



COMPANIES OFFICE
SOCIETIES AND TRUSTS ONLINE



10063911668

www.societies.govt.nz | 0508 SOCIETIES | 0508 762 438

Send completed forms to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142 or processing@societies.govt.nz

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

The New Zealand Croquet Council Inc.

2. Society number

393383

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

Name

Murray Taylor

Position

Executive Director

Signature

[Signature]

218 / 16.

3. Complete this checklist before filing your application

- ☒ 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 and 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

PC# 3
29 AUG 2016

BUSINESS & REGISTRIES
BRANCH, AUCKLAND.

29 AUG 2016

RECEIVED

4. Your contact details

Name and postal address

Murray Taylor
Po Box 11259
Wellington 6142

Telephone

Email (c)

Constitution of The New Zealand Croquet Council Incorporated

Pre-amble

The New Zealand Croquet Council ("Council") is the supreme policy making body of the organisation. Its composition is defined in Clause 5. It is a non-profit making organisation.

Neither Council policies nor its Standing Orders as set from time to time in accordance with this Constitution, form part of this Constitution.

The Council co-ordinates and controls the activities of regional associations affiliated to it ("Associations"). Associations co-ordinate and control play at croquet clubs affiliated to them ("Clubs") and through them, of players in croquet clubs in New Zealand.

Affiliation is achieved by accepting this Constitution and paying levies. The Executive Director (see Clause 24) is charged with the day to day running of the organisation under the direction of the Executive (see Clauses 22 & 23).

1. Name

The name of the organisation is The New Zealand Croquet Council Incorporated, but it may also use commercially the titles "Croquet New Zealand" and "Croquet NZ".

2. Objects

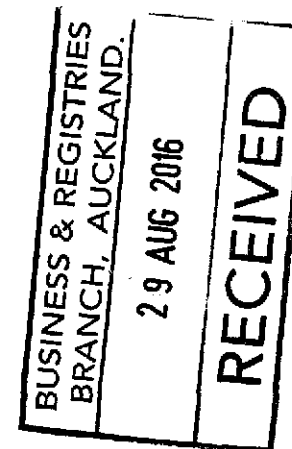
The objects of the Council shall be to:

- (i) Promote and develop throughout New Zealand the games of croquet and all variations approved by the Council (hereinafter collectively called "croquet");
- (ii) Further the mutual interests of Associations and encourage and assist the members of their Clubs to achieve their full playing potential;
- (iii) Promote and hold croquet tournaments, exhibitions and matches, to charge fees for entrance thereto if desired, and to provide official referees, handicappers and managers as necessary;
- (iv) Represent New Zealand croquet to other sports bodies, sports foundations, government, semi-government, local and other authorities, and otherwise as necessary.

3. Functions

The functions of the Council are to:

- (i) Co-ordinate all aspects of New Zealand croquet, nationally and internationally;
- (ii) Develop and implement strategic plans to promote the best interests of croquet;
- (iii) Set and from time to time vary, the laws of croquet for New Zealand, consistent with international agreements;
- (iv) Make regulations for the conduct of tournaments;
- (v) Arrange, co-ordinate and manage national and international events;
- (vi) Settle disputes between Associations reported to it, including, in consultation with affected Associations, the boundaries of Associations;
- (vii) Establish and maintain a system of handicapping and ranking for members of Clubs throughout New Zealand;
- (viii) Undertake such publications as may be deemed advisable;
- (ix) Establish and maintain a National Office with a secretariat to implement the decisions of the Council and Executive.



B. E. Bonter

B. E. Bonter



M. G. Goldfrucht

Baibne Murray

Baibne Murray

4. Powers

The powers of the Council are to administer the organisation and control its finances including the power to:

- (i) Acquire by purchase, gift or otherwise, and sell, hire out or lease out, real or personal property;
- (ii) Borrow money secured by mortgage or debentures or by way of overdraft or otherwise;
- (iii) Operate any Bank or similar accounts of use to the Council;
- (iv) Invest and deal with the monies of the Council not immediately required, upon security (whether or not authorized by law for the investments of trust funds) or without security;
- (v) Establish trust or other special funds to further the objects of the Council;
- (vi) Levy Associations;
- (vii) Approve sponsors and other supporters;
- (viii) Make grants or loans, with or without security, to Associations by special resolution of the council;
- (ix) Admit as new Members such bodies as accept and comply with the provisions of this Constitution;
- (x) Exercise all disciplinary action under Clause 19 and refer matters, disputes and other cases as appropriate to the Sports Disputes Tribunal of New Zealand to be determined in accordance with its Rules;
- (xi) Do all such other acts or things to fulfil the objectives and functions of the Council.

