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CONSTITUTION

NEW ZEALAND LACROSSE INCORPORATED SOCIETY

DLA Piper New Zealand is a partnership governed by New Zealand law, which is part of DLA Piper, a global law firm operating through various separate and distinct legal entities.

RM / 1027501

A list of offices and regulatory information can be found at www.dlapiper.com.

TABLE OF CONTENTS

1	DEFINITIONS	1
2	NAME	2
3	OBJECTS	2
4	POWERS	3
5	MEMBERSHIP	4
6	REGIONAL BODIES	5
7	ASSOCIATE MEMBER	6
8	LIFE MEMBER.....	6
9	HONORARY MEMBERS	7
10	MEMBERSHIP RIGHTS AND OBLIGATIONS	7
11	ANTI-DOPING	7
12	ANTI-MATCH-FIXING AND RELATED CORRUPTION	7
13	RESIGNATION AND TERMINATION OF MEMBERSHIP	7
14	MEMBERSHIP FEES.....	8
15	REGISTER OF MEMBERS	8
16	PRESIDENT OF THE ORGANISATION.....	9
17	GENERAL MEETINGS	9
	Special General Meetings	10
	Minutes.....	10
	Quorum	11
	Control of General Meetings and Voting	11
	Method of Voting.....	12
18	BOARD	12
	Role of the Board	12
	Membership of the Board.....	12
	Ineligibility	13
	Terms of Office of Board Members	13
	Vacancies on the Board.....	14
	Removal of Board Member.....	14
19	DUTIES AND POWERS OF THE BOARD.....	15
	Duties of the Board	15
	Powers of the Board.....	16
20	BOARD MEETINGS AND PROCEDURE.....	17
21	BOARD APPOINTMENTS PANEL.....	18



22	APPOINTMENT AND ELECTION OF BOARD MEMBERS.....	20
23	CHIEF EXECUTIVE, SECRETARY, AND TREASURER.....	21
24	FINANCES	22
25	COMMON SEAL.....	22
26	ALTERATIONS OF RULES.....	23
27	APPLICATION OF INCOME	23
28	LIQUIDATION.....	23
29	INDEMNITY	24

1 DEFINITIONS

1.1 In this agreement the following definitions apply:

AGM means Annual General Meeting.

Appointed Board Member means a Board Member appointed under Rule 22.

Associate Body means an entity that has compatible Objects.

Associate Member means an Associate Body that has been accepted by the Board as an Associate Member in accordance with Rule 7.

Board means the Board of Directors of New Zealand Lacrosse Incorporated.

Board Appointment Panel means the panel described in Rule 21.

Board Member means a member of the Board including Elected Board Members and Appointed Board Members.

Chairperson means the chairperson of the Board.

Chief Executive means any person that may be employed by NZL in accordance with Rule 23.

Club means a club that is a member of a regional body.

Constitution means this constitution.

Delegate means a person authorised to represent others namely regional body.

Elected Board Member means a Board Member elected under Rule 22.

General Meeting means an AGM or SGM.

Honorary Member is a Member as set out in Rule 9.

Individual Member means an individual person who is an individual member of a Regional Body or a Life Member or an Honorary Member.

Laws of the Game means the Rules set by World Lacrosse.

Life Member is a Member as set out in Rule 8.

Member means and includes all classes of members of New Zealand Lacrosse Incorporated described under Rule 5.

New Zealand Institute of Directors means The Institute of Directors in New Zealand Limited with company number 4670639.

NZL means New Zealand Lacrosse Incorporated.

Objects means the objects of New Zealand Lacrosse Incorporated described under Rule 3.

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

President means the President of NZL as set out in Rule 16.

Regional Body means a regional body that meets the criteria set out in Rule 6.2 and is accepted as a Member in accordance with Rule 6.1.

Register means the register of Members specified in Rule 15.

Registrar means the New Zealand Registrar of Incorporated Societies.

Rules means these Rules and “Rule” shall have a corresponding meaning.

