



**RULES OF
FENCIBLES UNITED ASSOCIATION FOOTBALL CLUB
(INCORPORATED)**

P. Cannon Member
[Signature] Member
[Signature] Member

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RULES OF FENCIBLES UNITED ASSOCIATION FOOTBALL CLUB (INCORPORATED)

SECTION 1

This Section deals with the name of the club, key words used in these rules and the objects and powers of the Club.

1.0 Name of the Club

1.1 The name of the club is **FENCIBLES UNITED ASSOCIATION FOOTBALL CLUB (INCORPORATED)**.

2.0 The Meaning of Key Words

2.1 In these rules:

“Act” means the Incorporated Societies Act 1908 and any amendments.

“Annual General Meeting” means a General Meeting held on an annual basis pursuant to rule 23.

“Association Football” means the game of football described in the rules of the New Zealand Football Association Inc.

“Board” means the committee of members elected pursuant to and with the duties set out in rule 9.

“Club” means Fencibles United Association Football Club (Incorporated) or any other name under which that entity is incorporated for the time being.

“Clubrooms” means the clubrooms of the Club wherever from time to time they may be situated.

“Chairperson”, “Deputy Chairperson”, “Secretary”, “President”, “Patron”, “Auditor”, “Treasurer”, “Senior Club Captain”, “Youth Club Captain”, “Women’s Club Captain” and “Junior Club Captain” means respectively the chairperson, deputy chairperson, secretary, president, patron, auditor, treasurer, senior club captain, youth club captain, women’s club captain and junior club captain of the Club, as elected pursuant to these rules and with the duties provided in these rules.

“Finance Committee” means the subcommittee of the Board referred to in rule 10.

“Financial Member” means a member who has paid up all the necessary subscriptions, levies and fees that may be payable by him, her or it.

“General Meeting” means any meeting of members, to which all members are invited to attend.

“Member” means a member of the Club and may include a corporate body.

“Ordinary Resolution” means a resolution that is approved by a simple majority of the votes of those members entitled to vote and voting on the question.

“Players’ Committee” means the subcommittee of the Board referred to in rule 10.

“Registrar” means the Registrar of Incorporated Societies.

“Special Resolution” means a resolution approved by a majority of 75% of the votes of those members entitled to vote and voting on the question.

“Working day” means a day on which registered trading banks are open for business in New Zealand but does not include Saturday or Sunday.

3.0 The Objects and Powers of the Club

3.1 The Club has the following objects:

- (a) To encourage and promote all sports and the welfare of sportsmen and women, particularly in relation to the game of Association Football in Auckland and New Zealand;

- (b) To affiliate with an appropriate governing body or bodies to promote the game of Association Football or any other sports in Auckland and in New Zealand;
- (c) To teach members how to play Association Football and any other sports with skill and good sportsmanship;
- (d) To coach teams and to supply organisation and equipment necessary for teams of members to play Association Football or any other sports;
- (e) To engage professional and other advisors, agents, officers and employees;
- (f) To become a member of any other club whether incorporated or not whose objects are similar to those of the Club;
- (g) To purchase or otherwise acquire the use of or deal with any real or personal property (including intangible property) for the Club's business;
- (h) To borrow or lend money, whether on a secured or unsecured basis, for the purpose of any of the objects of the Club;
- (i) To raise money for the purpose of the objects of the Club, whether by membership subscriptions, levies, fund raising, promotions, sponsorships, competitions, lotteries, or business activities of any description;
- (j) To get any licences or permits which may be required for the objects of the Club;
- (k) To invest the money not immediately required for the Club's business;
- (l) To issue secured or unsecured securities as defined in the Securities Act 1978 for the objects of the Club;
- (m) To insure the property, members and employees of the Club;
- (n) To build and maintain any buildings and other property that may be required for the objects of the Club; and
- (o) To do anything else further or attain these objects and to exercise the powers of the Club.

- (p) Pecuniary gain is not the purpose of the club, rather the development and playing of association football for the primary benefit of all of its members is viewed as the clubs principle purpose and primary objective.
- 3.2 In order to achieve the preceding objects, the Club has the full capacity to carry on or undertake any business or activity, to do any act, or enter into any transaction and has the rights, powers and privileges of a natural person.
- 3.3 The borrowing power of the Club, whether secured or unsecured, or by the issue of securities or in any other way cannot exceed \$15,000.00 in respect of any particular borrowing or issue of securities without the prior consent of the Club by Ordinary Resolution in General Meeting.

SECTION 2

This section deals with the membership of the Club.

4.0 Different Types of Membership

4.1 There are the following types of membership of the Club

(a) *Senior Members – Men*

Senior Members – Women

Members who are 18 years old or older at the time of application for membership and wish to play for a Club team;

(b) *Youth Members – Boys*

Youth Members – Girls

Members who are under 18 years of age at the time of application but are 9 years or older at the time of application and who wish to play for a Club team.

(c) *Junior Members*

Members who are younger than 9 years at the time of application and who wish to play for a Club team.

(d) *Non Playing Members*

Members of any age, who may wish to become financial members or have complimentary membership who do not wish to play for a Club team.

(e) *Associate Members*

Members who are made associate members under rule 5.2.

(f) *Life Members*

Members who are made life members under rule 5.3

(g) *Honorary Members*

Members who are made honorary members under rule 5.4

(h) *Student Members*

Members who fall into any of the preceding categories (a) to (g) inclusive who are engaged in a course of full time tertiary study (not being students at primary, intermediate or secondary schools) as evidenced by a current student card or other reasonable evidence of full time studentship as determined by the Board.

