

The Constitution of
Auckland Underwater Hockey Incorporated

Approved 13th Sept 2016

Signed:



Name: *Emma Lesley Rae*
Position: *President*

Signed:



Name: *Shayne Andrew Blake*
Position: *Secretary*

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1.0 Name

- 1.1 The name of the Society is Auckland Underwater Hockey Incorporated ("AUH Inc.").
- 1.2 The Registered Office of AUH Inc. shall be at the place as determined by the Executive Committee.

2.0 Objects of Society

- 2.1 The Objects (purposes) of AUH Inc. are to:
 - a. Promote and organise the sport of underwater hockey in Auckland;
 - b. Coordinate from time to time the Representative Teams for the Northern Region of New Zealand, defined as the geographical area north of the Bombay Hills;
 - c. Assist members to attain the disciplines of the sport of underwater hockey;
 - d. Raise funds to achieve AUH Inc.'s objectives;
 - e. Control and discipline AUH Inc.'s members in AUH Inc. related activities;
 - f. Promote good relations with the general public;
 - g. To affiliate and / or cooperate with organisations sharing similar purposes including New Zealand Underwater Association Inc. (NZUA) and Underwater Hockey New Zealand Inc. (UWHNZ).
 - h. Do anything necessary or helpful to the above purposes.
- 2.2 Pecuniary gain is not a purpose of AUH Inc.

MEMBERSHIP OF AUH Inc.

3.0 Types of members

- 3.1 Membership may comprise different classes of membership as decided by AUH Inc.
- 3.2 Members have the rights and responsibilities set out in the Constitution.

4.0 Admission of members

- 4.1 To become a member, a person ("the Applicant") must complete an application form. Such application is to be presented to the Executive Committee for confirmation of membership.
- 4.2 The Executive Committee may interview the Applicant when it considers membership applications.
- 4.3 The Executive Committee shall have complete discretion when it decides whether or not to allow the Applicant become a member. The Executive Committee shall advise the Applicant of its decision, and that decision shall be final.
- 4.4 AUH Inc. subscription shall become payable on acceptance into AUH Inc.
- 4.5 AUH Inc. may from time to time temporarily declare the membership closed by resolution at a Society Meeting and in such event a waiting list shall be established and any future members shall be elected from the waiting list in order of rotation.

- 4.6 To be eligible to be a member, the Applicant must be normally resident within the Auckland Region.
- 4.7 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of AUH Inc. Any person may be nominated for life membership of AUH Inc. Such nomination must be made to the Executive Committee in writing, setting out the grounds for the nomination 60 days before the Annual General Meeting. The Executive Committee must then determine, in its discretion whether the nomination should be forwarded to a Society Meeting for determination by the members. Life membership of such nominee is only obtained by Special Resolution passed at a Society Meeting. A life member is deemed to be a Financial Member.

5.0 The Register of members

- 5.1 The Secretary shall keep a register of members ("the Register"), which shall contain the names, and addresses of all members, class of membership and the dates at which they became members.
- 5.2 If a member's contact details change, that member shall provide the new contact details to the Secretary.
- 5.3 AUH Inc. shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- 5.4 Members shall have reasonable access to the Register of members.

6.0 Cessation of membership

- 6.1 Any member may resign by giving written notice to the Secretary.
- 6.2 Membership may be terminated in the following way:
- a. If, for any reason whatsoever, the Executive Committee is of the view that a member is breaching the Constitution or acting in a manner inconsistent with the Objects of AUH Inc., the Executive Committee may give written notice of this to the member ("the Executive Committee's Notice"). The Executive Committee's Notice must:
 - i. Explain how the member is breaching the Constitution or acting in a manner inconsistent with the Objects of AUH Inc.;
 - ii. State what the member must do in order to remedy the situation; or state that the member must write to the Executive Committee giving reasons why the Executive Committee should not terminate the member's membership.
 - iii. State that if, within 14 days of the member receiving the Executive Committee's Notice, the Executive Committee is not satisfied, the Executive Committee may in its absolute discretion immediately terminate the member's membership.
 - iv. State that if the Executive Committee terminates the member's membership, the member may appeal to AUH Inc.

