

**RULES OF**  
**F C NELSON INCORPORATED**

**28 February 2010**

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## **RULES OF F C NELSON INCORPORATED**

### **1. Name**

**1.1** The name of the Club is “F C Nelson Incorporated” (“the Club”).

### **2. Definitions**

**2.1** In these Rules and unless the context otherwise requires:

**AGM:** means the Annual General Meeting of the Club

**By Laws:** shall mean and include any By-Laws, Standing Orders and Policy Statements established from time to time by the Club

**Club:** means F C Nelson Incorporated;

**District Federation:** means the No 6 District Federation of New Zealand Football Incorporated (also known as Mainland Soccer).

**Executive:** means the Executive of the Club as constituted under Rule 7 hereof;

**FIFA:** means Federation Internationale de Football Association

**Football:** means the game also known as Association Football as governed internationally by FIFA.

**Game:** means the game of Association Football (also known as Soccer) and other variants of it as governed internationally by FIFA.

**General Meeting** means a meeting, duly convened under these Rules, of the Financial Members of the Club. General meetings may be Annual or Special.

**Laws of the Game:** means the Laws of the Game issued by the International Football Association Board (and, in the case of Futsal, by FIFA)

**Mainland Football:** is the operational name for District Federation 6.

**Member:** means a member of the club in accordance with Rule 5.

**Nelson Bays District:** means the Nelson region covered by the territorial local authorities Nelson City Council and Tasman District Council.

**NBF:** means Nelson Bays Football Incorporated.

**NZF:** means New Zealand Football Incorporated.

**Rules:** means these Rules and **Rule** means a particular Rule within these Rules

**Sub Committee:** shall mean a Committee established pursuant to Clause 7 hereof.

**SGM:** means a Special General Meeting of the Members of Nelson Bays Football.

**3. Objects -** The objects of the Club are to:

- 3.1** Encourage the playing and growth of the game in the Nelson Bays District.
- 3.2** Promote a high standard of play, training, development and performance.
- 3.3** Encourage high standards of sportsmanship and fair play, both on and off the field.
- 3.4** Participate in and/or arrange competitions within the Nelson Bays District, and participate in other competitions outside of the Nelson District.
- 3.5** Maintain a sound, financially viable and properly administered club.
- 3.6** Develop and promote policies, guidelines and codes of practice from time to time as appropriate

- 3.7 Foster cooperation with and encourage friendly relations between other clubs, NBF, referees and other officials.
- 3.8 Encourage and provide opportunities for healthy recreation and social interaction
- 3.9 Provide means for settling, and to endeavour to settle all differences that may arise between members or involving members in relation to football including in relation to due compliance with the Laws of the Game
- 3.10 To acquire by purchase, lease, hire or otherwise any real or personal property or any rights or privileges which may be considered necessary or expedient for attaining the objects of the Club or any of them or for promoting the interests of the Club or its members;
- 3.11 To conduct such social activities as the Executive may from time to time approve.
- 3.12 Do all such things that are incidental or conducive to the attainment of the above objects.

#### **4. Powers**

- 4.1 The Club shall have all powers generally exercisable by and/or available to an incorporated society under the laws of New Zealand including without limiting or foregoing all powers necessary it will desirable for the attainment of its objects.
- 4.2 In addition to its statutory powers, the Club:
- (a) may use such of its funds in payment of the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient;
  - (b) may purchase, lease, hire, or otherwise acquire, may exchange, and may sell, lease, or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
  - (c) may invest in any investment in which a trustee might invest;
  - (d) shall have power to borrow or raise money with or without security for the purpose of carrying out its objects.
- 4.3 Notwithstanding any other provision, the Club shall not expend any money:
- (a) other than to further purposes recognised by law, nor
  - (b) for the sole personal individual benefit of any member.

- 4.4 Any transactions between the Club and any member, Executive, or any other person shall be at arms length and in accordance with prevailing commercial terms on which the Club would deal with third parties not associated with the Club, and any payments made in respect of such transactions shall be limited to:
- (a) fair and reasonable reward for services performed;
  - (b) the investment of expenses properly incurred;
  - (c) the usual professional, business or trade charges;
  - (d) interest at no more than the current commercial rates.

