

**Constitution
of
Croquet New
Zealand
Incorporated**

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Constitution of Croquet New Zealand Incorporated.

1. NAME

- 1.1. The name of the organisation is Croquet New Zealand Incorporated but may operate as Croquet New Zealand and/or CNZ.
- 1.2. The registered office of CNZ shall be at the place as determined by the Board.

2. DEFINITIONS

- 2.1. These definitions form part of this Constitution:

Act means the Incorporated Societies Act 1908 and any successor legislation

AGM means Annual General Meeting

Appointed Board Member means a Board Member appointed under the provisions of Rule 17

Appointments Panel means the Appointments Panel as described in Rule 17

Association means a society or association incorporated under the Act which brings together as its members one or more croquet-playing Clubs from a particular region and which has become a Member of CNZ under the provisions of Rule 7

Board means the Board of Directors of CNZ

Board Member means a Member of the Board and includes both Elected Board Members and Appointed Board Members

Chief Executive means the Chief Executive Officer of CNZ

Club means a society or other entity incorporated under the Act or its successors whose predominant purpose is to organise the playing of croquet and whose members are natural persons

CNZ means Croquet New Zealand Incorporated

Constitution means this Constitution

Croquet Council means the body formed by Board Members, Life Members and delegates from Associations meeting in General Meeting

EFAA means the External Financial Assurance Agent appointed by the Members each year at the AGM

Effective Date means the date stated in a decision/remit/motion that was approved by the relevant body or, if no date is stated, the date of the decision/remit/motion

Elected Board Member means a Board Member elected under the provisions of Rule 18 of this Constitution

Financial Review is a report by a suitably qualified person on whether anything causes the Reviewer to believe that the financial information is not presented in accordance with CNZ's accounting policies

Financial Audit is a report on whether the financial statements are prepared in all material respects in accordance with the CNZ's accounting policies

General Meeting means an AGM or SGM

Life Member means those persons elected to Life Membership of CNZ in accordance with the provisions of Rule 8

Member means Board Member, Life Member or Association

Objects means the objects of CNZ as described under Rule 3

Ordinary Resolution means a resolution passed by a majority of votes cast

SGM means Special General Meeting

Special Resolution means a resolution so designated and which requires at least a two-thirds majority of the votes cast in order to be passed

Written Notice includes electronic communication such as email

3. OBJECTS

3.1. The Objects of CNZ are to:

- 3.1.1. Be the national body for croquet in New Zealand;
- 3.1.2. Promote throughout New Zealand the various games of croquet as approved by CNZ;
- 3.1.3. Determine national strategies, policies, programmes and initiatives for croquet in New Zealand particularly in, but not limited to, the areas of participation, coaching, officiating and high performance;
- 3.1.4. Promote relationships between CNZ, Associations and the Clubs to develop opportunities, programmes and facilities that encourage the participation, enjoyment and performance of croquet in New Zealand;
- 3.1.5. Establish, promote and stage international, national and other croquet competitions and events in New Zealand including determining the regulations for such competitions and events;

- 3.1.6. Provide a framework for the development of croquet;
- 3.1.7. Assist in the development and use of, and make available, the agreed rules and/or laws of croquet;
- 3.1.8. Liaise with the World Croquet Federation and other Croquet playing nations;
- 3.1.9. Represent croquet to other sports bodies, sports foundations, government, semi-government, local and other authorities, and otherwise as prudent;
- 3.1.10. Promote and manage compliance with the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and any amendments to or replacements of those Rules; and
- 3.1.11. Be a not-for-profit organisation.

4. POWERS

- 4.1. CNZ has, subject to the provisions of this Constitution, the powers to:
 - 4.1.1. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and Licences;
 - 4.1.2. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
 - 4.1.3. Sell, lease, mortgage, charge or otherwise dispose of any property of CNZ and grant such rights and privileges over such property as it considers appropriate;
 - 4.1.4. Determine, raise and receive money by subscriptions, donation, fees, levies entry or usage charges, sponsorship, government funding, community funding or otherwise;
 - 4.1.5. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of CNZ;
 - 4.1.6. Make, alter, rescind and enforce this Constitution and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of CNZ;
 - 4.1.7. Determine and implement policies, rules and regulations applicable to individual croquet players including covering their conduct and their compliance with anti-doping requirements while participating in croquet, and enforce such policies, rules and regulations by conducting investigations, hearings and, when necessary, imposing sanctions and penalties;
 - 4.1.8. Consider and settle disputes between Members;

- 4.1.9. Determine who are its Members and withdraw, suspend or terminate membership;
- 4.1.10. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- 4.1.11. Make, alter, rescind and enforce rules of competition;
- 4.1.12. Organise and control national competitions, international and other events held in New Zealand, working within the regulations of any relevant world body for croquet for international tournaments;
- 4.1.13. Select national and other representative players, squads and teams;
- 4.1.14. Assign functions to and/or enter into agreements with organisations external to CNZ;
- 4.1.15. Delegate powers of CNZ to any person, Board, committee or sub-committee;
- 4.1.16. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institution, incorporated societies, or organisations whose activities or objects are similar to those of CNZ, or with which the CNZ is authorised to amalgamate or generally for any purpose designed to benefit CNZ; and
- 4.1.17. Do any other acts or things which are incidental or conducive to the attainment of the objects of CNZ.

