

www.societies.govt.nz | 0508 SOCIETIES | 0508 762 438

Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908



1. Name of society

10060736368

EASTERN SUBURBS ASSOCIATION FOOTBALL CLUB INC.

2. Society number

221873

I certify that the alteration has been made in accordance with the rules of the society.

Name

CRAIG SIMONSON

Position

CLUB SECRETARY

Signature



Date

20 / 10 / 2011

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **Note** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

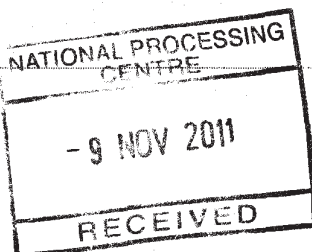
4. Your contact details

Name and postal address

Telephone




021 424 644

Email (optional)





Eastern Suburbs AFC

 www.easternsuburbs.org.nz  0-9-578 1375  PO Box 25 343, St Heliers, Auckland 1740
Madills Farm 6a Baddeley Ave Kohimarama 1071

RULES OF EASTERN SUBURBS ASSOCIATION FOOTBALL CLUB (INCORPORATED)

1. The name of the club shall be:

THE EASTERN SUBURBS ASSOCIATION FOOTBALL CLUB (INCORPORATED)
(hereinafter referred to as "The Club")

2. **THE OBJECTS OF THE CLUB ARE:**

- (a) To develop and protect the interests of Association Football generally and especially in the eastern suburbs district of Auckland.
- (b) To further the interests and welfare of the Club and to promote social functions.
- (c) To teach players, officials, administrators and supporters the rules and skills involved in playing Association Football and develop their sense of sportsmanship and fair play.
- (d) To form and coach teams and to provide such teams with the equipment necessary to play Association Football subject to the Club having the appropriate resources to do so.

3. **MEMBERSHIP**

The Club Membership shall be composed of the following types of members:

- (a) Non-Playing members with full voting rights.
- (b) Seniors – Playing members with full voting rights.
- (c) Juniors and Youth – In the case of Junior and Youth Members payments of subscriptions will confer membership on one of the member's parents, duly nominated at the time of registration (provided that in case of multiple family membership only one vote is permissible.)
- (d) Life Members – such members to be elected by Club Members at an Annual General Meeting.



Subscriptions for all Classes of Membership to be set by Executive Committee prior to the commencement of each season.

Any person wishing to become a member of the Club shall make application by completing an enrolment form. Any person whose application for membership is approved by the Executive may become a member of the Club by subscribing the amount of the annual subscription to the funds of the Club and accepting the objects and complying with the Rules. The Club reserves the right to admit new members as it thinks fit. Members may withdraw from the Club by tendering their

resignation in writing to the Secretary provided that all monies owing by them to the Club have been paid. The Committee may remove from membership any member who is three months in arrears with his or her annual subscription provided that the person so in arrears shall be given at least one month's notice in writing by the Secretary or Treasurer of his or her intention to bring such member's default before the Executive. Any member who commits a breach of the rules of the Club shall be rendered liable to expulsion by the Committee but any member so expelled shall have a right of appeal at a special general meeting of the Club within one month of notification of such expulsion being given to him. If a member is guilty of conduct which is clearly prejudicial to the Club and three quarters of the members present and voting at a special general meeting specially called for that purpose are in favour of his or her expulsion then he or she shall be deemed to be expelled and his or her membership shall be terminated from the date of such special general meeting.

LIFE MEMBERSHIP: Life Membership of the Club may be granted to any person who has given the Club outstanding service. Any nomination for Life Membership shall be in the first instance be considered by the Executive. Any nomination considered by the Executive to be entitled to Life Membership shall be submitted to the next Annual General Meeting for approval.

4. **PATRON:**

The Patron shall be elected in accordance with Clause 8 at each Annual General Meeting until the next Annual General Meeting following their election when they shall retire but be eligible for re-election.

5. **OFFICERS AND EXECUTIVE:**

The Officers of the Club shall be as follows:

- (a) The President;
- (b) The Chairman/CEO;
- (c) The Secretary;
- (d) The Treasurer; and
- (e) The Club Captain

The Executive of the Club shall be as follows:

- (a) The Chairman/CEO;
- (b) The Secretary;
- (c) The Treasurer;
- (d) The Club Captain; and
- (e) An Executive Committee of not more than eight members, comprised of two members from each of the four sub-committees representing Seniors, Youth, Juniors and Girls/Women.

Nominations of all Officers positions together with their CV's must be received by the Secretary at least one clear week before the date of the Annual General Meeting.

The election of Officers of the Club shall be taken in accordance with Clause 8 at each Annual General Meeting and such Officers shall hold office until the next Annual General Meeting following their election when they shall retire but be eligible for re-election.

The Senior, Youth, Junior and Girls/Women sub-committees shall be elected in accordance with Clause 8 at each Annual General Meeting.

