 75 The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than 5 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

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## **OFFICERS**

### **Qualifications of officers**

- 76 Every Officer must be a natural person who:
- 76.1 has consented in writing to be an Officer of the Society; and
  - 76.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

### **Disqualification of Officers**

- 77 A person may not hold office as an Officer of the Society if that person:
- 77.1 a person disqualified under section 47(3) of the Act;
  - 77.2 a person who is under 16 years of age;
  - 77.3 a person who is an undischarged bankrupt;
  - 77.4 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
  - 77.5 a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
  - 77.6 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
    - (a) an offence under subpart 6 of Part 4 of the Act;
    - (b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
    - (c) an offence under section 143B of the Tax Administration Act 1994;
    - (d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (a) to (c); or
    - (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
  - 77.7 a person subject to:
    - (a) a banning order under subpart 7 of Part 4 of the Act;

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- (b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
  - (c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - (d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;
- 77.8 a person who is subject to an order that is substantially similar to an order referred to in rule 77.7 under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

**Requirements for election of appointment of Officer**

- 78 Prior to election or appointment as an Officer a person must:
- 78.1 be nominated by two other Members that are eligible to vote;
  - 78.2 consent in writing to be an Officer; and
  - 78.3 certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act. Each certificate shall be retained in the Society's records.

**Officers' duties**

- 79 At all times each Officer:
- 79.1 must act in good faith and in what they believe to be the best interests of the Society;
  - 79.2 must exercise all powers for a proper purpose;
  - 79.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
  - 79.4 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:
    - (a) the nature of the Society;
    - (b) the nature of the decision; and
    - (c) the position of the Officer and the nature of the responsibilities undertaken by him or her;
  - 79.5 must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the

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Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and

- 79.6 must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

**Election or appointment of Officers**

80 The election of Officers shall be conducted as follows:

- 80.1 Officers shall be elected by a simple majority during Annual General Meetings, with the exception of the Immediate Past Chair/President. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by a simple majority resolution of the Committee and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Disqualification of Officers" rule 77). Any such appointment must be ratified at the next Annual General Meeting;
- 80.2 a candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Disqualification of Officers" rule 77) shall be received by the Society at least 10 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting;
- 80.3 votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied);
- 80.4 two Members (who are not nominees) or non-Members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers;
- 80.5 the failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election;
- 80.6 In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from

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being appointed or holding office as an Officer (as described in the “Disqualification of Officers” rule 77); and

80.7 The Members, no later than three months prior to the Annual General Meeting, by simple majority can decide to dispense with the requirement for Officers to be elected at Annual General Meetings in favour of a General Meeting, or a series of General Meetings.

81 The Immediate Past Chair/President shall as of right, be appointed as an Officer on the Committee.

**Election of Chair/President**

82 The Chair/President will be appointed, and may be removed from office, by a resolution of a simple majority of the members of the Committee.

83 The Chair/President will be under control of the Committee and will be responsible for the general administration of the Society within the policy determined by the Committee.

84 The Chair/President will:

84.1 hold the books, records and documents of the Society;

84.2 conduct, deal with and answer correspondence and perform such other duties as directed by the Committee; and

84.3 attend all meetings personally or by deputy and enter up minutes of meetings and supervise the property of the Society.

85 The Chair/President must record the minutes of all General Meetings and all Committee meetings, and all such minutes, when confirmed by the next such meeting and signed by the Chair/President of that meeting, will be prima facie evidence that the meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting. The Chair/President may transfer their responsibilities within this clause 86 to the Deputy Chair/Vice President or Secretary from time to time.

86 The Chair/President will, in consultation with the Deputy Chair/Vice President, correspond, engage and arrange meetings as convenient with Officers and the Members to exchange information, co-ordinate policies and expedite the work and activities of the Society.

**Term for Officers**

87 No Officer shall serve for more than 4 consecutive terms.

88 No Chair/President shall serve for more than 4 consecutive years as Chair/President, except with the unanimous agreement of all Club Presidents.