## 5. **Membership**

- 5.1 The membership of the Club shall be open to both players and non-players on payment of the annual subscription set by the Executive.
- 5.2 One parent or caregiver of each junior player will become a financial member on payment of the appropriate subscription.
- 5.3 All financial members shall be entitled to vote and take part in debate at General meetings.
- 5.4 **Life Membership** - Life members may only be elected at the AGM. Nominations for Life Membership shall be made in writing to the Secretary not less than fourteen (14) days before the AGM. A (two-thirds) majority of those financial members present and voting thereon shall be necessary to effect such election. A Life Member shall not be liable for any payment of any annual subscription. A life member is entitled to attend the Annual General Meeting and any Special General Meetings but will have speaking rights only. Life Membership does not confer voting rights.
- 5.5 **Cancellation of membership** - If any member has not paid their subscription and any other monies due to the Club one (1) month after receiving written notice requiring payment, the Executive shall have the power to cancel the membership. Such a member will remain liable to pay the outstanding amount.
- 5.6 **Complaints** - All complaints of any nature shall be made in writing to the Secretary. The Executive shall enquire into the same at the earliest convenient opportunity.
- 5.7 **Discipline of members** - If the conduct of any member shall be reported as obnoxious or otherwise inappropriate then the Executive, on receiving a written

complaint, or may on its own initiative, consider the matter to determined whether or not and disciplinary action is justified and required.

- 5.8 If (after the member concerned has been given the opportunity to be heard) the conduct is deemed by the Executive to be contrary to these rules, or inconsistent with the character, welfare or interests of the Club, or is considered to be such as to render the member unfit to associate with members of the Club, the Executive shall have power by a majority decision of not less than two-thirds of its number present at the meeting to expel or otherwise discipline the offending member.
- 5.9 If such member shall feel aggrieved by the decision of the Executive, he or she may appeal by notice in writing to the Secretary given within 7 days of receiving notice of the Committee's decision. The Secretary shall then convene a Special General Meeting of the whole Club, at which a report shall be presented by the Committee, the member concerned heard, and the matter determined by ballot of the members present.
- 5.10 No member shall bring before a court of law any difference or dispute with the club. Any such differences or disputes shall be resolved by negotiation, mediation or arbitration as set out in the rules of NBF.
- 5.11 Resignations** - any member wishing to resign must do so in writing to the Secretary of the appropriate Committee on or before the Annual General Meeting or they will be held liable for the subscriptions for the ensuing year.

## **6. Financial**

- 6.1 The Club's current bank accounts shall be kept at the Nelson Building Society (NBS) or at such Bank as may from time to time be decided upon by the Executive.
- 6.2 The Club's financial year shall end on 31 December each year. The Executive shall cause true and correct accounts to be kept of the income and expenditure and assets and liabilities of the Club. A Statement of Accounts and Balance Sheet, in the form approved by the Committees, and duly audited shall, together with the Annual Report, be presented at the Annual General Meeting.
- 6.3 Subscriptions and fees** - The annual subscription payable by players and non-players shall be determined at the Annual General Meeting.

6.4 If the annual subscription of any player or non-player and any other monies owing to the Club is unpaid after 1 June in any year, that member shall be deemed to be not a financial member and shall not be entitled to exercise or enjoy any right, privilege or advantage of membership until all such monies shall have been paid unless the Executive find special circumstances exist.

## 7. Management

7.1 **The Executive** – the management of the affairs and business of the Club shall be vested in the Executive which shall meet at least five times annually, including the AGM. The Executive shall regulate its own procedure as it see fit.

7.2 The Executive shall consist of the President, Vice-President, Treasurer and Secretary along with up to 8 financial members of the club, and no less than 4. The quorum required for any meeting of the Executive shall be 4 members with a minimum of one person being an office bearer.

7.3 In the first 2 transitional years the Executive should be made up of a minimum 2 members from each founding club.

7.4 The Executive shall set and maintain its own procedures and protocols subject only to the rules of natural justice.

7.5 The President and Vice-President must each have served at least one year on the Executive within three years preceding his/her election to that Office.

7.6 Elections for the Executive shall be conducted and declared in the following order:- President, Vice-President, Secretary, Treasurer, and other members of the Executive. When more than the required number of candidates is nominated for any office, the election shall be by ballot, and no ballot paper shall be valid which does not record a vote for the exact number required to be elected.