(i) *Family Membership*

Members who fall into any of the preceding categories (a) to (h) inclusive and, who are members of a family. For these purposes, “family” consist of any one or more parents, grandparents or any legal guardian(s) or guardian(s) in fact, plus one or more dependent children of such persons, “dependent” meaning in their full time care or substantially full time care, all of these factors as reasonably determined by the Board. Family membership is for the purposes of determining appropriate fees and levies and subject to clause 25.15 does not affect any individual member’s voting rights which are independent of family membership. Subject to clause 25.15 family membership does not entitle the members of that family to any additional vote.

4.2 If at any time any governing body which has control over Association Football within New Zealand alters the age or other requirements for playing or membership categories to any extent which, as a consequence, the Board reasonably considers it necessary to alter the age or other requirements for any of the membership categories set out in rule 4.1, then the Board may appropriately amend the requirements for such categories by notice placed upon the notice boards of the Club and otherwise brought to the attention of the members in such reasonable manner as the Board determines.

4.3 If at any time the Club and its members are engaged in sporting activities other than Association Football, then the Board may determine the categories and requirements for membership in the manner provided for in rule 4.2.

5.0 **How to Become a Member**

5.1 If a person wishes to become a senior man, senior woman, youth, junior, student, non-playing or family member of the Club that person or a family representative must apply to the Secretary in writing in the form required by the Board from time to time and available from the Secretary. The Board (or a delegated committee of the

Board) will consider the application. The Board may decline the application without giving any reason. Application in writing includes any form of computerised registration that the club chooses to adopt for administrative purposes as it's principle form of member registration.

5.2 If a person considers that he, she or it may have sympathy with or may contribute to the aspects of the Club that person may apply to the Secretary for *associate membership* such application to be in writing in the form required by the Board and available from the Secretary. The Board (or a delegated committee of the Board) will consider the application. The Board may decline the application without giving any reason.

5.2.1 All club officers, team coaches, managers and officials, if not already members in accordance with the guidelines above, are credited with a complementary club membership and are as a result subject to the rules and regulations of the club.

5.3 (a) Any member of the Club (or the Board) may recommend another member of the Club for *life membership* of the Club. The nominee must have rendered special services of value to the Club or the cause of Association Football or otherwise be worthy of nomination.

(b) No particular form is required for nomination but sufficient information concerning the nominee must be given to the Board in order that it may make an informed decision.

(c) After consideration of the nomination the Board (or a delegated committee of the Board) may recommend the nomination for approval by the Club in general meeting by Special Resolution. The Board may decline to recommend a nomination for any reason.

(d) A life member has the same rights as a Financial Member although the life member does not have to pay any subscription or levies payable by other Financial Members.

5.4 (a) Any member of the Club (or the Board) may recommend any natural person for *honorary membership* of the Club. The nominee must be a Financial Member of the Club.

(b) The procedure for nomination and approval of honorary membership are otherwise as set out in clause 5.3 with any necessary amendments except an honorary member does not have the rights of a Financial Member.

5.5 A person becomes a Financial Member of the Club and is entitled to all the privileges of membership when he, she or it has the appropriate application for membership accepted by the Board and has paid the entrance fee (if any).

5.6 The member is bound by the rules and by-laws of the Club and their amendments.

5.7 The member (depending upon the type of membership) remains liable to pay any annual subscription or levy. Until payment is made the member's membership of the Club may be cancelled and the member is not a Financial Member and cannot vote at general meetings of the Club.

6.0 Entrance Fee and Acceptance of Rules

6.1 Except in the case of associate, honorary or life members, upon acceptance of his or her application to become a member pursuant to rule 4, every member must pay to the Club the then current entrance fee which is payable in respect of that class of membership, the annual subscription and any national or local playing or other levies which are imposed by national or local associations or by the Club.

6.2 Upon payment the application for membership will be a member of the Club and entitled to all the privileges of membership.

6.3 All members shall promote the purposes of the club and abide by its rules, regulations and code of conduct. No member shall do anything that may bring the club into dis-repute.

7.0 Annual Subscription and Levies

7.1 The Board has the power to fix annual subscriptions for the current year of the Club and to impose levies upon members at any time in relation to the objects of the Club. Annual subscriptions and levies and the timing of their payment may be different classes of membership.

7.2 Unless otherwise determined by the Board, annual subscriptions are to be paid by the following methods in the following manner:

(a) *Life members and honorary members*

No subscription is payable;

(b) *Non playing members and associate members*

Such subscription (if any) as is determined by the Board from time to time as a proportion of the subscription payable by playing members;

(c) *Senior members and Playing members (Youth and Junior members)*

An annual subscription determined by the Board for the current financial year of the Club;

(d) *Student members*

An annual subscription determined by the Board for the current financial year of the Club;

(e) *Family members*

An annual subscription determined by the Board for the current financial year of the Club determined on a concessional basis so that the aggregate family membership is less than the total individual membership for that family.

7.3 The Board may require levies to be paid in one sum or in instalments and different times in each for different classes of membership.

7.4 In relation to families, the Board may determine that special concessional family entrance fees, annual subscriptions and levies (if applicable) be paid by all families recognising the number of members of the Club in families and the consequent financial burden of multiple payments to the Club.

8.0 Termination of Membership

8.1 Membership may be terminated:

(a) By the written resignation of the member delivered to the Secretary; or

- (b) Automatically, by any playing member transferring to another Association Football Club; or
- (c) By Ordinary Resolution of the Board where the member is in arrears with any subscription or levy after 30 days' notice has been given for payment; or
- (d) By Ordinary Resolution of the Board in accordance with rule 26.

