

CONSTITUTION
of the
DUNEDIN ICE HOCKEY
ASSOCIATION INCORPORATED
Revised (January 2009)

1 NAME

The name of the Society is the **Dunedin Ice Hockey Association Incorporated**, hereinafter referred to as the "DIHA".

2 OBJECTS

2.1 The objects of the DIHA are:

2.1.1 To initiate, organise, conduct, foster and promote the sport of amateur ice hockey in the Dunedin area, making it accessible to all ages and skill levels.

2.1.2 To make Rules and By-Laws for the control of the sport and its administration in Dunedin, and to require all members to recognise the DIHA as having the final right to determine, whether by way of appeal or otherwise, all disputes in relation to the sport, this **Constitution**, Rules and By-Laws.

2.1.3 To initiate, organise and conduct programmes and competitions designed to develop the skills of its players, teams, coaches and officials.

2.1.4 To foster and promote good sportsmanship.

2.2 The objects of the DIHA are exclusively charitable in nature and the DIHA's funds may not be used for the private pecuniary gain of anyone associated with the Society.

3 AFFILIATION

3.1 The DIHA shall be affiliated with:

3.1.1 the **New Zealand Ice Hockey Federation Incorporated**, hereinafter referred to as the “NZIHF”;
and

3.1.2 the **Southern Ice Hockey League Incorporated**, hereinafter referred to as the “SIHL”.

3.2 Delegates shall be nominated or selected each year to represent the DIHA on the Committees of the NZHF and the SIHL.

4 CERTIFICATION OF INCORPORATION

The Dunedin Ice Hockey Association Incorporated was incorporated under the Incorporated Societies Act 1908 on 13 April 1992 as number 544582.

5 MEMBERSHIP

5.1 The DIHA shall consist of:

5.1.1 **Junior Members:** players 18 years of age and under as at midnight 31 December of the year of registration.

5.1.2 **Senior Members:** players 19 years of age or older as at midnight 31 December of the year of registration.

5.1.3 **Associate Members:** non-players whose registration has been accepted by the DIHA Board of Directors.

5.1.4 **Honorary Life Members:** persons elected in recognition of some outstanding service rendered to the DIHA. Such election shall be at an Annual General Meeting at which the nominee must receive a 75% majority of eligible votes cast.

5.2 A member shall cease to be a member of the DIHA upon:

5.2.1 Giving written notice of resignation to the Secretary of the DIHA;

5.2.2 Lapse or expiry of membership;

5.2.3 Expulsion; or

5.2.4 Dissolution of the DIHA.

5.3 A member ceasing to be a member of the DIHA by reason of

resignation, lapse or expiry of membership, expulsion, or dissolution of the DIHA shall remain liable for the payment of any outstanding fees or charges and for the return of any DIHA equipment issued in his or her name or in his or her possession within fourteen (14) days.

- 5.4 The DIHA reserves the right to refuse to register any person as a member who has previously brought the game of ice hockey or any other sport into disrepute, or who has demonstrated behaviour or an attitude that runs counter to the objects of the DIHA.

6 MEMBERSHIP REGISTRATION AND PLAYING FEES

- 6.1 Honorary Life Members shall not be charged any membership fee.
- 6.2 Any fees charged by the NZIHF and the SIHL shall be charged to the member for payment by the due date as set by the NZIHF and the SIHL or the DIHA as their agent.
- 6.3 The DIHA shall additionally charge a membership registration fee, to be set at the Annual General Meeting, for the category of memberships as defined in clauses 5.1.1, 5.1.2 and 5.1.3.
- 6.4 All NZIHF and SIHL fees and DIHA membership registration fees are due on the date set at the Annual General Meeting each year for all members. Registration fees paid after the due date will be subject to a late payment fee.
- 6.5 Practice and playing fees shall be determined by the DIHA Board of Directors as required and shall include ice time costs, officiating allowances, and any levy as shall be deemed necessary for the benefit of the sport. These fees shall be due as determined by the DIHA Board of Directors.
- 6.6 Members who do not pay their membership registration and/or their practice and/or playing fees shall not be allowed on the ice for practices and shall not be eligible to enter, or continue to play in, any competitions organised by or under the aegis of the DIHA unless payment is made.
- 6.7 The DIHA shall have the power to waive all or part of any member's fees should special circumstances arise which, in the opinion of the Board of Directors, would warrant such action.