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**Removal of Officers**

- 89 An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society:
- 89.1 the Officer elected to the Committee has been absent from three Committee meetings without leave of absence from the Committee;
  - 89.2 the Officer has brought the Society into disrepute;
  - 89.3 the Officer has failed to disclose a conflict of interest; or
  - 89.4 the Committee passes a vote of no confidence in the Officer.
- 90 The Officer ceases to be a Member with effect from (as applicable) the date specified in a resolution of the Committee or Society.

**Ceasing to hold office**

- 91 An Officer ceases to hold office when they resign (by notice in writing to the Committee), are disqualified under rule 77, are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 92 Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer, including transferring electronic documents relating to the society to the shared drive.
- 93 Despite vacating office as an Officer, a person who has held office as an Officer remains liable for acts and omissions and decisions made while that person was an Officer.

**Conflicts of interest**

- 94 An Officer or member of a sub-committee who is an Interested Officer in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- 94.1 to the Committee and or sub-committee; and
  - 94.2 in the Interests Register kept by the Committee.

**How disclosure must be made**

- 95 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

**Interested Officer**

- 96 An Officer or member of a sub-committee who is an Interested Officer regarding a Matter:

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- 96.1 must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter.
- 96.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
- 96.3 may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

**Quorum where there is an Interested Officer**

- 97 An Officer or member of a sub-committee who is prevented from voting on a Matter may not still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 98 Where 50% or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter.
- 99 Where 50% or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

**RECORDS**

**Register of Members**

- 100 The Society shall keep an up-to-date Register of Members.
- 101 The Society must update the Society's membership records as soon as practicable after becoming aware of changes to the information recorded on the Register of Members.

**Information contained in the Register of Members**

- 102 For each current Member, the information contained in the Register of Members shall include:
  - 102.1 their name;
  - 102.2 the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as "Unknown");
  - 102.3 their contact details, including:
    - (a) a physical address or an electronic address;
    - (b) a telephone number;
    - (c) postal address;

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- (d) email address (if any); and
- (e) whether the Member is financial or unfinancial.

**Change of contact details**

- 103 Every current Member must promptly advise the contact person of the Society of any change of the Member's contact details.

**Former Members of the Society**

- 104 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:

- 104.1 the former Member's name; and
- 104.2 the date the former Member ceased to be a Member.

**Interests Register**

- 105 The Committee shall at all times maintain an up-to-date Interests Register of the interests disclosed by Officers and by members of any sub-committee.

**Access to information for Members**

- 106 A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. The Society must, within a reasonable time after receiving a request:

- 106.1 provide the information;
- 106.2 agree to provide the information within a specified period;
- 106.3 agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- 106.4 refuse to provide the information, specifying the reasons for the refusal.

**Refusal to provide information for Members**

- 107 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- 107.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
  - 107.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
  - 107.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;

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- 107.4 the information is not relevant to the operation or affairs of the society;
- 107.5 withholding the information is necessary to maintain legal professional privilege;
- 107.6 the disclosure of the information would, or would be likely to, breach an enactment;
- 107.7 the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
- 107.8 the request for the information is frivolous or vexatious; or
- 107.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

**Charges for information**

- 108 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society:
  - 108.1 that the Member will pay the charge; or
  - 108.2 that the Member considers the charge to be unreasonable.
- 109 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

**FINANCES**

**Control and management**

- 110 The funds and property of the Society shall be:
  - 110.1 controlled, invested and disposed of by the Committee, subject to this Constitution; and
  - 110.2 devoted solely to the promotion of the Purposes.

**Bank accounts**

- 111 The Committee shall maintain bank accounts in the name of the Society.

**Money received on account of the Society**

- 112 All money received on account of the Society shall be banked within a reasonable timeframe of receipt.

**Accounting records and audit**

- 113 The Committee must ensure that:

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- 113.1 There are kept at all times accounting records that:
- (a) correctly record the transactions of the Society;
  - (b) allow the Society to produce financial statements that comply with the requirements of the Act; and
  - (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- 113.2 If required, in accordance with the Act, in each financial year, the accounting records are audited by a qualified auditor (as defined in the Act) who must comply with all auditing and assurance standards (also defined in the Act), and that:
- (a) the auditor makes a report to the Members on the financial statements audited by the auditor; and
  - (b) if the auditor's report indicates the requirements of the Act have not been complied with then, pursuant to the Act, the auditor must, within seven Working Days after signing the report, send a copy of the report and a copy of the financial statements to which it relates to the Registrar.