- b. Fourteen days after the member received the Executive Committee's Notice, the Executive Committee may in its absolute discretion by majority vote terminate the member's membership by giving the member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the member may appeal to AUH Inc. at the next Society Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the member's receipt of the Termination Notice.
- c. If the member gives the Member's Notice to the Secretary, the member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them ("the Member's Explanation"), and the member may require the Secretary to give the Member's Explanation to every other member within 7 days of the Secretary receiving the Member's Explanation. If the member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the member may defer his or her right to be heard until the following Society Meeting.
- d. When the member is heard at a Society Meeting, AUH Inc. may question the member and the Executive Committee members.
- e. AUH Inc. shall then by majority vote decide whether to let the termination stand, or whether to reinstate the member. AUH Inc.'s decision will be final, subject to clause 24.0.

7.0 Obligations of members

- 7.1 All members (including Executive Committee members) shall promote the Objects of AUH Inc. and shall do nothing to bring AUH Inc. into disrepute.

MANAGEMENT OF AUH Inc.

8.0 Executive Committee

- 8.1 AUH Inc. shall have a managing committee ("the Executive Committee") of Executive Committee members, comprising of three (3) Officers being the President, Secretary and Treasurer and a maximum of six (6) ordinary committee members.
- 8.2 Only Financial Members of AUH Inc. may be Executive Committee members.

9.0 Appointment of Executive Committee members

- 9.1 At a Society Meeting, the members may decide by majority vote:
 - a. Who shall be the Chair/President, Secretary, and Treasurer;
 - b. Who shall be ordinary Executive Committee members;
 - c. Whether any Executive Committee member may hold more than one position as an Officer.

- 9.2 Executive Committee members, including Officers shall be elected at the Annual General Meeting to hold office for a Term of one (1) year or until the election of their successors. All Executive Committee members are eligible for re-election each year provided that should a vote of no confidence be passed by a two-thirds majority at a Society Meeting on any Executive Committee member, including Officers, such person shall cease to hold said position for the forthcoming year.

10.0 Ineligibility

- 10.1 A person shall not be eligible for appointment, election, or to remain in office as a Executive Committee member:
- a. A person who is an employee of, or contractor to AUH Inc.
 - b. A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - c. A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
 - d. A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
 - e. A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 10.2 If any of the circumstances listed in clauses 10.1 a to 10.1 e occur to a Executive Committee member, that the Executive Committee member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Executive Committee member of any of those circumstances. If an Executive Committee member becomes or holds any position in Rule 10.1 a then upon appointment to such a position, that Executive Committee member shall be deemed to have vacated his/her office as a Executive Committee member.

11.0 Cessation of Executive Committee membership

- 11.1 Persons cease to be Executive Committee members when:
- a. They resign by giving written notice to the Executive Committee.
 - b. They are removed by majority vote of AUH Inc. at a Society Meeting.
 - c. Their Term expires.
 - d. They cease to be a member of AUH Inc.
 - e. They become ineligible to be an Executive Committee member as per clause 10.1.
- 11.2 If a person ceases to be a Executive Committee member, that person must within one month give to the Executive Committee all AUH Inc. documents and property.

12.0 Nomination of Executive Committee members

- 12.1 Nominations for members of the Executive Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Financial Members and the completed nomination delivered to the Secretary. Each nomination must show the position applied for and be signed by the nominee, the proposer and the seconder. Nominations shall close at 5pm on the 14th day before the Annual General Meeting. [See also clause 22.1] All retiring members of the Executive Committee shall be eligible for re-election.
- 12.2 Candidates for the position of Officers shall have been Financial Members of AUH Inc. for a period of not less than six (6) months
- 12.3 If the number of nominations exceed the positions to be filled then a show of hands or in cases of a request, a secret ballot shall be taken at the Annual General Meeting.
- 12.4 If insufficient nominations are received additional nominations may be called for at the Annual General Meeting.
- 12.5 If the position of any Officer becomes vacant between Annual General Meetings, the Executive Committee may appoint another Executive Committee member to fill that vacancy until the next Annual General Meeting.
- 12.6 If the position of any Executive Committee Member becomes vacant between Annual General Meetings, the Executive Committee may appoint another Financial Member to fill that vacancy until the next Annual General Meeting.
- 12.7 Any member of the Executive Committee absenting themselves from 3 consecutive meetings of the Executive Committee without apology shall forthwith cease to be a member of the Executive Committee if a two thirds majority shall so decide. A record shall be kept of the attendance of each member of the Executive Committee and incorporated in the President's Annual Report.