Secretary means a Board Member with the responsibilities set out in Rule 23.4.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two-thirds of votes cast.

Sport New Zealand means the New Zealand Crown entity responsible for governing sport and recreation in New Zealand.

Treasurer means a Board Member with the responsibilities set out in Rule 23.4.

World Lacrosse means the international federation for men’s and women’s lacrosse headquartered in Colorado Springs, Colorado, USA.

2 NAME

2.1 The name of the incorporated society is NZL.

2.2 The registered office of NZL shall be at the place as determined by the Board.

3 OBJECTS

3.1 The objects of the NZL are:

3.1.1 To be the national governing body in New Zealand to promote, develop, foster the sport of lacrosse for the recreation and entertainment of the general public in New Zealand.

- 3.1.2 To support and assist its Members to deliver lacrosse in New Zealand.
- 3.1.3 Encourage, educate and promote lacrosse as an activity that promotes and maintains the health and wellbeing of all participants in lacrosse.
- 3.1.4 To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in lacrosse in the NZL's activities.
- 3.1.5 To promote, develop and co-ordinate competitions for all sport-related activities of the NZL.
- 3.1.6 To affiliate and co-operate with kindred and other organisations, including the Asia Pacific Lacrosse Union and World Lacrosse.
- 3.1.7 To arrange and participate in international, trial and other lacrosse matches and tours both within New Zealand and overseas.
- 3.1.8 To represent New Zealand lacrosse on World Lacrosse and to submit any amendments to the Laws of the Game and the by-laws and regulations of World Lacrosse, to World Lacrosse that the NZL considers to be in the best interests of NZL.
- 3.1.9 To comply with the Laws of the Game and the by-laws, regulations and resolutions of World Lacrosse and to require Members to similarly comply.
- 3.1.10 To form and manage New Zealand representative lacrosse teams.
- 3.1.11 To do all such other things to promote the interests of lacrosse as the NZL may determine from time to time.

4 POWERS

- 4.1 The NZL has the power, subject to this Constitution to:
 - 4.1.1 Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences.
 - 4.1.2 Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees.
 - 4.1.3 Sell, lease, mortgage, charge or otherwise dispose of any property of the NZL and grant such rights and privileges over such property as it considers appropriate.
 - 4.1.4 Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise.

- 4.1.5 Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the NZL.
- 4.1.6 Make, alter, rescind, enforce this Constitution, and any Rules, by-laws, regulations, policies and procedures for the governance, management and operation of the NZL.
- 4.1.7 Determine, implement and enforce disciplinary, disputes and appeal procedures, including Rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping.
- 4.1.8 Consider and settle disputes between Members.
- 4.1.9 Determine who are its Members and withdraw, suspend or terminate membership.
- 4.1.10 Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations.
- 4.1.11 Make, alter, rescind and enforce Rules of competition.
- 4.1.12 Organise and control competitions, events and programmes.
- 4.1.13 Select national and other representative teams and squads.
- 4.1.14 Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand.
- 4.1.15 Delegate powers of the NZL to any person, Board, committee or sub-committee.
- 4.1.16 Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the NZL, or with which the NZL is authorised to amalgamate or generally for any purpose designed to benefit the NZL.
- 4.1.17 Do any other acts or things which are incidental or conducive to the attainment of the objects of the NZL.
- 4.1.18 To prescribe any fees or charges to be paid by Members.
- 4.1.19 To subscribe or become a member of, or affiliate with, any association, society, or organisation whose objects are similar to, or may further, the Objects.

5 MEMBERSHIP

- 5.1 The Members of the NZL shall be:

- 5.1.1 Regional Bodies as detailed in Rule 6;
- 5.1.2 Associate Members as detailed in Rule 7;
- 5.1.3 Life Members as detailed in Rule 8; and
- 5.1.4 Honorary Members as detailed in Rule 9.