CNZ Constitution

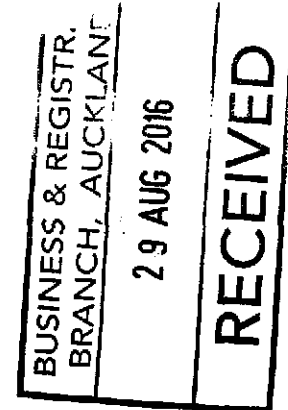
5. Membership

Membership of the Council shall consist of:

- (i) The Associations listed in the attachment to this Constitution, and such other Associations as shall subsequently be admitted to membership;
- (ii) Life Members of the Council, and
- (iii) The Members of the Executive.

6. Life Membership

- (i) Life Membership of the Council may be conferred for exceptional and outstanding service to the game of croquet;
- (ii) Nominations may be made by Associations or Members of the Executive;
- (iii) Nominations shall indicate the reasons for the nomination and must be received by the National Office not later than 30 June in any year;
- (iv) The National Office shall circulate a list of nominations to the Council by 31 July each year;
- (v) The list of nominations, indicating whether or not the nominations are supported, must be returned to the National Office by 1 September;
- (vi) Nominations supported by Associations and Life Members will be considered by the Executive. Those endorsed by the Executive will be presented to the Annual General Meeting. Election as Life Members at that meeting must be by unanimous vote;
- (vii) A Life Member shall be presented with a badge of honour, be entitled to be present, speak and vote at all meetings of the Council, shall be eligible to act as a delegate or proxy at meetings of the Council and shall be eligible for election to the Executive;
- (viii) A Life Member may exercise only one vote in the member's own right and a further vote as a delegate if that is the case but may not exercise a further vote as a member of the Executive.



7. Resignation

Any Association wishing to resign shall so advise the National Office in writing on or before the 1 June in any year to take effect from the 1 July of that year. Any Member of the Executive may resign at any time with immediate effect.

8. National Office

The location of the National Office, which shall be the Registered Office of the Council, shall be determined from time to time by the Executive.

9. Notices

Any notice required by this Constitution shall be in writing and shall be deemed to have been given if and when sent to the addressee at the addressee's last known address.

10. Chair

The President, or in the absence of the President, the longer serving Vice President present shall chair General Meetings and meetings of the Executive. If the Vice Presidents have equal service the Vice President to assume the Chair shall if necessary be decided by lot. If at any Annual or Special General Meeting neither the President nor a Vice President is available or willing to chair the meeting within 15 minutes of the appointed time for the meeting, the Members present may appoint a person present to chair the meeting.

11. Council Meetings

- (i) At every meeting of the Council, a quorum shall consist of Members who make up more than one-half of the total votes as defined in Clause 14;
- (ii) Every Delegate must be a member (see Clause 26 (iii)) of a Club. No Member of the Executive shall act as a delegate;
- (iii) Every Association shall, prior to the commencement of every General Meeting, inform the National Office of the name and address of its delegate to that meeting;
- (iv) Any Association whose delegate is unable to attend a General Meeting of the Council may appoint, in writing, a proxy to act in its stead at such a meeting. Such written appointment shall be available to the Chairman of the meeting at which it is desired that such proxy shall act. No Delegate or Life Member shall be entitled to represent more than one Association at any meeting.