8.2 Termination of membership, either by the member or by the Club, does not release the member from the obligation to pay any entrance fee, fines, subscription or levy or other payment due to the Club or from the obligation to return immediately to the Club any of its gear or property including confidential information which is held by the member.

SECTION 3

This section of the rules deals with the management of the Club by the Board and its sub-committees, which include a Players' Committee and a Finance Committee.

9.0 The Board

9.1 The business of the Club is managed by the Board.

9.2 The powers and duties of the Board are to:

- (a) Appoint a time and place at which regular meetings are held, in accordance with standing orders for the conduct of its business, if necessary;
- (b) Promote the objects of the Club and to ensure that these rules are followed;
- (c) Oversee and manage such sub-committees as may be necessary from time to time, including a "*Players' Committee*" and a "*Finance Committee*", further details of which are set out in rule 10;
- (d) Create and/or disestablish subcommittees as required with the exception of;
 - i. Players Committee
 - ii. Finance committee

- (e) Appoint or cancel the appointment of officers and officials;
 - (f) Administrate Club business for the benefit of the Club and Association Football;
 - (g) Decide upon any matter not covered by the existing rules or by-laws;
 - (h) Create and amend regulations and policies in relation to the effective management of the club.
 - (i) Hold enquiries into any matters or disputes affecting the welfare of the Club and to decide upon those matters or disputes;
 - (j) Administer the disciplinary procedures of the Club set out in rule 26 to the welfare of the Club;
 - (k) Deal with any legal proceedings by or against the Club or its officers concerning the Club;
 - (l) Administer and promote all aspects of Club activities required for the benefit of the Club such as senior play, youth play, junior play, publicity, fund raising, playing gear, clubrooms management, ground control, finance, social activities or any other matters required for the beneficial running of the Club;
 - (m) To engage professional and other advisors necessary to the Board's decision making powers and to co-opt to the Board such persons as the Board considers will enable it to better fulfil its duties.
- 9.3 Any member of the Board or any sub-committee who does not attend two consecutive meetings or three meetings in any six month period without being granted leave of absence may be deemed by the Board to have resigned his or her position and if he or she is also an officer of the Club to have resigned that position.
- 9.4 The Board may delegate to a sub-committee of members of the Board or a member of the Board or any other club official referred to in rule 11, any one or more of its powers under these rules.
- 9.5 The members of the Board are elected at the Annual General Meeting or at a General Meeting called for that purpose under rule 24.1. No person who is a

contracted player or employee of the Club or an identifiable member of the first team squad (Men and Women's) can be elected or remain as a member of the Board. Such a person can however be on a committee or can be co-opted to a committee.

- 9.6 A member can propose himself or herself or another member for election to the Board. In the case of proposal of another member that member must acknowledge in writing that he or she consents to the nomination. All nominations must be in writing, signed by the nominee with short details of the nominee's experience and qualifications and delivered to the Secretary within seven working days of the General Meeting at which the vote is to be undertaken. The period of time excludes the day on which the notice is delivered but includes the day of the General Meeting. In appropriate circumstances, the Board may waive the notice requirement.
- 9.7 At the first Annual General Meeting of the Club following the adoption of these rules, all the Board members must retire from office and, at the Annual General Meeting in every subsequent year, one-third of the Board members for the time being, or, if their number is not 3 or a multiple of 3, the number nearest one-third, must retire from office.
- 9.8 The members of the Board to retire in every year must be those who have been longest in office since their last election, but as between persons who became Board members on the same day those to retire must be determined by lot (unless they otherwise agree among themselves).
- 9.9 A retiring Board member is eligible for re-election.
- 9.10 The Club at the Annual General Meeting at which a Board member retires in the preceding manner may fill the vacated office by electing a person to it. In default the retiring Board member will, if offering himself or herself for re-election be deemed to have been re-elected, unless at that Annual General Meeting it is expressly resolved not to fill the vacated office or unless an Ordinary Resolution for the re-election of that Board member is put to the Annual General Meeting and lost.
- 9.11 The Club may from time to time by Ordinary Resolution increase or reduce the number of Board members, and may also determine in what rotation the increased or reduced number is to go out of office.

10.0 Players' Committee and Finance Committee

- 10.1 The Board has delegated certain of its powers under rule 9 to deal with playing matters and financial matters to respectively, the Players' Committee and the Finance Committee.
- 10.2 The *Players' Committee* has the power under the direction of the Board and in accordance with these rules and any by-laws to deal with the day to day administration of all playing matters relating to the Club for the benefit of players and the Club. The Deputy Chairperson, Senior Club Captain, Youth Club Captain and the Junior Club Captain are automatically members.
- 10.3 The *Finance Committee* has the power under the direction of the Board and in accordance with these rules and any by-laws to deal with the financial administration of the Club. The Chairperson, Secretary and Treasurer are automatically members. The Auditor is entitled to attend all meetings of the Finance Committee.
- 10.4 In relation to both the Players' Committee and the Finance Committee, the Board remains ultimately responsible for their activities and accordingly may set out details, responsibilities and reporting and other requirements for their conduct of fair decisions and may suspend or cancel the committees as it sees fit.
- 10.5 Unless otherwise determined by the Board as far as practical and convenient for the proper functioning of these or any other delegated committee they are to conduct themselves in accordance with the procedure for meetings of the Board set out in rule 12.