6 REGIONAL BODIES

- 6.1 Any regional body which is registered as an incorporated society under the Incorporated Societies Act 1908 and wishes to be a Member of the NZL shall apply to the Board. The Board shall determine whether the regional body intends to support and adopt the Objects and on satisfaction of the same shall refer the decision for membership for determination at a General Meeting.
- 6.2 In addition to the obligations as a Member under Rule 10, each Regional Body that is a Member shall:
 - 6.2.1 administer, promote and develop lacrosse in the region in accordance with the objects of lacrosse, this Constitution and any regulations;
 - 6.2.2 maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
 - 6.2.3 have, as its members, Clubs and other members it considers appropriate;
 - 6.2.4 adopt the Objects and adopt a constitution which is not inconsistent with the Constitution;
 - 6.2.5 apply its property and capacity in pursuit of the Objects and the objects of the Regional Body;
 - 6.2.6 do all that is reasonably necessary to enable the Objects and the objects of the Regional Body to be achieved;
 - 6.2.7 act in good faith with loyalty to the NZL to ensure the maintenance and enhancement of the NZL and lacrosse, and its reputation, and to do so for the collective and mutual benefit of the Members and lacrosse;
 - 6.2.8 operate with, and promote, mutual trust and confidence between the NZL and the Members; and
 - 6.2.9 at all times act in the interests of the Members and lacrosse.
- 6.3 Each Regional Body shall, on request, provide to the NZL a copy of its constitution and any proposed amendments to it. The Board may require a Regional Body to amend its

constitution if it, or any proposed Rule within it, is inconsistent or in conflict with, the Constitution or regulations, by-laws or policies of the NZL.

- 6.4 Each Regional Body shall maintain a register of its members in the format determined by the Board. Each Regional Body shall provide its register of members, and all details contained within it, to the NZL as requested from time to time.

7 ASSOCIATE MEMBER

- 7.1 Any Associate Body which wishes to be a Member of the NZL shall apply to the Board. Such application shall be made and determined by the Board. To be, and to remain eligible to be, an Associate Member, the Associate Member must:

- 7.1.1 demonstrate that the applicant is a national lacrosse organisation comprising a national membership (as opposed to being affiliated with a particular Regional Body), which conducts matches or tournaments on a national basis, and is recognised by existing NZL stakeholders as a representative national lacrosse organisation;
- 7.1.2 include details of the governance and membership structure of the applicant and a copy of the applicant's Rules or constitution;
- 7.1.3 include a copy of the audited or reviewed financial statements of the applicant for the 12 months ending on the balance date of the applicant immediately preceding the date of the application (including a statement of financial position and an income and expenditure statement); and
- 7.1.4 demonstrate that the applicant has established stable administration over not less than the three years immediately preceding the application.

- 7.2 Each Associated Body must provide to the NZL such information about the Associated Body's affairs as may be required by the Board from time to time.

8 LIFE MEMBER

- 8.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of NZL.
- 8.2 Any person may be nominated for life membership of the NZL but must be nominated by a Regional Body. Such nomination must be made to the Board in writing, setting out the grounds for the nomination 60 days before the AGM. The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

9 HONORARY MEMBERS

- 9.1 Honorary membership may be granted to a person who in the opinion of NZL, has an association with NZL and which NZL wishes to recognise.
- 9.2 The Board may nominate a person for honorary membership at an AGM. NZL may at a General Meeting elect to honorary membership, such nominee. Honorary membership of such nominee is obtained by Ordinary Resolution passed at the General Meeting.

10 MEMBERSHIP RIGHTS AND OBLIGATIONS

- 10.1 Members acknowledge and agree that:
- 10.1.1 An application for membership must be in writing and in such format as may be required by the Board from time to time.
 - 10.1.2 Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of the NZL.
 - 10.1.3 In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees.
 - 10.1.4 The failure by a Member to comply with Rule 10.1.3 may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
 - 10.1.5 They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

11 ANTI-DOPING

- 11.1 NZL recognises and respects the Drug Free Sport New Zealand Sport Anti-Doping Rules. All relevant persons are bound by them to the extent they are applicable, as outlined by the NZL Anti-doping policy/regulations/by-laws.

