

CROQUET NEW ZEALAND INCORPORATED

CONSTITUTION

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1. **Details of Croquet New Zealand Incorporated**

- 1.1 Name: The name of the society is Croquet New Zealand Incorporated (CNZ).
- 1.2 Status: CNZ is the governing body in New Zealand for the sport of Croquet in all its forms and is recognised as such by the World Croquet Federation of which CNZ is a full member.
- 1.3 Registered Office: The registered office of CNZ is at the place in New Zealand as the Board may from time to time determine.
- 1.4 Contact Person: The person who holds office as Chief Executive of CNZ whether in a permanent or acting capacity shall be the Contact Person required by the Act. The Board may at its discretion appoint up to two additional Contact Persons under the Act subject to those persons being at least 18 years of age and ordinarily resident in New Zealand and otherwise meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in any Contact Person or that person's Contact Details.

2. **Purpose, Capacity and Powers**

- 2.1 Purpose: The purposes of CNZ are:
 - (a) To be the National Sports Organisation in New Zealand for the sport of Croquet;
 - (b) To advance, promote, develop, foster and administer Croquet as an amateur sport for the health, well-being, benefit and recreation of people in New Zealand;
 - (c) To consider and adjudicate, if required, matters arising out of the playing, control, organisation, or administration of Croquet in New Zealand;
 - (d) To work collaboratively and co-operatively with the Member Associations of CNZ and with the Member Clubs of such Member Associations;
 - (e) To support and facilitate Member Associations and Member Clubs to encourage both recreational and competitive participation in Croquet for the benefit of the public of New Zealand;
 - (f) To represent Croquet nationally to Sport New Zealand and to other national or regional organisations and associations involved in the administration or control of sport or sporting events in New Zealand;
 - (g) To represent Croquet in New Zealand internationally through membership of the World Croquet Federation and through relationships with other national, regional and international governing bodies and associations beyond New Zealand involved in the promotion, development, administration or control of sports generally or Croquet and Croquet events in particular;
 - (h) To promote relationships between CNZ, Member Associations, and Member Clubs for the benefit and advancement of Croquet generally;

- (i) To develop national strategies, policies, programmes, and initiatives for promoting and advancing the playing of Croquet in New Zealand;
- (j) To develop relationships with schools and educational organisations to promote the benefits of Croquet as an agent for the development of mental, physical and intellectual skills and disciplines;
- (k) To develop, promote, support and enhance the training, education and skills of those involved in Croquet, including players, officials, referees, coaches, team managers and volunteers;
- (l) To encourage and advance the knowledge and development of turf management and technology, and the improvement of Croquet playing facilities in New Zealand;
- (m) To develop, promote, manage and control all national and international Croquet competitions within New Zealand and to create or utilise any special purpose entities for such purpose;
- (n) To select national representatives to play in international competitions within and outside New Zealand;
- (o) To give and contribute to prizes, trophies, grants and scholarships related to Croquet;
- (p) To protect the integrity of Croquet by
 - (i) promoting the knowledge of and adherence to the rules, laws and regulations of Croquet as established from time to time by the World Croquet Federation and establishing within CNZ such further, additional, or complementary regulations relating to the playing of Croquet in New Zealand including standards of conduct, ethics, and good governance; and
 - (ii) the commitment of CNZ and its Member Associations to Croquet being played free from the use of drugs in accordance with the Anti-Doping Rules 2025 (made by the Sport Integrity Commission under the Integrity Sport and Recreation Act 2023) to which CNZ and its Member Associations agreed to be bound and any amendments to or replacements of those Rules; and
 - (iii) keeping under review the rules and codes published from time to time by the Sport Integrity Commission under the Integrity Sport and Recreation Act 2023 and considering the formal adoption of any such rules or codes as may be determined from time to time to be relevant, necessary and an appropriate addition to or replacement for the systems governing the activities and operations of CNZ.
- (q) To acquire by purchase or otherwise publications, products and equipment related to the playing of Croquet:
 - (i) for its own use;
 - (ii) to be made available by way of loan or gift to Member Associations, Member Clubs, Affiliated Players or otherwise for the benefit of Croquet in New Zealand;

- (iii) to distribute or sell to Member Associations, Member Clubs, Affiliated Players or otherwise for the benefit of Croquet in New Zealand but there shall be no authority to provide any warranties or guaranties in respect of such sale or distribution;
 - (r) To be committed to fairness, equity, inclusion, and diversity within Croquet to create a sense of belonging for all.
- 2.2 Capacity and Powers: CNZ has full capacity, rights, powers, and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

3. **Members**

- 3.1 Categories of Membership: There shall be two categories of Members:
- (a) Member Associations;
 - (b) Life Members.

4. **Member Associations**

- 4.1 Member Associations shall be and remain incorporated under the Incorporated Societies Act 2022 or by agreement with the Board of CNZ under any other legislation by which the Association concerned is recognised as an incorporated entity.
- 4.2 Each Member Association shall represent a defined geographic Association Area.
- 4.3 The divisions of New Zealand geographically described and named in Schedule A comprise the Association Areas that come into effect at the date of the registration of CNZ under the Act.
- 4.4 Only one Member Association may be recognised as the body responsible for ensuring the effective and efficient administration of Croquet in an Association Area.
- 4.5 The name of each Member Association shall be in a style approved by Special Resolution of the Board and reflective of the Association Area for which it is the Member Association.
- 4.6 The Member Associations named in Schedule A have consented to be Members of CNZ under this Constitution from the date of the registration of CNZ under the Act.
- 4.7 Should any Member Association wish to change or amend its name it shall place a proposal before the Board. A change to a Member Association Name shall require, in the first instance, the approval of the Board. An amended Schedule A showing such change and the approval of the Board shall then be placed before Member Associations for approval by Special Resolution.
- 4.8 Should CNZ and/or one or more Member Associations wish to make a boundary change to any of the Member Areas described in Schedule A, the parties shall consult together and, if an agreement can be reached, shall place a proposal before the Board.

4.9 With the approval of the Board a change to a Member Area described in Schedule A whether by:

- (a) boundary adjustment; or
- (b) the creation of an additional Association Area; or
- (c) the merger of two or more Association Areas

shall be agreed by the Board, pending member Association approval, and an amended Schedule A showing such change and the approval of the Board shall then be placed before Member Associations for approval by Special Resolution.

4.10 Following approval by the Board to a change to the boundaries of any Member Associations which results in the need for a new Member Association, the Board shall call for applications to become the Member Association for the relevant Association Area or Areas.

4.11 An applicant shall be an incorporated society or other incorporated entity complying with the requirements of this Constitution or shall have committed and have the capacity to acquire such legal status. All conforming applications shall be considered by the Board which may in its sole discretion determine the applicant to be the Member Association for the relevant Association Area. Pending Member Association approval a new Member Association consents to become a Member of CNZ by making an application under this clause.