7 MEETINGS

7.1 Annual General Meeting: The Annual General Meeting of the DIHA shall be held in the month of November for the purposes of:

- 7.1.1 Receiving reports of the season's activities.
- 7.1.2 Receiving and adoption of the DIHA accounts.
- 7.1.3 Election of members of the Board of Directors.
- 7.1.4 Appointment of an Auditor who shall be a qualified chartered accountant.
- 7.1.5 Consideration of any other business of which at least twenty eight (28) days notice has been given to the Secretary of the DIHA.

The time and place of the Annual General Meeting shall be notified to members in accordance with clause 7.3 at least twenty one (21) days before the meeting.

7.2 Special General Meeting

- 7.2.1 A Special General Meeting may be called at any time by the President or at the written request of at least 20 current members of the DIHA, stating the business to be transacted thereat. The Secretary of the DIHA shall within seven (7) days of receipt of such a request notify the members that a Special General Meeting has been called, advising the reason and giving at least twenty one (21) days clear notice.
- 7.2.2 A Special General Meeting shall only consider the business listed in the notice convening that meeting. No other correspondence or general business will be discussed thereat.

7.3 Notice of Annual and Special General Meetings

7.3.1 Notice of Annual and Special General Meetings may be given by:

Publishing the notice on the DIHA website;

Placing the notice on the ice hockey notice board or some other prominent place at the Dunedin Ice Stadium; and

Emailing the notice to each member at the last address given by them to the Secretary of the DIHA. Notice shall be deemed to have been duly delivered if sent to that address.

7.3.2 The omission to give due notice to any individual member(s) shall not, of itself, invalidate any meeting.

7.4 Board of Directors Meetings

A Board of Directors Meeting shall be held as required but at least monthly during the ice hockey season and shall consider all business relating to the sport under its Powers and Duties as listed in this **Constitution**.

8 VOTING

8.1 Voting at Annual General and Special General Meetings:

8.1.1 **Junior Members:** One (1) parent or guardian of a junior member shall be entitled to exercise one vote. There shall be a maximum of one (1) junior vote per family.

8.1.2 **Senior Members** shall each be entitled to exercise one (1) vote.

8.1.3 **Associate Members** shall each be entitled to exercise one (1) vote.

8.1.4 **Life Members** shall each be entitled to exercise one (1) vote.

8.2 **DIHA Board of Directors Meetings:** Each member of the Board of Directors shall be entitled to one (1) vote.

8.3 **Committee Meetings:** Each member of a duly appointed or elected committee shall be entitled to one (1) vote.

8.4 Voting shall be by show of hands, or voice, or if requested by a majority of members, by secret ballot.

8.5 In cases of equality of votes cast, the chairperson of the meeting shall have the casting vote.

8.6 In the event that any member is unable to attend an Annual or Special General Meeting, then a written proxy vote may be given to the Secretary of the DIHA prior to the commencement of the meeting.

9 ALTERATIONS TO THE CONSTITUTION

9.1 No change to the **Constitution** shall be made to allow private pecuniary gain by any member.

- 9.2 No change to the **Constitution** shall be made to allow funds to be distributed amongst members should the DIHA be wound up.
- 9.3 This **Constitution** shall not be altered, added to or rescinded, except with the consent of a seventy five percent (75%) majority of the members present and entitled to vote at an Annual General Meeting or Special General Meeting.
- 9.4 No motion to alter, add to, or rescind this **Constitution** shall be deemed in order unless the proposed alteration, addition or deletion shall have been furnished to the Secretary of the DIHA in writing no later than twenty one (21) days prior to the Annual General Meeting or Special General Meeting at which it is to be considered.

10 RULES AND BY-LAWS

- 10.1 The Board of Directors may draw up Rules and By-Laws for the good conduct of the DIHA's activities and in furtherance of its purposes. Such Rules and By-Laws must not be inconsistent with this Constitution or the Constitution of the NZIHF.
- 10.2 The Rules and By-Laws may be altered, added to or rescinded by a simple majority vote by those present at a meeting of the Board of Directors.

11 ELECTION OF EXECUTIVE OFFICERS COMPRISING BOARD OF DIRECTORS

- 11.1 At the Annual General Meeting, there shall be elected by those present and entitled to vote for the DIHA Board of Directors the following executive officers:

President
Vice President (Hockey Operations)
Vice President (Youth)
Vice President (Adults)
Vice President (Communications)
Treasurer
Secretary

- 11.2 The nomination of officers of the Board of Directors shall be made in writing and must be received by the Secretary seven (7) days before the day of the Annual General Meeting.
- 11.3 Should written nominations for office not equal the number of nominations required, the President may accept nominations from the floor at the Annual General Meeting.