12 ANTI-MATCH-FIXING AND RELATED CORRUPTION

- 12.1 NZL is committed to protecting the integrity and reputation of sport. All relevant persons are bound by the NZL Anti-Match-Fixing policy/regulations/by-laws which describe all prohibited conduct and the breach resolution process.

13 RESIGNATION AND TERMINATION OF MEMBERSHIP

- 13.1 A Member may resign by notice in writing to the Board.

- 13.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of the NZL or if a member acts in a manner which is considered by the Board to be harmful to the NZL or inconsistent with the standards of behaviours expected of a Member.
- 13.3 The Board may suspend or terminate the membership of a Member for unpaid fees that are not paid within six months of the end of the financial year to which the fees relate.
- 13.4 A Member whose membership is withdrawn, suspended, or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of the NZL or in the absence of any relevant provisions then by a General Meeting of the NZL. If the issue goes to a General Meeting, then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

14 MEMBERSHIP FEES

- 14.1 The Board shall annually determine:
- 14.1.1 any membership or other fees payable by each Member;
 - 14.1.2 the due date for such fees; and
 - 14.1.3 the manner for payment of such fees.
- 14.2 The Board may determine different levels of membership fees and other fees for different types of Members.

15 REGISTER OF MEMBERS

- 15.1 The Chief Executive shall keep and maintain a Register in which shall be entered the full name, address, class of membership the date of entry of each Member and any other details about each Member as agreed by that Member.
- 15.2 All Regional Bodies shall provide written notice of any change to its details in Rule 15.1, and of changes to the details of its individual members, to the NZL within thirty (30) days of the change taking place. All other Members shall provide written notice directly to the NZL of any change to the details in Rule 15.1.
- 15.3 The NZL, the Regional Bodies shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

16 PRESIDENT OF THE ORGANISATION

- 16.1 Members may elect a President at the AGM. If a President is elected, the President shall hold office for two (2) years.
- 16.2 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under Rules 17.20 to 17.22.
- 16.3 The President may attend Board meetings if requested by the Board and shall be entitled to speak at such meetings but shall have no right to vote.
- 16.4 If no President is elected in accordance with Rule 16.1, any functions, powers, or duties of the President contained in the Constitution shall be carried out or performed by the Chairperson, provided the Chairperson shall not preside over a meeting business which includes the re-election of the Chairperson as a Board Member (in which case another Board Member elected by the Board not up for re-election, shall perform those functions, powers, and duties of the President).
- 16.5 If there is no President, all references in the Constitution to 'President' shall mean the Chairperson or other Board Member as the case may be.

17 GENERAL MEETINGS

- 17.1 NZL must hold an AGM once every year at such time, date, place, and form as the Board determines but not more than 15 months after the last AGM.
- 17.2 Any other General Meetings shall be SGMs.
- 17.3 The Board must give Members at least 60 days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 17.4 Not less than 30 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Chief Executive from the Members and/or the Board. Applications for Board Members must be received by 1 February each year.
- 17.5 The following business shall be discussed at the AGM:
- 17.5.1 the receipt from the Board of an annual financial report prepared in accordance with Rule 24, for the preceding financial year;
 - 17.5.2 the election of any vacancies arising in the positions of Elected Board Members;
 - 17.5.3 if a President is to be appointed, the election of any vacancy arising in the position of the President;
 - 17.5.4 the appointment of scrutineers for the meeting;

- 17.5.5 any application by a regional body to become a Member under Rule 6.1;
 - 17.5.6 any nominations for Life Members and/or Honorary Members;
 - 17.5.7 any motion(s) proposing to alter the Constitution; and
 - 17.5.8 any other items of business that have been properly submitted for consideration at the AGM.
- 17.6 An agenda containing the business to be discussed at an AGM (as set out in Rule 17.5) shall be sent by the Chief Executive to the Board and the Members by no later than 21 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