13.0 Role of the Executive Committee

- 13.1 Subject to the Constitution of AUH Inc., the role of the Executive Committee is to:
 - a. Administer, manage, and control AUH Inc.;
 - b. Carry out the Objects of AUH Inc., and Use Money or Other Assets to do that;
 - c. Manage AUH Inc.'s financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings;
 - d. Set accounting policies in line with generally accepted accounting practice;
 - e. Delegate any of its powers or duties to sub committees as it may resolve. The President or Secretary shall be ex-officio members of all such sub committees and shall verbally report to each meeting of the Executive Committee;
 - f. Co-opt members at any time but at no time shall the Executive Committee, including Officers, exceed nine (9);
 - g. Ensure that all members follow the Constitution;
 - h. Insure the premises and equipment of AUH Inc. as may be deemed necessary;
 - i. Decide how a person becomes a member, and how a person stops being a member;
 - j. Decide the times and dates for meetings, and set the agenda for meetings;
 - k. Decide the procedures for dealing with complaints;

- l. Set membership fees, including subscriptions and levies;
 - m. Make Bylaws;
 - n. At all times consider and evaluate any practical or useful suggestions from members for the improvement of conditions, welfare or management of AUH Inc.;
 - o. Plan towards the following: player satisfaction; the smooth running of AUH Inc.; and, continued growth of AUH Inc.
- 13.2 The Executive Committee has the authority to reimburse out of pocket expenses incurred by any member in the conduct of the affairs of AUH Inc. as a result of a direction by the Executive Committee. They may be reimbursed retrospectively, at the discretion of the Executive Committee.
- 13.3 The Executive Committee has all of the powers of AUH Inc., unless the Executive Committee's power is limited by the Constitution, or by a majority decision of members at a Society Meeting.
- 13.4 The Executive Committee may grant recognition to, or affiliate with, any persons or organisation with similar interests to AUH Inc. provided this has been approved by a two-thirds majority of members at an Annual General Meeting or a Special General Meeting called for that purpose.
- 13.5 All decisions of the Executive Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.
- 13.6 Decisions of the Executive Committee bind AUH Inc., unless the Executive Committee's power is limited by the Constitution or by a majority decision of members at a Society Meeting.

14.0 Roles of Executive Committee members

- 14.1 The Chair/President is responsible for:
- a. Ensuring that the Constitution is followed;
 - b. Convening meetings and establishing whether or not a quorum is present;
 - c. Chairing meetings, deciding who may speak and when;
 - d. Nominating an alternative Chairperson from the Executive Committee in the President's absence;
 - e. Leading the development and implementation of strategy;
 - f. Overseeing the operation of AUH Inc.;
 - g. Providing a report on the operations of AUH Inc. at each Annual General Meeting.
- 14.2 The Secretary is responsible for:
- a. Serving all Notices of AUH Inc.;
 - b. Recording the minutes of meetings, and ensuring that such record shall be open to the inspection of any member at any reasonable time;
 - c. Keeping the Register of members.
 - d. Holding AUH Inc.'s records, documents, and books except those required for the Treasurer's function;
 - e. Receiving and replying to correspondence as required by the Executive Committee, and maintaining records of all correspondence;

- f. Forwarding the annual financial statements for AUH Inc. to the Registrar of Incorporated Societies (if required by the Registrar) within one month of their approval by the members at an Annual General Meeting;
- g. Advising the Registrar of Incorporated Societies of any changes to the Constitution.