5. MEMBERSHIP

5.1. The Members of CNZ shall be:

- 5.1.1. The Associations,
- 5.1.2. Board Members,
- 5.1.3. Life Members of CNZ.

6. COUNCIL

6.1. Members of the Croquet Council are:

- 6.1.1. Board Members,
- 6.1.2. Life Members,
- 6.1.3. The delegates from each Association.

7. ASSOCIATIONS

7.1. Any society or association which is incorporated under the Act (or under any other legislation giving legal personality to a group of natural persons) and wishes to be a Member of CNZ under the Association category shall apply to the Board for membership of CNZ.

- 7.2. The Board shall determine the process for applications for membership under the Association category.
- 7.3. All those incorporated associations set out in schedule 1 are, upon the adoption of this Constitution, Associations for the purposes of this Constitution.
- 7.4. Associations are the link between CNZ and Clubs.
- 7.5. Associations are responsible for reporting to Clubs and receiving information from Clubs.
- 7.6. Clubs are concerned with individual people as members and ensure their members receive information and provide information to their Association to relay information to CNZ.
- 7.7. Two or more Associations may, with the agreement of no fewer than two-thirds of the Clubs involved in each Association, apply to the Board for a reorganisation of their Associations.
- 7.8. In addition to their obligations as a Member under Rule 9, each Association shall:
 - 7.8.1. Administer, promote and develop croquet in a manner that is consistent with the Objects of CNZ, this Constitution and any regulations made under it;
 - 7.8.2. Be, and maintain registration as an incorporated entity under the Act or under any other legislation giving legal personality to a group of natural persons;
 - 7.8.3. Have, as its members, Clubs and other members it considers appropriate;
 - 7.8.4. Adopt a constitution that is consistent with this Constitution;
 - 7.8.5. Act in good faith in its dealings with CNZ to contribute to the maintenance and enhancement of CNZ and its reputation and to do so for the collective and mutual benefit of the Members of CNZ;
 - 7.8.6. Operate with, and promote mutual trust and confidence with, other CNZ Members;
 - 7.8.7. On request, provide to CNZ a copy of its constitution and any proposed amendments to it.
- 7.9. The Board may, as a condition of membership of CNZ, require an Association to amend any provision of its constitution if the Board determines that the provision or provisions is/are not consistent with this Constitution or regulations, by-laws or policies of CNZ.
- 7.10. Each Association shall maintain a register of its members in the format determined by the Board.
- 7.11. Each Association shall provide a register of members and all the details contained within it to CNZ when requested.

8. LIFE MEMBER

- 8.1. Life membership of CNZ may be granted by the Members at an AGM in recognition of outstanding service by a person for the benefit of croquet in New Zealand.
- 8.2. Nominations for life membership of CNZ can be made only by an Association or Board Member.
- 8.3. A nomination under Rule 8.2 must be in writing and set out the grounds for the nomination and be received by the Chief Executive no fewer than 60 days before an AGM.
- 8.4. The Board shall determine whether nominations made under Rule 8.2 should be forwarded to the AGM for determination.
- 8.5. Nominations for Life membership forwarded by the Board for consideration at an AGM will be successful only if 90% or more of the votes cast at the AGM approve the nomination.
- 8.6. Nominees for Life Membership become Members of CNZ at the conclusion of the AGM at which they are approved and will be awarded a badge of honour.

9. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 9.1. Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of CNZ.
- 9.2. Associations must meet the requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of membership or other fees, by the date specified by the Board.
- 9.3. An Association which is not in compliance with Rule 9.2 shall lose the right to vote in General Meetings and such other benefits of membership as the Board may decide while that Association remains in non-compliance.
- 9.4. The failure by an Association to comply with Rule 9.2 does not excuse it from being bound by this Constitution.

10. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 10.1. A Member may resign by notice in writing to the Board with effect from the date provided in the notice or, if no date is referred to in the notice, the date the notice is received by CNZ.
- 10.2. Membership may be withdrawn, suspended or terminated by the Board if a Member, other than a Board Member, without reasonable excuse, fails to comply with this Constitution and any Codes of Conduct or requirements set out in regulations, by-laws, policies or procedures of CNZ provided that at least two-thirds of Board Members consent to the proposed course of action.
- 10.3. Membership may also be withdrawn, suspended or terminated by the Board if

a Member, other than a Board Member, acts in a manner which the Board by a two-thirds majority decides is harmful to CNZ or is inconsistent with the standards of behaviours expected of a Member.