Special General Meetings

- 17.7 The Board must call an SGM upon a written request from:
- 17.7.1 the Board itself; or
 - 17.7.2 such Members as are entitled to exercise 25% or more of the voting rights of the NZL.
- 17.8 The written request for an SGM must state the purpose for which the SGM is requested.
- 17.9 The SGM must only deal with the business for which the SGM is requested.
- 17.10 The notice requirements for the SGM are 30 days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Minutes

- 17.11 Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 17.12 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- 17.12.1 The President in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission.
 - 17.12.2 A motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

Quorum

- 17.13 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be 66% of the Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 17.14 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 17.15 Subject to Rule 16.4, the President shall preside at the General Meeting. In absence of the President, the Members present shall elect a person to chair the General Meeting.
- 17.16 The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:
- 17.16.1 up to two representative delegates of each Regional Body (delegates);
 - 17.16.2 Board Members, Life Members, and Honorary Members may attend and speak at the General Meeting, but are not entitled to vote in that capacity; and
 - 17.16.3 up to two delegates representing each Associate Member, and persons invited by the Board to attend, may attend the General Meeting and will be entitled to speak if invited to do so by the President, but are not entitled to vote.
- 17.17 The voting entitlement for each Regional Body eligible to be cast by their respective delegates to any General Meeting shall be as follows:
- 17.17.1 99 or fewer registered players, one delegate will be entitled to one vote.
 - 17.17.2 100 and up to 299 registered players, each delegate will be entitled to one vote.
 - 17.17.3 300 and up to 749 registered players, each delegate will be entitled to two votes.
 - 17.17.4 750 and up to 1,499 registered players, each delegate will be entitled to three votes.
 - 17.17.5 1,500 and over registered players, each delegate will be entitled to four votes.
- 17.18 Number of registered players: For the purposes of calculating each Regional Bodies' voting entitlement in accordance with Rule 17.17, each Regional Body must give the Chief Executive notice of the number of players and volunteers registered to the Regional Body not less than 42 days prior to each General Meeting. For the purposes of this Rule 17.18, players mean all those playing in, coaching, managing or officiating in a competition conducted under the jurisdiction and control of the Regional Body during the previous year.

Method of Voting

- 17.19 Voting shall generally be conducted by voices or by show of hands as determined by the President unless a secret ballot is called for and approved by Ordinary Resolution.
- 17.20 Elections of the President and Elected Board Members at an AGM must be undertaken by secret ballot.
- 17.21 If there are:
- 17.21.1 the same number of nominations as positions available; or
 - 17.21.2 insufficient nominations for the positions,
- the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 18.10.
- 17.22 Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.
- 17.23 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 17.24 Delegates may be represented at any General Meeting either:
- 17.24.1 in person via; or
 - 17.24.2 by written proxy received by the President prior to the commencement of any General Meeting; or
 - 17.24.3 by video conference (or other electronic form of communication) if the terms of the meeting allow for this facility to vote.
- 17.25 In the event votes at a General Meeting are tied, the President shall not have an additional or casting vote.
- 17.26 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

18 BOARD**Role of the Board**

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

Membership of the Board

- 18.2 The Board shall comprise of:

- 18.2.1 six of persons elected by the AGM under Rule 22 (**Elected Board Members**);
and
- 18.2.2 two persons appointed in accordance with Rule 22 (**Appointed Board Members**).

Ineligibility

- 18.3 A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of the NZL, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
- 18.3.1 A person who is an employee of, or contractor to NZL.
 - 18.3.2 A person who holds executive office with a Member, where that Member is a Regional Body;
 - 18.3.3 A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - 18.3.4 A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
 - 18.3.5 A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
 - 18.3.6 A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 18.4 If a Board Member becomes or holds any position in Rule 18.3.1 or Rule 18.3.2, then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.
- 18.5 If any of the circumstances listed in Rules 18.3.3 to 18.3.6 occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

Terms of Office of Board Members

- 18.6 Subject to Rule 18.7, the term of office for all Board Members shall be **three** years, expiring on conclusion of the relevant AGM.