4.12 Thereafter following such decision, the Board shall complete a revision of Schedule A showing the Member Association for the relevant Association Area listed on Schedule A. An amended Schedule A showing such change and the approval of the Board shall then be placed before Member Associations for approval by Special Resolution.

4.13 If a Member Association ceases to be a Member under Clause 7.3 the Board may commence the process for the appointment of a replacement Member Association for the relevant Association Area. The Board will call for applications in the manner set out in this Clause and otherwise follow the same process to a conclusion with the appointment of a replacement Member Association.

4.14 In the event that a Member Association has administrative or operational or financial difficulties, including but not limited to where a Member Association:

- (a) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Member Association; or
- (b) enters a composition with its creditors; or
- (c) is subject to a creditor taking possession of any of its assets; or
- (d) in the opinion of the Board, is for any reason unable to perform the responsibilities and obligations required of it under this Constitution,

then the Board may, in its absolute discretion and in such manner and on such conditions as it considers appropriate determine whether or not to assist the Member Association.

5. **Life Members**

- 5.1 Any person who has made an outstanding contribution to Croquet or Croquet administration within New Zealand may be elected as a Life Member.
- 5.2 Any Member Association or a Board Member may nominate to the Board any person for consideration as a Life Member.
- 5.3 The Board shall then determine whether the nomination should be forwarded to a General Meeting for determination by Special Resolution of the Members.
- 5.4 A person consents to becoming a Life Member on acceptance of their Life Membership.

6. **Member Associations – Rights and Obligations**

- 6.1 Member Associations acknowledge and agree that:
 - (a) they are bound by, and will comply with, this Constitution and the Bylaws of CNZ;
 - (b) they will have as their members Member Clubs, whose own members include Affiliated Players;
 - (c) they will ensure that their constitution is consistent and not in conflict with this Constitution and otherwise complies with the reasonable requirements of, and has been approved by, CNZ;
 - (d) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board;
 - (e) in order to receive, or continue to receive or exercise rights as a Member Association, they shall meet the requirements set out in this Constitution and the Bylaws or as otherwise set by the Board, including payment of any membership or other fees or levies within any required time-period;
 - (f) they will maintain an Affiliation Register listing all Affiliated Players within their Association Area and will ensure that a copy of such Affiliation Register is supplied to CNZ in such manner and form as it may reasonably require;
 - (g) they will pay Affiliation Levies for all Affiliated Players to CNZ in the amounts and in the manner that CNZ may require;
 - (h) they do not have any rights of ownership in, or the automatic right to use CNZ's property;
 - (i) they will support the Purposes and interests of CNZ and will not act in any manner to bring CNZ into disrepute;
 - (j) they will ensure that their Member Clubs and Affiliated Players are made aware of and agree to comply with their obligations under this Constitution and any Bylaws;
 - (k) they will participate in the elections of Board Members of CNZ by using their best endeavours to nominate candidates from their Association for election as Board Members from their Electoral Districts and to vote in all

elections.

7. **Members – Suspension and Cessation**

- 7.1 Suspension of Member Association: If a Member Association is, or may be, in breach of any of its obligations under this Constitution or the Bylaws and the Board believes it is in the best interests of CNZ to do so, the Board may suspend the Member Association until final determination of the matter under the applicable dispute resolution process. Before imposing any suspension, the Member Association must be given notice of the suspension, and a reasonable opportunity to respond if the circumstances so permit.
- 7.2 Suspension of Member Association rights: Unless otherwise determined by the Board, while a Member Association is suspended it is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a Member Association and no member of a Member Club of the suspended Association is entitled to continue to hold office in any position on the Board and all rights enjoyed by Affiliated Players of such Member Clubs with the Association or CNZ shall be suspended until such time as the alleged breach is resolved or determined.
- 7.3 Ceasing to be Member:
- (a) A Member Association ceases to be a Member:
 - (i) if it ceases to be an incorporated body under the law by which it had been granted that status;
 - (ii) by giving written notice to the Board of its resignation;
 - (iii) if its membership is terminated under the terms of this Constitution, including for being incapable or refusing to comply with its obligations under this Constitution;
 - (iv) if its membership is terminated following a dispute resolution process or other process referred to in this Constitution
 - (v) if it has not paid any money owing to CNZ or made arrangements for payment acceptable to CNZ within three months of the due date.
 - (b) A Life Member ceases to be a Member:
 - (i) on death;
 - (ii) on giving written notice to the Board of their resignation;
 - (iii) if their Membership is terminated by the Board under the Constitution.
- 7.4 Consequences of ceasing to be a Member Association: A Member Association that ceases to be a Member:
- (a) remains responsible to pay all their outstanding membership and other fees and levies to CNZ;
 - (b) must return all CNZ's property in its possession if required;
 - (c) ceases to be entitled to any of the rights of a Member Association; and

- (d) except where the Board otherwise decides, Affiliated Players who are members of a Member Club that is a member of such Member Association shall cease to have or enjoy rights and benefits relating to such status with CNZ.

8. **Members – Fees and Registration**

8.1 Membership Fees:

- (a) No membership fees shall be payable by Life Members.
- (b) The Board will decide the Affiliation Levies for each Playing Member of a Member Club and any other fees payable by Member Clubs or Member Associations to CNZ and the due date for payment.
- (c) The Member Associations will collect the Affiliation Levies and any other fees payable from Member Clubs to CNZ and make payment of such levies or fees and any fees payable by Member Associations to CNZ by due date.

8.2 Member Register: The Board will keep an up-to-date Member Register listing Member Associations and Life Members.

- (a) The Member Register will include each Member's name, the date they became a Member, their Contact Details and in the case of Member Associations their Contact Persons.
- (b) A Member Association must provide notice to CNZ of any change to their Contact Details, or if appropriate, Contact Persons.
- (c) The Member Register will be updated as soon as practicable after the Board becomes aware of changes in the information recorded in the Member Register.
- (d) The Board will keep a record of those Members that have ceased to be Members within the previous 7 years and the date on which they ceased to be Members.

8.3 Affiliation Register: The Board will maintain an electronic system to enable Member Clubs to meet their obligations to provide information related to Affiliated Players to Member Associations and CNZ. The Board will provide appropriate operating assistance to enable Member Clubs and Member Associations to interact with the Affiliation Register in an efficient manner and for Member Associations to ensure that the Affiliation Register and all changes from time to time are supplied in a timely manner to CNZ.

8.4 Privacy: The Board shall comply with the Privacy Act 2020 when collecting and dealing with personal information and CNZ will treat any such personal information made known to it for the purposes of CNZ in confidence in terms of the Privacy Act 2020 and the law.

