

RULES OF MATAMATA ASSOCIATION FOOTBALL CLUB INCORPORATED

1. NAME:

- 1.1 The name of the Club is MATAMATA ASSOCIATION FOOTBALL CLUB INCORPORATED
- 1.2 Reference in these rules to "The Club" shall mean Matamata Association Football Club Incorporated.
- 1.3 The Club shall be free to adopt at its Annual General Meeting from year to year, such other operating name as the Annual General Meeting shall decide provided that such operating name shall always be used in conjunction with the official name of the Club as set out in this Clause.

2. REGISTERED OFFICE

- 2.1 The Registered Office of the Club shall be at such place in New Zealand, as the Club Committee shall from time to time determine.

3. OBJECTS

- 3.1 The objects for which the Club is established are:
 - a. To promote the game of Association Football and such other sporting activities in which the Club shall become involved in Matamata and elsewhere;
 - b. To encourage and enable persons of all ages to play and to take an interest in the game of Association Football and such other sporting activities that the Club shall become involved in and to provide facilities for those purposes;
 - c. To subscribe to become a member or affiliate with and/or co-operate with any Society or organisation having objects similar to the objects of the Club and/or to assist in the founding and incorporation of any such society or organisation whether as an independent society or whether formed to federate other societies including this Club or otherwise.
 - d. To encourage secondary school players to play for their respective schools as well as for the Club.

4. PARENT ORGANISATIONS

- 4.1 The rules and regulations of the New Zealand Soccer Incorporated shall be incorporated into these rules, with any necessary modifications.
- 4.2 In the case of any conflict between the rules of the New Zealand Soccer Incorporated and these rules, the rules of the New Zealand Soccer Incorporated shall prevail.
- 4.3 Decisions of the Board, either on executive or other authority acting on behalf of the Federation Three (Waikato-Bay of Plenty) Branch of New Zealand Soccer Incorporated, shall bind the Club.

5. MEMBERSHIP

5.1 The membership of the Club shall consist of the following persons:

- a. Ordinary members who, upon payment of the annual subscription levied from time to time by the Club pursuant to these rules, shall have the right to vote at Annual and Special General Meetings held pursuant to these rules and the right to hold offices in the Club and its Committee.
- b. Honorary members who shall be entitled to use all the facilities of the Club, but shall have no say in the control or management of the Club and who shall not be eligible for election to any office in the Club or to vote at any General Meeting of the Club.
- c. Junior members who shall be persons of or under the age of fourteen (14) years who attend primary or intermediate school and participate in the Clubs activities.
- d. Student members who shall be persons of or over the age of fifteen (15) years and engaged in a course of full time study at secondary or tertiary level. Such persons shall have all the rights and privileges of ordinary members.
- e. Social members who wish to play soccer on an infrequent or informal basis. Such persons shall have all the rights and privileges of ordinary members.
- f. Life members, who shall have all the rights and privileges of ordinary members without payment of any membership subscription.

5.2 Persons may become ordinary or junior or student or social members by application to and approval of their membership by the Committee. The Committee shall have absolute discretion whether to grant or refuse membership.

5.3 Honorary members shall be appointed by the Committee from the ranks of persons in the general Matamata or soccer community who take an active interest in the Clubs affairs, but who do not regularly participate in the Clubs activities.

5.4 Life members shall be appointed by the Committee from the ranks of ordinary student social and honorary members who have given particularly diligent and lengthy service to the Club. No person shall be eligible for life membership who has served less than five continuous years service as an ordinary student, social or honorary member of the Club.

5.5 On the election or appointment of a person as a member, the Secretary of the Club shall notify this to him or her with a request for the payment of the annual subscription, if appropriate, and upon payment of it the elected or appointed candidate shall be enrolled as a member and shall become subject to the rules, regulations and by-laws of the Club.

6. MEMBERSHIP SUBSCRIPTIONS

6.1 The Club shall set its annual subscription for the various classes of members for the succeeding year each year at its Annual General Meeting.

6.2 Life members shall not be required to pay any annual subscription or any other fees to the Club, apart from tournament entry fees.

6.3 The due date for subscriptions shall be at the expiry of one calendar month from the opening day of the Club's season after the setting of the subscription at the previous Annual General Meeting.

6.4 In the case of a member joining the club during the soccer season the committee shall decide the amount of subscription he or she must pay and the date by which he or she must pay it.

7. RESIGNATION OF MEMBERS

7.1 A member may at any time, by giving one month notice to the Club Secretary, resign his or her membership of the Club but shall continue to be liable for any monies owing by him or her to the Club at the date of his or her resignation.