10.4. A Member whose membership is withdrawn, suspended or terminated by the Board under Rules 10.2 or 10.3 may apply for the matter to be reviewed at the AGM following the decision to withdraw, suspend or terminate the membership. If the issue goes to an AGM then the decision of the Board shall stand unless overturned by an ordinary resolution passed at the AGM.

10.5. Associations regulate Clubs and Clubs regulate individuals in respect of membership.

11. MEMBERSHIP FEES

11.1. The Board shall establish:

11.1.1. Any membership or other fees (including any amendments) payable by each Association;

11.1.2. The due date for such fees; and

11.1.3. The manner for payment of such fees.

11.2. The Board may establish different levels of membership fees and other fees for different levels of affiliation and other fees for different categories of croquet players.

12. REGISTER OF MEMBERS

12.1. The Chief Executive shall, in a manner and form determined by the Board, keep and maintain a register of players who are members of Clubs.

12.2. Associations shall assist CNZ and the Chief Executive in maintaining up to date and correct records, including changes to details of the members of Clubs, by providing that information to CNZ within 30 days of the change taking place. All other Members shall provide written notice directly to CNZ of any change to their details.

12.3. CNZ, Associations and Clubs shall, in collecting personal information from individuals for the Register, comply with the Privacy Act 1993 or any successor legislation.

13. GENERAL MEETINGS

13.1. CNZ must, within five months of the end of its financial year, hold an AGM at such time, date, place and manner as the Board determines.

13.2. Any other General Meetings shall be SGMs.

13.3. The Board must give Members not less than 90 days' written notice of the time, date, place and manner of the AGM.

- 13.4. The notice under Rule 13.3 can be given by such methods as the Board may determine.
- 13.5. Any proposed motions, remits and/or recommendations, including alterations to this Constitution, as well as any other items of business for the AGM must be received in writing by the Chief Executive no later than 60 days before the date set for the AGM.
- 13.6. Each Association will advise the Chief Executive of the details of each Association's delegate to the AGM no later than 60 days before the date set for the AGM.
- 13.7. An Association may negotiate with the Chief Executive any change of delegate leading up to the AGM.
- 13.8. The Chief Executive will provide all Members with the documents and papers, including an agenda, relevant to the AGM not less than 30 days before the date of the AGM.
- 13.9. Only items of business listed on the AGM agenda that is sent to Members by the Chief Executive can be voted on at the AGM. Items of business not listed on the AGM agenda may not be voted on but may be discussed provided at least 75% of those present and eligible to vote agree.
- 13.10. The agenda for the AGM will include at least the following items of business:
 - 13.10.1. Receiving and approving the minutes of the previous year's AGM;
 - 13.10.2. Receiving and approving the Board's annual performance statement;
 - 13.10.3. Receiving and approving the Chief Executive's annual operational report;
 - 13.10.4. Receiving and approving the annual financial statements, including the statement by the External Financial Assurance Agent (EFAA), for year just passed;
 - 13.10.5. The appointment of an EFAA for following year;
 - 13.10.6. Confirming any change to player levies for the following year;
 - 13.10.7. The election of Board Members;
 - 13.10.8. The election of the AGM-elected member of the Appointments Panel, if applicable;
 - 13.10.9. The election of Life Members, if applicable;
 - 13.10.10. Motions and Remits; and
 - 13.10.11. General Business
- 13.11. The Chief Executive must call an SGM of Members:
 - 13.11.1. Upon the Board resolving by a two-thirds majority to call an SGM;or

- 13.11.2. On receipt of a written request from at least 25% of the Associations which states the purpose for which the SGM is requested and also includes all papers that are relevant to the discussion on the matter at the SGM.
- 13.12. The Chief Executive shall, within 14 days of the Board resolution or written request from the Associations, give Members not less than 30 days and no more than 90 days' notice in writing of the date, time, place, manner and subject of the SGM, including the motions to be moved and discussed at the SGM.
- 13.13. The only business that can be discussed at a SGM is the business specified in the notice or agenda for the meeting subject to any minor clarifying or amending motions that are consistent with the broad thrust of the original motion, i.e. no business is to be transacted at the SGM that was not within the terms of the written notice or agenda calling the SGM or reasonably implied by it.
- 13.14. The Board may reduce the period for giving notice to Members for an SGM to a minimum of 14 days where the Board unanimously resolves that the nature of the business proposed to be dealt with at the SGM is of such urgency and importance that a shorter period of notice is warranted.
- 13.15. Full minutes shall be kept of all General Meetings and disseminated by the Chief Executive to the Members within a reasonable period of time after the conclusion of the meeting.
- 13.16. Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members or any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that a motion to proceed is agreed to by a two-thirds majority of the votes cast with no more than 25% of the Associations which vote objecting to proceeding.
- 13.17. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. A quorum for General Meetings is not less than 50% of the Associations.
- 13.18. If a quorum is not present within thirty minutes after the time appointed for the commencement of the General Meeting, the General Meeting will be adjourned for at least fourteen days, after which the Board may resolve to require the Chief Executive to give Members 14 days' written notice of a time, place, date and manner (including a virtual meeting) for the adjourned General Meeting to be re-convened.
- 13.19. The quorum for a re-convened General Meeting shall be not less than 25% of the Associations.
- 13.20. The Chair of CNZ Board shall Chair General Meetings.