12. Annual General Meetings

- (i) The Annual General Meeting of the Council shall be held in October on a date set at the previous Annual General Meeting or thereafter and at a time and place to be fixed by the Executive;
- (ii) Written notice of the date, time and place of the Annual General Meeting shall be given by the National Office to the Members of the Council, not later than 30 June each year;
- (iii) Notices of Motion and Remits may be submitted by Council Members only, and must reach the National Office at least 90 days before the date set for the Annual General Meeting;

- (iv) No resolution passed at the Annual General Meeting shall be rescinded or altered within 90 days of it being passed, except at a Special General Meeting (See Clause 13) called for the purpose and at which at least:
 - (a) two-thirds of the voting strength of the Council shall be present, and
 - (b) two-thirds of the voting strength present shall vote for such rescinding or altering;
- (v) The agenda and relevant reports for the Annual General Meeting shall be forwarded to each Member of Council, and to the Auditor and Legal Adviser at least 30 days before the date set for the Meeting;
- (vi) At the Annual General Meeting, a report of the proceedings of the Council covering the preceding year shall be presented.

13. Special General Meetings

- (i) A Special General Meeting shall be called on the direction of the Executive either on its own initiative or if at least three Associations request one. Such direction shall include a statement of the reason for the intended meeting and its purpose in the form of a motion, or motions, to be discussed;
- (ii) Within 10 days of the receipt of the Executive decision, or such request, notice shall be sent to Council Members giving the reason and purpose of such a Special General Meeting together with its date, time and place;
- (iii) Council Members may then submit to the National Office additional motions, remits or proposals consistent with the purpose of the meeting. Such additional motions, remits or proposals shall reach the National Office within 28 days of such notice;
- (iv) Within 14 days of the date by which additional motions may be received, the Executive shall consider the original motion or motions, and any subsequent submissions and shall issue an agenda to Council Members;
- (v) The Special General Meeting shall be held not less than 21 days nor more than 28 days after the sending of the Agenda to Members of Council;
- (vi) No resolution passed at such a Special General Meeting shall be rescinded or altered except at a General Meeting at which at least:
 - (a) two thirds of the voting strength of the Council shall be present, and
 - (b) two thirds of the voting strength present shall vote for such rescinding or altering.
- (vii) The New Zealand Croquet Council are empowered to make decisions via circular resolution and can conduct meeting by teleconference or videoconference should the need arise.

14. Attendances, Representation and Voting at General Meetings

- (i) Each Association shall be entitled to appoint a delegate with one vote, but when there are more than 50 members in its Clubs, such an Association shall be entitled to more than one vote. Each Association's voting strength shall increase at the rate of one vote for every additional 50 members or part thereof. Voting strength will be according to membership as at the preceding 31 March;
- (ii) Life Members and the Members of the Executive shall each be entitled to one vote at all meetings of the Council;
- (iii) The Chairman of every meeting of the Council shall have a casting vote if there is a tie after he has used his deliberative vote (but see Clause 23(v) for election of the Executive);

- (iv) With the permission of the Chairman of the meeting, observers may be present and allowed to speak, but may not vote.

15. Adjournment

- (i) If within 15 minutes from the time appointed for holding any Annual or Special General Meeting, a quorum in the terms of Clause 11 is not present, such meeting shall stand adjourned to such date, time and place as the Chairman may appoint. Notice of the date, time and place so appointed shall be given to all Council Members and the Executive Director, Auditor and Legal Adviser;
- (ii) If at such adjourned meeting a quorum is still not present, any six persons present who are entitled to vote in the terms of Clause 11 shall be a quorum and may transact the business of the meeting.

16. Minutes

- (i) Minutes shall be kept of all General Meetings of the Council and of all meetings of the Executive and of sub-committees;
- (ii) Notwithstanding that they may not have been adopted by a subsequent meeting:
 - (a) copies of the minutes of all Annual or Special Meetings of the Council shall be sent to all Council Members, and
 - (b) copies of the minutes of all meetings of the Executive shall be sent to all Council Members.

17. Regulations

- (i) The Council may from time to time make, alter or cancel regulations not inconsistent with this Constitution;
- (ii) The Executive may alter or cancel regulations affecting the management or control of tournaments, and matters not affecting the laws of croquet
- (ii) Any reference to a regulation in this Constitution shall be deemed to include a reference to a New Zealand Croquet Policy or Code
- (iv) New Zealand Croquet Schedule A, shall list all regulations, policies and codes adopted and administered by the New Zealand Croquet Council.
- (v) The New Zealand Croquet Schedule A shall be maintained current by the Executive Officer and be circulated from time to time.