9. **General Meetings**

9.1 A meeting of CNZ Members shall be either:

- (a) an Annual General Meeting (AGM); or
 - (b) a Special General Meeting (SGM).
- 9.2 AGM: An AGM must be held once a year at the time, date and place as the Board decides, but not more than 6 months after the balance date of CNZ and not more than 15 months after the previous AGM.
- 9.3 Notice of the AGM: The Member Associations and Life Members must be given at least 90 days' notice of the date of the AGM.
- 9.4 Business of the AGM: The following business will be discussed at the AGM:
 - (a) confirmation of the minutes of the previous AGM;
 - (b) the Board's presentation of the following information during the most recently completed accounting period:
 - (i) the Board's annual report;
 - (ii) the annual financial statements;
 - (iii) the report of the External Financial Assurance Agent (EFAA);
 - (c) notice of any disclosures of conflicts of Interest made by Board Members (including a brief summary of the matters, or types of matters, as defined in the Act, to which those disclosures relate);
 - (d) notice of the results of any election of Board Members due to take office at the conclusion of the AGM;
 - (e) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (f) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 9.5 Notice of the proposed motions:
 - (a) The Board shall give notice to Member Associations and Life Members of any proposed motions and other items of business it wishes to initiate at least 60 days before the date of the AGM.
 - (b) Member Associations must give notice of any proposed motions and other items of business to the Chief Executive at least 45 days before the date of the AGM;
- 9.6 Notice of the AGM agenda: The notice of the agenda containing the business to be discussed and voted upon, when necessary, at the AGM must be given to all Member Associations and Life Members entitled to attend the AGM at least 30 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss but not pass resolutions on any other items.
- 9.7 Calling an SGM: The Board must call an SGM:
 - (a) if it receives a written request stating the purpose of the SGM from the Board itself; or

- (b) if it receives a written request stating the purpose of the SGM from 30% of the total number of Member Associations (decimal points disregarded); or
 - (c) if the Act requires an SGM to be called.
- 9.8 Notice of an SGM: Members must be given at least 45 days' notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. An SGM may only consider and deal with the business required or specified in the request for the SGM.
- 9.9 Method of holding a General Meeting: A General Meeting may be held by a quorum of Member Associations represented by persons appointed in accordance with Clause 9.16 and assembled at the time and place appointed for the meeting. Under Clause 9.21 the Board may authorise the proposal of a written resolution in lieu of a General Meeting.
- 9.10 Quorum: No business may occur at any General Meeting unless a quorum is present. The quorum for a General Meeting is 50% (decimal points disregarded) of the total number of Member Associations entitled to appoint a representative to be present and to vote. The quorum must always be present during the General Meeting.
- 9.11 No quorum at an AGM: If a quorum is not present within 30 minutes of the scheduled start time of the AGM, the AGM shall be adjourned to a day, time and place set by the Chair of the AGM and notified to all Member Associations and Life Members. If no quorum is present at the further AGM, the Members present and entitled to vote 15 minutes after the scheduled start time of the further AGM are deemed to constitute a valid quorum.
- 9.12 No quorum at an SGM: If a quorum is not present within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 9.13 Control of General Meetings: The Chair shall chair General Meetings. If that person is unavailable, or if the business of the meeting requires that person to stand down for an item then another Board Member appointed by the Board will preside. In the absence of both of these persons, the representatives of the Member Associations present will elect a person to chair the General Meeting.
- 9.14 Omissions and irregularities: The General Meeting and its business will not be invalidated:
 - (a) if one or more Members do not receive notice of the meeting; or
 - (b) by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or any other error in the organisation of the meeting;

if the Chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; or a Special Resolution to proceed is passed by the meeting.
- 9.15 Attendance: Board Members, Representatives of each Member Association appointed under Clause 9.16, Life Members, the Chief Executive and any other persons invited by the Board are eligible to attend and speak at General

Meetings.

9.16 Representation of Member Associations:

- (a) A form approved by the Board shall be sent to Member Associations with the agenda and such form shall be completed and delivered to the Chief Executive before the commencement of the meeting authorising up to two persons named to represent the Member Association and to exercise its vote. The form shall state the Member Association's name, and the names of its representative or representatives, and be signed by a member of the Member Association's committee who is not acting as a representative.
- (b) The Chief Executive cannot be a representative of a Member Association while employed or engaged as Chief Executive.

9.17 Voting: Only Member Associations are entitled to vote at General Meetings. The Representatives of each Member Association shall be issued with a voting card and shall be entitled on any resolution or matter put to the meeting to exercise one vote for every 50 Affiliated Players on their Affiliation Register of Affiliated Players at the end of the preceding financial year of CNZ. Votes from a Member Association will be cast as a block and no split votes will be permitted.

9.18 Conduct of Voting: Voting shall be conducted by a show of voting cards or by secret ballot if determined by the Chair or requested by any representative and approved by the Chair or by an Ordinary Resolution of Member Associations present or as otherwise required under this Constitution. If votes are tied the resolution is lost. Voting at a General Meeting by electronic means, proxy voting, or postal voting is not permitted.

9.19 Minutes: Minutes must be kept of all General Meetings.

9.20 Resolution: An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in this Constitution or otherwise required by the Act or the law.

9.21 Resolution in Writing: The Board may, by Special Resolution, determine that a matter shall be referred to the Member Associations. Because of urgency or efficiency, the Board may also determine that a decision should be made by Resolution in Writing (Written Resolution).

- (a) The Board shall approve the form of such Resolution and fix the date on which it is to be sent to all Member Associations and the date on which it is to be returned, being a date not less than 15 days from the date the Written Resolution is sent.
- (b) The Board shall confirm the number of votes that each Member Association is entitled to exercise and the total number of votes of all Member Associations.
- (c) The Board will send the Written Resolution to the Contact Person for the Member Association by email and each Association shall send their votes on the Resolution by email by the date set by the Board for response.
- (d) Each Member Association shall respond to CNZ on the Written Resolution

indicating its support, or opposition or abstention.

- (e) The Written Resolution signed or consented to by email or other electronic means by a Special Resolution of Member Associations eligible to vote is valid as if it had been passed at a General Meeting provided the requirements of sections 89 to 92 of the Act are complied with. Any Written Resolution may consist of several Documents in the same form each signed or consented to by one or more Member Associations.

10. **Board**

10.1 Functions and powers: Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Board must manage, direct or supervise the operation and affairs of CNZ and has all the powers necessary for managing, and for directing and supervising the management, operation and affairs of CNZ.

10.2 Delegation: The Board may delegate any of its powers or functions to a committee or committees and in such case they shall determine the terms and conditions on which the delegation is made. The Board may at any time alter those terms and conditions or revoke the delegation.