11.0 Club Officials

- 11.1 The following officers of the Club are to be elected at the Annual General Meeting:
- (a) *Patron* or *Joint Patron* which is an honorary position not involving any management or other responsibilities;
 - (b) *President* which is an honorary position not involving any management or other responsibilities;

(c) *Auditor*;

11.2 Members of the Board to be elected at the Annual General Meeting are:

(a) *Chairperson* (who is automatically a member of the Finance Committee);

(b) *Deputy Chairperson* (who is automatically a member of the Players' Committee);

(c) *Secretary* (who is automatically a member of the Finance Committee);

(d) *Treasurer* (who is automatically a member of the Finance Committee); and

(e) *Two (2) Financial Members*.

11.3 At the Annual General Meeting, the Club may also elect members to the following offices on the *Players' Committee*:

(a) Senior Club Captains – men and women;

(b) Youth Club Captains – boys and girls;

(c) Junior Club Captain;

(d) Playing gear officer; and

(e) Match Day Controller.

11.4 At the Annual General Meeting, the Club may also elect members to the following offices on the *Finance Committee*:

(a) Fund raising officer;

(b) Social officer;

(c) Clubhouse manager; and

(d) Publicity officer.

- 11.5 If all positions are not filled at the AGM, the Board may appoint persons to those positions as casual vacancies.
- 11.6 Other positions may be nominated by the Board and voted upon at the Annual General Meeting. These positions are not members of the Board but are subject to its supervision. The Board may appoint these officers to the Players' Committee or the Finance Committee or such other committees as it deems appropriate.
- 11.7 Members may decide by majority vote whether and elected officer can hold more than one title with exception of:
- i. The roles of President, Chairperson, Secretary and Treasurer cannot be filled by one person
- 11.8 If any Board member, Players' Committee or Finance Committee member, other committee member or any Club official dies, resigns or is removed from office or is otherwise incapable of performing his or her duties, the Board may appoint an eligible replacement to hold office until the next Annual General Meeting.
- 11.9 The Board may set out detailed position descriptions and responsibilities for any Board or committee member or Club official and publish them to the Club.

12.0 Procedure for Meetings of the Board

Chairperson

- 12.1 If at a meeting of the Board, the Chairperson is not present within five (5) minutes after the time appointed for the commencement of the meeting, the Board members present may choose one of their number to be Chairperson of the meeting.

Notice of Meeting

- 12.2 Any Board member may convene a meeting of the Board by giving notice in accordance with this clause.
- 12.3 Not less than two (2) days' notice of a meeting of the Board must be sent to every Board member who is in New Zealand, and the notice must include the date, time,

and place of the meeting and the matters to be discussed. However, in the case of an emergency or if all members of the Board agree (whether or not in writing) a meeting of the Board may be held on shorter notice.

- 12.4 An irregularity in the notice of a meeting is waived if all Board members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all members of the Board entitled to receive notice of the meeting agree to the waiver.

Methods of Holding Meetings

- 12.5 A meeting of the Board may be held either:
- (a) By a number of the Board who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
 - (b) By means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

Quorum

- 12.6 A quorum for a meeting of the Board is a majority of the Board.
- 12.7 No business may be transacted at a meeting of the Board if a quorum is not present.

Voting

- 12.8 Every Board member has one vote. Every Board member must disclose to the meeting of the Board any interest that he or she may have in any matter to be voted upon by the Board.
- 12.9 The Chairperson has a casting as well as a decision making vote.
- 12.10 A resolution of the Board is passed if it is agreed to by all members of the Board present without dissent or if a majority of the votes cast on it are in favour of it.

- 12.11 A member of the Board present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he or she expressly dissents from or votes against the resolution at the meeting. This presumption does not apply where a member of the Board is not present at the time of the vote at the meeting because of a conflict of interest or other disqualification as determined by the Board under rule 12.16.

Minutes

- 12.12 The Board must ensure that minutes are kept of all proceedings at meetings of the Board.

Unanimous Resolution

- 12.13 A resolution in writing, signed or assented to by all of the members of the Board then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- 12.14 Any such resolution may consist of several documents (including facsimile, or other similar means of communication) in like form each signed or assented to by one or more member of the Board.
- 12.15 A copy of any such resolution must be entered in the minute book of Board proceedings.

Other Proceedings

- 12.16 Except as provided in these rules, the Board may regulate its own procedure.

13.0 Chairperson

- 13.1 The duties of the Chairperson are:

- (a) To provide leadership to the Board and to the Club;
- (b) To conduct Board and general meetings in accordance with their agendas and the rules and objects of the Club;

- (c) To ensure that members attending meetings have equal opportunities to be heard and have their points of view considered;
- (d) To ensure that every entitled member has an equal right to vote on any issue and thus help in the making of decisions; and
- (e) To submit a written report to the Board for presentation each year to the Annual General Meeting.
- (f) Advise the register of incorporated societies of any role change affecting the club or its operations.

SECTION 4

This section deals with particular officers of the Club such as the Secretary, the Treasurer, Senior, Youth and Junior Club Captains, the Auditor, Team Officials, Patron or Joint Patron and President.

14.0 Secretary

14.1 In addition to being a member of the Board, the Secretary must attend to all correspondence and keep minutes of General Meetings and meetings of the Board and ensure that any sub-committee keeps minutes.

14.2 The Secretary must keep a register of members of the Club, with addresses and other relevant details and in doing so comply with the provisions of the Privacy Act 1993.

14.3 The Secretary must keep all records and generally perform all the clerical work of the Club. With the written approval of the Board these tasks may be delegated but the Secretary remains responsible for their performance.

14.4 When the Secretary ceases to be the Secretary for any reason whatsoever the Secretary must immediately deliver to the Board all books, papers, documents and property in the Secretary's possession or control.

