

**NEW ZEALAND FOOTBALL
INCORPORATED**

RULES

Dated 9th May 2007

NEW ZEALAND FOOTBALL INCORPORATED

RULES

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NEW ZEALAND FOOTBALL INCORPORATED

RULES

1. INTERPRETATION

1.1 In these Rules and unless the context otherwise requires:

Annual Congress: means the Annual Congress of NZF held in accordance with Rule 25.

Appeal Committee: means the appeal committee of NZF, the higher of NZF's judicial Bodies, appointed pursuant to Rule 32.1.3.

Association: means a Football Association recognised by and a member of FIFA.

Board: means the Board of NZF constituted in accordance with Rule 13.

Board Appointments Panel: has the meaning given to that term in clause 13.8.1

Body: means a body of NZF as described in Rule 12.

CAS: means the Court of Arbitration for Sport in Lausanne, Switzerland.

Chairperson: means the person who is at any particular time the Chairperson of the Board in accordance with Rule 13.10.

Chief Executive: means the Chief Executive Officer of NZF.

Club: means both a Football club formed for the purposes of playing Football and registered as such with the appropriate District Federation and Special Category Clubs.

Confederation: means a group of Associations recognised by FIFA and belonging to the same continent (or similar geographic area).

Congress: means a general meeting of Members of NZF. Congresses may be Annual or Special.

Disciplinary Committee: means the disciplinary committee of NZF, the lower of NZF's judicial Bodies, appointed pursuant to Rule 32.1.2.

District Delegate: means a person, other than a District Representative, who is authorised by a District Federation to be a delegate of that District Federation at a Congress of NZF.

District Federation: means a District Federation constituted in accordance with these Rules.

District Representative: means the person elected or appointed by a District Federation as the authorised representative of that District Federation at a Congress of NZF.

Federation District: means the geographic districts referred to in Rule 17.1.

FIFA: means the Fédération Internationale de Football Association.

Football: means the game also known as Association Football as governed internationally by FIFA.

Game: means the game of Football also known as Association Football and soccer and as governed internationally by FIFA.

Intellectual Property: has the meaning referred to in Rule 30.1.

Incorporated Societies Act: means the Incorporated Societies Act 1908.

Laws of the Game: means the Laws of the Game issued by the International Football Association Board (and, in the case of futsal, by FIFA).

Major Transactions: means any transaction of the type referred to in Rule 15.8.

Member: means a Member of NZF in accordance with Rule 6.

NZF: means New Zealand Football Incorporated.

OFC: means Oceania Football Confederation.

Officer: means an Officer of NZF appointed in accordance with these Rules.

Postal Ballot: means a ballot held in accordance with Rule 26.

Regulations: means the Regulations made under Rule 24 and includes all existing regulations and by-laws of NZF, however described.

Rules: means these Rules and **Rule** means a particular Rule within these Rules.

Special Category Clubs: means such clubs as the Board may by regulation establish to carry out special functions such as the development of emerging players.

Special Congress: means a Special Congress of NZF held in accordance with Rule 25.2.

Women's Advisory Group: means the advisory group relating to the women's programme of NZF appointed pursuant to Rule 19.

- 1.2 In these Rules unless the context requires otherwise:
- 1.2.1 words importing the singular include the plural and vice versa;
 - 1.2.2 words importing any gender include all other genders;
 - 1.2.3 words importing persons include corporations, all bodies and associations corporate or unincorporated and vice versa and includes their personal representatives, successors, assigns and transferees;
 - 1.2.4 any reference to a statute or statutory provision includes any statutory provision which:
 - (a) amends, extends, consolidates or replaces; or
 - (b) has been amended, extended, consolidated or replaced by,that statute or statutory provision and any other orders, regulations, instruments or other subordinate legislation made under that statute or statutory provision;
 - 1.2.5 headings are included for convenience only and will not affect the interpretation and construction of these Rules or any Schedule;
 - 1.2.6 all references to dates and times are to dates and times in New Zealand;
 - 1.2.7 all references to "\$" and "dollars" are references to the lawful currency of New Zealand;

1.2.8 any reference to writing includes facsimiles the transmission of which is verifiable by production of a transmission control report indicating transmission without error.

2. NAME

2.1 The name of the Society is NEW ZEALAND FOOTBALL INCORPORATED.

3. OBJECTS

The objects for which NZF is established are:

- 3.1 To advance, promote and control Football in New Zealand in every way it thinks proper for the good of the Game.
- 3.2 To promote the playing of Football in New Zealand including by promoting organisation of Football matches at all levels and by supporting Football by other means which it deems appropriate.
- 3.3 To promote a high standard of training and development within the Game in New Zealand.
- 3.4 To encourage national and international competition.
- 3.5 To foster cooperation and encourage friendly relations between Clubs, District Federations, and any leagues or other groups of Clubs affiliated to NZF and between players, officials and other Members of NZF.
- 3.6 To act as the controlling authority for Football in New Zealand.
- 3.7 To make, adopt, vary and publish rules, regulations, by-laws and any other conditions it deems necessary for the regulation of all aspects of Football in New Zealand and to take all such steps as shall be deemed necessary or advisable for enforcing such rules, regulations and by-laws.
- 3.8 To take all such steps as shall be deemed necessary or advisable for preventing infringements of the Laws of the Game or other improper methods or practices in the Game and for protecting the Game from abuses.
- 3.9 To provide by way of rules, regulations, by-laws or conditions or other means methods for deciding and settling all differences that may arise between Members concerning due compliance with the Laws of the Game whether NZF is concerned in such dispute or difference or not and to make such provisions for enforcing any

award or decision as NZF acting by and through its Board shall deem proper.

- 3.10 To do all such things that are incidental or conducive to the attainment of the above objects.

4. GENERAL POWERS AND NEUTRALITY

4.1 General Powers

NZF shall have all powers generally exercisable by and/or available to an incorporated society under the laws of New Zealand including without limiting the foregoing all powers necessary or desirable for the attainment of its objects.

