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## Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

### 1. Name of society

WELLINGTON UNDERWATER HOCKEY ASSOCIATION

### 2. Society number

272890

I certify that the alteration has been made in accordance with the rules of the society.

### Name

MARGUERITE ALEXANDRA THORNTON

### Position

SOLICITOR, HIGH COURT OF NEW ZEALAND

### Signature

*M Thornton*

### Date

12/04/2011

### 3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **Note** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

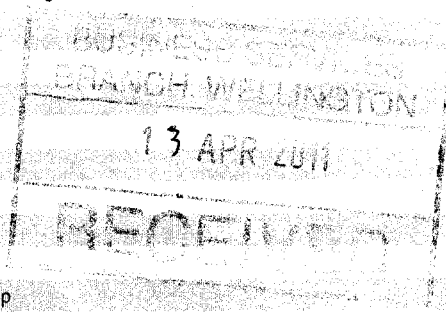
For society name changes —

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

### What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered



### 4. Your contact details

Name and postal address

ANDREW BERRY  
22 WAITOHU ROAD  
TOKAI BAY  
WELLINGTON

Telephone

(04) 5685 348

Email (optional)

*U. Berry*

The Wellington Underwater Hockey Association Constitution  
Amended 2010

1. Name

The name of the society shall be the Wellington Underwater Hockey Association (Incorporated).

2. Interpretation

In this constitution, unless the context requires –

**Association** means the Wellington Underwater Hockey Association (Incorporated).

**Casting vote** means a vote by the chairperson where there is equality of voting.

**Chairperson** means the person elected by the society as chairperson.

**Club Competition** means any event organised by the society

**Conduct Committee** means the committee formed under the bylaws that accompany the constitution that has the powers conferred on it by either the society's constitution or bylaws

**Executive** means the executive provided for by rule 12.

**Event** means all gatherings and competitions organized by or on behalf of the Association.

**Individual Subscription Fee** means a subscription fee set by the society at any meeting of the society.

**Meeting** means any annual general meeting or special general meeting of the Association.

**Member** means any member of the society as provided for by this document.

**Membership** is for the current financial year.

**Resolution** means any resolution passed at either an annual general meeting by majority of the members present and voting.

**Secretary** means the person elected by the society as secretary to the society.

**Treasurer** means the person elected by the society as the treasurer to the Association.

**Year** means the financial year running from 1 January to 31 December.


**Wellington Region** means the districts of Upper Hutt, Lower Hutt, Porirua City and Wellington City

3. Objects

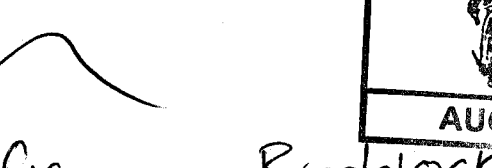
The objects of the Association are –

- a) To manage, promote and foster the sport of underwater hockey in the Wellington region and
- b) To promote and foster competition in underwater hockey, among affiliated club members of the Society
- c) To educate the community about the sport of underwater hockey and to promote the sport in the Wellington region.

This is a true and correct am  
constitution

  
ANDREW BERRY  
CLUB REP

  
Lauren Smith  
Executive

  
Gemma Braddock  
Executive





The Wellington Underwater Hockey Association Constitution  
*Amended 2010*

4. Powers

The society shall be given the widest possible powers to do all things which may be necessary in the pursuance of the association's objects as set out in clause 3, subject to the following:

- a) Any contract which, if made between private persons, must be by deed or in writing shall, when made by this society, be in writing under the common seal of this society
- b) Any contract which, if made between private persons, might be made without writing, may, when made by the society, be made without writing by any person acting on behalf of and under the express or implied authority of the society.
- c) Any regulation or bylaw which affects the societies' members may be made at any Meeting of the society including a meeting of the executive. Regulations and bylaws must be passed by a resolution of those present and eligible to vote. Regulations and bylaws should be appended to this constitution as needed for safekeeping.
- d) Any other clause of this constitution

5. Registered office

The registered office of the society shall be such place or places as the executive from time to time determine.