- 18.7 A Board Member may be re-elected to the Board for a maximum of **three** subsequent and consecutive terms of office.
- 18.8 Subject to compliance with Rule 18.9, two existing Board Member's shall retire by rotation at each AGM (or SGM as the case may be) but all such directors shall be eligible for re-election subject to recommendation by the Board Appointments Panel.
- 18.9 Prior to each AGM, the Board shall advise the Chief Executive of the schedule of rotation and the vacancies arising in Board Member positions at the AGM. The Board Members' shall themselves assign a method of establishing the order of rotation required each year in accordance with Rule 18.8.

Vacancies on the Board

- 18.10 Should a vacancy occur on the Board during a year, the Board, by majority vote, may appoint a successor until the next AGM.
- 18.11 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 18.10 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Removal of Board Member

- 18.12 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 19.
- 18.13 Where the removed Board Member in Rule 18.12 was an Appointed Board Member, the Board shall appoint another person in their place to hold office until the expiration of the term of the Board Member which he or she is replacing. Where the removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 18.10.
- 18.14 Upon the Chief Executive receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 17.10.
- 18.15 Following the notification under Rule 17.10 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 18.16 The Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 19 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- 18.16.1 the Board Member concerned shall be notified that a meeting is to be held to discuss the proposal to remove the Board Member from office; and

- 18.16.2 the Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

19 DUTIES AND POWERS OF THE BOARD

Duties of the Board

- 19.1 The duties of each Board Member are to:
- 19.1.1 Regularly attend Board meetings and General Meetings of the NZL.
 - 19.1.2 Provide good governance for the NZL.
 - 19.1.3 Exercise the powers of the Board for proper purpose.
 - 19.1.4 Regularly monitor and review the performance of the NZL.
 - 19.1.5 Act in good faith and the best interests of the NZL at all times.
 - 19.1.6 Act, and ensure the NZL acts, in accordance with this Constitution.
 - 19.1.7 Formulate such by-laws, regulations, policies and procedures as are appropriate for the NZL.
 - 19.1.8 Where appropriate, engage in activities to promote, market, represent and fundraise for the NZL.
 - 19.1.9 Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest.
 - 19.1.10 Take such other steps as determined by the Board in respect of any interest specified in Rule 19.1.9 which may include, without limitation, abstaining from deliberations and/or vote regarding such interest.
 - 19.1.11 Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - (a) as agreed by the Board for the purposes of the NZL;
 - (b) as required by law; or
 - (c) to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993.
 - 19.1.12 If there is no Chief Executive, to manage and administer NZL.

- 19.1.13 Do such other things within these Rules as the Board agrees to promote the objects of the NZL.

Powers of the Board

19.2 The Board shall have the power to:

- 19.2.1 appoint a Chief Executive;
- 19.2.2 define delegations of authority from the Board to the Chief Executive;
- 19.2.3 adopt and review the strategic plan for all lacrosse;
- 19.2.4 adopt and review the annual plan and budget for the NZL;
- 19.2.5 determine applications from an Associate Body and regional bodies wishing to be Members of the NZL;
- 19.2.6 hold national meetings and forums for the Members, including General Meetings;
- 19.2.7 sanction competitions and events as lacrosse events;
- 19.2.8 approve Rules and regulations for any of the NZL competitions or events including conditions of entry;
- 19.2.9 establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- 19.2.10 employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for the NZL national representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- 19.2.11 delegate to selectors the power to select athletes and teams to be national representatives;
- 19.2.12 determine the yearly calendar for international, national, and other lacrosse competitions;
- 19.2.13 subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- 19.2.14 control expenditure and raise funds to fulfil the Objects;
- 19.2.15 open and operate in the name of the NZL such bank accounts as deemed necessary;
- 19.2.16 make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;

- 19.2.17 engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
 - 19.2.18 establish such corporate and other entities to carry on and conduct all or any part of the affairs of the NZL;
 - 19.2.19 obtain professional indemnity insurance for Board Members and employees of NZL;
 - 19.2.20 resolve and determine any disputes or matters not provided for in this Constitution; and
 - 19.2.21 do all other acts and things which are within the powers and Objects and which the Board considers are appropriate.
- 19.3 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of the NZL, the matter will be determined by the Board.