7.2 The resigning member shall, within his or her period of notice, return any equipment in his or her custody belonging to the Club and in default thereof shall be liable for the reasonable replacement costs of such equipment incurred by the Club.

8. CESSATION AND SUSPENSION OF MEMBERSHIP

8.1 Membership of the Club shall cease if a member:

- a. Dies
- b. Is committed under the Mental Health (Compulsory Assessment and Treatment) Act 1992
- c. Becomes bankrupt
- d. Is committed to prison
- e. Resigns in writing as provided for in Clause 7 above
- f. Is convicted of any indictable offence

8.2 Membership of the Club shall be suspended, and the defaulting member shall no longer be entitled to membership or voting privileges or to continue to be registered with the Club as a player, if the member fails to pay his or her annual subscription within one month of the date due for payment thereof.

9. EXPULSION OF MEMBERS

9.1 If the Committee considers that any member has:

- a. Infringed any of the rules of the Club; or
- b. Been found guilty of exceptional misconduct by any Soccer Judicial Authority; or
- c. Has been guilty of conduct prejudicial to the interests of the Club or Soccer in general

Then the following provisions of this clause shall apply.

9.2 The Committee shall forward written notice of the nature of the complaint to the member concerned and shall invite the member to attend the next Committee Meeting to explain his or her conduct.

9.3 The Committee shall, at this hearing, inquire into the nature of the complaint and the truthfulness of the allegations set out therein and shall have regard at all times to the principles of natural justice in the way it conducts such hearing and the way it reaches its decision.

- 9.4 If the Committee decides, after due process and fair hearing, that the member concerned has infringed the provisions of this Clause, the Committee shall call and convene a Special General Meeting of the Club to discuss the continued membership of the member concerned.
- 9.5 Such Special General Meeting shall be called and conducted in accordance with the provisions of these rules relating to Special General Meetings.
- 9.6 The decision of the members present at such Special General Meeting regarding the continuation or cessation of membership of the member concerned shall be final and conclusive.
- 9.7 Should the member concerned be expelled as a result of such Special General Meeting, then the Secretary shall forthwith notify him or her of such expulsion in writing.
- 9.8 The fact of expulsion shall not release the member concerned from any debt then owing by him or her to the Club, or any other obligation he or she has to the Club as a result of cessation of membership.

10. AMENDMENT TO RULES

- 10.1 These rules may be added to, altered or amended only at an Annual General Meeting or a Special General Meeting of members and pursuant to a resolution carried by three-fourths of the members present and voting in person.
- 10.2 No decision, alteration, amendment or addition to these objects and rules shall:
- a. Be in conflict with any of the provisions of the objects or powers of the Club or the Incorporated Societies Act 1908.
 - b. Alter the nature of the Club as a not for profit organisation.
 - c. Result in the Club being declared liable to pay Income Tax by the Commissioner of Inland Revenue.

11. ANNUAL GENERAL MEETINGS

- 11.1 The Annual General Meeting of the Club shall be held during the month of November in each year.
- 11.2 Notice of any business proposed to be transacted at an Annual General Meeting shall be given in writing by any ordinary or life member and seconded by another ordinary or life member at least twenty one (21) days before such meeting to the Secretary who shall notify each member by public notice advertisement to be placed in such newspaper as the Secretary may decide at least fourteen (14) days before the date of holding such meeting.
- 11.3 Only ordinary, student, social and life members shall be entitled to vote at the Annual General Meeting.
- 11.4 The Annual General Meeting shall elect the office bearers for the next succeeding year who shall be the Patron, President, one Vice-President, Honorary Solicitor, Honorary Auditor (who shall not hold any other office in the Club), Secretary, Treasurer, Club Captain, Junior Coordinator and members of the Committee.

- 11.5 Nominations for the elections of such persons if in writing must be in the hands of the Secretary at least seven (7) days prior to the date of the Annual General Meeting. Nominations for election of officers may otherwise be made orally from the floor of the Annual General Meeting.
- 11.6 The following procedures shall be followed at the Annual General Meeting:
- a. Apologies
 - b. Obituaries
 - c. Minutes of the previous Annual General Meeting and all Special General Meetings held during the proceeding year are to be read and confirmed and matters arising therefrom discussed
 - d. Annual Report – to be given by the President
 - e. Balance Sheet – to be tabled by the Treasurer
 - f. Election of Officers – if there are more candidates than places available the election shall be conducted by secret ballot. The Secretary shall be the returning officer and the result declared immediately.
 - g. The subscription for various classes of membership for the next year shall be set
 - h. General business shall be discussed.
- 11.7 No unfinancial member shall be entitled to take part in any Annual General Meeting nor vote at any such meeting.
- 11.8 The quorum for the Annual General Meeting shall be the presence of nine (9) members, being either ordinary, student, social or life members. If within thirty (30) minutes after the time fixed for any General Meeting the quorum shall not be present, those present shall adjourn such meeting to a time and place to be advised in writing to all members and so on from time to time until a quorum is present.
- 11.9 Each member present at the Annual General Meeting and entitled to vote shall have one (1) vote.
- 11.10 No proxy vote shall be allowed at any Annual General Meeting.

