

Dated 29 July 2018



**RULES OF ROOSTERS  
SOFTBALL CLUB  
INCORPORATED**

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## 1. THE CLUB

- 1.1 The name of the Club is Roosters Softball Club Incorporated ("the Club").
- 1.2 The Club is constituted by resolution dated 15 November 1990
- 1.3 The Club Colours shall be red, white and blue and occasionally black as members shall from time to time determine.

## 2. REGISTERED OFFICE

- 2.1 The Registered Office of the Club is:

**PO Box 104-104  
Lincoln North  
Auckland 0654**

or such a place as the Committee decides.

## 3. PURPOSE OF CLUB

- 3.1 The purposes of the Club are to:

- (a) To acquire and take over the property of the existing unincorporated Club known as "Roosters Softball Club" together with all rights, privileges and other assets, liabilities, obligations and agreements whatsoever of the said Club and enter into, adopt and carry out with or without modification all such agreements and do and execute all such acts, deeds matters and things as may be necessary OR expedient for the purposes aforesaid.
- (b) To promote the game of amateur softball and any similarly related game calculated to promote a social spirit amongst members of the club
- (c) To provide a playing area or areas and to maintain the same and to provide clubhouses, pavilions and other necessary convenience in connection therewith
- (d) To purchase, lease or otherwise acquire land, buildings or other property used in connection with any of the objects of the Club and to sell, lease, mortgage or otherwise dispose of the same.
- (e) To co-operate with any other Club or Club whether incorporated or not whose objects are altogether or in part similar to those of this Club and to procure from and communicate to any such club or Club such information as may be likely to forward the objects of this Club
- (f) To uphold and maintain the just claims of members of the Club individually and collectively
- (g) To seek redress of wrongs from which all or any of members generally may time to time suffer
- (h) To do such other lawful things as are incidental or conducive to the attainment of the foregoing objects.

- 3.2 Pecuniary gain is not a purpose of the Club. See also 16 Use of Money

#### **4. MANAGEMENT OF THE CLUB**

4.1 The Club shall have a managing committee (“the Committee”), comprising the following persons:

- (a) The Chair/President;
- (b) The Secretary;
- (c) The Treasurer;
- (d) Senior Club Captain
- (e) Junior Club Captain
- (f) Gear Steward
- (g) Club Delegate
- (h) Fund Raising Member

And other such Members as the Club decides.

4.2 Only Members of the Club may be Committee Members.

4.3 There shall be a minimum of three additional roles filled above & beyond the Officers of the club, therefore a minimum of 6 members on the committee.

4.4 The Chair/President may appoint Vice Chairmen for any special purpose required as needed

#### **5. APPOINTMENT OF COMMITTEE MEMBERS**

5.1 At a Club Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;
- (b) Who shall be the Chair/President, Secretary, and Treasurer;
- (c) Whether any Committee Member may hold more than one position as an officer;
- (d) How long each person will be a Committee Member (“the Term”).

#### **6. CESSATION OF COMMITTEE MEMBERSHIP**

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Club at a Club Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property.

#### **7. NOMINATION OF COMMITTEE MEMBERS**

7.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the

completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Committee shall be eligible for re-election.

- 7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.
- 7.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

## **8. ROLE OF THE COMMITTEE**

- 8.1 Subject to the rules of the Club ("The Rules"), the role of the Committee is to:
  - (a) Administer, manage, and control the Club;
  - (b) Carry out the purposes of the Club, and Use Money or Other Assets to do that;
  - (c) Manage the Club's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - (d) Set accounting policies in line with generally accepted accounting practice
  - (e) Delegate responsibility and co-opt members where necessary
  - (f) Ensure that all Members follow the Rules;
  - (g) Decide how a person becomes a Member, and how a person stops being a Member;
  - (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
  - (i) Decide the procedures for dealing with complaints;
  - (j) Set Membership fees, including subscriptions and levies;
  - (k) Make regulations.
- 8.2 The Committee has all of the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.
- 8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.
- 8.4 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

## **9. ROLES OF COMMITTEE MEMBERS**

- 9.1 The Chair/President is responsible for:
  - (a) Ensuring that the Rules are followed;

- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Club;
- (e) Providing a report on the operations of the Club at each Annual General Meeting.
- (f) Co-signee of cheques

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Club's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1(d)).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Attending all committee & club meetings as required
- (e) Providing financial information to the Committee as the Committee determines.
- (f) Co signee of cheques