18. Acceptance, Refusal and Determination of Playing Rights

- (i) Except as it appears in paragraph (ii) below, to be eligible to compete in any event under the control of the New Zealand Croquet Council, a player must be a member of a Club;
- (ii) Overseas players may be granted playing rights in New Zealand on such terms and conditions as to fees and otherwise as the Executive shall from time to time determine;
- (iii) The Executive may, in its absolute discretion, accept or reject an application for playing rights provided that any player affected by the Executive's decision shall have the right of appeal to the Sports Disputes Tribunal of New Zealand. An appeal to the Sports Tribunal of New Zealand shall be filed within 21 days of the Executive's decision and shall be heard and determined in accordance with the rules of the Sports Disputes Tribunal of New Zealand. The decision of the Sports Disputes Tribunal of New Zealand shall be final and binding.

19. Disciplinary Action

- (i) The New Zealand Croquet Council shall adopt and administer a Complaints Procedure and Disciplinary Action Policy as amended from time to time (refer to the New Zealand Croquet Schedule A).
- (ii) All allegations an offence has occurred shall be heard and determined in accordance with the New Zealand Croquet Complaints Procedure and Disciplinary Action Policy
- (iii) The Executive shall circulate from time to time the details of the provisions of the New Zealand Complaints Procedure and Disciplinary Action Policy.

20. Harassment Free Sport Policy

- (i) The New Zealand Croquet Council shall adopt and administer a Harassment Free Sport Policy as amended from time to time (refer to New Zealand Croquet Schedule A)
- (ii) All allegations that a harassment offence has occurred shall be heard and determined in accordance with the Harassment Free Sport Policy,
- (iii) The Executive shall circulate from time to time the details of the provisions of the New Zealand Croquet Harassment Free Sport Policy

21. Drugs

- (i) The New Zealand Croquet Council shall adopt and abide by the Croquet New Zealand Anti-Doping Code as amended from time to time (refer to New Zealand Croquet Schedule A);

22. The Executive

- (i) The Executive is responsible to the Council. Its Members must be members of a Club, and except with the specific approval of the Council, shall reside in New Zealand;
- (ii) The Executive of the Council shall consist of such of the following as have been elected: a President, two Vice Presidents and four elected National Councillors. At least one such elected Councillor shall be a member of a North Island Club and at least one a member of a South Island Club. The Immediate Past President shall be a member of the Executive for the year following his term of office;
- (iii) The Executive shall, subject to the provisions of this Constitution and subject to any specific directions given to it from the Council, be entitled to exercise on behalf of the Council any or all the powers and functions of the Council;
- (iv) Subject to the provisions of paragraphs (vi) and (vii) below the term of office of Members of the Executive shall be not more than two years, but they shall be eligible for re-election provided their total term in each position does not exceed four consecutive years;
- (v) The President shall be elected for a two-year term but shall be eligible to be re-elected provided he does not hold that office for more than four consecutive years. Any periods served as Acting President shall not be included in this calculation;
- (vi) Should the President or Acting President retire, resign or die the longer serving Vice-President shall become Acting President until the next Annual General Meeting. If the Vice Presidents have equal service, the Vice President to assume the role of Acting President shall if necessary be decided by lot;
- (vii) An Acting President shall be eligible for election as President (subject to the provisions of paragraph (vi) above). If the Acting President is not elected

President he may complete the outstanding balance of the Vice Presidential term and shall be eligible for re-election subject to the provision of paragraph (v) above;

- (viii) Subject to the foregoing one Vice-President and two of the elected National Councillors shall normally be elected in alternate years;
- (ix) The New Zealand Croquet Council Executive shall be indemnified from the funds of the NZCC in the respect of any liabilities, financial losses, claims, action suits, damages, charges, proceedings and costs incurred by them in the respect of any legal proceedings which may be instituted against them in connection with the performance of their authorised duties.