20 BOARD MEETINGS AND PROCEDURE

- 20.1 At its first meeting following the AGM, the Board must elect a Chairperson.
- 20.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 20.3 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 20.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 20.5 The quorum for a Board meeting shall be 6 Board Members of the Board.
- 20.6 Each Board Member shall have one vote. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 20.7 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 20.8 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of

electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

- 20.9 The Board may, by majority vote, pay an honoraria and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the NZL's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

21 BOARD APPOINTMENTS PANEL

- 21.1 There shall be a Board Appointments Panel comprising of the following three (3) people:
- 21.1.1 one person being the Chairperson (or his/her nominee), or if s/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board;
 - 21.1.2 one nominee who is independent of the Board, appointed by the president of the New Zealand Institute of Directors; and
 - 21.1.3 one nominee who is independent of the Board, appointed by the chairperson of Sport New Zealand.
- 21.2 No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rule 18.3.1 to Rule 18.3.6 inclusive have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the Board Appointments Panel.
- 21.3 If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint the Board Appointments Panel, it shall be appointed by Sport New Zealand.
- 21.4 The convenor of the Board Appointments Panel shall be the Chairperson or his/her nominee, as specified in Rule 21.1.1.
- 21.5 The members of the Board Appointments Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limited to the number of occasions a person can be appointed to the Board Appointments Panel.
- 21.6 The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- 21.6.1 identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;

- 21.6.2 advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - 21.6.3 receiving and assessing applications from candidates for appointment as Appointed Board Members (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
 - 21.6.4 deciding the candidates to be appointed as Appointed Board Members;
 - 21.6.5 receiving and assessing applications from candidates for election as Elected Board Members at a General Meeting (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
 - 21.6.6 recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicant(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration and vote by those present and entitled to vote at a General Meeting; and
 - 21.6.7 such other related matters as set out in any applicable regulations.
- 21.7 In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board Appointments Panel shall do so based on merit and shall take into account the following factors about the applicant and the Board as a whole:
- 21.7.1 their prior experience as a director, trustee, or experience in any other governance role;
 - 21.7.2 their knowledge of, and experience in lacrosse generally, at international, national, and/or local level;
 - 21.7.3 their occupational skills, abilities and experience;
 - 21.7.4 their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - 21.7.5 the desire for conflicts of interest on the Board to be minimised;
 - 21.7.6 the desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
 - 21.7.7 the desire for gender balance on the Board.
- 21.8 No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
- 21.9 The Board Appointments Panel shall meet as and when required, and in such manner as it thinks fit, including by teleconference.

- 21.10 The quorum for a meeting of the Board Appointments Panel shall be the full 3 members of the panel.
- 21.11 Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be unanimous.
- 21.12 All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
- 21.13 Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in Rule 21.1).
- 21.14 The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- 21.14.1 the member has a conflict of interest which has not be satisfactorily resolved to the Board's satisfaction by the convenor;
 - 21.14.2 there are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel's composition and/or process; or
 - 21.14.3 any of the circumstances listed in the Rule 18.3.1 to Rule 18.3.6 have occurred to the member.
- 21.15 Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

22 APPOINTMENT AND ELECTION OF BOARD MEMBERS

- 22.1 The Board Members shall be appointed and elected as follows:
- 22.1.1 The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least 90 days prior to the AGM.