10.3 Composition: The composition of the Board shall be not less than three or more than eight members of which:

- (a) up to six shall be persons elected (the Elected Board Members) or continuing in office under the provisions of Schedule B; and
- (b) up to two may be persons appointed (the Appointed Board Members) or continuing in office under the provisions of Schedule C.

In the event that the number of members falls below three the Board may act only to increase its numbers in accordance with Schedule B or Schedule C of this Constitution.

10.4 Election or Appointment of Board Members: the Elected Board Members shall be elected in accordance with the process set out in Schedule B of this Constitution and the Appointed Board Members shall be appointed as set out in Schedule C of this Constitution. This Clause is subject to Clause 10.5 and Schedule D which set out the process for the transition of Board membership following the Reregistration Date.

10.5 An Initial Board comprised as set out in Schedule D shall take office from the Reregistration Date. The Initial Board shall have all the functions and powers of the Board under this Clause 10 and shall:

- (a) as soon as possible after taking office organise and manage an election process in accordance with the provisions of Schedule D; and
- (b) following the completion of the election process the authority of the Initial Board under this Clause 10 shall transfer to the Board comprised as described in Clause 8 of Schedule D.

10.6 Every Board member must in writing;

- (a) consent to be a Board member; and

- (b) certify that they are not disqualified from being elected, appointed, or holding office as a Board Member under this Constitution, under s.47 of the Act and the law.

10.7 Chair:

- (a) The person who held the role of Chair immediately prior to the Reregistration Date shall continue in the role of Chair of the Initial Board.
- (b) As soon as possible after the transfer of authority from the Initial Board as set out in Clause 10.5 the Board then in office will meet and elect a Chair.
- (c) The Chair shall be a representative of an Electoral District.
- (d) In the event of a Casual Vacancy or following each AGM, the Chief Executive shall 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 the Chair.
- (e) The Chair in office at the AGM, pending the subsequent election of a Chair in accordance with this Clause, shall continue in office with authority to act in relation to any matters required to be undertaken by the Chair that cannot be reasonably delayed between the conclusion of the AGM and the election of the Chair under this Clause.
- (f) The Chief Executive shall chair the agenda item at the meeting of the Board to elect the Chair under this Clause.
- (g) The Chair may be changed at any other time by a Special Resolution of the Board.

10.8 Role of the Chair: The Chair will chair meetings of the Board and General Meetings and will:

- (a) lead the Board on matters of strategy, policy and values, and facilitate the relationship on such matters between CNZ and the Member Associations;
- (b) be the link between the Board and the Chief Executive to ensure a shared vision on strategy, policy and values;
- (c) lead and engage in high level outward facing activities consistent with the role of CNZ as the National Sporting Organisation (NSO) for Croquet in New Zealand;
- (d) preside at CNZ events;
- (e) promote relationships between CNZ and
 - (i) the World Croquet Federation and its members;
 - (ii) with Sport New Zealand and any successor or other relevant Government entities.
 - (iii) other sports in New Zealand; and
- (f) undertake other similar activities agreed with the Board.

- 10.9 In the event of the unavailability of a Chair for any period, another Board Member appointed by the Board shall undertake the Chair's role during such period.
- 10.10 Appointment of the Chief Executive: The Board shall appoint a person to be the Chief Executive on such terms and for such period as they think fit and may delegate to the Chief Executive such of their powers as they think desirable or efficient.
- 10.11 Role of the Chief Executive: The Chief Executive is responsible to the Board through the Chair for:
- (a) the development and implementation of the strategy, policies and values of CNZ;
 - (b) acting as the link between CNZ and the Member Associations and through them the Member Clubs and Affiliated Players;
 - (c) managing the resources, finances, facilities and staff of CNZ and its reputation both nationally and internationally;
 - (d) establishing and managing committees supported by or comprised of volunteers to assist in the discharge of CNZ responsibilities in relation to national and international competition;
 - (e) developing and maintaining working relationships with
 - (i) the World Croquet Federation and its members;
 - (ii) Sport New Zealand and any successor or other relevant Government entities.
 - (iii) other sports in New Zealand;
 - (f) acting as the Corporate Secretary for CNZ and being responsible for all minutes;
 - (g) managing the responsibilities of CNZ under the Act and this Constitution;
 - (h) such other responsibilities as the Board may from time-to-time delegate;
- and by virtue of such role is an Officer of CNZ in accordance with the meaning set out in Clause 5(1) of the Act.
- The Chief Executive shall attend and may speak at all Board Meetings but has no vote.
- 10.12 Disqualification: The following persons are disqualified from being elected or holding office as a Board Member:
- (a) A person who is an employee of, or independent contractor to, CNZ;
 - (b) A person who is disqualified from being elected or holding office as a Board Member under section 47 of the Act;
 - (c) A person who has been removed as a Board Member following a process under this Constitution or any Bylaw.
- 10.13 If an existing Board Member becomes the holder of any position in Clause 10.12(a) then upon appointment to such position that Board Member is

deemed to have vacated office as a Board Member.

10.14 If any of the circumstances listed in Clause 10.12 (b) or (c) occur to an existing Board Member, that Board Member is deemed to have vacated their office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

10.15 Term of Office:

- (a) The initial term of office for a Board Member shall be for the period stated at election and shall not exceed three years.
- (b) A Board Member may serve on the Board in any capacity for a maximum in total of no more than six years.
- (c) In order to ensure the membership of the Board is appropriately staggered the Board may specify that the term of an Elected or Appointed Member be for a period of less than three years.
- (d) A Board Member may not serve as Chair for more than three consecutive years unless they continue to hold office as a Board Member in terms of this Clause and are elected thereafter as Chair annually by a Special Resolution of the Board.

10.16 Casual Vacancy: If a Casual Vacancy arises for an Elected Board Member, the remaining Board Members may by Special Resolution:

- (a) and having regard to the Election Conditions set out in Schedule B, appoint a person from the same Electoral District to fill the Casual Vacancy until the conclusion of the next AGM; or
- (b) agree to leave the Casual Vacancy unfilled until the election to be held prior to the next AGM; or
- (c) cause a special election to be held in accordance with the relevant provisions of Schedule B.

The term of any such period served to fill a Casual Vacancy shall be disregarded for the purposes of calculating the total period served.

10.17 Suspension of Board Member: If a Board Member is or may be the subject of an allegation or notice relating to a matter described under Clause 10.12 or any other circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may, by Special Resolution, suspend the Board Member from the Board and set the conditions that are required pending the final determination of the allegation, notice or circumstances. Before imposing any suspension, the Board Member must be given notice of the intended suspension.

10.18 Removal of Board Member: The Board may, by Special Resolution, remove any Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached duties under this Constitution or the Act; or acted in a manner that is injurious to the character or interests of CNZ.