6. Membership

- a) Any natural person is eligible for membership so long as they have a current membership with a club that holds membership with this association and have paid the individual subscription fee set by the society for that year.
- b) Membership of the society is for the current financial year only.
- c) Any member who is elected to be a member of the executive, shall have their membership fee waived/refunded for the year that they serve on the executive
- d) No member may be affiliated to more than one affiliated club at any time
- e) Membership of the society shall be delineated into the following classes of membership:

Ordinary Membership:


Any natural person who is aged 16 years or older shall have:

- a) The right to participate in club competitions
- b) The right to hold office in accordance with the rules
- c) An equal vote and voice in all business and concerns of the society.

Junior Membership:

Any natural person who has not reached the age of 16 will have all rights conferred by ordinary membership except for:

- a) The right to vote
- b) The right to hold office

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The Wellington Underwater Hockey Association Constitution  
Amended 2010

Life membership:

Any member of the society may on recommendation of the executive be appointed a life member at the annual general meeting by resolution of those present and eligible to vote, in recognition of services rendered to the society. Life members shall have the same rights as ordinary members as long as they are a member of an affiliated club but shall not be required to pay subscriptions.

Club Membership:

Any underwater hockey club may be a member of this society as long as they have at least 15 members and the club is affiliated with the New Zealand Underwater Hockey national body.

7. Register of Members

The secretary shall keep a register of members which shall record the full names and addresses of all members, with the date on which they became a member, the category of their membership and the affiliated club they are a member of.

8. Cessation of membership

Memberships will cease in any of the following ways:

- a) by written resignation to the secretary. Such resignation will take effect at the meeting following the receipt of the resignation. The member resigning shall be liable for such subscriptions as are payable to the end of the financial year in which he or she has resigned.
- b) where any member has, in the opinion of a majority of the conduct committee, breached the bylaws of the society, (contained in Appendix A of this document), then that member may be expelled from the organisation, after the member has been given written notification of their expulsion and 14 days notice of their expulsion from the society has passed.

9. Meetings

- a) The society shall hold an annual general meeting once a year, not later than sixty days after the end of the financial year. The secretary shall give notice of such annual general meeting in writing to all members, at least 14 days prior to the meeting.
- b) A special general meeting may be called at any time on the decision of a majority of the executive or at the request of 10 members of the society (in writing stating the purpose for which the meeting is required), to the secretary. Upon receipt of the request the secretary shall convene a special general meeting giving 14 days notice to all members and specifying the intended areas of discussion,
- c) At all general meetings or meetings of the executive, the chairperson shall preside. In the event of the chairperson being unable to attend, then the members present shall elect from their number an acting chairperson for that meeting, whom shall have all the powers of the chairperson.

The Wellington Underwater Hockey Association Constitution  
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10. Voting

- a) At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is requested.
- b) Unless a poll is so requested, a declaration of the chairperson, that a resolution has on the show of hands been carried unanimously or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number of portion of votes recorded in favour of against a resolution.
- c) If a poll is so requested, it shall be taken in such a manner as the chairperson directs and the result of the poll shall be deemed to be the result of the meeting at which the poll was requested.
- d) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson at the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.

11. Quorum

At -

- a) the annual general meeting, 20 members who are eligible to vote -
  - b) a special general meeting 15 members who are eligible to vote -
  - c) an executive meeting, 6 of the members of the executive -
- shall constitute a quorum respectively,

12. Officers and the Executive

- a) Officers of the society shall consist of chairperson, treasurer, and secretary, to be elected at the annual general meeting by the members.
- b) The executive shall consist of the three officers of the society and the following portfolios, elected at the annual general meeting:
  - i. Equipment
  - ii. Schools
  - iii. Mini
  - iv. Refereeing
  - v. Coaching
  - vi. Clubs
  - vii. Competitions

At least one member of each club must either be an Officer of the Society or a holder of a portfolio

- c) In addition to the portfolios listed in 12(b), one representative of each club for each grade shall assist the clubs portfolio holder in the development and running of any club competition run by the Society. Unless another provision of this Constitution applies, these representatives assisting the clubs portfolio holder will not have voting rights at an executive meeting.