- 13.21. If the Chair of the CNZ Board is unavailable to chair a General meeting, another Board Member shall chair the General Meeting but should both of those people be absent, the Members present shall elect a person to be the Chair of the General Meeting.
- 13.22. The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution.
- 13.22.1. A single delegate from each Association exercising the voting strength of that Association;
 - 13.22.2. Board Members having one vote each, and
 - 13.22.3. Life Members having one vote each.
- 13.23. Associations have the voting strength of one vote for every 50 members of their affiliated clubs - measured at the time of the levy determination immediately preceding the General Meeting - as follows:
- 13.23.1. 1 to 50 club members = 1 vote
 - 13.23.2. 51 to 100 club members = 2 votes
 - 13.23.3. 101 to 150 club members = 3 votes
 - 13.23.4. And so forth.
- 13.24. Associations may not split their votes. They must cast their voting entitlement in a single block.
- 13.25. Voting shall be conducted by voices or by a show of hands as determined by the Chair of the meeting unless a secret ballot is called for and approved by ordinary resolution.
- 13.26. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- 13.27. In any election to fill vacant Elected Board Member positions, the nominees with the highest number of votes in their favour will be elected.
- 13.28. Unless a Special Resolution is required by this Constitution, an Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution.
- 13.29. An Association whose delegate is unable to attend a General Meeting may appoint a proxy to exercise the votes of that Association at the General Meeting provided that the instrument appointing the proxy is in writing, including electronic and digital messages, and provided in advance to the Chair of the General Meeting and is recorded in the minutes.
- 13.30. A proxy appointed under Rule 13.29 must vote in accordance with the instructions provided in the instrument appointing them.
- 13.31. An Association's delegate to a General Meeting may not act as proxy for more than one other Association.
- 13.32. Board Members and Life Members may not hold proxies.

13.33. To protect the integrity of AGM election results, no motions may be considered at any SGM which seek to rescind, reject or overturn the results of any contested elections to the Board or as the elected AP member.

13.34. To protect the integrity of AGM decisions, no motion that was the subject of consideration at an AGM may be the subject of a request to the Chief Executive asking for an SGM until at least six months after the AGM at which it was considered.

14. BOARD OF CNZ

14.1. The governance of CNZ shall be vested in the Board, which may exercise all the powers of CNZ and do all things which are not expressly required to be undertaken by CNZ at a General Meeting.

14.2. The Board shall comprise:

14.2.1. Four persons elected by the AGM - Elected Board Members - who must be members of Clubs; and

14.2.2. Three persons appointed as Appointed Board Members.

14.3. The following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

14.3.1. A person who is an employee of, or contractor to, CNZ.

14.3.2. A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled under any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.

14.3.3. A person who has been convicted of any offence punishable by a term of imprisonment of two 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 or they are entitled to the protection against disclosure afforded them by the Clean Slate scheme.

14.3.4. A person who is prohibited from being a director or promoter or being subject to concern about taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005 or any successor legislation.

14.3.5. A person who is subject to a property order that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

14.4. If any of the circumstances listed in Rule 14.3.1 to 14.3.5 occur in respect of a sitting Board Member, that Board Member shall be deemed to have vacated their office as soon as the Board becomes aware of the circumstance.

14.5. The term of office for all Board Members shall be two years, expiring on conclusion of the relevant AGM for an Elected Board Member and at the end of the two-year term for an Appointed Board Member. A Board Member may be

elected or appointed to the Board for a maximum of three consecutive terms of office.