14.5 The Board may from time to time issue and amend job descriptions for the Secretary and publish them to the Club.

14.6 Any other duties as may be stipulated in the officers role description.

15.0 Treasurer

15.1 The Treasurer must receive all subscriptions and all other money payable to or receivable by the Club and must pay all accounts approved by the Board. The Board may delegate levels of payment to the Treasurer by written authority.

15.2 The Treasurer must invest all funds of the Club in such a manner as directed by the Board.

- 15.3 The Treasurer must keep the book of accounts of the Club in a form approved by the Board and must submit at each Annual General Meeting a balance sheet, income and expenditure account duly audited by the Auditor.
- 15.4 When the Treasurer ceases to be the Treasurer for any reason, the Treasurer must immediately deliver to the Board all books, papers, documents and property in the Treasurer's possession or control.
- 15.5 The Board may from time to time issue and amend job descriptions for the Treasurer and publish them to the Club.
- 15.6 Any other duties as may be stipulated in the officers role description.

16.0 Senior Men's, Senior Women's, Youth and Junior Club Captains

- 16.1 The duties of the Senior Men's, Senior Women's Youth and Junior Club Captains are:
- (a) To ensure that all teams under their supervision are equipped in a manner to bring credit to the Club;
 - (b) To attend to all players or team matters relating to their section of the Club and to ensure the welfare of all of those players or teams of players for the good of the Club;
 - (c) To attend to disciplinary matters that arise in respect to players, coaches or officials and to report to the Board any matter that requires the calling of a judicial hearing either by the Club or the governing football association;
 - (d) To call at regular intervals a meeting of Club coaches and officials under their supervision, such meetings to be held at least once per month during the season;
 - (e) To ensure that all players are Financial Members of the Club in co-operation with the Financial Committee;
 - (f) To make available to Club coaches, managers and officials, team cards, results, requirements and other information as necessary for the coach,

manager and official to effectively carry out their duties without undue cost or penalty to the Club or team;

- (g) To attend the Players' Committee regularly;
- (h) To report regularly (and as requested by the Board from time to time) on the preceding matters or any other matters relating to their responsibilities.

16.2 The Board may from time to time issue and amend job descriptions for the Senior, Youth and Junior Club Captains and publish them to the Club.

17.0 Auditor

17.1 The Auditor may be a member of the Club but must not hold any other position in the Club. The Auditor must be a chartered accountant and a current member of the Institute of Chartered Accountants of New Zealand.

17.2 The Auditor must examine the books and vouchers at the end of each financial year or when requested by the Board.

17.3 The Auditor must certify the annual statement of accounts and make such special report to the Board as may be deemed necessary by the Board.

17.4 The Board may from time to time issue and amend job descriptions for the Auditor and publish them to the Club.

18.0 Team Officials

18.1 Officials appointed to a team by the Players' Committee must carry out the following duties when applicable to their position:

- (a) Make arrangements with their team so that the team has access to information as to the time and place of the fixtures;
- (b) Accompany the team on all occasions when it plays or to arrange for a substitute official;
- (c) Arrange for the training and coaching of the team;

- (d) Assist if necessary in the recruitment of new players to maintain the numbers of the team;
- (e) Be responsible for the good behaviour of his or her team;
- (f) See that any member of his or her team who is injured receives immediate and proper attention and if necessary to transport the player to his or her home;
- (g) Report regularly at meetings of officials on the progress of his or her team;
- (h) Ensure that gear entrusted to him or her is cared for and returned to the Club Captain at the end of the season;
- (i) Co-operate with the Treasurer and the Board in the collection of fees or levies from his or her team;
- (j) Ensure that all requirements for competition are taken to safeguard games won, in particular:
 - (i) To ensure that each player is a Financial Member in co-operation with the Senior, Youth and Junior Club Captain;
 - (ii) To ensure that the player requiring a transfer or clearance is clear to play for the Club;
 - (iii) To ensure that the junior players required to produce a copy of their birth certificate do so, and that such copy is returned to the player after going to the football association;
 - (iv) That team cards are properly filled in and returned as directed by one of the Club Captains.

19.0 Patron or Joint Patron

- 19.1 The office of Patron or Joint Patron are honorary positions involving no obligations to the Club.

20.0 President

- 20.1 The duties of the President are to generally watch over the affairs of the Club and to assist the Board to promote the objects of the Club and for those purposes the President may attend and speak in an advisory capacity at any Board committee or sub-committee meeting when he or she deems it necessary.

- 20.2 The President has no voting rights.

SECTION 5

This section deals with the Club's funds, borrowing and signature of contracts.

21.0 Control and Use of the Club's Funds

21.1 All money received by or on behalf of the Club must be paid to the credit of the Club in the bank account which the Board has set up for the Club. All cheques or withdrawal slips drawn on the account must be signed by the Treasurer and countersigned by the Chairperson or in the alternative by either of these together with one of the Board members.

21.2 The club may only use money and other assets if:

- (a) It is for the purpose of the club;
- (b) It is not for the sole personal or individual use of any Member; and
- (c) The use has been approved by the committee.

22.0 How the Club Signs Contracts

22.1 A contract not in the form of a deed can only be entered into on behalf of the Club in writing signed by any two (2) members of the Board, authorised to do so by previous or specific or general resolution of the Board.

22.2 The common seal of the Club must be approved by the Board which must designate the Secretary or other member of the Board to be responsible for its safe custody and control.

22.3 Whenever the common seal of the Club is required to be affixed to any deed, document, writing or other instrument, the seal must be affixed by any two (2) members of the Board who have been authorised by specific or general resolution of the Board to affix the seal. The two (2) persons affixing the seal must at the same time each sign the document to which the seal is affixed.