Members of all committees are required to be members of the Club. Should any Office of the Club become vacant or should a vacancy occur on the Executive then that committee may nominate a member to fill such vacancy until the next Annual General Meeting.

The Senior, Youth, Junior and Girls/Women sub-committees shall elect their own Chairman.

6. MANAGEMENT:

- (a) The management and control of the affairs of the Club shall be vested in the Executive who may exercise all powers and do all acts and things which may be exercised or done by the Club and which are not expressly directed or required to be exercised or done by the Club in general meeting. Five Members of the Executive shall be a quorum.
- (b) The Executive shall elect such additional sub-committees as it shall deem fit. Members of any sub-committee shall hold office at the pleasure of the Executive and may be removed from office at any time by the Executive.
- (c) In particular and without derogating from its general powers the Executive shall have the power to engage control and dismiss the Club's contractors and employees and said officials and all such administrative powers as may be necessary to effect the purpose of the Club..
- (d) A resolution in writing signed by all the members of the Executive shall be valid and effectual as if it had been passed at a meeting of the Executive duly convened and held. Any such resolution may consist of several in like form each signed by one or more members of the Executive.
- (e) Without prejudice to the general powers of the Executive it is hereby expressly directed that the Executive shall be entrusted with and may exercise and perform the following powers and duties:
 - (i) To purchase or acquire for the Club and sell lease or otherwise dispose of any real or personal property or any rights and privileges which the Club shall decide to purchase or acquire at such prices and generally upon such terms and conditions as they think fit and to give and execute mortgages over the lands purchased or acquired for the balance of the purchase monies upon such terms and conditions as the Executive shall think fit.
 - (ii) To purchase, construct and maintain buildings, fences and machinery and other works as they may consider necessary for the use of the Club, and to lease or accept leases of any land, easements or tenements and to purchase, let or sell lands or any interest therein for such term and upon such rental as they shall think fit.
 - (iii) To borrow or raise money secured by mortgages over the real or personal property of the Club or secured by a General Security Agreement over the undertaking or specific assets of the Club.

- (iv) To enter into all such negotiations, contracts and agreements in the name and on behalf of the Club as they consider expedient in pursuing the objects of the Club.
- (v) To provide a common seal for the Club and to make regulations for its safe custody and use and to make and to execute all such instruments and assurances as may be necessary provided that the seal of the Club shall not be affixed to any instrument except in pursuance of a resolution of the Executive of the Club, and in the presence of two members of the Executive.
- (vi) To invest the funds of the Club in real or personal property in such manner as they think suitable.

7. **ALTERATION TO RULES:**

The rules of the Club may be altered, added to or rescinded only at an Annual General Meeting or a Special General Meeting of the Club called for that purpose and then only if the motion to alter, add to or rescind the rules is passed with a two-thirds majority of those personally present and entitled to vote provided that no alteration, addition, rescission or other amendments shall be approved if it affects the pecuniary profit clause or winding up clause. The notice convening such Annual General Meeting or Special General Meeting shall set out in full the purpose of the intended alteration, addition, rescission or amendment.

8. **GENERAL MEETINGS:**

ANNUAL GENERAL MEETINGS: Annual General Meetings shall be held once a year not later than the last day of November, at a time and place as fixed by the Executive for the following purposes:

- (a) To receive the Annual Report, Balance Sheet, Statement of Accounts for the preceding year.
- (b) To elect the Officers, the Patron and members of the Executive for the ensuing year.
- (c) To transact any other business and generally decide on any resolution which may be submitted to the meeting.
- (d) **SPECIAL GENERAL MEETINGS:** A Special General Meeting may be called at any time by order of the Executive or on a requisition signed by at least five members and the notice convening the meeting shall state the object of the meeting.

Seven days notice of an Annual General Meeting or Special General Meeting shall be given to members by a circular or notice stating the object of each meeting.

Twelve members shall form a quorum at Annual General Meetings or Special General Meetings and the majority of votes of members entitled to vote shall be binding. All members shall be entitled to one vote, subject to the provisions of Clause 3 of these rules. Where a vote is taken on a show of hands and where there is an equality of votes the Chairman shall have a second or Casting vote in addition to his or her individual vote.

Members at a Special General Meeting or a Annual General Meeting shall vote by way of a show of hands unless one member attending requests that a ballot be undertaken. In the event that a ballot is requested and in addition if scrutineers are requested by an attending member then the President shall appoint two scrutineers. Where there is an equality of ballot votes the Chairman shall have a Second or Casting vote in addition to his or her individual vote.

9. **EXECUTIVE MEETINGS:**

The Executive shall meet at such time and place as it may appoint. Five members shall form a quorum and if a quorum is not present within 30 minutes of the appointed time of the meeting then such a meeting will lapse. Each member of the Executive shall have one vote and the decision of a majority of the votes recorded shall prevail.