- 14.6. There must be at least one Board Member, whether elected or appointed, from each of the South and North Islands.
- 14.7. In the event there is a vacancy on the Board of an Elected Board Member, the remaining Board Members may second a person of their choice to fill the vacancy on the Board until the next AGM with such period of secondment not counting as either an appointment or an election for the purposes of limits set out Rule 14.5. An appointed Board Member will be replaced by the Appointments Panel as described in Rule 17.
- 14.8. The Members may, by Special Resolution at an SGM called for the purpose, remove a Board Member before the expiry of the Board Member's term of office if the Members consider the Board Member has committed a serious and substantial breach of the duties set out in Rule 15.
- 14.9. Before voting on a Special Resolution to remove a Board Member in a SGM called for this purpose, the Board Member who is the subject of the proposed Special Resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and /or verbally to Members about the proposed Special Resolution.
- 14.10. The Board may, with the approval of a motion by no less than two-thirds of the Board, remove a Board Member from the Board, before the expiry of the Board Member's term of office, if the Board considers the Board Member concerned has committed a serious and substantial breach of the duties as set out in Rule 15 or of the provisions of a Code of Conduct adopted by the Board such that immediate removal is appropriate.
- 14.11. Before the Board determines a motion of the type set out in Rule 14.10 the following procedures shall apply:
 - 14.11.1. The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office and be given written notice of those grounds; and
 - 14.11.2. The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

15. DUTIES AND POWERS OF THE BOARD

- 15.1. The duties of each Board Member are to:
 - 15.1.1. Attend Board meetings and General Meetings of CNZ;
 - 15.1.2. Provide good governance for CNZ;

- 15.1.3. Exercise the powers of the Board for proper purpose;
 - 15.1.4. Regularly monitor and review the performance of CNZ;
 - 15.1.5. Act in good faith and the best interests of CNZ at all times;
 - 15.1.6. Act, and ensure CNZ acts, in accordance with this Constitution;
 - 15.1.7. Formulate such by-laws, regulations, policies and procedures as are appropriate for the good governance of CNZ;
 - 15.1.8. Where appropriate, engage in activities to promote, market, represent and fundraise for CNZ;
 - 15.1.9. Sanction CNZ competitions and events;
 - 15.1.10. Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the existence of such an interest;
 - 15.1.11. Take such other steps as determined by the Board in respect of any interest specified in Rule 15.1.10 which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
 - 15.1.12. Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - 15.1.12.1. As agreed by the Board for the purposes of CNZ;
 - 15.1.12.2. As required by law, or
 - 15.1.12.3. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993 or successor provisions.
 - 15.1.13. Do such other things within these Rules as the Board agrees to promote the Objects of CNZ.
- 15.2. The Board shall have the power to:
- 15.2.1. Appoint the Chief Executive;
 - 15.2.2. Define delegations of authority from the Board to the Chief Executive;
 - 15.2.3. Adopt and review the strategic plan for CNZ;
 - 15.2.4. Adopt and review the annual plan and budget for CNZ;
 - 15.2.5. Determine applications by Associations wishing to be Members of CNZ and whether to support nominations as Life Members;
 - 15.2.6. Hold national meetings and forums for the Members, including General Meetings;
 - 15.2.7. Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
 - 15.2.8. Subject to this Constitution, fill vacancies on the Board, and any

- commissions, committees or other groups which are established by it;
- 15.2.9. Control expenditure and raise funds to fulfil the Objects of CNZ;
- 15.2.10. Open and operate in the name of CNZ such bank accounts as deemed necessary;
- 15.2.11. Make, repeal or amend any regulation, policies and procedures as it thinks appropriate, provided that such policies and procedures are consistent with this Constitution;
- 15.2.12. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- 15.2.13. Establish such corporate and other entities to carry on and conduct all or any part of the affairs of CNZ;
- 15.2.14. Resolve and determine any disputes or matter not provided for in the Constitution;
- 15.2.15. Do all other acts and things which are within the Powers and Objects of CNZ and which the Board considers are appropriate.

16. BOARD MEETINGS AND PROCEDURE

- 16.1. Except to the extent specified in the Constitution, the Board shall regulate its own procedure.
- 16.2. The Chief Executive shall, within seven days of the conclusion of each AGM, give all Board Members not less than 14 days' notice in writing of a date, time, and place for a meeting of the Board, at which meeting the Board will elect one of the Board Members as chair of the Board.
- 16.3. The role of a Chair is to chair meetings of the Board and General Meetings and to represent the Board at functions and events where appropriate. In the event of the unavailability of a Chair for any reason, then another Board Member appointed by the Board shall undertake the Chair's role during the period of unavailability.
- 16.4. The Board will meet at regular intervals as it deems necessary so that it is able to provide effective governance for CNZ.
- 16.5. The Chief Executive will give all Board Members at least seven days' written notice of the date, time and place of, and business to be transacted at, every Board meeting.
- 16.6. Two or more Board Members may, by giving the Chief Executive written notice, require the Chief Executive to schedule a Board meeting within fourteen days of the date of the notice.
- 16.7. The quorum for Board meetings is 50% of the Board Members.
- 16.8. Each Board Member has a single vote.
- 16.9. The Chair does not have a casting vote and any tied votes will be resolved by maintaining the status quo ante.