4.2 Power to make Rules and Regulations

NZF shall have the power to make Rules and Regulations regarding all aspects of the Game and the control and administration of the Game in New Zealand.

4.3 Neutrality and Non-Discrimination

NZF is neutral in all matters of politics and religion. Discrimination of any kind against a country, private person or group of people on account of ethnic origin, gender, language, religion, politics or any other reason is strictly prohibited and punishable by suspension or expulsion.

4.4 Restrictions on Powers

4.4.1 NZF shall not and nothing expressed or implied in these Rules shall permit the activities of NZF to be carried on for the personal pecuniary profit of any Board member, Officer or executive of NZF or associated person of such person, nor shall any distribution, whether by way of money, property or otherwise be made to any such Board member, Officer, executive or associated person except where the income benefit or advantage is derived from:

- (a) services provided to NZF rendered in the course of business and charged at no greater than current market rates; or
- (b) interest on money lent at no greater than current market rates.

4.4.2 For the purposes of Rule 4.4.1, such Board member, Officer, executive or associated person shall be deemed to

derive a personal pecuniary profit in the following circumstances: if money, property or assets are lent or leased to such person at less than current commercial rates having regard to the nature and terms of the transaction.

4.4.3 For the purposes of Rules 4.4.2 and 15.10 such Board member, Officer, executive or associated person shall be deemed to have a personal pecuniary interest in a transaction of the type referred to where that person:

(a) Is a shareholder or director of any company which is party to the transaction; or

(b) Is a settlor or trustee of a trust or a shareholder of any company which is party to such a transaction.

4.4.4 For the purposes of Rules 4.4 and 15.10 the meaning of the term “associated person” is as that term is defined in the Income Tax Act 2004.

4.4.5 The provisions and effect of this Rule 4.4 shall not be removed from these Rules, and shall be included and implied into any document replacing these Rules.

5. FIFA AND THE LAWS OF THE GAME

5.1 NZF is a member of FIFA and is recognised by FIFA as the controlling authority for Football in New Zealand.

5.2 NZF and all its Bodies and Members shall observe the laws, statutes and rules as set down and interpreted from time to time by FIFA and all matters relating to the Game in New Zealand shall be carried out in accordance with these laws, statutes and rules.

5.3 NZF and all Members shall play the Game in accordance with the Laws of the Game. Only the International Football Association Board may lay down and alter the Laws of the Game.

6. MEMBERSHIP

6.1 Membership of NZF shall be confined to the following:

6.1.1 District Federations

Each District Federation.

6.1.2 Special Category Clubs

The officers of any Special Category Club.

6.1.3 Officers of NZF

The Officers of NZF, during their term of office.

6.1.4 Board of NZF

The members of the Board of NZF during their respective terms of office.

6.1.5 Judicial Bodies of NZF

The members of the Disciplinary Committee and Appeal Committee of NZF during their respective terms of office.

6.1.6 Women's Advisory Group

The members of the Women's Advisory Group during their respective terms of office.

6.1.7 Honorary Members

All Honorary Members of NZF.

6.1.8 Life Members

All Life Members of NZF.

6.1.9 Members of District Federations etc

All members, registered players, coaches or player coaches, referees and officials of District Federations and Clubs.

6.1.10 NZF Employees

All paid employees of NZF shall be entitled to be Members and all employees in positions of responsibility shall be required to be Members.

6.2 Voting and speaking rights of the Members at Congress are as set out in Rule 25.4.

7. PRIVILEGES AND OBLIGATIONS OF MEMBERSHIP

7.1 Every Member shall strictly observe these Rules as from time to time amended by NZF and the statutes, rules, regulations, directives

and decisions of FIFA and OFC, as set down and interpreted from time to time by FIFA and OFC, and shall, if applicable, ensure that these are also observed by its own members.

- 7.2 Every Member shall strictly observe the standards of ethical and sporting conduct which the Board may from time to time prescribe, including in the Regulations, together with the Code of Ethics of FIFA and OFC, and shall, if applicable, ensure that these are also observed by its own members.
- 7.3 Every Member shall pay, as and when due, all contributions, fees, levies or subscriptions of every kind for which it or he or she may be or become liable in accordance with the Rules and the Regulations.
- 7.4 Every Member shall furnish to the Board the information and particulars including that Member's address together with details of employment and any changes which the Board may from time to time reasonably require. This information shall, where the Board so determines, be supplied through the relevant District Federation, Special Category Club, or subordinate organisation of NZF.
- 7.5 The Board shall cause a register to be kept of all Members.
- 7.6 By virtue of their membership, Members consent as a condition of membership to the NZF making such use, consistent with the objectives of NZF, of Member information held by NZF, as the Board may from time to time see fit.
- 7.7 Every Member shall, if applicable, take part in competitions organised by NZF.
- 7.8 Every Member shall, if applicable, ensure election of its decision-making bodies.
- 7.9 Every Member shall, if applicable, adopt a statutory clause specifying that any dispute requiring arbitration involving itself or one of its members and relating to the statutes, regulations, directives and decisions of FIFA, OFC, NZF or the District Federations, Clubs or subordinate organisations of NZF shall come solely under the jurisdiction of the appropriate arbitration tribunal of FIFA or OFC or, in the case of NZF, as provided in these Rules, and that no recourse may be had to a Court of law until all avenues of dispute resolution under these Rules have been exhausted (other than in respect of questions of law).

8. CESSATION OF MEMBERSHIP

- 8.1 Any Member of NZF, whether an individual or an Incorporated Society or other entity, may at the discretion of the Board cease to be

a Member of NZF and be removed from membership in any of the following events:

- (a) If the Member resigns.
- (b) If the Member fails to duly pay his, her or its annual registration fee or any other monies that may become due on any basis from the Member to NZF.
- (c) If the Member is disqualified by NZF acting by and through the Board at its sole discretion.