Any member of the Executive absenting himself or herself from two consecutive meetings or three meetings at intervals, from the normal Executive Meetings shall, unless leave of absence has been granted, cease at the option of the Executive to be a member of the Executive, but may be reinstated by the Executive.

10. **DUTIES OF OFFICIALS:**

(a) **PRESIDENT:**

It shall be the duty of the President to preside at all Annual General Meetings, Special General Meetings, and selection panels for all paid positions within the Club.

(b) **CHAIRMAN/CEO:**

It shall be the duty of the Chairman/CEO to preside at all meetings of the Executive and in the capacity of CEO carry out duties as directed by the Executive.

(c) **SECRETARY:**

It shall be the duty of the Secretary to keep true records of all proceedings of all meetings of the Club in a hard copy file provided for such purpose, call all General Meetings of the Club, to file all documents, records, reports and communications connected with the Club and to bring them before each meeting as may properly deal with them. If the Secretary is unable to attend any meeting then the Secretary shall ensure that the necessary files are taken to the place of meeting. The Secretary should carry out all other duties reasonably required of him by the Club or Executive.

(d) **TREASURER:**

It shall be the duty of the Treasurer to:

- (i) Collect and receive all monies due to the Club and pay all debts contracted by it when passed for payment by the Executive, keeping a correct account of the same in books provided for the purpose.
- (ii) At each meeting provide a statement of accounts and prior to the Annual General Meeting an audited balance sheet of receipts and disbursements of the past year and a report upon the finances of the Club.
- (iii) Have custody of the funds of the Club and keep accounts of the same in such a manner as will at all times clearly show the financial position and to draw to the attention of the Executive any unusual acts.
- (iv) Pay all monies collected as soon as possible without deduction to the account of the Club.

(v) Carry out all other duties reasonably required by the Executive.

(e) **BANK ACCOUNT WITHDRAWALS:**

Withdrawal slips or cheques are to be signed by two of the following persons, namely Treasurer, Secretary and such other person or persons as may be appointed by the Executive and any two such persons may endorse cheques payable to the Club.

11. CONTROL OF FUNDS:

The Treasurer shall receive all monies paid to the Club and deposit the same to the credit of the Club in the Bank approved by the Executive within 14 days of receipt. All withdrawal slips shall be signed by two members of the executive who have been appointed as bank signatories.

All accounts for payment shall be passed by the Executive and the Treasurer shall prepare and submit to the Executive at all meetings of the Executive a detailed statement of the receipts and expenditure covering the period that has elapsed since the last preceding Executive meeting.

The Treasurer shall prepare and lay before the Annual General Meeting a statement of the income and expenditure of the Club and a balance sheet containing a summary of the Club's assets and liabilities made up till the end of the last preceding financial year duly audited as provided in the next clause.

12. COMMON SEAL

The Club shall have a Common Seal which shall be in the custody of the Secretary and shall be affixed to any contracts to which the Club is a party which must be made by way of Deed in accordance with Section 15 (1) of the Incorporated Societies Act 1908.

The Common Seal shall be affixed only by the authority of a resolution of the Executive and the affixing of the Seal shall be witnessed by the Chairman and the Secretary and two other Members of the Executive who shall also sign such contracts.

13. AUDIT:

The accounts of the Club shall be audited by a member of the New Zealand Institute of Chartered Accountants who is not a member of the Executive or any sub-committee. The auditor shall have the power to call for the production of all the Club's books, accounts and documents relating to the affairs of the Club. The Annual Balance Sheet and Statement of Income and Expenditure shall be audited by a member of the New Zealand Institute of Chartered Accountants and, if correct, certified in writing before being submitted to the Annual General Meeting.

14. FINANCIAL YEAR:

The financial year of the Club shall commence from the 1st day of October in each year.

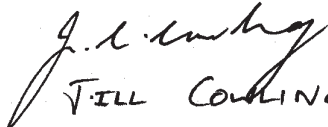
15. WINDING UP:


A majority of the members of the Club at a meeting convened for the purpose may (provided that all liabilities of the Club have been duly discharged) resolve that the Club be wound up as from a date to be named in such resolution. Such resolution before it shall take effect shall be confirmed at a subsequent General Meeting called for the purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.

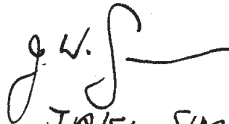
The funds and property of the Club shall be transferred to some worthy sporting body with similar objects to those of this Club as the General Meeting shall decide.

16. PECUNIARY PROFIT:

No member of the Club or person associated with a member of the Club shall influence, take part in or vote in respect of any matter where they or an associated person shall derive any income, benefit or advantage from the Club **provided however** that nothing herein shall preclude payment of reasonable and proper remuneration for goods and/or services actually rendered to the Club by members of the Club or persons associated with a member or members of the Club.


JILL COULING.
MEMBER.


SCOTT BERMINGHAM
MEMBER


JAKI SIMONSON
member