- 16.10. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 16.11. A resolution in writing, signed or consented to, by email, or other forms of visible electronic communication unanimously agreed to by the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form, each signed by one or more Members of the Board.
- 16.12. Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present provided that effective participation in the meeting is facilitated via telephone, through video conferencing facilities or by other means of electronic communication and that all Board Members are able to hear each other effectively and simultaneously.
- 16.13. The Chair may be changed at any time by a resolution passed by two-thirds of the Board Members.
- 16.14. After each AGM, the Board will, as soon as is reasonably practicable, but in any event no later than 90 days after the AGM, review the Code of Conduct for Board members.
- 16.15. The Code of Conduct must include a fair mechanism for Board Members to cease being Board Members in the event of a well-defined, serious and substantial breach of the Code.
- 16.16. For the avoidance of any doubt, the rules of natural justice shall apply to any proceedings taken against any Board Member under the Code of Conduct.
- 16.17. The Chief Executive will act as secretary to the Board and have speaking rights at Board meetings but not a deliberative vote.
- 16.18. The Chief Executive will ensure written minutes of Board meetings are made available to all Members save that the Board may resolve to restrict the dissemination of any part of the minutes where such restriction is reasonably necessary for the Board to:
- 16.18.1. Honour any duty of confidence it owes to another person;
 - 16.18.2. Protect commercially sensitive information;
 - 16.18.3. Comply with any other legal obligation.
- 16.19. The Board may, by majority vote, pay an honorarium and/or reimburse its Board Members for the actual and reasonable expenses incurred in the conduct of CNZ business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of honoraria.

17. APPOINTMENTS PANEL AND APPOINTMENT OF BOARD MEMBERS

- 17.1. To facilitate appointments being made to the Board, an Appointments Panel

(AP) is established by this Constitution.

- 17.2. The AP will have three members.
- 17.3. The chair of the Board is automatically a member of the AP unless the Chair is seeking re-appointment as a Board Member, in which case another Board Member shall replace the Chair on the AP until such time as the relevant appointment process is completed.
- 17.4. The Board will appoint an independent member of the AP for a two-year term and that person shall be eligible for re-appointment.
- 17.5. The Board must be unanimously agreed on its appointed member of the AP and that person may not be a current Board Member.
- 17.6. The third member of the AP will be elected by the Associations at the AGM for a single term of two years.
- 17.7. The elected AP member can be removed by Special Resolution of the Members in a General Meeting.
- 17.8. The members of the AP will elect a convenor from among their number whose job is to manage the AP appointments process.
- 17.9. The purpose of the AP is to source suitable candidates for appointment to the Board.
- 17.10. The AP need not wait for a vacancy to occur but is free to develop a pool of potentially suitable candidates.
- 17.11. In sourcing suitable candidates, the AP must have regard to any requirements for skills, knowledge, residential location and/or experience notified to the AP by the Board but otherwise the AP must act at arms' length and independently from the Board.
- 17.12. A candidate's suitability will be determined by the AP making an assessment of a candidate's ability to help CNZ attain its objects and assist the Board providing effective governance.
- 17.13. The AP must be unanimous in its decisions recommending suitable people for appointment to the Board.
- 17.14. The Board must accept the AP's recommendation unless all Board Members who are not on the appointments panel unanimously veto the recommendation.
- 17.15. No person will be eligible to be a member of the AP, or to remain on the AP, if any of the circumstances listed in Rule 14.3 applies to that person, as if every reference to a Board Member in that Rule is applicable to a member of the AP.
- 17.16. The AP shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 17.17. The quorum for a meeting of the AP is all three of its members.
- 17.18. All information received by the AP, and its deliberations, shall be kept

confidential except to the extent required by law.

- 17.19. A member of the AP must disclose to the convenor any conflict of interest that might arise in the course of the AP's deliberations and the convenor will determine the best course of action to manage that conflict of interest.
- 17.20. If the convenor has a potential conflict of interest, the convenor shall notify the Board, which will determine the best course of action to manage that conflict of interest.
- 17.21. Any vacancy that arises in the membership of the Board Appointments Panel may be filled by the Board as and when required provided that, in the case of the elected AP member, any replacement is appointed only until the next AGM.
- 17.22. The Board may remove its appointed member to the AP if the Board considers that:
 - 17.22.1. The appointed member has a conflict of interest which has not been satisfactorily resolved;
 - 17.22.2. There are circumstances which may give rise to a question of actual or apparent bias in the AP's composition and/or process; or
 - 17.22.3. Any of the circumstances listed in the Rules 14.3 are applicable.
- 17.23. Before removing the member from the AP, the Board must notify the member of its proposal to remove them and give the member and the other members of the AP the opportunity to make submissions on the proposed removal.