23. Election of the Executive

Subject to Clause 22 the Executive shall be elected at the Annual General Meeting. The procedure shall be:

- (i) On or before 30 June in each year, the National Office shall call for nominations for forthcoming vacancies on the Executive by written notice to the Secretary of each Association;
- (ii) The Secretary of each Association shall by 31 July each year forward any nominations received from Clubs or otherwise, and endorsed by the Association to the National Office;
- (iii) The form of nomination shall be prescribed by the Executive and will state for which position nomination is sought. Nominations must be signed by a proposer and seconder both members of the Association (through a Club or Clubs) and countersigned by the nominee;
- (iv) The National Office will circulate a complete list of nominations to all Council Members at least 60 days before the date set for the Annual General Meeting;
- (v) At the Annual General Meeting the Nominees receiving the greatest number of votes shall be declared elected. In the event of a tie, the Chairman shall not exercise a casting vote but the result of the Election shall be decided by lot. Those elected shall take office at the end of the meeting at which they were elected;
- (vi) The Executive may fill vacancies occurring during the ensuing year by appointment from among those eligible to serve. Such appointees shall retire at the next Annual General Meeting but subject to Clause 22 may be eligible for re-election. Time spent in such appointed positions shall not count for the purpose of Clause 22(v) unless it has been for a full year.

24. Executive Officers

- (i) An Executive Director and other staff may be appointed by the Executive on such terms and conditions as the Executive shall determine and shall be responsible to the Executive through the President;
- (ii) The Executive Director shall carry out all the functions legally required of a Secretary of an Incorporated Society and such other functions as the Executive may determine from time to time, including the preparation of such financial accounts as the Executive shall determine;
- (iii) The Executive Director shall, subject to the relevant Standing Orders, have the right to attend and speak at any meeting of the Executive and of the Council but shall not have the right to vote, unless also a Member of the Executive or Council.

25. Council Management

- (i) The affairs of the Council shall be managed by the Executive which may establish sub-committees which shall have a minimum of three Members and delegate to them such of its powers as it thinks fit. The convenor of each sub-committee shall be a Member of the Executive and shall report to the President and to each meeting of the Executive. The President shall be an ex-officio Member of each sub-committee. The Executive shall have the power of co-option to its sub-committees;
- (ii) A Management Committee shall be established as a Sub-Committee consisting of the President, the two Vice Presidents, the Immediate Past President (for one year only), and be attended by the Executive Director. The Management Committee shall submit a written report of its activities to each meeting of the Executive, which shall affirm, amend or reject its decisions;
- (iii) The Management Committee may deal with:
 - (a) routine administration and financial matters,
 - (b) negotiations with funding bodies,
 - (c) participation by New Zealand players in overseas tournaments,
 - (d) such other matters as may be referred to it from time to time by the President or by the Executive;
- (iv) At every meeting of the Executive and its sub-committees a quorum shall consist of not less than one-half in number of its Members;
- (v) The Chairman shall have a casting vote at all meetings of the Executive and its sub-committees.

26. Finance

- (i) The Council's financial year shall end on 30 June;
- (ii) The levy for each variation of croquet shall be fixed by the Council at its Annual General Meeting for the ensuing year and if not so fixed shall be the same as determined for the preceding year;
- (iii) A person playing croquet regularly on the lawns of a Club and making a contribution or contributions to the funds of a Club shall be termed a member of his Section and Club;
- (iv) The levy shall be payable by each Association in respect of each member except that a member belonging to two or more Sections of a Club, or to two or more Clubs in one or more Associations, shall pay only one levy through the Section, Club and Association of his nomination;
- (v) The Secretary of each Association shall forward to the National Office, not later than 30 April each year, the following information:
 - (a) the names of all clubs affiliated to the Association as at 31 March each year;
 - (b) the name, complete address and telephone number of the Secretary of each Club;
 - (c) the names of members of each of such Clubs as at 31 March each year;
 - (d) where separate sections of a Club exist for each type of croquet the names of members belonging to each of them;
 - (e) and any such other information as may be required from time;
 - (f) the levy, the associated names, and section, shall be sent to the National Office before:
 - (i) 30 November in each year for each Club's total membership as at 31 October in that year, and
 - (ii) 31 May in the following year, for each Club's additional membership as at 31 March in that following year;

- (vi) If the funds of the Council in any year shall be insufficient, the Associations shall, after consultation, be liable to a levy in addition to the annual levy, sufficient to cover the shortfall only, in proportion to the number of members belonging to the clubs affiliated to each Association at the previous 31 March.