14.3 The Treasurer is responsible for:

- a. Keeping proper accounting records of AUH Inc.'s financial transactions to allow AUH Inc.'s financial position to be readily ascertained;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies;
- c. Providing a financial report at each Annual General Meeting;
- d. Providing a written statement of accounts at each Executive Committee meeting;
- e. Issuing receipts for all sources of income;
- f. Banking all monies received in an account in AUH Inc.'s name, with a trading or trustee savings bank, as the Executive Committee may determine;
- g. Presenting all accounts paid or for payment at Executive Committee meetings for approval of payment.
- h. Updating the Register of members regularly with the subscription (financial) status of individual members.

15.0 Executive Committee Meetings

- 15.1 The Executive Committee will meet at least once every two (2) months if practicable. All members will be informed of forthcoming Executive Committee Meetings if practicable.
- 15.2 Meetings may be held via video or telephone conference, or other formats as the Executive Committee may decide;
- 15.3 A **quorum** for a Executive Committee Meeting shall be three (3) and if after 30 minutes of the notified starting time, a quorum is not present then no business shall be transacted.
- 15.4 The Chair/President shall chair Executive Committee Meetings, or if the Chair/President is absent, the Executive Committee shall elect an Executive Committee member to chair that meeting;
- 15.5 Decisions of the Executive Committee shall be by majority vote;
- 15.6 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;
- 15.7 Only Executive Committee members present at a Executive Committee Meeting may vote at that Executive Committee Meeting.
- 15.8 Subject to the Constitution, the Executive Committee may regulate its own practices;
- 15.9 The Chair/President or his nominee shall adjourn the Executive Committee Meeting if necessary.

- 15.10 Adjourned Meetings: If within half an hour after the time appointed for an Executive Committee Meeting a quorum is not present the meeting, if convened upon requisition 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 AUH Inc., and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 15.11 An Executive Committee Meeting for special purposes shall be called by the Secretary on the requisition of the President or 3 committee members. Notification of such a meeting shall be circulated by the Secretary by phone or email to each member of the Executive Committee at least 24 hours prior to the meeting time.

MONEY AND OTHER ASSETS OF AUH Inc.

16.0 Use of Money and Other Assets

- 16.1 AUH Inc. may only Use Money and Other Assets if:
- a. It is for a purpose of AUH Inc.; and
 - b. It is not for the sole personal or individual benefit of any member; and
 - c. That Use has been approved by either the Executive Committee or by majority vote of AUH Inc.

17.0 Joining Fees, Subscriptions and Levies

- 17.1 The annual subscription shall be fixed or determined at the Annual General Meeting provided that any proposal to change the subscription shall be given by Notice of Motion in accordance with the terms of the Constitution. All subscriptions shall be due on the 1st January in each year.
- 17.2 If any member does not pay a subscription or levy or fee by the date set by the Executive Committee, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the membership will be terminated. After that date, the member shall (without being released from the obligation of payment of any sums due to AUH Inc.) have no membership rights and shall not be entitled to participate in any Society activity.

18.0 Additional Powers

- 18.1 AUH Inc. may:
- a. Employ people for the purposes of AUH Inc.;
 - b. Exercise any power a trustee might exercise;
 - c. Invest in any investment that a Trustee might invest in;
 - d. Borrow money and provide security for that if authorised by majority vote at any Society Meeting.

19.0 Financial Year

19.1 The financial year of AUH Inc. will run from January 1st to December 31st each year.

20.0 Assurance on the Financial Statements

20.1 AUH Inc. may appoint an accountant to review the annual financial statements of AUH Inc. (“the Reviewer”).

20.2 The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with AUH Inc.’s accounting policies.

20.3 The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Executive Committee, or an employee of AUH Inc. If AUH Inc. appoints a Reviewer who is unable to act for some reason, the Executive Committee shall appoint another Reviewer as a replacement.