18. ELECTION OF BOARD MEMBERS.

- 18.1. Not less than 90 days before the date of each AGM, the Chief Executive will call for nominations for any Elected Board Member vacancies on the Board by giving written notice to the Secretary of each Association.
- 18.2. The Secretary of each Association will, not less than 60 days before the date of the AGM, forward to the Chief Executive any nominations received from Clubs or otherwise, and endorsed by the Association.
- 18.3. Nominations must be signed by a proposer and seconder both of whom must be members of a Club which is a member of the nominating Association and countersigned by the nominee.
- 18.4. The Chief Executive will circulate a complete list of nominations to all Members not less than 30 days before the date set for the Annual General Meeting.
- 18.5. At the AGM the nominees receiving the greatest number of votes shall be declared elected. In the event of a tie, the Chairperson 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 meetings at which they were elected.

19. CHIEF EXECUTIVE

- 19.1. There shall be a Chief Executive of CNZ who shall be employed for such term and on such conditions as the Board may determine.
- 19.2. The Chief Executive is responsible for the day-to-day management and operational requirements of CNZ, including employing staff and contractors.
- 19.3. The Chief Executive cannot also be a Member nor a delegate of a Member while employed as Chief Executive.
- 19.4. The Chief Executive is responsible for ensuring:
 - 19.4.1. Secretarial services are provided to the Board, including, but not limited to, preparing all Board papers and the taking and promulgation to Members of Board minutes.
 - 19.4.2. Keeping and maintaining in a tidy and good order all of CNZ's official business documents and records, whether in hard copy or soft copy providing that official business documents and records of CNZ do not include draft and working documents and records but do include all information that provides an accurate and comprehensive record of the business and activities of CNZ.
 - 19.4.3. CNZ's official business documents and records are only disposed of where the Chief Executive has provided the Board with a written certificate of disposal, which certificate details the records intended to be disposed of, and which certificate the Board endorses agreeing to the disposal.
 - 19.4.4. All relevant persons are advised of the registered office of CNZ.
- 19.5. As an alternative to disposal of CNZ's official business documents and records, the Chief Executive should consider whether such documents and records may be provided to an historical archive or a library or similar.
- 19.6. The Chief Executive attends Board meetings and is expected to make a contribution to the proceedings by advising and guiding the Board on matters within the Chief Executive's purview, however, the Chief Executive does not have a deliberative vote.
- 19.7. The Chief Executive may establish operational committees for the efficient and effective management of CNZ and will report regularly to the Board on the work of such committees.
- 19.8. The Board may request the Chief Executive to establish such other committees to assist CNZ achieve its strategic objects and to fulfil the policy objectives as determined by the Board and such Committees will report regularly to the Chief Executive.
- 19.9. Nothing in this Constitution prevents a Board Member from undertaking day-to-day or operational work for CNZ, including being a member of a committee

established by the Chief Executive, providing this is at the request of and under the direction of the Chief Executive.

20. FINANCES AND FINANCIAL ASSURANCE

- 20.1. The Chief Executive is responsible for the day-to-day management of CNZ's finances and for maintaining proper financial records required by law and generally accepted accounting practices.
- 20.2. The Chief Executive is responsible for preparing CNZ's financial statements for the AGM in accordance with generally accepted accounting standards.
- 20.3. The Board provides financial oversight of CNZ and must establish a sub-committee of the Board dealing with matters such as finance, audit and risk.
- 20.4. The Chief Executive shall provide the Board and its sub-committee established under Rule 20.3 with whatever financial information they require for their financial oversight of CNZ.
- 20.5. The AGM will, each year, appoint a person external to CNZ and suitably qualified in finance and accounting to review the annual financial statements of CNZ and to act as an external financial assurance agent (EFAA).
- 20.6. The EFAA will examine CNZ's financial statements and provide a written report to the AGM expressing an opinion about the statements and CNZ's accounting policies and practices.
- 20.7. If the EFAA appointed by the AGM is unable to complete their task, the Board will select a replacement.
- 20.8. The Chief Executive shall provide the EFAA with access to all relevant CNZ information requested by the EFAA.
- 20.9. All Members must, as a condition of their membership, cooperate with the EFAA in respect of all of the EFAA's requests.
- 20.10. If at least 25% of the Associations attending the AGM where the financial statements are presented determine that the statements are to be audited, the Chief Executive will ensure that the audit is undertaken and the outcome reported back to the Members within 120 days of the AGM.

21. COMMON SEAL

- 21.1. The common seal of CNZ shall be kept in the control of the Board in the office of the Chief Executive. It may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signature of at least one Board Member.