11.4 Should a member be unable to attend the Annual General Meeting, the member may give written authority to some other person who is a member of the DIHA to vote in the member's stead as the member directs.

12 QUALIFICATIONS FOR HOLDING EXECUTIVE OFFICE

The following persons are not qualified to hold office as an executive officer of the DIHA Board of Directors:

- 12.1 an individual who is not a current member in good standing of the DIHA;
- 12.2 an individual who is an undischarged bankrupt;
- 12.3 an individual who is under the age of 16 years;
- 12.4 an individual who has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years;
- 12.5 an individual who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993;
- 12.6 an individual who is disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005;
or
- 12.7 an individual who is subject to a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

13 NON-EXECUTIVE OFFICERS

Non-executive officers shall be appointed from time to time by the DIHA Board of Directors. Positions will be determined by the DIHA Board of Directors and may include:

- Coaching manager
- Referee manager
- Scoring manager
- Ice time manager

Equipment manager
Fundraising manager
Advertising manager
Membership manager
Team managers
Team coaches
Delegates to the NZIHF
Delegates to the SIHL
Delegates to Ice Sports Dunedin Inc
Web master

14 COMMITTEES

- 14.1 Committees may be appointed from time to time on a standing basis or for special projects. Members shall be appointed by the DIHA Board of Directors.
- 14.2 Each Committee shall have a minimum of two (2) members. The Chairperson shall be chosen from this number and be directly responsible to an executive or non-executive officer designated by the DIHA Board of Directors.

15 VACANCIES

- 15.1 Any vacancy on the Board of Directors due to lack of nomination or resignation or expulsion shall not in any way prevent the remaining Board of Directors from carrying out the business of the DIHA provided a quorum is present at the meeting.
- 15.2 A vacancy on the Board of Directors due to lack of nomination or resignation or expulsion may be filled by the appointment of a replacement with the consent of a seventy-five (75) percent majority of the Board of Directors, and the person so selected shall remain in office until the next Annual General Meeting.
- 15.3 Should the Board of Directors through lack of nomination or resignation or expulsion fall below a quorum in total membership, they shall immediately call a Special General Meeting, and elect sufficient numbers so that a quorum can be maintained.
- 15.4 From the time the Board of Directors falls below quorum strength until the time of the required election, no decision on matters relating to the funds, Rules and By-Laws or non-urgent matters will be made.

16 QUORUM

- 16.1 No business may be transacted at any meetings of the DIHA unless a quorum of members is present at the time when the meeting proceeds to business.
- 16.2 The quorum for meetings shall be as follows:
 - 16.2.1 At an Annual General Meeting or Special General Meeting, the quorum shall be eleven (11) current members, including members of the Board of Directors.
 - 16.2.2 At a Board of Directors meeting, the quorum shall be four (4) members.
 - 16.2.3 At committee meetings, the quorum shall be two (2) members.

17 POWERS OF THE BOARD OF DIRECTORS

- 17.1 The control and management of the affairs of the DIHA shall be vested in the executive officers of the DIHA, who collectively comprise the Board of Directors.
- 17.2 In particular, the Board of Directors of the DIHA shall:
 - 17.2.1 Have full control and management of the affairs of the DIHA.
 - 17.2.2 Have the power to make, repeal, alter, or add to the Rules and By-Laws for the good conduct of the affairs of the DIHA.
 - 17.2.3 Enforce the **Constitution**, Rules and By-Laws of the DIHA.
 - 17.2.4 Appoint or delegate by resolution any of the powers of the Board of Directors to any committee or non-executive officer.
 - 17.2.5 Have full control over the funds and assets of the DIHA.
 - 17.2.6 Reimburse persons for authorised expenditure that has been incurred and pay reasonable remuneration for authorised services that have been rendered.
 - 17.2.7 Be the final appeal authority in any dispute within the

DIHA jurisdiction including any appeal against the decisions of a Disciplinary Committee.

18 DUTIES OF THE BOARD OF DIRECTORS

The principal duties of the executive officers of the DIHA are as follows:

18.1 President

- 18.1.1 Shall, when present, chair Annual General, Special General, and Board of Directors Meetings.
- 18.1.2 Shall perform all the duties usually pertaining to the office of the President including the general management and supervision of the DIHA.
- 18.1.3 Shall be entitled to attend and speak at all meetings of committees but be without voting rights.
- 18.1.4 Shall be a financial member of the DIHA in good standing.
- 18.1.5 Ensuring that the DIHA is represented on the SIHL, the NZIHF, Ice Sports Dunedin Inc, and any other relevant external body.
- 18.1.6 Ensure that all disciplinary matters are dealt with promptly, efficiently and fairly.
- 18.1.7 Upon vacating the position, shall pass over all DIHA records to the incoming President within seven (7) days.