9. APPOINTMENT OF HONORARY MEMBERS

- 9.1 Honorary members shall be chosen from among players, officials and supporters who have given lengthy service or made major contributions for the support and benefit of the Game.
- 9.2 Honorary members shall be elected and may be removed on the majority vote of those present and entitled to vote at an Annual Congress.
- 9.3 Any Member may propose an honorary member and must forward a brief account of the candidate's service and/or contribution to the Chief Executive not later than forty (40) days (or such later date as the Board may allow) before the date for holding the Annual Congress at which the nomination is to be considered. The Chief Executive shall then forward the nomination to the Board for its prior consideration. The Board may, in its absolute discretion, decide whether or not to recommend the election to the Annual Congress, in which case, the nomination should be forwarded to District Federations no later than twenty-eight (28) days prior to the Annual Congress.(or such later date as the Board may allow)
- 9.4 All Presidents and Vice Presidents automatically become honorary members of NZF upon retirement unless removed from office prior to the expiry of their terms.

10. APPOINTMENT OF LIFE MEMBERS

- 10.1 Life members shall be persons who have provided outstanding special services or made outstanding contributions to the Game.
- 10.2 Life members shall be elected and may be removed on the majority vote of those present and entitled to vote at an Annual Congress.
- 10.3 Any Member may propose a life member and must forward a brief account of the candidate's service and/or contribution to the Chief Executive not later than forty (40) days (or such later date as the

Board may allow) before the date for holding the Annual Congress at which the nomination is to be considered. The Chief Executive shall then forward the nomination to the Board for its prior consideration. The Board may, in its absolute discretion, decide whether or not to recommend the election to the Annual Congress, in which case, the nomination should be forwarded to District Federations no later than twenty-eight (28) days prior to the Annual Congress (or such later date as the Board may allow).

11. FEES

11.1 NZF may from time to time prescribe and amend by Regulation annual and competition fees and other fees payable by Members.

12. APPOINTMENT OF BODIES

12.1 Bodies of NZF

The Bodies of NZF shall consist of the following:

12.1.1 Congress, which is the supreme and legislative Body;

12.1.2 the Board, which is the executive Body;

12.1.3 the Disciplinary Committee and the Appeal Committee, which are the judicial Bodies;

12.1.4 the Women's Advisory Group; and

12.1.5 any committees appointed by the Board pursuant to Rule 14.9.

12.2 Independence

The Bodies of NZF shall be either elected or appointed by NZF without any external influence in accordance with the procedures described in these Rules.

13. ELECTION OR APPOINTMENT OF THE BOARD

13.1 The Board

The affairs of NZF shall be governed by a Board formed in accordance with this Rule.

13.2 Composition of the Board

The membership of the Board shall comprise:

- 13.2.1 Seven (7) persons to be elected or appointed as provided in these Rules.
- 13.2.2 Such additional person, if any, as may be co-opted as provided in these Rules.

13.3 Eligibility to be a Board Member

- 13.3.1 No-one is eligible to stand for or be elected or appointed as a Board member if he or she would be disqualified from remaining in office in accordance with Rule 13.9 or was a Board member previously who was disqualified from office under that Rule and the relevant or similar circumstances continue to apply.
- 13.3.2 Subject to Rule 13.3.1, any Board member shall be eligible to stand for election or appointment or to be co-opted as a Board member for a further term at any time at or after the expiry of his or her prior term.
- 13.3.3 There shall be three (3) Part A and four (4) Part B seats on the Board.
- 13.3.4 A Part A Board member shall be elected in accordance with Rule 13.4 and a Part B Board member shall be appointed in accordance with Rule 13.8, to the intent that the three (3) Part A Board members are elected in conjunction with Annual Congress and the four (4) Part B Board members are appointed by the Board Appointments Panel.
- 13.3.5 NZF may adopt Board Member Recruitment Regulations from time to time to specify more details in respect of the election process under Rule 13.4 or the appointment process under Rule 13.8.

13.4 Election of Part A Board Members

- 13.4.1 An election shall be held every year for such vacant Part A seats on the Board as there may be and the election shall be held in conjunction with the Annual Congress.
- 13.4.2 NZF shall call for nominations for all Part A seat vacancies on the Board in, or in conjunction with, the notice convening the Annual Congress and shall also take such other steps to make the existence of such vacancies known

as are prescribed in any Board Member Recruitment Regulations from time to time in force. A member of the Board shall not be entitled to nominate himself or herself. Nominations must be accompanied by the nominee's full curriculum vitae and his or her acceptance of the nomination in writing. The closing date for nominations shall be one (1) month prior to the Annual Congress.

- 13.4.3 Within fourteen (14) days of nominations closing, NZF shall send to each District Federation a notice listing the nominations for the vacant Part A seats and enclosing each of the candidate's curriculum vitae which has been received by the Board.
- 13.4.4 The successful nominees to fill the vacant Part A seats on the Board shall be elected at the Annual Congress by secret ballot in accordance with Rule 25.5.3. Subject to Rule 13.4.5(b), the highest polling candidate shall be declared elected. In the event of a tie in votes for the winner, the lower polling candidates shall be declared not to have been elected and a second secret ballot (and, where necessary, succeeding secret ballots) of the higher polling candidates shall be held to determine the winner.
- 13.4.5 To the intent that, so far as practical, there always be at least one (1) Part A member of the Board from the North Island and one (1) Part A member of the Board from the South Island, the following shall apply:
- (a) The District Federations are requested to seek and support nominations to ensure that, in the event that, at the time of each election, the continuing members of the Board in Part A seats do not include a member from each of the North and the South Islands, then one (1) or more persons resident in the relevant Island shall be nominated for election; and
 - (b) If the outcome of an election would be such that no Part A Board member would come from one (1) or other of the Islands, but one (1) or more of the unsuccessful nominees for a Part A seat came from that Island, then the highest polling unsuccessful nominee from that Island shall be elected to the vacant Part A position in place of the higher polling candidate from the other Island.
- 13.4.6 Prior to voting, each nominee for a vacant Part A seat shall be required to give a verbal presentation to the Annual

Congress setting out the reasons for seeking election to the Board. Each presentation shall not exceed five (5) minutes.