12. SPECIAL GENERAL MEETINGS

- 12.1 Upon receiving a request in writing signed by five (5) or more ordinary, social, student or life members, or three (3) or more Committee members, the Secretary shall convene a Special General Meeting.
- 12.2 The Secretary shall fix the time, place and date of the Special General Meeting and shall give written notice of convening such a meeting to all members as provided for in clause 11.2 at least fourteen (14) days prior to the meeting taking place. Such notice shall state the proposed business to be discussed at the meeting.
- 12.3 A Special General Meeting may be adjourned to such other time and/or place as a majority of those present entitled to vote may decide.
- 12.4 Clause 11 will apply to Special General Meetings with the appropriate modifications.

13. THE COMMITTEE

- 13.1 At the Annual General Meeting of the Club there shall be elected by secret ballot a Committee to manage the affairs of the Club for the next twelve (12) months or until the next Annual General meeting, whichever is the earlier, and to consist of the following people:

- a. The President
- b. The Vice-President
- c. The Treasurer, who may be the same person as the Secretary
- d. The Secretary, who may be the same person as the Treasurer
- e. The Club Captain
- f. The Junior Coordinator
- g. Between four (4) and eight (8) others, to be elected from the ranks of ordinary or life members.

13.2 Clause 8.1 shall apply to members of the Committee.

13.3 The Committee shall have the power to fill any casual or temporary vacancy in its numbers or of any elected officer by appointment. Such appointed member or members shall hold office for the remainder of the Committee's term.

13.4 The Committee shall meet monthly at a date, time and place appointed for the purpose by the Secretary, who shall give each member of the Committee at least fourteen (14) days notice of the meeting date, time and place. The Committee need not meet in December of each year unless the Secretary deems such a meeting to be expedient.

13.5 At the first meeting of the Committee for any year the following Sub-Committees each consisting of no less than three (3) and no more than five (5) persons shall be appointed by the President:

- a. Emergency Committee
- b. Grounds Committee
- c. Social Committee
- d. Sponsorship Committee
- e. Finance Committee
- f. Coaching Committee
- g. Publicity Committee
- h. Judicial Committee
- i. Clubrooms Committee
- j. Such other Committees as may be required

13.6 A Chairperson and Vice-Chairperson shall be elected at the first monthly meeting of any year by the Committee along with Chairperson and Vice-Chairperson of each Sub-Committee, which shall report to the Committee as a whole as to the proceedings of such Sub-Committees.

13.7 Such Sub-Committee shall have no decision making power of their own but shall be entitled to make recommendations to the Committee.

13.8 A quorum for the Committee shall be five (5) members.

13.9 The Secretary shall be entitled to abandon or postpone any meeting of the Committee if a quorum is not present within thirty (30) minutes of the commencement time of the meeting.

13.10 Any member of the Committee absenting himself or herself from three consecutive meetings of the Committee shall, unless leave of absence has been granted at an earlier Committee meeting, cease to be a member of the Committee.

- 13.11 The Committee shall have the power to regulate its own procedure and if it thinks fit from time to time to issue regulations setting out the procedure to be followed during its meetings and with regard to any other procedural matter it may have power over.
- 13.12 The Secretary may, at his or her sole discretion, call an emergency meeting of the Committee by the giving of not less than Twenty four (24) hours notice, which may be verbal or written or transmitted by electronic mail or facsimile. The business to be conducted at such meeting shall be limited to the matter giving rise to the emergency and shall be defined with as much precision as possible by the Secretary at the time of giving of notice. Such meeting may be conducted by telephonic or video link up, facsimile or electronic mail between Committee members.
- 13.13 The Chairperson, or in his or her absence the Vice Chairperson, shall have both a deliberative and a casting vote at Committee meetings. Should both Chairperson and Vice Chairperson be absent then those present shall elect a chairperson to perform this function who shall also have both a deliberative and casing vote while performing that function.
- 13.14 The majority resolution of those present at any Committee meeting where a quorum is present shall be deemed to be an act of the whole Committee.