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- d) The following persons are disqualified from being an officer of the society:
- a. an individual who is an undischarged bankrupt
  - b. an individual who is under the age of 16 years
  - c. an individual who has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years
  - d. an individual 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 Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993
  - e. an individual who is disqualified from being an officer of a charitable entity by the Charities Commission
  - f. an individual who is subject to 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

13. Powers of the Executive

- a) With the exceptions of the constitutional requirements and specific resolutions passed at a meeting of the society, the management of the Incorporated Society shall be conducted by the executive
- b) The executive may exercise any power vested in the society and not required by these rules to be exercised by the society in a general or annual meeting, and may delegate any of its powers to sub-committees.
- c) The executive shall present to the annual general meeting a full report of its activities and the business done during its year of office and of any matters of interest or importance to the society which transpired during the period of said report.
- d) The treasurer shall present to the annual general meeting financial statements prepared in accordance with good accounting practice, detailing the financial dealings of the previous financial year of the society.
- e) The executive shall have power to appoint and to instruct delegates or representatives to bodies with which the society is affiliated or which have provisions for representation of the society at their meetings.

14. Control and Investment of Funds

- a) All monies received or held by or on behalf of the society may be at the discretion of the majority of the executive invested and reinvested in such securities and upon such terms as the executive shall think fit, as long as the funds invested are not required for the immediate business of the society.
- b) All cheques or withdrawals from an account of the society shall be authorised by any two of the president, secretary and treasurer with approval by the majority of the executive.
- c) Any payments made to a member of the organization, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
- d) The Treasurer shall keep the executive informed about the financial solvency of the Society

15. Absence from Executive Meetings by Executive members.

Any member of the executive who is absent without leave or prior apology from three (3) consecutive meetings of the executive shall cease, upon written notification by the remaining executive, to be a member of the executive. Participation by telephone or video conferencing shall be accounted as being present.

16. Vacancies on the Executive

The executive shall have the power to appoint any member of the society to fill any vacancy on the executive until the next annual general meeting.

17. Auditor

The accounts of the society shall be audited by an auditor to be appointed each year at the annual general meeting.

18. Pecuniary Gain

No member of the society shall receive or obtain any pecuniary gain (except in the form of salary or honoraria) from the property or operations of the society provided that this rule shall not prevent any payment under 14(c).

19. Common Seal

There shall be a common seal of the society which shall be that as appointed by the executive, who shall be responsible for the safe custody and control thereof.

The common seal shall not be fixed to a document, instrument, deed, writing, paper or other thing unless pursuant to a resolution of the executive and in the presence of the chairperson or the treasurer and any two other members of the executive who shall sign the said document, instrument, deed, writing, paper or another things as witnesses.

Each fixture of the common seal shall require a separate motion of either the executive or the society.

The Wellington Underwater Hockey Association Constitution  
*Amended 2010*

20. Alteration of rules

The constitution may only be altered only:

- a) If a motion of the proposed alteration has been sent in writing to the secretary at the registered office of the society and to members at least one calendar month before a general meeting of the Association, and has been put at that meeting and carried by a 75% majority of those present and eligible to vote.
- b) By unanimity of the total membership where the notice required under paragraph (a) of this clause has not been given.

21. Subscriptions and Levies

The annual subscription payable by members shall be that amount fixed at a general meeting of the society. Such subscriptions will be due and payable upon 21 days notice in writing by the executive.

22. Winding Up

At any Meeting of the Society any resolution to dissolve the Society must be passed by a 75% majority, a further Special General Meeting shall be held not earlier than 30 days after the initial motion was passed by the Society in order to confirm or reject such a resolution.

If the Resolution is confirmed by a 75% majority of those present and voting at the Special General Meeting then the funds shall be held on trust for another organisation that is charitable under New Zealand law and has purposes similar to that of this society.

23. Indemnity

Every member of the executive shall be indemnified out of the funds of the society to pay all costs, losses and expenses which any member of the executive may incur or become liable for by any contract entered into or act done by them as a member of the executive so long as they were discharging their duty in good faith and in accordance with the objects of the society.

24. Interpretation of the Constitution

- a) The constitution must be complied with in good faith and any prospective action that may be inconsistent with the constitution must be ratified by 75% majority of voting members at either an annual or special general meeting.
- b) Any action that fails to comply with this provision is invalid at law.



**Appendix A: Bylaws of the Wellington Underwater Hockey Association**

**1. Conduct Committees**

1.1 At each WUHA competition a Conduct Committee must be established in the name of WUHA which will have power to act and determine all alleged breaches by those under its jurisdiction of the Bylaws of the Society.