9.4 The Senior Club Captain is responsible for:

- (a) Attending all committee & club meetings as required
- (b) Ensure senior teams are aware of umpiring duties
- (c) Act as a liaison between senior teams and Club administration
- (d) Ensure senior teams have adequate equipment and uniforms, reporting back to club administration if this is not the case
- (e) Liaising with the coaching co coordinator for advice as far as player clinics are concerned
- (f) Ensuring that the senior team coaching staff have access to the tools and support they require to coach effectively

(g) To promote and support the Senior teams, and advance their causes wherever possible

9.5 The Junior Club Captain is responsible for:

- (a) Attending all committee & club meetings as required
- (b) Ensure Junior teams are aware of umpiring duties
- (c) Act as a liaison between Junior teams and Club administration
- (d) Ensure Junior teams have adequate equipment and uniforms, reporting back to club administration if this is not the case
- (e) Liaising with the coaching co coordinator for advice as far as player clinics are concerned
- (f) Ensuring that the Junior team coaching staff have access to the tools and support they require to coach effectively
- (g) To promote and support the Junior teams, and advance their causes wherever possible

9.6 The Gear Steward is responsible for:

- (a) Attending all committee & Club meetings
- (b) Performing an inventory audit on all equipment and uniforms prior to the season
- (c) When replacement equipment/uniforms are required, to notify the treasurer so that costs may be included in the budget
- (d) To record what equipment and uniforms each team receives
- (e) Performing an inventory audit on all equipment and uniforms at the completion of the season

9.7 The Club Delegate is responsible for:

- (a) Attending all committee & Club meetings
- (b) Relay all relevant information back to the club, ensuring that important dates and venues are given to the Secretary for distribution to relevant personnel
- (c) Ensure that a replacement is available for parent association meeting should he be unable to attend.

9.8 The Fund raising member is responsible for:

- (a) Attending all committee & Club meetings
- (b) Co-ordination & assistance in any & all fundraising activities for any purpose
- (c) Ensuring proper fundraising practices are carried out (Audits & accounting)
- (d) Advising and/or helping so that fund raising goals are achieved

## **10. COMMITTEE MEETINGS**

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

- 10.3 The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting;
- 10.4 Decisions of the Committee shall be by majority vote;
- 10.5 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;
- 10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.7 Subject to these Rules, the Committee may regulate its own practices;
- 10.8 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Club Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **11. CLUB MEMBERSHIP**

- 11.1 Membership is comprised of different classes of membership as decided by the Club. These are:
  - (a) Officers
  - (b) Committee
  - (c) Playing Member
  - (d) Non Playing Member
  - (e) Honorary Member
  - (f) Life Member
- 11.2 Members have the rights and responsibilities set out in these Rules.

## **12. ADMISSION OF MEMBERS**

- 12.1 To become a Member, a person (“the Applicant”) must:
  - (a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
  - (b) Supply any other information the Committee requires.
- 12.2 The Committee may interview the Applicant when it considers Membership applications.
- 12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of any negative decisions, and that decision shall be final.



### **13. THE REGISTER OF MEMBERS**

- 13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 13.3 Each Member shall provide such other details, as the Committee requires.

### **14. CESSATION OF MEMBERSHIP**

- 14.1 Any Member may resign by giving written notice to the Secretary.
- 14.2 Membership terminated in the following way:
- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:
    - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club;
    - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
    - (iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.
  - (b) 14 days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect

### **15. OBLIGATIONS OF MEMBERS**

- 15.1 All Members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.
- 15.2 All members of every type will adhere to the Roosters Code of Conduct (which is freely available to all members)

### **16. USE OF MONEY AND OTHER ASSETS**

- 16.1 The Club may only Use Money and Other Assets if:
- (a) It is for a purpose of the Club;
  - (b) That Use has been approved by either the Committee or by majority vote of the Club.

- (c) As pecuniary gain is not a club purpose, the sole reason of any payment or reward to an individual will be the Authorised payment of professional fees, or approved donation, for a specific purpose, all such expenditure will be voted on and passed by a majority of committee members

## **17. JOINING FEES, SUBSCRIPTIONS AND LEVIES**

- 17.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Club, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Club) have no Membership rights and shall not be entitled to participate in any Club activity.

## **18. ADDITIONAL POWERS**

- 18.1 The Club may:

- (a) Employ people for the purposes of the Club;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Club Meeting.

## **19. FINANCIAL YEAR**

- 19.1 The financial year of the Club begins on July 1st of every year and ends on June 30th of the next year.