13.5 Term of Office of Board Members

- 13.5.1 Each member of the Board shall, subject to Rule 13.5.2, hold office for a term expiring at the close of the Annual Congress held in the second (2nd) year after the year in which he or she was elected or appointed.
- 13.5.2 In each year at least two (2) Board members, being one (1) from a Part A Board seat and one (1) from a Part B Board seat, shall retire with effect from the close of the Annual Congress (unless there will be one (1) or more vacancies in any event for a Part A seat and for a Part B seat). In the event that no Board member would be due to retire apart from the provisions of this Rule 13.5.2, so as to create the necessary vacancy then the Board member to retire shall, in the case of both Part A and Part B seats, be the Board member whose current period as a Board member is the longest of the Part A Board members, or of the Part B Board members (as the case may be).
- 13.5.3 In the event that there are two (2) or more Board members occupying Part A seats or two (2) or more Board members occupying Part B seats who would be due to retire in accordance with Rule 13.5.2, who have equally served for the longest current term, then the Board member to retire to create the vacancy for the Part A seat or the Part B seat (as the case may be) shall be decided by ballot among the relevant longest serving Board members or, if they agree otherwise, then chosen by such other means as the Board members concerned, agree.

13.6 Casual Vacancies among Board Members

- 13.6.1 The Board shall call for a by-election by secret ballot to fill any Part A Board seats left vacant at the conclusion of the Annual Congress, the term of office of any person so elected expiring at the close of the Annual Congress held in the second (2nd) year after the Annual Congress at which the vacancy arose.
- 13.6.2 The Board shall also call a by-election by secret ballot to fill any Part A Board seats becoming vacant between Annual Congresses (provided that the Board may, at its discretion, dispense with calling the election if the vacancy occurred within six (6) months of the date on which the next Annual Congress would be likely to take place), the

term of office of any person so elected, expiring at the close of the next following Annual Congress.

- 13.6.3 In the case of a casual vacancy occurring in a Part B Board seat, the Board Appointments Panel must convene as soon as reasonably practicable upon the Part B vacancy arising and any replacement Part B Board member must then be appointed in accordance with the process provided in Rule 13.8.
- 13.6.4 Where a casual vacancy occurs for either a Part A Board seat or a Part B Board seat and the term of the departing Board member was not due to expire in rotation at the conclusion of the next following Annual Congress then the term of office for the replacement Board member elected or appointed (as the case may be) shall expire at the close of the same Annual Congress as the term of office of the original Board member would have expired.

13.7 Co-opted Members

- 13.7.1 The Board shall have the power to co-opt one (1) additional Board member for specific purposes, such co-opted member to have expertise in the relevant area or be able to assist for a specific purpose. The term of office of a co-opted Board member shall be as set by the Board from time to time, and may be altered by the Board during the term, but must expire no later than at the close of the Annual Congress held in the second (2nd) year after he or she was appointed. A co-opted Board member shall have no voting rights but may have such speaking rights at Board meetings and such other rights as the Board may confer from time to time, in its discretion.

13.8 Part B Board Member Recruitment and Appointment

- 13.8.1 So as to provide the highest calibre of Part B Board members and professionalism and independence in the process of recruitment and appointment of Part B Board members NZF shall, for the vacant Part B seats, follow a process involving a wide national promotion of the existence of Part B seat vacancies on the Board by appropriate advertising and shall establish a Board appointments panel (“Board Appointments Panel”) comprising the President of NZF, the Chairman of the Board of Sport and Recreation New Zealand (or any successor of that entity) and the nominee of the Federation

Chairs, or such other persons specified in the Board Member Recruitment Regulations from time to time.

- 13.8.2 The Board Appointments Panel shall interview candidates for the Part B vacancies, scrutinise their references and then, acting with professionalism and independence, appoint high calibre candidate(s) to such vacant Part B Board member seats as then exist, such appointment(s) to be made (except in the case of casual Part B seat vacancies under Rule 13.6.3, where any appointment must be made as soon as reasonably practicable) prior to the relevant Annual Congress, to enable any newly appointed Part B Board member to be announced at the Annual Congress..

13.9 Termination and Removal from the Board

- 13.9.1 A person shall cease to be a member of the Board upon the happening of any one (1) of the following events:
- (a) If he or she resigns his or her seat on the Board.
 - (b) If he or she is absent from three (3) consecutive meetings of the Board without the consent of the Board.
 - (c) If he or she becomes bankrupt or insolvent or makes any assignment or arrangement for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provision for the liquidation of his or her affairs and fails to satisfy the Board when required that the inability to pay his or her debts arose from misfortune and that no discreditable conduct can be imputed to him or her in such connection or that the circumstances would not or would not be likely to bring discredit to the Board of NZF or the Game if such person were to be or remain a Board member.
 - (d) If he or she becomes of unsound mind or infirm.
 - (e) If at a meeting of the Board a resolution is passed by a majority of not less than seventy-five percent (75%) of those present (excluding the Board member in question) removing such person from office.
 - (f) If the person is convicted by a competent tribunal of an offence which, in the opinion of the Board, renders the person unfit to be a member of the Board.

(g) If at an Annual or Special Congress of NZF the notice of which contains the motion for the proposed removal of the person as a member of the Board a resolution to remove that person is passed by a resolution of not less than seventy-five percent (75%) of those present and entitled to vote and who voted at the Special Congress.

(h) If the person becomes a paid employee of NZF.