22.4 The Secretary must keep a register of all Board resolutions relating to the signing of documents and the affixing of the seal giving details of the authorising resolution and the documents for signature and sealing.

- 22.5 The board and associated subcommittees who may accept or incur financial liability on behalf of the club shall be held indemnified by the club against any personal loss in respect of such liability.

SECTION 6

This section of the rules deals with the procedure at meetings of members.

23.0 Annual General Meeting

23.1 The Annual General Meeting is held within 3 months of the end of the playing season each year or as otherwise decided by special resolution of the Club in General Meeting and on a date and at a time and place to be fixed by the Board for the following purposes:

- (a) To receive the annual report, balance sheet, statement of accounts for the preceding year;
- (b) To elect members to the Board and to appoint the Auditor for the following year;
- (c) To fix entrance fees and subscriptions and levies (if any) for the following year;
- (d) To decide any resolution which is submitted to a meeting;
- (e) To attend to general business.

24.0 General Meetings

24.1 Other General Meetings may be called by Ordinary Resolution of the Board or by written notice in writing to the Secretary signed by any 25 Financial Members stating the reason for calling the meeting.

25.0 Procedure of General Meetings

Notice of meetings

25.1 Any General Meeting (whether Annual or Ordinary) must be convened by written notice sent to every Financial Member and the Auditor not less than ten (10) working days before the meeting and must also be advertised at least once, not

less than eight (8) working days before the meeting, in one local newspaper. For the purpose of calculating notice periods the day on which the notice is given is not counted but the last day of the notice period is included.

25.2 The notice must state:

- (a) The nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgment in relation to it;
- (b) The text of any special resolution to be submitted to the meeting;
- (c) The postal address to which posted votes may be sent and the name or office of the person to whom they may be sent; and
- (d) That the posted vote must be received by the person referred to in paragraph (c) at least 48 hours prior to the time of the meeting.

25.3 An irregularity in a notice of a meeting is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.

25.4 The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a member does not invalidate the proceedings at that meeting.

25.5 If a meeting of members is adjourned for less than 30 days, it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

Chairperson

25.6 If the Chairperson is present at a meeting of members, he or she must chair the meeting. If the Chairperson is not present within 15 minutes of the time appointed for the commencement of the meeting, the members present may choose one of their number to be chairperson of the meeting.

Methods of holding meetings

25.7 A meeting of members may be held either:

- (a) By a number of members, who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
- (b) By means of audio, or audio and visual, communication by which all members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

Quorum

- 25.8 Subject to rule 25.7 no business may be transacted at a General Meeting if a quorum is not present.
- 25.9 A quorum for a General Meeting exists if 25 Financial Members are present in person.
- 25.10 If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Board may appoint, and, subject to the rules of the Club, if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the members or their proxies present are a quorum.

Voting

- 25.11 Voting at a meeting of members is to be conducted by whichever of the following methods is determined by the Chairperson of the meeting:
 - (a) Voting by voice; or
 - (b) Voting by show of hands

Unless a poll is demanded.

- 25.12 A declaration by the Chairperson of the meeting that a resolution is carried by the requisite majority of those members present is conclusive evidence of that fact.
- 25.13 At a meeting of members a poll may be demanded by no less than five (5) Financial Members.

- 25.14 A poll may be demanded either before or after the vote is taken on a resolution.
- 25.15 The right to vote at all General Meetings is as follows:
- (a) Those members who are not Financial Members are not entitled to vote.
 - (b) All Financial Members (except Youth and Junior Members), are entitled on every motion to one vote exercised in person or by proxy.
 - (c) In respect to Financial Youth or Junior Members, the oldest parent, grandparent or guardian of whom a Youth or Junior Member is a dependent as defined in clause 4.1(i), is entitled on every motion to one vote exercised in person but not by proxy. This Youth or Junior Member vote is however limited to one vote per family, regardless of the number of Youth or Junior members in the family.
- 25.16 Every question is to be decided by a simple majority of votes except as provided in rule 5.3 (c) and 28.1 in the event of an equality of votes the Chairperson has a casting vote as a deliberate vote.
- 25.17 The Instrument appointing a proxy to vote at a meeting of members confers authority to demand or join in demanding a poll and a demand by a person as proxy for a Financial Member has the same effect as a demand by a Financial Member.

Proxies

- 25.18 A Financial Member may exercise the right to vote either by being present in person or by proxy.
- 25.19 A proxy for a member is entitled to attend and be heard at a meeting of members as if the proxy were the member.
- 25.20 A proxy must be appointed by notice in writing signed by the member and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.
- 25.21 A proxy must be in one of the following forms:

**FENCIBLES UNITED ASSOCIATION
FOOTBALL CLUB (INCORPORATED)**

INSTRUMENT APPOINTING A PROXY

I/We _____ being a member of **FENCIBLES UNITED ASSOCIATION FOOTBALL CLUB INCORPORATED** ("the Club" appoint _____ [print name of proxy] of _____ or failing him/her _____ [print name of alternate proxy] of _____ as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Club to be held at _____ on _____ commencing at _____ am/pm (or all meetings of the Club held within 12 months of the date of this proxy] and at any adjournment of any such meeting.

Signed on _____ 20_____ [usual signature]

or

**FENCIBLES UNITED ASSOCIATION
FOOTBALL CLUB (INCORPORATED)**

INSTRUMENT APPOINTING A PROXY

I/We _____ being a member of **FENCIBLES UNITED ASSOCIATION FOOTBALL CLUB INCORPORATED** ("the Club" appoint _____ [print name of proxy] of _____ or failing him/her _____ [print name of alternate proxy] of _____ as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Club to be held at _____ on _____ commencing at _____ am/pm (or all meetings of the Club held within 12 months of the date of this proxy] and at any adjournment of any such meeting.