**System of control of accounting records**

- 114 The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.

**Accounting records must be kept in written form**

- 115 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Society.

**Balance date**

- 116 The Society's financial year shall commence on 1 January of each year and end on 31 December (the latter date being the Society's balance date).

**DISPUTE RESOLUTION**

**Meanings of dispute and complaint**

- 117 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to any of the types of allegations set out at rule 119 below.
- 118 The disagreement or conflict may be between any of the following persons:
- 118.1 2 or more Members;

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- 118.2 1 or more Members and the Society;
  - 118.3 1 or more Members and one or more Officers;
  - 118.4 2 or more Officers;
  - 118.5 2 or more Officers and the Society; or
  - 118.6 2 or more Members or Officers and the Society.
- 119 The disagreement or conflict relates to any of the following allegations:
- 119.1 a Member or an Officer has engaged in misconduct;
  - 119.2 a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution, its bylaws or the Act;
  - 119.3 the Society has breached, or is likely to breach, a duty under the Society's Constitution, its bylaws or the Act; or
  - 119.4 a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

**Members or Officers may make a complaint**

- 120 A Member or an Officer may make a complaint by giving to the Committee (or a complaints sub-committee) a Notice in writing that:
- 120.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution;
  - 120.2 sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - 120.3 sets out any other information or allegations reasonably required by the Society.

**Society may make a complaint**

- 121 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:
- 121.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - 121.2 sets out the allegation to which the dispute relates.

**Information which must be contained in a complaint**

- 122 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

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**Cooperation to resolve disputes**

- 123 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 124 The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

**Other manners**

- 125 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

**A person who makes complaint has right to be heard**

- 126 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 127 If the Society makes a complaint:
- 127.1 the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - 127.2 an Officer may exercise that right on behalf of the Society.
- 128 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- 128.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - 128.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - 128.3 an oral hearing (if any) is held before the decision maker; and
  - 128.4 the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

**Investigating and determining dispute**

- 129 The Committee must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined provided that:
- 129.1 if the complaint relates to one or more Officers, that Officer or those Officers must be excluded from the Committee's management of the dispute resolution process and decision making;
  - 129.2 if the complaint is made by one or more Officers, that Officer or those Officers must be excluded from the Committee's management of the dispute resolution process and decision making; and

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- 129.3 if the Committee is unable to proceed because it will not have a quorum of Officers to conduct the dispute resolution process as a consequence of the above, the Committee must appoint an individual who is not a Member or Officer to manage the dispute resolution process and make a decision about the complaint.
- 130 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 131 After completing the dispute resolution process, the Committee or the independent person appointed (the decision maker) may:
- 131.1 make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
- 131.2 in the case of a complaint against a Member, suspend the Member's membership for a defined period or terminate the Member's membership;  
or
- 131.3 in the case of complaint against an Officer, remove the Officer from their role as an Officer (and if the Officer is also a Member, as a Member).

**Society may decide not to proceed further with complaint**

- 132 Despite the "Investigating and determining dispute" rule above, the Society may decide not to proceed further with a complaint if:
- 132.1 the complaint is considered to be trivial;
- 132.2 the complaint does not appear to disclose or involve any allegation of the following kind:
- (a) that a Member or an Officer has engaged in material misconduct;
- (b) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
- 132.3 that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- 132.4 the complaint appears to be without foundation or there is no apparent evidence to support it;
- 132.5 the person who makes the complaint has an insignificant interest in the matter;
- 132.6 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- 132.7 there has been an undue delay in making the complaint.

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**Society may refer complaint**

- 133 The Society may refer a complaint to:
- 133.1 a sub-committee or an external person to investigate and report; or
  - 133.2 a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 134 The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation or facilitation).

**Decision makers**

- 135 A person may not act as a decision maker in relation to a complaint if two or more members of the Committee or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:
- 135.1 impartial; or
  - 135.2 able to consider the matter without a predetermined view.