14. RESPONSIBILITY OF OFFICERS

14.1 The President

The President shall:

- a. Chair all Annual General and Special General meetings of the Club.
- b. Oversee the affairs of the Club and ensure that the same are conducted in an orderly and proper manner.
- c. Become responsible for any office vacated by resignation during the term of the Committee until that office is filled in accordance with clause 13.3.
- d. Represent the Club in dealings with the general public and in particular the news media regarding the Clubs general affairs and policies.

14.2 The Vice President

The Vice President shall:

- a. Act in place of the President during such period of temporary incapacity, absence, unavailability or illness of the president and shall at such times have all powers, authority and responsibility of the President providing that the Vice President shall not so act for any one period exceeding three (3) months.

14.3 The Treasurer

The Treasurer shall:

- a. Maintain proper accounting records of the Club including source documentation, books of first entry and ledgers.
- b. Receive all subscriptions, donations, sponsorship money and other money paid to the Club and to issue receipts.
- c. Open and operate a current Bank Account in the name of the Club.
- d. Make such deposits and investments in the name of the Club as the Committee may from time to time determine.
- e. Pay all accounts and make all advances passed for payment by the Committee.
- f. Keep all financial records of the Club and to ensure their safekeeping together with any security documents or negotiable instruments.
- g. Submit to each monthly Committee meeting an abstract of receipts and payments for the previous month and current bank balances.
- h. Prepare and submit to the Honorary Auditor the annual Statement of Accounts and Balance Sheet to 30th September in each year.

14.4 The Secretary

The Secretary shall:

- a. Record and make available to all members minutes of all Annual General Meetings, Special General Meetings and, upon request, Committee Meetings.
- b. Record and make available to all Committee members minutes of all Committee meetings.
- c. Keep up to date records of all members registered with the Club and to which category they belong.
- d. Be responsible for all correspondence in relation to the Club's affairs including regularly receiving all such correspondence addressed to the Club, promptly answering same when necessary and having custody of the Clubs letterhead and common seal.
- e. Administer entries for all competitions entered by the Club's senior teams and to liaise with the authorities administering such competitions.
- f. Inform all members and Committee members of all matters of interest to them originating from Soccer New Zealand or its branches.

14.5 The Club Captain

The Club Captain shall be responsible for liaison between senior players and the Committee.

14.6 The Junior Coordinator

The Junior Coordinator shall be responsible for the entry into competitions and administration of all junior teams and liaison with the organisers of such competitions.

15. THE COMMON SEAL

- 15.1 The Club shall have a Common Seal to be kept in the custody of the Secretary, which shall be affixed to all documents requiring execution under seal in the presence of the President or Vice President and the Secretary and the Treasurer.

16. POWERS

- 16.1 In addition to the powers contained in the Incorporated Societies Act 1908 and its amendments and any other powers it has according to other statutes and the general law, the Club through its Committee shall have the following powers:

- a. To accept money by way of subscriptions, donations, grants, gifts, legacies and sponsorships and to raise money by any other manner that will enable the Club to carry out its functions and objectives.
- b. To invest in any form of government or local body stocks and to place money on deposit with any Bank or financial institution and to vary and transpose any such investments from time to time.
- c. To invest in the shares, stock or debentures of any company, whether public or private, to enter into any partnership or joint venture with any person, association or company for the purpose of gaining a financial benefit for the Club.
- d. To hold and administer land, buildings, fixtures, chattels, equipment or vehicles and take by way of lease, option or licence, possession of premises for any purpose of the Club.
- e. To purchase, construct, maintain or restore any buildings or parts of buildings, whether residential or commercial for the purposes of leasing, renting or resale.
- f. To borrow for the purposes of the Club from any person or persons any sum or sums of money on the security of all or any of the assets of the Club, both present and future whether under legal mortgage or charges, power of sale and other usual powers or by any other securities and generally on such terms and conditions as to rate of interest or otherwise as the Club thinks fit and to borrow money from the Bankers to the Club on overdraft or otherwise with or without security.
- g. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of or otherwise deal with all or any parts of the property and rights of the Club.