Signed on _____ 20_____ [usual signature]

* This form to be used in *in favour of* the resolution

or

* Unless otherwise instructed the proxy will vote as he thinks fit.

[Strike out whichever is not desired]

- 25.22 No proxy is effective in relation to a meeting unless a copy of the notice of appointment is produced to the Secretary not less than 48 hours before the start of the meeting.

Postal Votes

- 25.23 A member may exercise the right to vote at a meeting by casting a postal vote in accordance with the provisions of this rule 25.
- 25.24 The notice of a meeting at which members are entitled to cast a postal vote must state the name of the person authorised by the Board to receive and count postal votes at that meeting.
- 25.25 If no person has been authorised to receive and count postal votes at a meeting, or if no person is named as being so authorised in the notice of the meeting, every Board member is deemed to be so authorised.
- 25.26 A member may cast a postal vote on all or any of the matters to be voted on at the meeting by sending a notice of the manner in which he or she wishes to vote to a person authorised to receive and count postal votes at that meeting. The notice must reach that person not less than 48 hours before the start of the meeting.
- 25.27 It is the duty of a person authorised to receive and count postal votes at a meeting:
- (a) To collect together all postal votes received by him or her or by the Club; and
 - (b) In relation to each resolution to be voted on at the meeting; to:
 - a. Ensure the validity of the votes received and to count;
 - (i) the number of members voting in favour of the resolution; and
 - (ii) the number of members voting against the resolution; and
 - (c) To sign a certificate that he or she has carried out the duties set out in paragraphs (a) and (b) of this rule and which sets out the results of the counts required by paragraph (b) of this rule; and
 - (d) To ensure that the certificate required by paragraph (c) of this rule is presented to the Chairperson of the meeting.

- 25.28 If a vote is taken at a meeting on a resolution on which postal votes have been cast, the Chairperson of the meeting must:
- (a) On a vote by show of hands, count each Financial Member who has submitted a postal vote for or against the resolution;
 - (b) On a poll, count the votes cast by each Financial Member who has submitted a postal vote for or against the resolution.
- 25.29 The Chairperson of a meeting must call for a poll on a resolution on which he or she holds sufficient postal votes that he or she believes that if a poll is taken the result may differ from that obtained on a show of hands.
- 25.30 The Chairperson of a meeting must ensure that a certificate of postal votes held by him or her is annexed to the minutes of the meeting.

Minutes

- 25.31 The Board must ensure that minutes are kept of all proceedings at meetings of members.
- 25.32 Minutes which have been signed correct by the Chairperson of the meeting are evidence of the proceedings.

Member Proposals

- 25.33 A Financial Member may give written notice to the Board of a matter the Financial Member proposes to raise for discussion or resolution at the next meeting of members at which the member is entitled to vote.
- 25.34 If the notice is received by the Board not less than 20 working days before the last day on which notice of the relevant meeting of members is required to be given by the Board, the Board must, at the expense of the Club, give notice of the member proposal and the text of any proposed resolution to all members entitled to receive notice of the meeting.
- 25.35 If the notice is received by the Board not less than five (5) working days and not more than 20 working days before the last day on which notice of the relevant meeting of members is required to be given by the Board, the Board must, at the

expense of the member, give notice of the member proposal and the text of any proposed resolutions to all members entitled to receive notice of the meeting.

- 25.36 If the notice is received by the Board less than five (5) working days before the last day on which notice of the relevant meeting of members is required to be given by the Board, the Board may, if practicable, and at the expense of the member, give notice of the member proposal and the text of any proposed resolution to all members entitled to receive notice of the meeting.
- 25.37 If the Board intend that members may vote on the proposal by proxy or by postal vote, they must give the proposing member the right to include in or with the notice given by the Board a statement of not more than 500 words prepared by the proposing member in support of the proposal, together with the name and address of the proposing member.
- 25.38 The Board is not required to include in or with the notice given by the Board a statement prepared by a member which the Board consider to be defamatory, frivolous, or vexatious.
- 25.39 Where the costs of giving notice of the member proposal and the text of any proposed resolution are required to be met by the proposing member, the proposing member must, on giving notice to the Board, deposit with the Club a sum sufficient to meet those costs.

Corporations May Act by Representative

- 25.40 A body corporate which is a member may appoint a representative to attend a meeting of members on its behalf in the same manner as that in which it could appoint a proxy.

Other Proceedings

- 25.41 Except as provided in these rules, a meeting of members may regulate its own procedure.

SECTION 7

This section of the rules deals with how the members must conduct themselves as members of the Club and other disciplinary matters.

26.0 Disciplinary Powers

Decision by the Board

26.1 Disciplinary powers of the Club in respect of its members are exercised by the Board which will decide the matter by a majority vote. The Chairperson does not have a casting vote for these purposes.

26.2 The disciplinary powers of the Board apply in the case of any member (or person for whom the member is responsible) doing any of the following things:

- (a) Contravening any rule or bylaw of the Club or acting in contravention of its objects;
- (b) Failing to observe or perform any provisions of the laws and regulations of the Auckland Football Association or any other body having jurisdiction over Association Football or any other sport the Club is promoting;
- (c) Bringing discredit or disrepute to the Club;
- (d) Being guilty of conduct unbecoming a member of the Club.