**Disciplinary action by WUHA**

- 136 WUHA may, in accordance with its constitution, bylaws, regulations and other policies, investigate and/or discipline the Society or a Member if, in the opinion of WUHA or its committee, the Society or a Member has acted in a way that:
- 136.1 is prejudicial to WUHA or underwater hockey generally; or
  - 136.2 is bringing, or has brought, WUHA or underwater hockey generally into disrepute.
- 137 If WUHA exercises its right to investigate and/or discipline the Society or a Member, the Society and/or Member shall provide WUHA with all information it reasonably requests from time to time in relation to such investigation and/or disciplinary action.

**AMALGAMATION**

- 138 The Society may be amalgamated with one or more other incorporated societies in accordance with this Constitution and the provisions of Part 5, Subpart 2 of the Act.
- 139 The Committee shall, not less than 40 Working Days before any amalgamation involving the Society is proposed to take effect:
- 139.1 send to each Member a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any);
  - 139.2 send to every secured creditor of the Society a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any); and
  - 139.3 give public notice of the proposed amalgamation in the manner prescribed by regulations made under the Act (if any).

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- 140 The Committee shall also give no less than 20 Working Days' written Notice to all Members of the General Meeting at which the Amalgamation Proposal is to be considered.
- 141 The procedure to be followed at General Meetings will apply, notwithstanding rule 45, however, the Amalgamation Proposal must be approved by the Society by resolution passed by a two-thirds majority of Members present and voting at the General Meeting.
- 142 The Committee must resolve that:
- 142.1 in its opinion, the proposed amalgamation is in the best interests of the Society; and
- 142.2 the Committee is satisfied, on reasonable grounds, that the amalgamated society will, on amalgamation, satisfy the solvency test under section 195 of the Act.
- 143 Every Officer who votes in favour of the resolution set out at rule 142 must sign a certificate stating:
- 143.1 that, in the officer's opinion, the conditions set out at subrules 142.1 and 142.2 are satisfied; and
- 143.2 the grounds for that opinion.

## **LIQUIDATION AND REMOVAL FROM THE REGISTER**

### **Resolving to put society into liquidation**

- 144 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 145 The Committee shall give 20 Working Days' written Notice to all Members of the proposed resolution to put the Society into liquidation.
- 146 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 147 The procedure to be followed at General Meetings will apply however, notwithstanding rule 45, any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting at a General Meeting.

### **Resolving to apply for removal from the register**

- 148 The Society may be removed from the Register in accordance with the provisions of Part 5 of the Act.
- 149 The procedure to be followed at General Meetings will apply, however, the Committee must give 20 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register.

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- 150 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 151 Any resolution to remove the Society from the Register must be passed by a two-thirds majority of all Members present and voting.

**Surplus assets**

- 152 If the Society is liquidated or removed from the Register, no distribution shall be made to any Member or individuals.
- 153 If any property remains after the settlement of the Society's debts and liabilities, that property must be applied to a purpose in line with the organisations objectives, or given or transferred to another not-for-profit sporting organisation or a registered charity for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

**ALTERATIONS TO THE CONSTITUTION**

**Amending this constitution**

- 154 All amendments to this Constitution must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 155 The procedure to be followed at General Meetings shall apply, notwithstanding rule 45, however the Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 156 That amendment may be approved by a resolution passed in lieu of a meeting in accordance with clause 47 of this Constitution.
- 157 Any proposal to amend or replace this Constitution must be signed by at least 20% of Members entitled to vote and given in writing to the Committee at least 20 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 158 At least 10 Working Days before the General Meeting at which any amendment is to be considered, the Committee will give to all Members Notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.
- 159 When an amendment is approved by a General Meeting, it will be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.
- 160 No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and

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

**OTHER**

**Use of Society Brand / Logo**

- 161 All Members may display the Society's approved brand, trade mark or logo in a style, manner and position as prescribed or approved by the committee from time to time.
- 162 All signs, trade marks and intellectual property, which contain or refer to the Society brand or logo, remain the property of the Society.
- 163 Any Member who ceases to be a member will, at the Member's expense, immediately remove and return to the Society any signage owned by the Society and immediately cease the use and display of any Society brand, trade mark, logo, or other similar material.

**Bylaws**

- 164 The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.