13.9.2 The removal of a person from office as a member of the Board in accordance with any of the provisions of Rule 13.9 shall occur as follows:-

(a) In the circumstances referred to in Rules 13.9.1(b), 13.9.1(c) 13.9.1(d) and 13.9.1(f) upon the passing of a resolution by the Board to the effect that the relevant conditions are satisfied, such meeting being held in compliance with the provisions of Rule 13.9.1(e); and

(b) In all other cases, upon the occurrence of the relevant event.

13.9.3 When any meeting of the Board is held for the purpose of considering a resolution for the removal of a member of the Board, the person in question shall be entitled to be present and to respond to the claims made but shall not form part of the quorum and shall not be entitled to vote on the resolution.

13.10 Chairperson

13.10.1 Board members shall elect a Chairperson and Deputy Chairperson from among their number.

13.10.2 The Chairperson may be removed at any time if at a meeting of the Board, specially convened for the purpose, at which not less than five (5) members of the Board are present, a resolution is passed by a majority of not less than seventy-five (75%) of those present and voting removing such chairperson. The provisions of Rule 13.9.3 shall also apply in such a case. The holding of such office shall also cease automatically in the event that the holder ceases to be a member of the Board.

13.10.3 The provisions of Rule 13.10.2 shall apply to the Deputy Chairperson in the same way as they apply to the

Chairperson as if references to the Chairperson therein were references to the Deputy Chairperson.

14. PROCEEDINGS AT BOARD MEETINGS

- 14.1 The Board may meet, adjourn and otherwise regulate its meetings as the Board shall think fit subject to these Rules. The Board shall meet personally or by modern communication systems at least eight (8) times per year by way of regular scheduled meetings and may meet so often in addition as it may from time to time decide is necessary.
- 14.2 A quorum of the Board shall be five (5) members or all of the remaining Board members if a lesser number are in office. The Board may continue to act notwithstanding any vacancy in its membership so long as there is a quorum provided that if the number of members of the Board falls at any time to less than a quorum the Board and the Selection Committee respectively shall forthwith act to fill the vacancies in accordance with Rules 13.6 and 13.8.
- 14.3 A meeting of the Board shall be convened at any time upon the request of the Chairperson or of such number of the Board members as is sufficient to form a quorum.
- 14.4 Advance written notice of the time, date and place for the holding of every Board meeting shall be given to all Board members, and may be given by post, delivery, facsimile, email or other recognised form of written communication. Notice shall be sent at least fourteen (14) days in advance of the intended date of the meeting or such lesser period in advance as is reasonably adequate in the circumstances and shall be sent to the Board member's home address or to such other address as the Board member may from time to time notify NZF in writing for the purpose.
- 14.5 Questions arising at any meetings of the Board shall be decided by a simple majority of the votes recorded and each member present shall have one (1) vote.
- 14.6 At all meetings of the Board the Chairperson shall preside as chairperson or in his or her absence the Deputy Chairperson shall preside as chairperson and in the absence of them both then a chairperson shall be elected from among the Board members then present.
- 14.7 Where there is an equality of votes cast on any matter the chairperson of the meeting shall have a second or casting vote which shall be a deliberative vote and may be cast for or against the resolution.

- 14.8 A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Board by any means whatsoever.
- 14.9 The Board may appoint committees from among Board members or from among persons who are neither members of the Board or Members of NZF. The Board may delegate any of its powers to any such committees and may make rules for regulating the proceedings of such committees. The following further provisions shall apply to such committees:
- (a) The Chairperson shall be ex-officio a member of all such committees.
 - (b) The Board shall determine the quorum for meetings of such committees.
 - (c) Provided always that a majority of members of a committee are Members and, unless the Board otherwise directs, a committee may co-opt other persons as members of the committee subject to prior approval by the Board.
- 14.10 A resolution in writing signed by seventy-five percent 75% of the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted provided that advance written notice including the text of the proposed resolution shall have been given to each Board member in accordance with Rule 14.4 as if it were notice summoning a Board meeting. A copy of any resolution so made shall be forwarded to each member of the Board as soon as practicable after adoption.
- 14.11 The Board may conduct its meetings wholly or partly by telephone or by teleconference or electronic or other means **PROVIDED HOWEVER** that all members of the Board present or otherwise attending in terms of this Rule shall be in simultaneous contact or communication with one another throughout the entirety of the meeting unless permission is sought by and given to a Board member wishing to retire from the meeting at any stage.
- 14.12 The Board shall notify District Federations of the date and time of the regular scheduled Board meetings. Where practical such notice shall be sent at least fourteen (14) days prior to the holding of each meeting (and notice of more than one (1) meeting may be given at the same time).
- 14.13 Any District Federation may with the authority of a resolution of its own Board, not less than seven (7) days prior to the date for the

holding of any regular scheduled Board meeting provide a written submission of such business as it may wish the Board to consider. Any District Federation may also, if it considers that the matter cannot adequately be presented otherwise, request that a representative of the District Federation attend at the meeting for the purpose of presenting the matter. Attendance at the meeting will be for that purpose only, and any attendance will be as an observer and at the discretion of the Board. Any request for such attendance must be received by the Board seven (7) days prior to the meeting and any representative attending must be authorised for the purpose by a resolution of the board of the submitting District Federation.

- 14.14 Decisions of the Board shall not be invalidated merely because of procedural defects in the calling and holding of any meeting of the Board at which the decision was made.
- 14.15 The chairperson of a Board meeting may with the consent of the meeting adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business unfinished at the meeting at which the adjournment took place. No further adjournment shall be permitted and advance notice of the time, date and place and any other relevant details shall be given to any Board member not in attendance when the original meeting was adjourned.