Disciplinary Penalties

26.3 The Board may impose the following penalties or orders under this rule:

- (a) Reprimand;
- (b) Interim suspension order pending the hearing of any charges;
- (c) Suspension;
- (d) Termination of membership.

Disciplinary Procedure

- 26.4 (a) The Board must give the member not less than ten (10) days' notice of the hearing of any complaint or complaints against the member under rule 26.2.
- (b) A member may answer the complaint in writing to or by appearance before the Board. If the member wishes to appear in answer to the complaint he or she must give written notice not less than three (3) days before the hearing indicating at to his or her intention to do so, together with brief details of the matters in issue.
- (c) Any party at the hearing may be represented by counsel or agent but the proceedings must be conducted informally as the Board thinks fit but so as to give each party a fair opportunity to be heard.
- (d) The Board may receive and consider the complaint upon such information and submissions as it thinks fit and is not bound by the rules of evidence.
- (e) The hearing may be adjourned as the Board thinks fit.
- (f) Neither the Club nor the Board is liable to any member or employee, agent or other representative of a member or to any witness for travelling or other expenses relating to the hearing and attendance at the hearing.
- (g) The decision of the Board must (even if announced at the hearing), be recorded in writing and delivered to the member. The decision is final in all respects.
- (h) The Board may in its discretion notify members of its decision including such particulars of names, complaints, findings and penalties or orders as it thinks fit.

Interim Suspension

- 26.5 (a) The Board may, before or during any hearing of a complaint, make an order for interim suspension where the Board is of the opinion that the complaint is sufficiently serious for that order to be made or is otherwise in the interests of the Club or its members.

- (b) In considering interim suspension the Board may, if it thinks fit, reduce the notice of hearing thereof to a period of not less than seven (7) days in the case of a complaint for which the hearing has not commenced. An interim suspension may be made at the hearing of a complaint for the duration of any adjournment until the final determination of the matter without prior notice other than an opportunity for the member charged to be heard.
- (c) Except as provided by rule 26.5(b), the procedure for interim suspension must follow the procedure prescribed by rule 26.4 as nearly as is reasonably possible in the circumstances.

Consequences of Suspension

- 26.6 (a) Upon imposition of a penalty of suspension under rule 26.3(c), the member's membership of the Club is suspended for the period of the suspension. The member (while remaining on the register of members), is not entitled to exercise any of the rights and privileges of membership during the period of suspension.
- (b) Upon expiry of the period of suspension the member will be entitled to exercise the rights and privileges of membership in which he or she enjoyed prior to the suspension.

Consequences of Termination of Membership

- 26.7 (a) Upon termination of membership, the member must forthwith pay all money, subscriptions and other sums due to the Club.
- (b) Upon termination of membership, the member is not entitled to exercise any rights or privileges of membership.

27.0 Playing Uniform

27.1 The Club playing uniform is:

- (a) A shirt with vertical blue and red stripes, or quartered red and blue panels;
and

- (b) Royal blue shorts and socks.
- (c) From time to time the Players committee may approve the use of a non-standard playing strip for a registered club team, as long as said strip includes an official Fencibles Logo. This will be termed as an "away strip" with a normal strip required to be worn if requested by the players committee.

Unless otherwise determined by the board and first confirmed by ordinary resolution at a General Meeting of the Club

SECTION 8

This section of the rules deals with how these rules may be changed and also deals with other types of subsidiary rules designed to help the day to day operation of the Club.

28.0 Changes to These Rules

- 28.1 These rules can be altered, added to or rescinded by a resolution passed by a two-thirds majority of those present at a General Meeting.
- 28.2 Every notice for a General Meeting at which the matters referred to in rule 28.1 are to be dealt must state the details of the proposed change and the purpose of the proposed change.
- 28.3 Copies of such changes must be delivered to the Registrar in accordance with the requirements of the Act.

29.0 Bylaws

- 29.1 The Board has the power to make, alter or cancel subsidiary rules called bylaws not consistent with these rules for the conduct and behaviour of members or any other matter related to the affairs of the Club.
- 29.2 Bylaws will take effect and become binding on all members 14 days after notice of the bylaws has been given by notice to all members of the Club, unless within that time a written notice of objection signed by 25 Financial Members is received by the Secretary, in which case such notice is deemed to be a requisition for the purpose of convening a General Meeting pursuant to rule 24.

SECTION 9

This section of the rules deals with administrative matters such as what happens if the Club is wound up.

30.0 Dispositions on the Winding Up of the Club

30.1 In the event of the Club being wound up, the surplus assets after payment of the Club's liabilities and the expenses of the winding up must be donated to any association football club or governing football association with the same or similar purpose as nominated by the Club in General Meeting. If there not be a sufficient quorum to wind up the Club the members may apply to the Registrar for a decision to name any charitable organisation to whom the assets after payment of expenses will be donated.

30.2 In addition to the above this also prohibits gain.

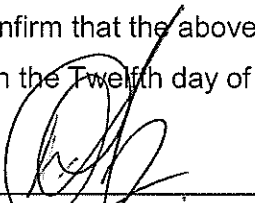
30.3 No distribution may be made to any members.

31.0 Registered Office

31.1 The registered office of the Club is situated at Fencibles United AFC 168 Gossamer Driver Pakuranga Auckland. PO Box 51-902 Pakuranga Auckland 2140 or as decided by the Board.

31.2 The notice of every change of situation of the registered office must be duly notified to the Registrar and placed upon the Club notice board. A failure to follow these procedures will not invalidate the change to the registered office.

We confirm that the above amended rules were approved at the General Meeting of the Club held on the Twelfth day of November 2012


Chairman


Treasurer


Secretary