7.7 The office of an officer or member of the Executive and/or Sub-committee shall be vacated if the holder:

- (a) Ceases to be a financial member of the Club; or
- (b) Resigns his office; or
- (c) Dies; or



- (d) Without being excused by the Sub-committee, absents himself from three consecutive meetings of the Sub-committee; or
  - (e) Shall be removed from office by resolution of two-thirds of the Financial Members present and voting at a Special General Meeting convened for the purpose.
- 7.8 The Executive may either summon a Special General Meeting to or may itself appoint a duly qualified Financial Member to fill any casual vacancy left on the Executive.
- 7.9 A financial report shall be tabled by the Treasurer at each meeting showing funds received, bills paid and the balance of funds in the account. A list of bills to be paid will be presented and they will be on hand for perusal. A list of any proposed expenditure and the reasons for it will be tabled at the meeting.
- 7.10 The bank account will be maintained by the Treasurer in accordance with 6.1. Any two of the following signatures are required on cheques or for any transaction involving expenditure or transfer of any funds: President, Vice-President, Secretary, Treasurer and one other Committee Member.
- 7.11 The day to day affairs of the Club** may be managed by sub-committees convened as required by the Executive. Each sub-committee must have at least 2 Executive members sitting, along with up to 4 financial members.
- 7.12 The Sub-committees may meet for the despatch of business, adjourn and otherwise regulate its meetings as it shall think fit.
- 7.13 One of the Executive Members shall preside at all meetings of the Sub-committee at which he/she is present. In the absence of both these officers, the meeting shall appoint its own Chairperson.
- 7.14 Except as otherwise required by these Rules, all questions of the Sub-Committees shall be determined by a bare majority of votes. Each member personally present shall have one vote on each question. In the case of an equality of votes, the Chairperson shall have a further or casting vote. No proxies shall be allowed.
- 7.15 At all meetings of the Sub-committees, four members personally present shall constitute a quorum.

- 7.16 Without prejudice to the general powers by these Rules conferred upon it, the Sub-committees shall have power to do all acts as laid down by the Executive at the time of convening the Sub-committee, in order that the objectives set may be accomplished.
- 7.17 Other members may attend Sub-Committee meetings but shall not be entitled to any vote and shall only speak with the permission of the Chair.
- 7.18 Every resolution of the Sub-committee which is not inconsistent with, or does not purport to repeal or alter, anything contained in the respective Rules of FIFA, NZF, Mainland Football, NBF, and this Club, or any resolution of any General Meeting of this Club, shall be binding on all members of the Club unless and until set aside by a resolution of a General Meeting of the Club.
- 7.19 Proper minutes of all meetings of Sub-Committees shall be taken. The draft minutes, together with any follow up actions required, will be send to all Sub-committee Members as soon as practicable after each meeting. They will be confirmed at the following meeting.
- 7.20 When sensitive or personal matters are to be discussed the meeting may go into committee. Only committee members may attend this part of the meeting. Matters discussed remain confidential to Committee members. Separate 'In Committee' minutes will be taken and approved at the subsequent meeting.
- 7.21 All expenditure must be approved by the Executive. Allowance may be given to the sub-committee to approve expenditure within agreed limits.

## **8. Officers of the Club**

- 8.1 The Officers of the Club shall be the President, Vice-President, the Secretary and the Treasurer.
- 8.2 The Secretary shall:
- (a) summon and attend all General Meetings and meetings of the Executive; and
  - (b) keep Minutes of the proceedings

- (c) record the attendance at meetings of the Executive (particulars of which shall be included in the Annual Report);
- (d) conduct all correspondence and
- (e) generally perform such duties and functions as shall from time to time devolve upon him under the Association Rules or these Rules and such other duties and functions as are usual to this office.

8.3 The Treasurer shall:

- (a) collect and account for all subscriptions and other monies payable to the Club;
- (b) bank the same to the credit of the Club's banking account;
- (c) disburse the monies of the Club under the authority of the Executive;
- (d) keep proper accounts of financial affairs of the Club;
- (e) submit all accounts payable by the Club for the approval of the Executive before payment;
- (f) report to each meeting of the Executive the state of the Club's finances; immediately after the close of each financial year prepare and submit to audit the Statement of Accounts and Balance Sheet for the year,
- (g) present the same to the AGM; and
- (h) All monies to be paid out by cheque must be signed by the Treasurer and countersigned by the Club Secretary.

8.4 The Auditor (who shall not be a member of the Executive) shall:

- (a) Be elected at the AGM; and
- (b) Shall examine and report on the annual Statement of Accounts and Balance Sheet.
- (c) Shall at all reasonable times have access to the Club's books and accounts; and
- (d) Shall be entitled to any information he may require relating thereto or to any matter deemed necessary or desirable for audit purposes.

## 9. General Meetings

### 9.1 AGMs

The AGM of the Club shall be held on or before the last Monday in February each year, on such day and at such place and hour as the Executive shall fix and determine.