20.4 The Executive Committee is responsible to provide the Reviewer with:

- a. Access to all information of which the Executive Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b. Additional information that the reviewer may request from the Executive Committee for the purpose of the review; and
- c. Reasonable access to persons within AUH Inc. from whom the reviewer determines it necessary to obtain evidence.

CONDUCT OF SOCIETY MEETINGS

21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting, but not an Executive Committee Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after AUH Inc.’s balance date. The Executive Committee shall determine when and where AUH Inc. shall meet within those dates.

21.3 The business of an Annual General Meeting shall include:

- a. Receiving any minutes of the previous Society’s Meeting(s);
- b. The Chair/President’s report on the business of AUH Inc.;
- c. The Treasurer’s report on the finances of AUH Inc., and the Annual Financial Statements;
- d. Election of Executive Committee members, including Officers;
- e. Motions to be considered;
- f. General business.

- 21.4 Full minutes shall be kept of all Society Meetings and made available upon request by members.
- 21.5 Special General Meetings may be called by the Executive Committee. The Executive Committee must call a Special General Meeting if the Secretary receives a written request signed by at least five (5) Financial Members. Such request will state the reason for the meeting and contain any Notices of Motion which are to be presented.
- 21.6 All members may attend and vote at Society Meetings.
- 21.7 No Society Meeting may be held unless at least ten (10) Financial Members attend. (This will constitute a **quorum**.)
- 21.8 All Society Meetings shall be chaired by the Chair/President. If the Chair/President is absent, AUH Inc. shall elect another Executive Committee member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 21.9 On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:
- a. Voices;
 - b. Show of hands; or
 - c. Secret ballot.
- 21.10 If any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- 21.11 When a secret ballot is required, two (2) scrutineers shall be appointed by the meeting to count votes and they shall destroy said ballot papers at the conclusion of voting. The scrutineers still retain their full voting rights.
- 21.12 If a secret ballot is held, the Chair/President will have a casting, that is, second vote.
- 21.13 A motion shall be carried by a simple majority of those members in attendance and any written proxy votes received from members and held by the Secretary.
- 21.14 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 21.15 Adjourned Meetings: If within half an hour after the time appointed for a Society Meeting a quorum is not present the meeting, if convened upon requisition 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 AUH Inc., and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Notice of Society Meetings

- 22.1 Annual General Meeting:
- a. The Secretary shall give all members at least 28 days Written Notice of the Annual General Meeting. Included in the Written Notice shall be a call for nominations for

the new Executive Committee, and asking for Notices of Motion to be presented at the Annual General Meeting.

- b. The Secretary shall give all members at least 7 days Written Notice of the business to be conducted at the Annual General Meeting, including:
 - i. A copy of the Chair/President's Report on AUH Inc.'s operations and of the Annual Financial Statements as approved by the Executive Committee,
 - ii. A list of Nominees for the Executive Committee, and information about those Nominees if it has been provided. (The Secretary must not provide members with information exceeding one side of an A4 sheet of paper per Nominee)
 - iii. Notice of any motions and the Executive Committee's recommendations about those motions.
- c. If the Secretary has sent a notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members do not receive the notice.

22.2 Special General Meeting:

- a. The Secretary shall give all members at least 7 days Written Notice of a Special General Meeting once called by the Executive Committee. The notice will contain the reason for the Special General Meeting and any Notices of Motion which will be presented.
- b. No other business will be considered at a Special General Meeting other than that for which the meeting is called.

23.0 Motions at Society Meetings

23.1 Any member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 14 days before that meeting. The member may also provide information in support of the motion ("Member's Information"). The Executive Committee may in its absolute discretion decide whether or not AUH Inc. will vote on the motion. However, if the Member's Motion is signed by at least five (5) of Financial Members:

- a. It must be voted on at a Society Meeting chosen by the member; and
- b. The Secretary must give the Member's Information to all members at least 7 days before the Society Meeting chosen by the member; or
- c. If the Secretary fails to do this, the member has the right to raise the motion at the following Society Meeting.