15. POWERS AND DUTIES OF THE BOARD

- 15.1 The management and control of the activities of NZF, and of its funds, shall (but subject to Rule 15.6) be vested in the Board which shall, without limiting the foregoing, set the policy and make the decisions of NZF subject only to the express powers of the Members as provided in these Rules. In addition to the powers and authorities expressly conferred on it by these Rules the Board may exercise all such powers and do all such things as may be exercised and done by NZF and which are not expressly directed or required by the Rules to be exercised or done by NZF in Congresses.
- 15.2 The funds, properties and assets of NZF shall be under the control of the Board which shall have full power to rent, lease, furnish and deal with buildings, land and other property of NZF as the Board may think fit without reference to a Congress of Members except in the case of the winding up of NZF.
- 15.3 All legacies, endowments, donations or gifts of money or other real or personal property unless given to NZF for any specific object shall be dealt with by the Board as the Board may think fit for the general purposes of NZF.

- 15.4 Any money of NZF may be invested by the Board in such manner as it may from time to time determine.
- 15.5 Without limiting the generality of the powers referred to in these Rules the Board may do any of the following:
- 15.5.1 Establish branches, Special Category Clubs (which may be registered directly with NZF rather than a District Federation) and other local or special purpose organisations at such place in New Zealand as the Board may from time to time determine.
 - 15.5.2 Organise training and competitions and by other means promote and advance the Game in New Zealand.
 - 15.5.3 Appoint the Chief Executive and remove or suspend the Chief Executive as the Board may from time to time think fit and to determine his or her duties and fix his or her salary or emolument.
 - 15.5.4 Appoint, remove or suspend such other executives and other staff and contractors for or from such permanent, temporary or special services as the Board may from time to time think fit and determine their duties and fix their salaries or emoluments. The Board may also appoint from time to time the bankers and legal advisers of NZF.
 - 15.5.5 Purchase, lease, rent, hold and/or furnish any building or premises for the use of Members and from time to time dispose of all or any part thereof.
 - 15.5.6 Take cognisance of anything affecting NZF or the ethical and sporting conduct of Members and bring before NZF in Congresses any matters which it considers material to NZF or to be in the interests of the Game and may make any recommendation in relation thereto.
 - 15.5.7 Provide a written Code of Practice.
 - 15.5.8 Institute, conduct, defend, compound or abandon any legal proceedings by and against NZF or its Officers or otherwise concerning the affairs of NZF and also compound and allow a time for payment or satisfaction of any debts due or of any claim or demand by or against NZF.
 - 15.5.9 Make and from time to time amend, enlarge or revoke regulations ancillary to but not inconsistent with these Rules whether the same be expressed among its powers or not, and from time to time prescribe all forms which it may

consider necessary or expedient for the purpose of carrying out its duties.

- 15.5.10 Publish or approve and superintend the publication of manuals and utilise any other means of communications either by NZF or by any of its subordinate organisations.
- 15.5.11 In each year print a copy of the financial statements (as audited if auditing is required in accordance with these Rules), a report of the proceedings of NZF during the preceding year, a report of the proceedings of the last Annual Congress, and such other information as the Board may deem of interest, and circulate the same amongst the Members and, should it see fit, to the general public.
- 15.5.12 Make and give receipts, releases and other discharges for moneys payable to NZF and for the claims and demands of NZF.
- 15.5.13 Invest and deal with any moneys of NZF upon such security and in such manner as it thinks fit, and from time to time vary such investments as it thinks fit.
- 15.5.14 Delegate to any District Federation or committee or other subordinate organisation such of its powers and duties and on such terms as it thinks proper and revoke such delegation.
- 15.5.15 Insofar as the Board has funds to invest other than by lodgement to a bank account, it may appoint a trustee or trustees either from its own Officers, Board members and Members or otherwise and including, if it deems fit, a corporate body to acquire and hold upon trust for NZF at the Board's discretion the securities or other property, real or personal, which the Board may decide should be the subject of investment of such funds.
- 15.5.16 Borrow or raise money from banks and other sources and with or without any security and upon such terms as to priority or otherwise as the Board shall think fit.
- 15.5.17 Give guarantees for the performance by subsidiary bodies of NZF of their obligations provided that no such guarantee shall be given unless it is expressly made in writing and approved of before it is granted by a resolution supported by not less than seventy-five percent (75%) of the members of the Board at the time.

- 15.5.18 Negotiate enter in to and deal with such arrangements with such sponsors and on such terms as the Board shall think fit.
- 15.5.19 Negotiate enter in to and deal with such promotional agreements and such agreements relating to the use and development of NZF's Intellectual Property rights as the Board shall think fit.
- 15.6 Day to day administration of the business and affairs of NZF shall be carried out by the Chief Executive under the supervision of the Board. The Chief Executive shall, subject to Rule 15.5.3, have the powers and undertake the duties and responsibilities appropriate to his or her position provided that the Chief Executive must act in accordance with general and specific directives of the Board and must not act contrary to general or specific directives of the Board and shall not have any authority to commit NZF to Major Transactions.
- 15.7 Major Transactions shall only be entered into on the authority of a resolution of the Board and provided that in the case of emergency (but not otherwise) either the Chairperson and Chief Executive acting together or any other two (2) Board members plus the Chief Executive may enter a Major Transaction on behalf of NZF, and the Board shall be notified of the transaction at its next meeting.
- 15.8 For the purposes of these Rules a "Major Transaction" shall be such transaction as may from time to time be defined as such for the purpose by the Board by way of Regulation and, pending the making of such a Regulation shall be any transaction which involves acquiring or disposing of any asset at a price greater than \$30,000.00 (calculated excluding GST if any) or involving the incurring or releasing of any liability of greater than \$30,000.00 or the incurring of any commitment or obligation which shall be of more than one (1) year's duration, and subject and except as follows:-
- (a) Where the asset or obligation is acquired or disposed of or incurred or released as part of a series of transactions then the total consideration or value of all of the transactions shall be aggregated and this Rule shall apply as if the series of transactions were one (1) single transaction for the amount of the aggregate value; and
 - (b) The engagement and dismissal of staff (whether as employees or independent contractors) shall be a Major Transaction only where the aggregate remuneration package for the staff member in any one (1) year will exceed the sum of \$50,000.00 or the maximum duration for the engagement may potentially exceed two (2) years.