- 22.1.2 Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board (indicating whether they seek to be Appointed Board Members or Elected Board Members or either) and received at the registered office of the NZL not less than 60 days before the date set for the AGM.
- 22.1.3 Upon receipt of any applications for vacancies for Board Member(s) positions, the Chief Executive shall refer all the applications to the Board Appointments Panel.
- 22.1.4 The Board Appointments Panel shall undertake its responsibilities as set out in Rule 21.6 and notify the Chief Executive of the Appointed Board Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the AGM no later than 30 days' prior to the AGM.
- 22.1.5 Upon receipt of the notification from the Board Appointments Panel in Rule 22.1.4 the Chief Executive shall no later than 21 days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board Appointments Panel regarding any Appointed Board Members it has appointed together with any recommendations of applicants it considers would best suit the vacant positions of Elected Board Members, at the AGM.
- 22.1.6 Where there is no Chief Executive employed by NZL, the Board Appointments Panel shall, where there is no current Board Members acting as Secretary or Treasurer, recommend two applicants (either prospective Elected Board Members or prospective Appointed Board Members) to have the role of Secretary and Treasurer having considered the Board Member's skills and experience to perform the functions of the Secretary or Treasurer as the case may be.

23 CHIEF EXECUTIVE, SECRETARY, AND TREASURER

Chief Executive

- 23.1 There may be a Chief Executive of the NZL who may be employed for such term and on such conditions as the Board may determine.
- 23.2 A Chief Executive employed under Rule 23.1 shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of the NZL in accordance with the Rules, regulations, by-laws, policies and procedures of the NZL and within such delegated authority as may be imposed by the Board. The Chief Executive may attend Board meetings on and when required by the Board but will have no voting rights.
- 23.3 If there is no Chief Executive, all references contained in this Constitution to 'Chief Executive' shall mean Treasurer or Secretary as the context requires.

Secretary and Treasurer

- 23.4 Where no Chief Executive is employed under Rule 23.1, there shall be a Secretary and Treasurer appointed in accordance with Rule 22.1.6 who shall each be responsible for administration and financial functions of NZL as determined by the Board. If the Chief Executive resigns, is removed, or otherwise the position becomes vacant during the term of employment, then two Board Members shall assume the functions of the Secretary or Treasurer until the next AGM.

24 FINANCES

- 24.1 Unless otherwise determined by the Board, the financial year of the NZL shall end on the 31st day of March each year.
- 24.2 Statements of financial position and financial performance shall be reviewed in accordance with Rule 24.3 unless Members agree that the statements should be audited. Approved auditors shall be appointed at the AGM.
- 24.3 Subject to Rule 24.2, NZL shall appoint an accountant to review the annual financial statements of NZL (the Reviewer). The Reviewer shall conduct an examination with the objective of providing a report confirming that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with NZL's accounting policies.
- 24.4 The Reviewer appointed under Rule 24.3 must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of NZL. If NZL appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.
- 24.5 The Board is responsible for providing the Reviewer with:
- 24.5.1 access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - 24.5.2 additional information that the Reviewer may request from the Board for the purpose of the review; and
 - 24.5.3 reasonable access to persons associated with NZL from which the Reviewer determines it is necessary to obtain evidence from.

25 COMMON SEAL

- 25.1 The common seal of the NZL shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

26 ALTERATIONS OF RULES

- 26.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 26.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up Rules of the NZL. This Rule 26.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.
- 26.3 Any amendments to the Constitution shall be consistent with the Act and provided to the Registrar in accordance with the Act.

27 APPLICATION OF INCOME

- 27.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects. No Member of the NZL, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the NZL in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 27.2 Except as provided in this Constitution:
- 27.2.1 no portion of the income or property of the NZL shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
- 27.2.2 no remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 20.9.
- 27.3 Any payments made to a Member of the NZL, or person associated with a Member, must be for goods or services that advance the purpose of the NZL, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

28 LIQUIDATION

- 28.1 The NZL must be liquidated up if the NZL, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring the NZL to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.
- 28.2 If upon the winding-up or dissolution of the NZL there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or

distributed among the Members of the NZL but shall be given or transferred to some other association, organisation or body having objects similar to the Objects, or to some other charitable organisation within New Zealand

29 INDEMNITY

29.1 The NZL shall indemnify every member of the Board, the Chief Executive, President, and employees of the NZL, in respect of all liability arising from the proper performance of their functions connected with the NZL.

Date: February 2020