- h. To employ any person including any member of the Club as a Manager or Director or in any other capacity at such remuneration and on such terms as the Committee shall think fit.
- i. To operate a current account or accounts at a Bank or Banks or other financial institutions to be determined by the Committee and to draw cheques on such current accounts and to pay any accounts passed for payment by the Committee.
- j. To draw, make, accept, endorse, discount, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments which shall be executed by the President or Vice President and the Secretary and the Treasurer.
- k. To enter into any arrangement with any government department or territorial authority in furtherance of the Clubs objects or any of them or to obtain from any such government department or territorial authority any rights, privileges and concessions which the Club thinks it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- l. To lend money to any person, body or society, whether incorporated or not, on such terms as the Club may think fit and to guarantee the performance of contract by any such persons but in furtherance of the objects of the Club.
- m. To adopt such means of making known the activities and objects of the Club as may seem expedient and in particular but not so as to limit the generality thereof by advertising in the press by circulars and by publications of periodicals, brochures and any printed and illustrated material whatsoever and by contributions to the press periodicals and books and also by films and other means approved by the Club.
- n. To pay all or any of the expenses incurred in and in connection with the incorporation and establishment of the Club.
- o. To temporarily fill vacancies in the case of the death, resignation or other cessation of an officer of the Club or a Committee member until the next Annual General Meeting.
- p. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through agents, trustees or otherwise and either alone or in conjunction with others.
- q. To do all such other things as in the opinion of the Committee may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

17. LIQUIDATION

- 17.1 The Club may go into liquidation by a majority of the votes of members present at an Annual or Special General Meeting called for the purpose, provided that one (1) months notice of any such proposal shall be given to each member.

Any resolution for the Club to go into liquidation shall be confirmed at a subsequent general meeting of members to be held not less than thirty (30) days after the date on which the winding up resolution was passed.

- 17.2 If upon the liquidation of the Club there remains after the satisfaction of its debts and liabilities, any property whatsoever, the same shall be paid to, distributed to, given to or transferred to some other society or organisation having objects altogether or in part similar to those of the Club to be determined by the Club in General Meeting at or before the time of winding up.

18. PECUNIARY PROFIT

- 18.1 No addition to or alteration or rescission of the rules shall be approved if it affects this pecuniary profit clause or the liquidation clause and no addition to or alteration of this pecuniary profit clause or the liquidation shall be approved without the Inland Revenue Department's approval having been first had and obtained.
- 18.2 No member or person associated with a member of the Club shall derive any income benefit or advantage from the Club in a situation where they can materially influence the payment of the income benefit or advantage. This Clause shall not apply where that income benefit or advantage is derived from professional services rendered to the Club in the ordinary course of business charged at no greater than current market rates or interest on any money lent to such a person at no greater than current market rates.

19. DISPUTES

- 19.1 If any member shall be in dispute or shall be aggrieved by any act or omission of the Club in relation to these rules or by any other matter or thing arising from these rules, the application, the meaning or interpretation thereof, then the member so aggrieved will by notice in writing within seven (7) days of the event complained of notify the Club and the parties hereto will seek to resolve the dispute by negotiation and failing that by mediation as follows:

The parties will agree on a suitable person to act as mediator or will ask the Chairman of the Federation Three (Waikato-Bay of Plenty) branch of New Zealand Soccer Incorporated to appoint a mediator. The mediation will be in accordance with the mediation protocol of the Arbitrators and Mediators Institute of New Zealand Incorporated.

The mediation shall be terminated by:

- a. The signing of a Settlement Agreement by the parties; or
- b. Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
- c. Notice by one or more of the parties to the mediator to the effect that further efforts at mediation are no longer justified; or
- d. The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of the period.

If the mediation should be terminated as provided in b., c. or d. any dispute or difference arising out of or in connection with these rules shall then be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and current arbitration protocol of the Arbitrators and Mediators Institute of New Zealand Incorporated. The arbitration shall

be by one Arbitrator to be agreed upon by the parties and if they should fail to agree within twenty one (21) days, then to be appointed by the Chairman of the Federation Three (Waikato-Bay of Plenty) branch of New Zealand Soccer Incorporated.

19.2 This Disputes Clause shall not apply to the expulsion of members pursuant to Clause 9 hereof.

20. REGULATIONS AND BY-LAWS

20.1 The Club shall have all necessary powers to make at the Annual General Meeting or at any Special General Meeting called for the purpose all necessary by-laws or regulations for control and management of the Clubs affairs subject to these rules and shall have power to alter, add to, vary or rescind such by-laws and regulations in the same manner.

21. NOTICES

21.1 Any notice required to be given to any member shall be in writing and may be given to him personally or by post to his last known place of abode or by advertisement in one (1) issue of a Matamata newspaper. Any notice given by post shall be deemed to have been delivered on the day following the day on which it was posted.

This page and the preceding 11 pages are certified to be a true and correct text of the Rules of Matamata Association Football Club Incorporated ("the Association") adopted by the Association at its Annual General Meeting on 13th November 2000 in substitution for the previous set of Rules registered with the Registrar of Incorporated Societies at Hamilton on 22nd October 1982.

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P J Tatham
(Member of the Association)

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P J Ruck
(Member and Secretary of the Association)

.....
D Mann
(Treasurer of the Association)