- 15.9 The Board shall have the final decision on any matters not provided for in the Rules or in cases of force majeure.
- 15.10 Where any Board member or any Officer or executive of NZF is either personally interested in or is an associated person of a person who is in any capacity interested or concerned directly or indirectly in any transaction with NZF then the Board member, Officer or executive shall disclose the nature and extent of the interest and, if the interest is a personal pecuniary interest as defined in Rule 4.3.3, or, if the chairperson of the meeting otherwise so requires he or she shall not take any part in any further deliberations of the Board or NZF on that matter.

16. OFFICERS OF NZF

- 16.1 The Officers of NZF shall be:
- 16.1.1 The Patron.
 - 16.1.2 The Immediate Past President.
 - 16.1.3 The President.
 - 16.1.4 The Vice President
 - 16.1.5 The Treasurer (optional)
- 16.2 The Officers shall be appointed or elected to office as follows:
- 16.2.1 The Patron shall be elected at each Annual Congress.
 - 16.2.2 The Vice President shall be elected every second year at the Annual Congress for that relevant year
 - 16.2.3 Subject to Rules 16.6, 16.7 and 16.8 the sitting Vice-President will ex-officio become President at the end of the second Congress after his or her election as Vice President and each President (subject to Rule 16.6) shall hold office until the close of the Annual Congress in the second following year.
 - 16.2.4 A Treasurer may, in the Board's discretion, be appointed and removed from time to time by the Board and need not be a Board member.
- 16.3 The following persons are disqualified from being Officers of NZF (provided that this Rule 16.3 shall not apply to the office of Patron):

- 16.3.1 an individual who is an undischarged bankrupt;
 - 16.3.2 an individual who is under the age of 16 years;
 - 16.3.3 an individual who has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years; and
 - 16.3.4 an individual who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993.
- 16.4 Officers may be Board members if otherwise elected or appointed to the Board in accordance with these Rules but shall not be Board members ex officio by virtue of holding appointment as Officers.
- 16.5 All elected Officers except for the Vice-President (and the President where elected) shall hold office until the close of the next Annual Congress or until disqualified pursuant to Rule 16.3.
- 16.6 Should the President vacate the office or be disqualified pursuant to Rule 16.3 at any time within his or her term, then the Vice-President shall become the President for the remainder of that term, and shall continue as President until the close of the Annual Congress held in the second year following the year in which the President's term as Vice-President would ordinarily have expired. In the event that the Vice President assumes the position of President according to this Rule an election shall be held by secret ballot at the next Annual Congress to appoint a new Vice-President.
- 16.7 Should the President vacate office or be disqualified pursuant to Rule 16.3 during his or her term and the Vice-President not be available to complete the retiring President's term then the Board shall have the power to invite a suitable person to act as President until the close of the next following Annual Congress and a new President shall be elected by secret ballot at that Annual Congress.
- 16.8 An Annual Congress may, on the motion of the NZF Board, extend the term of the President for a further term ending at the close of the Annual Congress in the second year, following the year in which the term was extended and provided that the maximum term that may be served by a President shall be four (4) years approximately (calculated by reference to the Annual Congress dates). Where the term of a President is extended under this Rule an election by secret ballot for the position of Vice-President shall be held at the same

Annual Congress and the incumbent Vice-President shall be eligible for re-election.

- 16.9 Nominations for the position of Vice-President accompanied by a curriculum vitae and the written acceptance of the nominee, shall be received by the Chief Executive forty (40) days prior to the date for the next Annual Congress and be submitted to District Federations not less than twenty-one (21) days before the Annual Congress at which the Vice-Presidential election will be held.
- 16.10 Should only one (1) valid nomination be received for the position of Vice-President, then that nominee shall be declared the Vice-President.
- 16.11 Should more than one (1) valid nomination be approved for the position of Vice-President, the names must then be put to a vote by secret ballot at the Annual Congress and the nominee with the most votes will be elected.
- 16.12 In the event of a tie in votes for the winner the lower polling candidates shall be declared not to have been elected and a second secret ballot (and, where necessary, succeeding secret ballots) shall be held to determine the winner.
- 16.13 Should no nomination be received for Vice-President, then the Board shall invite a suitable person to act as Vice President until the close of the next following Annual Congress when a fresh election shall be conducted for the position of Vice President (and the outgoing Vice President shall be eligible to stand for election as Vice President).

17. DISTRICT FEDERATIONS

- 17.1 New Zealand has been divided into separate geographical districts to be known as the Federation Districts. The geographical boundaries of Federation Districts shall be as defined from time to time in the Regulations.
- 17.2 Each District Federation shall be responsible for the administration and promotion of Football within that Federation District in accordance with the objects of NZF and FIFA and the additional objects contained in its own rules.
- 17.3 The initial Federation Districts are as follows:

District Federation Number	District
1	Northland and North Harbour
2	Auckland and Counties-Manukau
3	Waikato and Bay of Plenty

4	Hawkes Bay, Poverty Bay, Taranaki, Manawatu and Wanganui
5	Wellington, Wairarapa and Horowhenua/Kapiti
6	Canterbury, Nelson, West Coast, Marlborough, Mid-Canterbury
7	South Canterbury, Otago, Southland, North Otago

- 17.4 Any District Federation may, with the consent of the Board, change its name provided that no name shall include any sponsor's name.
- 17.5 Each District Federation shall be a duly established branch of NZF as the term "branch" is defined in the Incorporated Societies Act, and shall adopt as its rules the rules prescribed in the District Federation Rules Regulations of NZF and shall comply fully with and conduct its affairs in accordance with such rules and with the Rules and Regulations of NZF and with all decisions made under them.
- 17.6 District Federations shall not amend their rules or adopt new rules. The rules of District Federations may be amended by NZF by amending the District Federation Rules Regulations and in the event that NZF amends these Regulations, the District Federations shall promptly adopt those changes and shall do all things necessary to register these changes with the Registrar of Incorporated Societies as required by the Incorporated Societies Act.
- 17.7 NZF shall have the power to amend the boundaries of the Federation Districts and to reconfigure, amalgamate or divide Federation Districts and to increase or reduce the number of District Federations.
- 17.8 District Federations and Clubs shall take all decisions on any matters regarding their membership independently of any external body. This obligation applies regardless of their corporate structure.
- 17.9 In any case, no natural or legal person (including holding companies and subsidiaries) shall exercise control over more than one District Federation or Club whenever the integrity of any match or competition could be jeopardised.