27. Personal Benefit

The income and property of the Council shall be used and applied solely for the purpose of furthering the objectives of the Council. No portion of the income shall be transferred or distributed to Members other than those specifically pre-authorized by the Council for such purposes. Travel and associated expenses incurred by Members of the Council or Executive on Council business within New Zealand may be met in whole or in part from Council funds.

28. Accounts

- (i) The Executive shall cause true accounts to be kept of the sums received and expended by the Council and such other accounts as may be necessary for the efficient conduct of the Council's affairs;
- (ii) The Executive shall cause the accounts to be audited at least once in each financial year by an auditor who shall be a practising qualified Accountant appointed at the Annual General Meeting;
- (iii) There shall be laid before the Annual General Meeting a Balance Sheet, an Income and Expenditure Account and a Cash Flow Statement for the preceding financial year duly certified by the said Auditor, together with a Budget for the ensuing year;
- (iv) A copy of the Balance Sheet and Annual Accounts shall be forwarded to each Council Member at least 30 days before the date set for the Annual General Meeting;
- (v) If approved at the Annual General Meeting a copy of the Balance Sheet and Annual Accounts shall be sent to the Registrar of Incorporated Societies;
- (vi) The Auditor shall be allowed to attend and speak at meetings of the Executive and Council.

29. Validation of Acts

The accidental omission to give Notice of a meeting to, or the non receipt of a Notice of a meeting by, anyone entitled to receive such a Notice shall not invalidate the proceedings of that meeting.

30. Common Seal

The Common Seal of the Council shall be that adopted by the Executive who shall be responsible for the safe custody and control thereof. Whenever the Common Seal is to be affixed to any Deed, document, writing or other instrument it shall be affixed pursuant to a Resolution of the Executive and in the presence of two Members of the Executive thereby authorized to affix the Seal, who shall sign the document or instrument to which the Seal is so affixed. The Seal shall be produced at every Annual General Meeting.

31. Alteration of Constitution

- (i) Alterations may be made to this Constitution only at an Annual General Meeting, or at a Special General Meeting in pursuance of a motion of which written notice shall have been received by the National Office (See Clause 13);

- (ii) The decision of the Council on the interpretation of this Constitution and of any Regulations or on any matter or thing not provided for in such Constitution or Regulations, but pertaining to the Council, its objectives, property or interest shall be conclusive and binding upon all Associations, Clubs and their members, until revoked at an Annual General Meeting or a Special General Meeting of the Council called for the purpose in accordance with the current Constitution and Regulations;
- (iii) Any alteration to this Constitution shall require affirmation from at least two-thirds of the eligible votes cast by those present;
- (iv) No addition to or alteration or recession of the non-profit aims, personal benefit Clause or liquidation Clause shall be valid without the approval of the Inland Revenue Department.

32. Winding Up

On the winding up or going into recess of the Council the surplus assets, if any, shall be transferred at the discretion of the Council to a new or alternative body or bodies within New Zealand at any time provided any such body has objects similar in character to the Council's objectives.

33. Interpretation

Words importing the masculine gender shall be deemed to include the feminine and the words importing the singular shall be deemed to include the plural and vice versa.

34. Date of Operation

This Constitution shall operate and be in force from the date of its approval by the Registrar of Incorporated Societies.

New Zealand Croquet Schedule A

Harassment Free Sport Policy

Complaints Procedure and Disciplinary Action Policy

Selection Policy

Executive Reimbursement Policy

International Events Financial Support Policy

Privacy Policy

Merit Awards

Procedure for Qualifying GC Referees

Coaching Policy

Code of Conduct

Tournament Entry Policy

Update Policy

Website Policy

Replacement Balls Policy

Prizemoney Policy

Ranking Event Status Policy

Attachment to the Constitution of the New Zealand Croquet Council

The nineteen Associations affiliated to the New Zealand Croquet Council Incorporated as at 13 July 2016 are:

Auckland
Bay of Plenty
Canterbury
Counties-Manukau
Hawke's Bay
Manawatu- Wanganui
Marlborough
Nelson
Northland
Otago
Southland
South Canterbury
South Taranaki
Taranaki
Thames Valley
Waikato-King Country
Wairarapa
Wellington
West Coast