10.19 The Board Member who is the subject of a suspension or removal resolution is counted for the purpose of reaching a quorum but will not participate in the

vote on the motion.

- (a) Before considering a motion for removal, the Board Member affected by the motion must be given:
 - (i) notice that a Board meeting is to be held to discuss the motion to remove the Board Member; and
 - (ii) adequate time to prepare a response; and
 - (iii) the opportunity prior to the Board meeting to make written submissions; and
 - (iv) the opportunity to be present in person and/or with representation and be heard at the Board meeting.

10.20 Board Member ceasing to hold office: A person ceases to be a Board Member if:

- (a) the person dies.
- (b) their term expires;
- (c) the person resigns by delivering a signed notice of resignation to the Chief Executive;
- (d) the person is removed from office under this Constitution;
- (e) the person becomes disqualified from being a Board Member under this Constitution, the Act or the law.

11. **Board meetings**

- 11.1 Calling meetings: Board meetings may be called on 5 days' notice at any time by the Chair or by three Board Members, but generally the Board will meet monthly. If a matter is so urgent that the best interests of CNZ require the meeting to be held on less notice it may be held validly if approved by 50% (decimal points disregarded) of the Board entitled to vote.
- 11.2 Meeting procedure: The Board may regulate its own procedure in accordance with this Constitution, the Act and the law.
- 11.3 Quorum: The quorum for a Board meeting is the greater of 3 persons or 50% of the Board Members then in office (decimal places disregarded). Any Board Member may be counted for the purposes of a quorum, participate in any discussion and vote on any proposed resolution at a Board meeting without being physically present. This may only occur at Board meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Board meeting can hear each other effectively and simultaneously.
- 11.4 Chair: The Chair will Chair the Board meetings. If the Chair is unavailable or conflicted, another Board Member must be appointed by the Board to undertake the Chair's role during the period of unavailability or consideration of the conflicted matter.

11.5 Voting:

- (a) Each Board Member has one vote.
- (b) Proxy and postal votes are not permitted.
- (c) Voting by electronic means is permitted for any Board Member participating by audio, audio-visual or other electronic link.
- (d) Voting is by voices or if the meeting is held by audio-visual link by a show of hands or on request of any Board Member or by a ballot.
- (e) If there is an equality of votes, the Chair does not have a casting vote.

11.6 Resolution in writing: A resolution in writing signed or consented to by email or other electronic means by all of the Board Members is valid as if it had been passed at a Board meeting. Any resolution may consist of several documents in the same form each signed by one or more Board Members.

12. **Board Members' Duties**

12.1 A Board Member:

- (a) when exercising powers or performing duties, must act in good faith and in what they believe to be the best interests of CNZ;
- (b) must exercise power for a proper purpose;
- (c) must not act, or agree to CNZ acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account but without limitation the nature of CNZ, the nature of the decision and their position and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of CNZ being carried on in a manner likely to create a substantial risk of serious loss to CNZ's creditors or cause or allow the activities of CNZ to be carried on in a manner likely to create a substantial risk of serious loss to CNZ's creditors;
- (f) must not agree to CNZ incurring an obligation unless they believe at that time on reasonable grounds that CNZ will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given by any of the following persons:
 - (i) an employee who the Board Member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the Board Member believes on reasonable grounds to be within the person's

professional or expert competence; or

- (iii) any other Board Member or sub-committee of the Board (on which the member did not serve) in relation to matters within such other Board Member's or sub-committee's designated authority.

12.2 Sub-Clause 12.1 (g) applies only if the Board Member acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

13. **Interests**

13.1 Interpretation:

- (a) The terms "Interest" and "Matter" in this Clause are to be interpreted in accordance with s.62 of the Act;

13.2 The Board and the CE shall observe the rules and requirements in the Act relating to Officers and the disclosure of conflicts of Interest.

13.3 Register of Interests: The Board must keep a register of disclosures of Interest made by Board Members and the CE and any other person meeting the definition of Officer under the Act.

13.4 Duty to disclose Interest: A Board Member or Officer who is:

- (a) also an Officer or member of the committee of a Member Association or a Member Club shall ensure that their interest in any Matter relating to such Member Association or Member Club is recorded in the register of interests;
- (b) Interested in a Matter relating to CNZ must disclose details of the nature and extent of the interest (including any monetary value of the Interest if it can be quantified) to the Board, as soon as practicable after the Board Member or Officer becomes aware of the Interest and include it in the register of Interests:

13.5 Consequences of being Interested: A Board Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
- (c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

13.6 Calling of SGM: Despite Clause 13.5 above, if 50% or more Board Members then in office are interested in a Matter, an SGM must be called to consider and determine the Matter.

- 13.7 Notice of failure to comply: The Board must notify Members of a failure to comply with the conflict-of-interest disclosure rules in the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

14. **Patron**

- 14.1 A person may be invited by the Board to be a Patron to show their support for CNZ and to help establish or maintain public credibility of CNZ. A Patron must agree to accept this position before being appointed. A Patron is entitled to attend and speak at General Meetings, but Patronage does not carry an entitlement to vote.

15. **Finances**

- 15.1 Control and Management of finances: The funds and property of CNZ are controlled, invested and disposed of by the Board subject to this Constitution and devoted solely to the promotion of the Purposes of CNZ set out in Clause 2.
- 15.2 The Chief Executive is responsible for:
- (a) the day-to-day management of CNZ's finances and for maintaining proper financial records required by law; and
 - (b) preparing CNZ's financial statements for the AGM in accordance with generally accepted accounting standards.
- 15.3 The Chief Executive shall provide the Board with whatever financial information it requires for their financial oversight of CNZ. This shall include a regular cash flow forecast and comparison of financial performance against budget together with a quarterly balance sheet/statement of financial position.
- 15.4 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).
- 15.5 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.
- 15.6 If the EFAA appointed by the AGM is unable to complete their task, the Board will select a replacement.
- 15.7 The Chief Executive shall provide the EFAA with access to all relevant CNZ information reasonably requested by the EFAA.
- 15.8 All Member Associations must, as a condition of their membership, cooperate with the EFAA in respect of all of the EFAA's reasonable requests.
- 15.9 If at least 25% of Member 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.