22. ALTERATION OF RULES

- 22.1. The Constitution may only be altered, added to or rescinded by Special

Resolution passed at a General Meeting in accordance with the procedural requirements relating to Special Resolutions and General Meetings as set out in this Constitution.

22.2. No alteration, addition to or revision of this Constitution shall be approved if it affects the not for profit object, personal benefit prohibition or the winding-up rules of CNZ.

22.3. The prohibition in Rule 22.2 must not be amended or changed without CNZ first obtaining legal advice and the advice and approval of Inland Revenue.

23. APPLICATION OF INCOME

23.1. The income and property of the organisation shall be applied solely towards the promotion of the Objects of CNZ.

23.2. Except as provided in this Constitution:

23.2.1. No portion of the income or property of CNZ shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member; and

23.2.2. No remuneration or other benefit in money or money's worth shall be paid, or given by the organisation to any Member except under Rule 16.19.

23.3. Any payments made to a Member, or person associated with a Member, must be for goods or services that advance the purpose of CNZ, and must be reasonable relative to payments that would be made between unrelated parties.

24. LIABILITY AND LIQUIDATION

24.1. CNZ shall indemnify every member of the Board, the Chief Executive and other officers and employees of CNZ in respect of all liability arising from the proper performance of their functions connected with CNZ.

24.2. On the winding up or going into recess or liquidation of CNZ, any surplus assets shall be transferred at the discretion of the out-going Board to a new alternative body or bodies within New Zealand provided such a body or bodies have Objects similar in character to CNZ's Objects.

25. PLAYERS

25.1. A person usually domiciled in New Zealand will be accepted to play in an event under the control of CNZ only if they are a current financial member or life member of a Club that is a member of an Association.

25.2. A person who is not usually domiciled in New Zealand may be granted playing rights in New Zealand for events under the control of CNZ on such terms and conditions as to fees and otherwise from time to time as decided by the Board.

- 25.3. The Board has the ultimate authority and absolute discretion to determine whether any person has playing rights in New Zealand.
- 25.4. An appeal against a Board determination of the person's playing rights is permitted to the Sports Disputes Tribunal of NZ ('Tribunal') or any successor body.
- 25.5. The appeal must be made in writing within 21 days of the decision being appealed and the Chief Executive must be notified of that appeal and the grounds on which it is based.
- 25.6. The appeal will be heard and determined in accordance with the rules and processes of the Tribunal.
- 25.7. The decision of the Tribunal shall be final and binding with respect to the merits of the substantive matter and reviewable only on an error of law.
- 25.8. All persons competing in events under CNZ control, as well as all persons managing, working, officiating or volunteering at such events, are bound by CNZ's Player and Participant Code of Conduct as developed by the Chief Executive and approved by the Board.
- 25.9. Complaints about persons in relation to croquet events not under CNZ control are out of the jurisdiction of CNZ and are expected to be handled by the Clubs or their Associations. However, CNZ may entertain a complaint against an Association where the complaint is about an Association's complaint-handling processes.

26. DRUG FREE SPORT

- 26.1. CNZ adopts the Sports Anti-Doping Rules ("SADR") made by Drug Free Sport New Zealand pursuant to the Sports Anti-Doping Act 2006, and any amendments to or replacements of those Rules, as its Anti-Doping Policy.
- 26.2. CNZ agrees to be bound by the SADR and any amendments to or replacements of those Rules. All Members are also bound to the SADR through their membership of CNZ.

27. NOTICES

- 27.1. Any notices required by various provisions of this constitution shall be deemed to have been given if and when sent in soft copy/digitally/electronically to a person's last known email address or, if CNZ has no email address for the person, in hard copy to their last known postal address.
- 27.2. The claim by a person of the non-receipt of any notice required to be given by the various provisions of this Constitution does not invalidate the giving of that notice where the sender has written proof that the notice was given. The risk of a transmission failure is with the recipient unless at least two other intended recipients also did not receive the notice.

28. TRANSITIONAL ARRANGEMENTS

- 28.1. This Constitution shall take effect once it is registered with the Incorporated Societies Registrar, which shall be done as soon as practical after the AGM where it is ratified.
- 28.2. Executive members, the President and Vice Presidents who were elected under the repealed former Constitution to terms extending beyond the Effective Date shall become Elected Board Members, with terms for the period to which they were previously elected and such number of Elected Board Members may temporarily exceed four during the transition to the new Board.
- 28.3. During the transition, appointments to the Board of Appointed Board Members will be made from time to time as Elected Board Members retire, until the number of Elected Board Members is reduced to four and the number of appointed Board Members is built up to three.
- 28.4. The Board shall, at the first meeting following the registration of this Constitution with the Registrar, elect a Chair for the following twelve months or until the next AGM, whichever is earlier.