18.2 Vice President (Hockey Operations)

- 18.2.1 Shall, in the absence of the President, assume all the powers and duties of the President.
- 18.2.2 Shall coordinate all activities relating to the provision of ice hockey.
- 18.2.3 Shall be a financial member of the DIHA in good standing.
- 18.3.4 Upon vacancy of the position, shall pass over all DIHA records to the incoming officers within seven (7) days.

18.3 Youth and Adult Vice Presidents

- 18.3.1 Report to all Board of Directors and Annual General Meetings on their areas of responsibility.
- 18.3.2 Shall be financial members of the DIHA in good standing.
- 18.3.3 Upon vacancy of their positions, shall pass over all DIHA records to the incoming officers within seven (7) days.

18.4 Treasurer

- 18.4.1 Shall keep books of accounts showing the current financial position of the DIHA.
- 18.4.2 Shall receive, receipt and deposit all monies or valuables in the name of the DIHA in such bank accounts as designated by the Board of Directors.
- 18.4.3 Shall issue invoices or statements of accounts to members for all sums due to the DIHA.
- 18.4.4 Shall make all payments or reimbursements by cheque for amounts due to creditors that are approved by the Board of Directors.
- 18.4.5 Shall see to the appointment of an Auditor by the Board of Directors (who may not a member of the Board of Directors). The Auditor shall audit the accounts of the DIHA and shall attach an audit report to the Treasurer's Annual Financial Statements for presentation to the Annual General Meeting.
- 18.4.6 On 31 October of each year, close and balance the books of account of the DIHA for auditing and presentation at the Annual General Meeting.
- 18.4.7 Shall preside over any committee established for financial purposes.
- 18.4.8 Shall report regularly to the Board of Directors and Annual General Meetings on his or her areas of responsibility.
- 18.4.9 Shall be a financial member of the DIHA.
- 18.4.10 Upon vacancy of the position, shall pass over all DIHA records to the incoming Treasurer within seven (7) days.

18.5 Secretary

- 18.5.1 Shall keep a record of all minutes for Annual General, Special General, and Board of Directors Meetings for reporting to members.
- 18.5.2 Shall establish and maintain a register of those present and entitled to vote prior to the commencement of each Meeting at which the Secretary is responsible for the minutes.
- 18.5.3 Shall hold an up-to-date copy of the Register of all members.
- 18.5.4 Shall send out or post all notices of meetings and minutes, and shall conduct or oversee all correspondence and keep records of these documents.
- 18.5.5 Shall be charged with the supervision of nominations to any vacancy to any position on the Board of Directors, as well as non-executive officer and committee positions.
- 18.5.6 Shall forward to the Registrar of Incorporated Societies such notices and returns as the Registrar shall from time to time require.
- 18.5.7 Shall perform all duties relating to the office of Secretary as required by this **Constitution** or DIHA By-Laws.
- 18.5.8 Shall be a financial member of the DIHA.
- 18.5.9 Upon vacancy of the position, shall pass over all DIHA records to the incoming Secretary within seven (7) days.

18.6 Vice President (Communications)

- 18.6.1 Shall have overall responsibility for the promotion of ice hockey, and the communication with members.
- 18.6.2 Shall be a financial member of the DIHA in good standing.
- 18.6.3 Upon vacancy of the position, shall pass over all DIHA records to the incoming officers within seven (7) days.