## **20. ASSURANCE ON THE FINANCIAL STATEMENTS**

- 20.1 The Club shall appoint an Auditor to audit the annual financial statements of the Club. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Club's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Club. If the Club appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

The Committee is responsible to provide the auditor with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the auditor may request from the Committee for the purpose of the audit; and
- (c) Reasonable access to persons within the Club from whom the auditor determines it necessary to obtain evidence.

20.2 No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Club Meeting.

## **21. CLUB MEETINGS**

21.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Club's balance date. The Committee shall determine when and where the Club shall meet within those dates.

21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request with Agenda signed by at least 10 eligible Members.

21.4 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Club Meeting
- (b) Additionally, the Secretary will provide, appropriate:
  - (i) A copy of the Chair/President's Report on the Club's operations and of the Annual Financial Statements as approved by the Committee,
  - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
  - (iii) Notice of any motions and the Committee's recommendations about those motions.
  - (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend and vote at Club Meetings.

21.6 No Club Meeting may be held unless at least 10 eligible Members attend. (This will constitute a quorum.)

21.7 All Club Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Club shall elect another Committee Member to Chair that meeting. Any person chairing a Club Meeting has a casting vote.

21.8 On any given motion at a Club Meeting, the Chair/President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

21.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Club's Meeting(s);
- (b) The Chair/President's report on the business of the Club;
- (c) The Treasurer's report on the finances of the Club, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business.

21.10 The Chair/President or his nominee shall adjourn the meeting if necessary.

21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum (at least 10 eligible Members) are, not able to vote the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Club Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **22. MOTIONS AT CLUB MEETINGS**

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least 25 % of eligible Members:

- (a) It must be voted on at the Club Meeting chosen by the Member; and
- (b) The Secretary must make available the Member's Information to all Members at least 14 days before the Club Meeting chosen by the Member; or

If the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting

22.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions") which shall be suitably notified.

## **23. COMMON SEAL**

23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President/Chairman and countersigned by the Secretary or a member of the Committee.

## **24. ALTERING THE RULES**

24.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 eligible Members and given in writing to the Secretary at least 28 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **25. BYLAWS TO GOVERN THE CLUB**

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Club. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

## **26. WINDING UP**

26.1 If the Club is wound up:

- (a) The Club's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Club may be disposed of:
  - (i) By resolution; or
  - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to:

To some other approved sports body having objectives similar to the objectives of the Club or for some other charitable purpose within New Zealand in the event of a default (Committee being unable to decide) the remaining assets are to distributed as an appropriate legal Authority decides

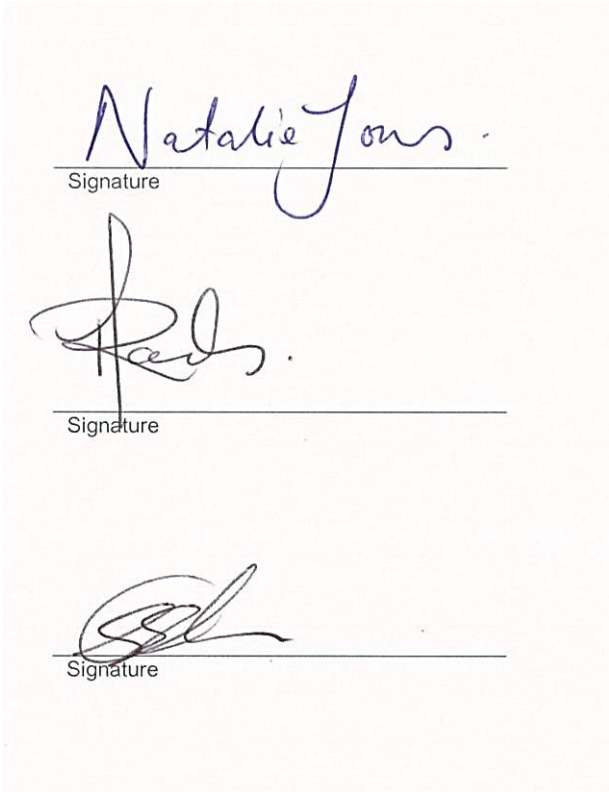
## **27. DEFINITIONS AND MISCELLANEOUS MATTERS**

27.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
- (c) "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that
  - (i) Where a masculine is used, the feminine is included
  - (ii) Where the singular is used, plural forms of the noun are also inferred
  - (iii) Headings are a matter of reference and not a part of the rules
- (g) Matters not covered in these rules, shall be decided upon by the Committee.

**NATALIE JONES**  
 President/Chairman  
 Roosters Softball Club

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**RACHELLE MONDS**  
 Secretary  
 Roosters Softball Club

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**SONIA GRAHAM**  
 Treasurer  
 Roosters Softball Club

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