- 15.10 A Member Association shall not receive any distribution of profits or income from CNZ. This does not prohibit payment to Member Associations for services provided to CNZ.
- 15.11 Payments by CNZ shall:
- (a) be for goods and services or reasonable expenses legitimately incurred;
 - (b) not confer a financial gain other than as permitted by law;
 - (c) not confer any ownership rights in CNZ's property;
- and shall advance the Purposes of CNZ and be reasonable and comparable to payments that would be made between unrelated parties.
- 15.12 A Member Association either directly or indirectly (including through the participation of an officer or member of its committee as a Board Member of CNZ or as an appointee to any position by that Board) shall not take part in or influence any decision by CNZ in respect to payments to or on behalf of that Member Association.
- 15.13 Balance date: CNZ's balance date is 30 June in any year.
- 15.14 No personal benefit: The Board, Officers, and Members may not receive any CNZ distributions of profit or income from CNZ. This does not prevent the Board, Officers or Members:
- (a) receiving reimbursement of actual and reasonable expenses legitimately incurred, or
 - (b) entering into any transactions for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,
- provided no Board Member, Officer or Member is allowed to influence any such decision made by CNZ in respect of payments or transactions between it and them, their direct family or any associated entity including any Member Club of which they are a member and the related Member Association.
- 15.15 Insurance: The Board shall consider and determine the appropriate insurance to be purchased by CNZ for itself and its Board, Officers and employees or any group insurance policies to be offered to Member Associations and Clubs.

16. **Amendments**

- 16.1 Amendments: This Constitution may only be amended or replaced by Special Resolution of Member Associations at a General Meeting provided however that if an amendment is of minor effect or to correct errors or similar technical alterations then the Board may follow the process in s.31 of the Act.
- 16.2 No amendment: No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any Member Associations or individuals.

17. **Bylaws**

- 17.1 The Board may make and amend Bylaws for the conduct and control of CNZ's activities and codes of conduct applicable to Members subject to:
- (a) any Bylaw being consistent with CNZ's Purposes set out in Clause 2; and
 - (b) also being consistent with the Act and any other laws; and
 - (c) not requiring or imposing by operation of law or otherwise an obligation to make changes to this Constitution or making such requirement or imposition upon any Member Association.
- 17.2 The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.
- 17.3 The rights and obligations of Member Associations in relation to Bylaws are set out in Clause 6.1(j)
- 17.4 All Bylaws that were in force prior to the coming into effect of this Constitution will continue in force until such time as they are revoked by the Board. If any such Bylaws are inconsistent with this Constitution (whether in whole or in part) the Board will determine the matter as it sees fit to the extent of such inconsistency.

18. **Dispute or Complaint Resolution**

- 18.1 The procedures for dealing with disputes shall consist of the procedures set out in Schedule 2 of the Act.
- 18.2 The processes and procedures for determining disputes contained in any Bylaws shall be followed unless they are inconsistent with the principles of Schedule 2 of the Act.

19. **Liquidation and removal**

- 19.1 Notice: The Board must give notice to all Member Associations and Life Members of at least 20 Working Days of a proposed motion:
- (a) to appoint a liquidator;
 - (b) to remove CNZ from the Register of Incorporated Societies; or
 - (c) for the distribution of CNZ's surplus assets.
- 19.2 The notice must comply with s.228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.
- 19.3 Special Resolution: Any resolution for a motion set out in Clause 19.1 (a) to (c) requires a Special Resolution of Members to be passed.
- 19.4 Surplus Assets: The surplus assets of CNZ, after the payment of all costs, debts and liabilities, must be disposed of to one or more not-for-profit entities that have the purpose of promoting and organising the Croquet in any area of New Zealand or failing that shall be disposed of by way of grant to a charitable tertiary educational foundation to fund research into sport leadership and

management. In the event that CNZ becomes a registered charity in the future disposition shall only be made to another registered charity.

20. **Matters not provided for**

- 20.1 If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be resolved by the Board.

21. **Transition**

- 21.1 Transition: This Constitution shall take effect from the Reregistration Date. The constitution registered on 14 October 2020 shall apply until the Reregistration Date.
- 21.2 Authority during transition period: The persons authorised by the Member Associations to progress the application for re-registration at the time the resolution to adopt this Constitution is passed have full authority to take all necessary steps to ensure the reregistration is completed and this Constitution is brought fully into effect. This authority includes making any amendments required under the reregistration process to ensure this Constitution fully complies with the requirements for re- registration under the Act. A certified copy of that resolution shall be attached to this Constitution and filed with the application to reregister. This Clause applies until the Reregistration Date and is solely to enable flexibility in the transition of CNZ to this Constitution and to correct any unintended consequences occurring in the re-registration process.
- 21.3 Transition of Board Members: The Members of the Board in office at the Reregistration Date shall continue to hold office under this Constitution as the Initial Board with full authority until the completion of the process set out in Schedule D.
- 21.4 Time in office: The time spent by a Board Member in office or as a board member under any preceding constitution of CNZ under the Incorporated Societies act 1908 shall count towards the period of service permitted under this Constitution provided however for the purposes only of membership of the Initial Board the time spent in office under any such preceding constitution shall be disregarded.

22. **Definitions and interpretation**

- 22.1 Definitions: In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

Affiliation means the recognition of a Member Association as a member of CNZ.

Affiliation Levies means the levy or levies that are payable by a Member Club (i) to an Association and/or (II) to CNZ to assist those bodies to achieve their purposes.

Affiliated Player means a Playing Member or Junior Playing Member whose name is entered on the Affiliation Register supplied by a Member Club to a Member Association and to CNZ.

Affiliation Register means the Register prepared by a Member Club and provided to Member Associations and CNZ listing all Affiliated Members.

AGM or Annual General Meeting means a meeting of the Members held once a year convened under this Constitution.

Appointed Board Member means a Member of the Board of CNZ who has been appointed under Clause 10.4 and Schedule C.

Member Association or Association means the incorporated body that is a member of CNZ, and which has responsibilities for the administration of croquet in the geographical area defined in Schedule A of this Constitution.

Association Area means an Area defined in Schedule A

Board means CNZ's governing body.

Board Member means a member of the Board.

Bylaws means bylaws, policies, regulations and codes published by CNZ for application to Member Associations, Member Clubs and Affiliated Players

Casual Vacancy is a vacancy which arises when a Board Member does not serve their full term of office.

Chair means the person holding that office under Clause 10.7.

Chief Executive means the person appointed to that office under Clause 10.10.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical and an electronic address and a telephone number.

Croquet means the sport of Croquet in all its forms.

Croquet New Zealand or CNZ means the National Sports Organisation (NSO) for the sport of croquet in New Zealand recognised by Sport NZ.

Day means a calendar day and **Working Day** has the meaning set out later in this Clause.

Elected Board Member means a member of the Board of CNZ who has been elected under the provisions of Clause 10.4 and Schedule B.

External Financial Assurance Agent or EFAA has the meaning given to that term in Clause 15.4.

General Meeting means an AGM or SGM of CNZ.

Initial Board means the Board of CNZ that takes office upon the Registration Date and **Initial Board Member** means a member of the

Initial Board.