1.2 The Conduct Committee shall consist of three individuals who are either ordinary members or Life members of the Society and who are nominated by members.

1.3 The nominated candidates must be approved by a majority of voting members at a meeting of the Society.

1.4 No two individuals who sit on the committee may belong to the same Club, unless there are fewer than three affiliated clubs of the Society

1.5 One of the three individuals who comprise the committee must be appointed as Chairperson by a majority of the voting members at the meeting

**2. Conduct**

2.1 The conduct of all members of the Wellington Underwater Hockey Association (WUHA) and any of their guests shall be of a standard that will not detract from the Wellington Underwater Hockey Association's good reputation at any time they may be representing the Wellington Underwater Hockey Association. For example but not limited to training sessions, competition nights, social functions etc.

2.2 No individual participating in a Wellington Underwater Hockey Association organized event shall unduly interfere with another individual associated with either the event, or with the Wellington Underwater Hockey Association.

2.3 A player or official who unduly interferes with, or assaults, or strikes, or uses abusive, threatening, or insulting language or behavior towards another player, an official, or a member of the public, may be reported by any Wellington Underwater Hockey Association member to the Executive. Such a report must be in writing, and should be delivered within 72 hours of the circumstances in which the offence occurred (though in extenuating circumstances, reports may be accepted by decision of a majority of the Wellington Underwater Hockey Association Executive up to seven days after the event).

2.4 Upon receipt of the complaint the executive member receiving such a complaint shall notify the executive and shall forward the complaint to the Chairperson of the conduct committee.

### **3 Alleged breaches of the Bylaws**

3.1 Where the Wellington Underwater Hockey Association is notified by an individual, or for any other reason believes, that an individual under its jurisdiction may have acted in breach of the Code, it must, in a timely manner, notify:

- (i) the participant in respect of whom a breach has been alleged; and
- (ii) the relevant club(s) and
- (iii) any relevant individuals;

Of the nature of the alleged breach and must include particulars of the alleged breach

3.2 The Conduct Committee must be convened and must investigate the alleged breach of the bylaws.

3.3 The individual concerned will be suspended from any competition or league organized by the society until an investigation of the Conduct committee has been completed.

3.4 The Conduct Committee will have power to regulate its own procedure, subject to its obligation to give proper consideration to the matter before it. A Committee should generally conduct hearings with as little formality, and with as much expedition, as is permitted by the nature of the matter.

3.5 The investigation referred to in clause 3.2 must be commenced as soon as reasonably practicable after the Committee receives notification of the alleged breach under clause 2.3 or 3.1.

3.6 The Conduct Committee may impose any disciplinary measure which it thinks fit, taking into account any relevant aggravating or mitigating circumstances;

3.7 The Conduct Committee must prepare a written statement of its factual findings, decision and reasons.

3.8 The Conduct Committee must provide copies of that statement to:

- (i) the individual in respect of whom a breach has been alleged;
- (ii) the relevant clubs(s)

### **4. APPEALS**

4.1 An individual against whom a Conduct Committee has made an adverse finding pursuant to clause 3.6, may appeal against the decision, including any disciplinary measure imposed

4.2 Written notification of an appeal under 4.1 must be received by the Wellington Underwater Hockey Association within 7 days of the making of the adverse finding.

4.3 The full executive of the Wellington Underwater Hockey Association may at its discretion hear the appeal.

The Wellington Underwater Hockey Association Constitution  
*Amended 2010*

4.4 The executive will have the power to regulate its own procedure. Subject to its obligation to give proper consideration to the matter before it the Executive should generally conduct hearings with as little formality, and with as much expedition, as is permitted by the nature of the matter.

4.5 The executive of the Wellington Underwater Hockey Association may vary or negate any disciplinary measure imposed by the committee as it thinks fit.

4.6 The executive of the Wellington Underwater Hockey Association must prepare a written statement of its factual findings, decision and reasons.

4.7 The executive of the Wellington Underwater Hockey Association must provide copies of that statement to:

- (i) the participant in respect of whom a breach has been alleged;
- (ii) the relevant clubs(s)

4.8 The decision of the executive of the Wellington Underwater Hockey Association shall be final.