23.2 The Executive Committee may also decide to put forward motions for AUH Inc. to vote on ("Executive Committee Motions") which shall be suitably notified.

23.3 Motions to change the Constitution shall be governed by clause 26.0.

DISPUTE RESOLUTION

24.0 Complaints and Appeals

- 24.1 Any complaints made to the Executive Committee shall be in writing.
- 24.2 Appeals: Any member of AUH Inc. who wishes to appeal a decision of the Executive Committee regarding any sports related matter, including anti-doping disputes and disputes about selection by AUH Inc. to a Representative Team, where the member has exhausted the member's rights of appeal within the Constitution and regulations of AUH Inc., may appeal to Underwater Hockey New Zealand Incorporated (UWHNZ) in accordance with the rules of UWHNZ. Subsequent appeal options and processes are governed by the rules of UWHNZ.

METHOD OF CONTRACTING AND USE OF COMMON SEAL

25.0 Method of contracting and use of common seal

- 25.1 An obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by AUH Inc. may be signed on behalf of AUH Inc. by the President or Secretary, provided that they are acting under the express or implied authority of AUH Inc. at the time of contracting.
- 25.2 Any other obligation or contract may be entered into on behalf of AUH Inc. in writing or orally by the President or Secretary, provided that they are acting under the express or implied authority of AUH Inc. at the time of contracting.
- 25.3 The Executive Committee may provide a common seal for AUH Inc. and may from time to time replace it with a new one.
- 25.4 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Executive Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Executive Committee.

ALTERING THE CONSTITUTION

26.0 Altering the Constitution

- 26.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a Society Meeting.
- 26.2 Any proposed motion to amend or replace the Constitution shall be signed by at least five (5) members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 26.3 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of AUH Inc. This Rule 26.3 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

BYLAWS

27.0 Bylaws to govern AUH Inc.

- 27.1 The Executive Committee may from time-to-time make, alter or rescind bylaws for the general management of AUH Inc., so long as these are not contrary to the Constitution or to the provisions of law. All such bylaws shall be binding on members of AUH Inc. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

WINDING UP

28.0 Winding up

- 28.1 If AUH Inc. is wound up:
- a. AUH Inc.'s debts, costs and liabilities shall be paid;
 - b. Surplus Money and Other Assets of AUH Inc. may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions in the Incorporated Societies Act 1908; but
 - iii. No distribution may be made to any member;
 - c. The remaining surplus Money and Other Assets shall be distributed to:
 - i. Underwater Hockey New Zealand Incorporated; or if UWHNZ does not exist then New Zealand Underwater Association Inc; or if NZUA does not exist as an incorporated society, then;
 - ii. A not-for-profit organisation with similar Objects to AUH Inc.

DEFINITIONS AND MISCELLANEOUS MATTERS

29.0 Definitions

- 29.1 In this Constitution:
- a. "Financial Member" means a member of AUH Inc. who has no outstanding debt to AUH Inc. "Outstanding debt" means any debt which is overdue as determined by the Executive Committee.
 - b. "Majority vote" means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting, but shall include valid proxy votes held by the Secretary.
 - c. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by AUH Inc.
 - d. "Representative Team" means any team representing the Auckland and/or Northern Region where AUH Inc. is ultimately responsible for the selection of that team (including where AUH Inc. appoints the coaches and/or selectors of the team).
 - e. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not an Executive Committee Meeting.
 - f. "Special Resolution" means a resolution passed by two-thirds of votes cast.

- g. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- h. "Written Notice" or "Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these or similar methods.

30.0 Miscellaneous Matters

30.1 It is assumed that:

- a. Where a masculine is used, the feminine is included
- b. Where the singular is used, plural forms of the noun are also inferred
- c. Headings are a matter of reference and not a part of the Constitution.

30.2 Indemnity: AUH Inc. shall indemnify every member of the Executive Committee and other officers and employees of AUH Inc. in respect of all liability arising from the proper performance of their functions connected with AUH Inc.

30.3 Matters not covered in this Constitution shall be decided upon by the Executive Committee.