Junior Playing Member means a Playing Member who on 1 July in any year is eligible for the CNZ youth levy.

Member means a Member Association, or a Life Member as stated in Clause 3.

Member Club means a croquet club that has been entered in the Affiliation Register of a Member Association.

Member Register means the register of Members kept under this Constitution.

Officer means a Board Member and any natural person occupying a position in CNZ that allows that person to exercise significant influence over the management or administration of CNZ.

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

Playing Member means a member of a Member Club who has the right to play croquet on its lawns.

Purposes means the Purposes of CNZ described in Clause 2.1

Reregistration means reregistration under the Act;

Reregistration Date means the date on which reregistration was completed, and the certificate of incorporation was issued confirming the date of reregistration under the Act;

SGM or Special General Meeting means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

For the purposes of this Clause 22 **Working Day** has the meaning given to that term under the Legislation Act 2019 and excludes the day or days observed as the anniversary in Wellington.

These defined words are capitalised in the text of the Constitution.

22.2 Interpretation: Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email
- (d) reference to a person includes either a natural person or if the context so requires an entity or association recognised by law (including its successors).
- (e) Reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.

22.3 Notices: Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to CNZ if handed to the Chief Executive, sent to the email address of the Chief Executive, or sent by post to CNZ's registered office set out in the Register of Incorporated Societies.

22.4 Receipt of notices: A notice is deemed to have been received:

- (a) if delivered by hand, at the time of delivery;
- (b) if given by post, when left at the address of that party or five Days after being put in the post; or
- (c) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" autoreply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

SCHEDULE A

Map of New Zealand land area showing Association Areas



SCHEDULE A

Names of Member Associations

Member Associations
Northland Croquet Association Incorporated
Croquet Auckland Incorporated
Counties Manukau Croquet Association Incorporated
Croquet Waikato-King Country Incorporated
Thames Valley Croquet Association Incorporated
Bay Of Plenty Croquet Association Incorporated
Croquet Taranaki Incorporated
Croquet Central Districts Incorporated
Wellington Croquet Association Incorporated
Croquet Marlborough Nelson West Coast Incorporated
Canterbury (NZ) Croquet Association Incorporated
The South Canterbury Croquet Association Incorporated
The Otago Croquet Association Incorporated
Croquet Southland Incorporated

SCHEDULE A

Association Area Descriptions

Member Associations	Association Area Description
Northland Croquet Association Incorporated	The Far North, Whangārei and Kaipara Districts
Croquet Auckland Incorporated	Auckland District, excluding the area south of Ōtāhuhu and the Tamaki River
Counties Manukau Croquet Association Incorporated	Auckland District, excluding the area north of Ōtāhuhu and the Tamaki River
Croquet Waikato-King Country Incorporated	The Waikato, Waipa, Ōtorohanga, South Waikato, Waitomo and Taupō Districts, plus Matamata area
Thames Valley Croquet Association Incorporated	The Thames-Coromandel and Hauraki Districts plus Morrinsville and Te Aroha areas
Bay Of Plenty Croquet Association Incorporated	The Western Bay of Plenty, Tauranga, Kawerau, Whakātane, Ōpōtiki and Gisborne Districts
Croquet Taranaki Incorporated	The New Plymouth, Stratford and South Taranaki Districts
Croquet Central Districts Incorporated	The Whanganui, Ruapehu, Rangitikei, Manawatu, Horowhenua, Palmerston North, South Wairarapa, Carterton, Masterton, Tararua, Central Hawkes Bay, Hastings, Napier and Wairoa Districts
Wellington Croquet Association Incorporated	The Wellington, Lower Hutt, Upper Hutt, Porirua and Kāpiti Coast Districts
Croquet Marlborough Nelson West Coast Incorporated	The Kaikōura, Marlborough, Nelson, Tasman, Buller, Grey and Westland Districts
Canterbury (NZ) Croquet Association Incorporated	The Hurunui, Waimakariri, Christchurch and Selwyn Districts
The South Canterbury Croquet Association Incorporated	The Ashburton, Timaru, MacKenzie, Waimate and Waitaki Districts
The Otago Croquet Association Incorporated	The Dunedin, Clutha, Central Otago and Queenstown-Lakes Districts
Croquet Southland Incorporated	The Southland, Invercargill and Gore Districts

SCHEDULE B

Election of Board Members

- I. For the purpose only of the election of Members of the Board of CNZ in accordance with Clause 10.4 of the Constitution (the Elected Board Members) the Member Associations have been grouped into three Electoral Districts (Electoral Districts) having reasonably comparable numbers of Affiliated Players in each District.
- II. The three Electoral Districts are:
 - ❖ North: comprising the Member Association Areas of Auckland, Counties Manukau, Northland, Thames Valley and Waikato-King Country.
 - ❖ Central: comprising the Member Association Areas of Bay of Plenty, Taranaki and Central North Island (Hawkes Bay, Manawatu-Wanganui, Wairarapa), and Wellington.
 - ❖ South: comprising the Member Association Areas of Canterbury, South Canterbury, Marlborough-Nelson-West Coast, Otago, and Southland.

Election Conditions

1. There shall be two Elected Board Members from each Electoral District and no more than one Elected Board Member from an Association in each Electoral District.
2. To be eligible for election as an Elected Board Member a candidate shall be an Affiliated Player in that Electoral District at the dates of both nomination and the announcement of the election results.
3. An Elected Board Member may serve for an initial period of 3 years ending at the conclusion of the AGM of their third year in office or may serve an initial period of 2 years if the circumstances under Clause 3 (f) of the Election Procedures section below arise.
4. An Elected Board Member may be entitled to be nominated for re-election for one further term immediately following their initial term. A candidate who has served an initial term of 2 years shall in the event of there being two vacancies in the Electoral District at the time of re-election, be eligible in priority to be nominated for a further term of 3 years.
5. If an Elected Board Member ceases to be an Affiliated Player in the Electoral District for which they were elected, they may continue to represent that Electoral District until the end of the next AGM.
6. An Elected Board Member who has served two consecutive terms shall not be eligible to stand again for election; and an Elected Board Member may not be

nominated for re-election if the term for which they would be a candidate will result in them exceeding 6 years of service on the Board.