19 DISCIPLINE OF MEMBERS

- 19.1 In the first instance, all disciplinary matters will be heard by a Disciplinary Committee constituted by the Board of Directors. A Disciplinary Committee must have at least three (3) members, including a Chairperson. No current member of the Board of Directors may sit on a Disciplinary Committee.
- 19.2 A disciplinary matter arises when:
- 19.2.1 A member has been accused of serious misconduct on or off the ice; or
 - 19.2.2 A member has breached the rules and regulations of the DIHA and/or the NZHIF; or
 - 19.2.3 The member's actions are detrimental to the good name of the DIHA and/or the NZIHF.
- 19.3 A duly constituted meeting of the Disciplinary Committee shall have the power to suspend, ban from play for any period of time, expel from the DIHA, make findings as to financial liability, or take other disciplinary action against a member.
- 19.4 The decision of a Disciplinary Committee must be arrived at by a two-thirds vote.
- 19.5 The decision of a Disciplinary Committee must be in writing, and set out the reasons for the decision.
- 19.6 The Disciplinary Committee shall act in accordance with the principles of natural justice. In particular:
- 19.6.1 The accused must be notified in writing of the accusation against him or her.
 - 19.6.2 No member of a Disciplinary Committee may sit in judgment in respect of a matter in which he or she was involved or in relation to which he or she could reasonably be presumed to be biased.
 - 19.6.3 The accused has the right to be heard; the right to be present at the hearing; the right to call witnesses; and the right to representation and/or a support person.
- 19.7 The Board of Directors shall hear appeals against decisions of a Disciplinary Committee. Appeals shall be decided by a two-thirds vote of those Board members present and entitled to vote.
- 19.8 The Board of Directors shall have the power to summarily suspend or expel any member or spectator from the rink for

gross misconduct during any event under the jurisdiction of the DIHA.

- 19.9 A suspended or expelled member may apply for reinstatement to membership. An application for reinstatement will be granted only with the consent of a two thirds majority of Board Directors present at the meeting considering the application, provided that no such application will be considered unless the suspended or expelled person has served five (5) years or fifty percent (50%) of the suspension period whichever is the lesser.
- 19.10 The Board of Directors shall have the power to suspend or expel members of the DIHA when the member is in financial debt to the DIHA, the SIHL and/or the NZIHF and has been in debt for a period exceeding two (2) months. A member may not be suspended or expelled unless he or she has first received written notification of the debt and has been given ten (10) days in which to clear it or else make acceptable arrangements to pay off the debt by installments.
- 19.11 The Board may, at its discretion, notify any disciplinary decision to the SIHL, NZIHL or any other body involved in the sport of Ice Hockey.

20 FINANCIAL MATTERS

- 20.1 The financial year of the DIHA shall run from 1 November to 31 October.
- 20.2 All sums received on behalf of the DIHA shall be transmitted to the Treasurer as soon as practicable, who will also as soon as practicable deposit into the DIHA bank accounts those amounts. All cash received is to be receipted.
- 20.3 All payments on behalf of the DIHA shall be made out of the DIHA bank accounts and the Treasurer shall ensure that such bank accounts shall not be drawn on except by a cheque signed in such a manner as the Board of Directors may from time to time determine, although in all cases, a minimum of two (2) signatures will be required.
- 20.4 Application of profits:
- 20.4.1 Any income, benefit or advantage obtained by the DIHA shall be used in a way that is consistent with the DIHA's purposes.
- 20.4.2 No member of the DIHA or any person associated

with a member shall participate or materially influence any decision made by the DIHA in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

20.4.3 Any such income paid shall be fair and reasonable and relative to that which would be paid in an arms length transaction (being the open market value).

20.4.4 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

20.5 The Board of Directors may, with two thirds of those present and entitled to vote:

20.5.1 Raise or borrow money in such a manner and upon such security (if any) as the Board of Directors shall think fit and in particular upon the security of any mortgage or mortgages or charge or charges of all or part of DIHA property, assets and rights (both present and future) or by the issue of debentures or charges upon all or part of DIHA property, assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Board of Directors shall see fit and to purchase, redeem or pay off any such securities and reissue the same.

20.5.2 Give guarantees, bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable instruments.

21 PUBLIC STATEMENTS

No Member of the DIHA shall make any public statement on behalf of the DIHA regarding policy or any other business directly connected with the running and administration of the DIHA without the prior authorisation of the Board of Directors.

22 COMMON SEAL

The Common Seal of the DIHA shall be kept by the Secretary and shall

not be affixed to any document except by resolution of the Board of Directors.

23 WINDING UP

23.1 The DIHA may be wound up at any time by a resolution at a Special General Meeting called for that purpose at which a motion is passed by a majority of members resolving that the DIHA be wound up.

23.2 The DIHA shall be wound up in accordance with section 24 of the Incorporated Societies Act 1908, or relevant clause in subsequent legislation.

23.3 In the event of the winding up of the DIHA, the property and assets of the DIHA remaining after payment and discharge of all debts and liabilities of the DIHA and the expense of winding up, shall be transferred to another charitable organisation as the DIHA may determine at a Special General Meeting.

24 INTERPRETATION OF CONSTITUTION AND RULES AND POWERS OF MEMBERS

The decision of the Board of Directors on the interpretation of this Constitution or on any other matter not contained within this Constitution but pertaining to the DIHA, its property or interests, shall be conclusive and binding on all members.