The business of the meeting shall be:

- (a) to receive the Annual Reports, Statements of Accounts and Balance Sheets for the preceding year;
- (b) to elect and appoint office-bearers for the following year;
- (c) to consider and deal with notices of motion; and
- (d) to transact any other general business of the Club.

### 9.2 Other general meetings

(i) A Special General Meeting (at which only the business for which such meeting was convened may be dealt with) may at any time be summoned upon the order of the Committee, and shall be summoned within seven (7) days after the receipt by the Secretary of a written requisition in that behalf signed by at least ten (10) financial members and setting forth in the form of a motion or motions the object of such meeting.

(ii) If the Committee does not, within the said period of seven days, convene a Special General Meeting, the requisitionists or any of them may (subject to the provisions of these Rules as to notice) convene the same.

At least seven clear day's notice in writing of every General Meeting, specifying the place, day and hour of the meeting and the nature of the business to be considered, shall be given by the Secretary to every financial member of the Club. The accidental omission to give or the non-receipt by any such member of such notice shall not invalidate the proceedings of any General Meeting.

### 9.3 Quorum

Ten full or financial members personally present shall constitute a quorum at all General Meetings. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

### 9.4 Chair of general meetings

The President, or in his absence the Vice-President, shall preside at all General Meetings. If neither of these officers is present or willing to act, the meeting shall appoint a member of the Executive present as its Chairperson.

9.5 Adjourning general meetings

If a general meeting is adjourned for more than 28 days, then at least 14 clear days' notice shall be given specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

9.6 Voting at Meetings

At all General Meetings every member, full or financial, personally present shall have one vote on each question. In the case of an equality of votes, the Chairperson shall have a further or casting vote.

(a) Except for the contested elections of office bearers or as otherwise provided by these Rules, voting at General Meetings shall be on the voices or, if the Chairperson or any two members present and entitled to vote shall so require, by show of hands.

(b) The Chairperson's declaration as to the result of the voting and an entry (duly confirmed as hereinafter provided) to that effect in the Minutes of the proceedings shall be conclusive of the terms of any resolution of a General Meeting and of its having been passed or rejected.

(c) The Minutes of each Special General Meeting shall be provisionally confirmed at the next meeting of the Executive.

9.7 Powers in general meeting

The Members in a general meeting may, by majority of the votes of Members present and voting, exercise all powers, authorities and discretions of the Club reserved to be exercised in a general meeting or at law.

**10. Votes of Members**

10.1 One vote per Member

Each Member shall be entitled to one vote, which may be exercised in person.

10.2 No vote if subscriptions/fees unpaid

No Member shall be entitled to vote unless they have paid all annual subscriptions and additional fees presently payable to the Club.

**11. Club Colour**

11.1 The Club Colours may be decided upon by the Committees but whose decision shall be confirmed or rescinded at the next Annual General Meeting.

**12. Miscellaneous provisions**

**12.1 Matters not Provided For** - If any matter shall arise, which in the opinion of the Executive or the Committees is not provided for by or under these Rules, the same shall be determined by the Executive or the Committees in such manner as it shall deem fit, and every such determination shall be binding upon the Club and its members unless and until set aside by a resolution of a General Meeting.

**12.2 The Seal** - The Executive will keep and provide for safe custody of the Seal. The Seal shall only be used by the authority of the Executive or a duly authorised committee of the Executive.

**12.3 Affiliation** - The Club shall be affiliated to NZF and its District Federation through NBF is bound by Rules, Regulations and Bylaws of these bodies. The club may affiliate to other bodies which have objectives and rules which are not inconsistent with or in conflict with those of the Club or the other bodies named in this clause.

**12.4 Audit** - The Executive and the Sub-Committees will cause proper books and accounts to be kept. The books and accounts of the Club shall be audited each year by an auditor appointed for that purpose by the Board.

**12.5 Liability of Members** - No Member shall be under any liability in respect of any contract or other obligation made or incurred by the Club.

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

**12.7 Alteration to Rules** - These Rules may be amended at any AGM or other general meeting provided:

- (a) notice is given to Members stating the general tenor of any proposed amendment;
- (b) the meeting may amend any such proposals; and
- (c) it is agreed by a resolution of at least three-fifths majority of Members present at such meeting and entitled to vote.

No alteration to the Rules may be made which would in any way alter the nature of the Club and no alteration will be valid unless and until accepted by the Registrar of Incorporated Societies.

**12.8 Winding up** - In the event of being wound up, any surplus assets after the payment of liabilities and the expenses of the winding up shall be vested in the trustees to be appointed by a general meeting and shall be applied by the trustees at their discretion towards the attainment or to the furthering of any of the Club objects.