7. An election shall be held in any year in which a vacancy or vacancies have or will occur at or before the conclusion of the AGM in the relevant year.
8. A Casual Vacancy in the number of Elected Board Members shall be dealt with by the Board in accordance with Clause 10.16 of this Constitution.
9. A Member Association may not nominate a candidate for election to the Board to serve during a period when there would be a serving Elected Board Member who is an Affiliated Player of that Member Association.
10. In the event that there is a vacancy for an Elected Board Member representing the Electoral District that has or will occur in the relevant year then subject to Clause 8 above each Member Association in that Electorate will use their best endeavours to nominate a candidate.
11. In the event that there are two vacancies for Elected Board Members representing the Electoral District that has or will occur in the relevant year then each Member Association in that Electorate will use their best endeavours to nominate 2 candidates under the process set out in Clause 3 (f) of the Election Procedures section below.
12. Nomination and election shall follow the process set out under Election Procedures below

Election Procedures

1. Annual Elections: The Election of Elected Board Members shall, when required, follow the annual process described below. The Board may by Special Resolution adjust the dates and the timetable (but not the process) if it determines that to be necessary for the circumstances of the election.
2. Special Circumstances: If the Board resolves in accordance with the provisions of Clause 10.16 of this Constitution that an immediate election should be held to fill a Casual Vacancy, then such resolution shall set the dates and actions in a manner that follows the process set out below and advise the Member Associations of the decision to hold a special election and the timetable.
3. The Election Process
 - (a) On or before 1 June each year the Chief Executive will notify Member Associations in each Electoral District if a vacancy or vacancies have or will be occurring in their Electoral District.
 - (b) One nomination, or two if Clause 11 of the Election Conditions above applies, shall be delivered to the Chief Executive by 30 June on behalf of each Member Association in each such Electoral District where a vacancy or vacancies are occurring.
 - (c) A nominee shall be an Affiliated Player who is a member of a Member Club within the nominating Member Association.

- (d) Each nomination shall be accompanied by information approved by the nominee including relevant details of skills and attributes and shall address any particular requirements that may be requested in the Chief Executive's notification.
- (e) The Chief Executive will send out to all CNZ Member Associations by 15 July the voting papers listing the nominations received in each Electoral District for which there is to be an election together with the supporting information.
- (f) If two vacancies arise in an Electoral District at the same time, then two elections named "A" and "B" shall be held and Member Associations may vote in both elections. In order to stagger the representation in that Electoral District in future years:
 - (i) the candidate who comes first in the A ballot shall be elected for a 3-year term; and
 - (ii) the candidate who comes first in the B ballot shall be elected for a 2-year term; and
 - (iii) in the event that the candidate that comes first in the B ballot under (ii) is an Affiliated Player of the same Association as the candidate who was elected under the A ballot then and in such case the second placed candidate in the B ballot shall be deemed to be elected under the B ballot.
- (g) In any ballot each Member Association will have one vote for each complete 50 Affiliated Players. Votes will be cast by block in each ballot and may not be split. Voting papers are to be returned by 31 August.
- (h) The Board will appoint two scrutineers to observe and verify the process of counting the votes received which shall be conducted by the Chief Executive.
- (i) The Board will announce the results by 15 September, and the elected candidates will take office at the conclusion of the AGM.

SCHEDULE C

Appointment of Appointed Board Members

1. The Board may appoint up to two persons to the Board of CNZ under Clause 10.4 of the Constitution to ensure the Board has diversity of background, skills and experience.
2. Following each AGM the Chair of the Board, in conjunction with the Chief Executive, will consider the balance of skills on the Board and the need for specific knowledge or experience on the Board in the light of the activities being undertaken at that time.
3. The Chair will report to the Board during the first quarter of each calendar year, and at such other times as may be appropriate, on the results of such considerations and seek the approval of the Board to make such appointment or appointments (including the renewal of current appointees) as may be recommended and necessary.
4. In the event that it is decided to make such an appointment or appointments to ensure a better balance of identified skills on the Board then the Chief Executive and the Chair may be authorised to undertake a search process appropriate to what is required.
5. Appointed Board Members shall have specific skills or qualifications in commerce, finance, technology, marketing, law or business generally or such other skills which complement the Board composition including board level experience of business or other sports governance at a national level. They do not need to have experience in or exposure to Croquet and they shall not be Affiliated Players.
6. The term of office of an Appointed Board Member shall be 3 years renewable for one further term of 3 years by mutual agreement and otherwise shall be on such terms as the Board determines. No extension beyond 6 years is permitted.

SCHEDULE D

Transitional Provisions for the Board

In this Schedule:

2020 constitution means the CNZ constitution in effect from 14 Oct until the Reregistration Date;

2025 AGM means the Annual General Meeting of CNZ in October 2025 held under the 2020 constitution.

1. This Schedule D applies to facilitate the transition of CNZ from the 2020 constitution to this Constitution. If any Clause in this Schedule is inconsistent with any other Clause in the Constitution, the Clause in this schedule applies to the extent of this inconsistency and the other Clause will not.
2. The role of the Initial Board shall be to govern the activities of CNZ from the Reregistration Date until the elections to be held under this Schedule and the authority of the Initial Board shall then cease.
3. The Initial Board shall comprise those members of the board of CNZ who are elected or appointed or seconded members in office immediately before the conclusion of the 2025 AGM.
4. The Chair who was in office under the 2020 constitution immediately before the conclusion of the 2025 AGM shall be the Chair of the Initial Board.
5. The Initial Board shall use all reasonable endeavours to commence within a period of 10 days following the Reregistration Date the process for the election of the Board Members under Clause 10.4 and Schedule B of this Constitution.
6. The Initial Board shall:
 - (a) confirm the number of members of the Initial Board who will continue as Board Members in accordance with Clause 7 of this Schedule D and thereby establish the number of vacancies to be filled by election under this process;
 - (b) adjust the dates and intervals in the timetable (but not the process) to ensure it is appropriate to the purpose of this Schedule;
 - (c) advise the Member Associations of the process and timetable;
 - (d) manage the process of the election under Clause 10.5 and Schedule B of this Constitution to a conclusion including obtaining the requisite consents under Clause 10.6 of this Constitution;
 - (e) notify the successful candidates and advise the Member Associations of the results.
7. Subject to providing the consents required under Clause 10.6 of this

Constitution the following members of the Initial Board shall remain in office as Board Members under Clause 10.4 of this Constitution:

- (a) any member of the Initial Board who was elected as a member of the Board of CNZ under the 2020 constitution and whose term did not conclude at the 2025 AGM shall continue in office as an Elected Board Member under this Constitution for the remainder of their term as a representative of the Electoral District in which they are an Affiliated Player;
 - (b) any member of the Initial Board who was appointed as a Board Member of CNZ under the 2020 constitution and whose term had not come to an end by the Reregistration Date shall continue in office as an Appointed Board Member under the 2022 Constitution until the conclusion of the term for which they were appointed.
8. Following the election the Board will comprise:
- (a) the persons elected under the provisions of Clause 6 of this Schedule D.
 - (b) the persons continuing in office under the provisions of Clause 7 of this Schedule D;
9. At its first Board meeting following the process outlined in this Schedule D the Board will elect a Chair who shall hold office in accordance with Clause 10.7 of this Constitution.