18. PRINCIPAL OPERATIONAL RESPONSIBILITIES AND TRANSITIONAL ARRANGEMENTS

- 18.1 Without derogating from Rule 17.6, Clubs, District Federations, and any leagues or other groups of Clubs affiliated to NZF shall be subordinate to and recognised by NZF. These Rules define the

scope of authority and the rights and duties of these Clubs and groups. Their rules and regulations may be approved by the Board of NZF.

- 18.2 NZF has national and international responsibility for all Football activities in New Zealand. This includes (but is not limited to) the following categories of activity and organisation: men players, women players and young players, coaching, referees, OFC, FIFA, high performance operations and development and the District Federations.
- 18.3 Each District Federation has non-exclusive responsibilities within its own Federation District for men players, women players, young players, coaching, referees, Clubs, all subordinate associations and all such other operations and responsibilities which are delegated by the Board or otherwise under these Rules or under its own rules, and subject to the overall direction of NZF.
- 18.4 The separate organisations which existed prior to the establishment of District Federations and previously had responsibility for the carrying out of such functions at a national level have or shall forthwith be wound up and transfer those functions to NZF and distribute to it their net assets. These organisations comprise the New Zealand Junior Football Association Inc, the Women's Soccer Association of New Zealand Inc, the New Zealand Soccer Referees Association Inc, the New Zealand Secondary Schools Association Inc and the New Zealand Indoor Soccer Association.
- 18.5 The separate organisations which existed prior to the establishment of District Federations and previously had responsibility for the carrying out of such functions at a regional or provincial level shall transfer those functions to the appropriate District Federation. These organisations include the twenty-three (23) reporting associations, thirty-four (34) junior regional or provincial associations, fourteen (14) women's regional or provincial associations and twenty-three (23) referees regional or provincial associations. Each District Federation shall promptly establish its own operational structures as it requires for carrying out its responsibilities and functions.
- 18.6 Following the transfer of their functions and responsibilities to the appropriate District Federation it is intended that the ninety-four (94) organisations referred to in Rule 18.4 and any other such organisations there may be whose responsibilities and functions have become the responsibility of the appropriate District Federations shall be wound up as soon as that can conveniently be arranged and subject to the making of all such transitional and other arrangements as may be necessary. Each District Federation and each reporting association or other such organisation shall consult

closely and work co-operatively and take all proper and necessary or desirable steps to achieve this promptly.

19. WOMEN'S ADVISORY GROUP

19.1 Purpose of Women's Advisory Group

19.1.1 The Women's Advisory Group shall advise and assist the Board in developing strategies to ensure the women's programme of NZF is established as world class by providing quality advice and recommendations to the Board and ultimately to NZF staff on the following matters as they relate to women's Football:

- (a) strategic direction of the sport and its supporting programmes, including the structure, goals and supporting policies;
- (b) annual and long term plans including the timing, frequency and duration of key competitions and short and long term priorities;
- (c) identification of new concepts and trends and proposal of new initiatives;
- (d) nature and scope of all appointed and contracted positions within NZF;
- (e) development and competition programmes at both national and District Federation level; and
- (f) evaluation, review and measurement of performance of NZF.

19.1.2 The Women's Advisory Group will not perform any management functions of NZF nor assume any management responsibilities unless requested by the Board.

19.1.3 From time to time, the Women's Advisory Group may request attendance at its meetings by NZF staff and/or player representatives.

19.2 Governing principles of Women's Advisory Group

19.2.1 The Women's Advisory Group shall be guided by the following governing principles:

- (a) to act in the best interests of women's Football and its agreed programmes and the Game in general;

(b) to speak with one voice and take collective responsibility for decisions of the Women's Advisory Group; and

(c) to recognise that the implementation of all operational and management functions is the responsibility of the Board and, through it, the staff of NZF.

19.3 Appointment of Women's Advisory Group

19.3.1 The Women's Advisory Group shall consist of:

(a) One (1) member of the Board, as nominated by the Board from time to time;

(b) The Chief Executive, as an ex officio member;

(c) Two (2) independent appointees appointed by the Board in accordance with Rule 19.5;

(d) Three (3) elected members elected in accordance with Rule 19.6; and

(e) Up to two (2) additional persons as may be co-opted by the Women's Advisory Group in accordance with Rule 19.7.

19.3.2 No-one is eligible to stand for election to or be appointed to the Women's Advisory Group if he or she would be disqualified from remaining in office in accordance with Rule 19.4 or was a Women's Advisory Group member previously who was disqualified from office and the relevant or similar circumstances continue to apply.

19.3.3 Subject to Rules 19.3.2 and 19.5.3, any Women's Advisory Group member shall be eligible to stand for election to or be appointed to the Women's Advisory Group for a further term at any time at or after the expiry of his or her prior term.

19.4 Termination and removal from the Women's Advisory Group

19.4.1 A person shall cease to be a member of the Women's Advisory Group upon the happening of any one (1) of the following events:

(a) If he or she resigns his or her seat on the Women's Advisory Group.

- (b) If he or she is absent from three (3) consecutive meetings of the Women's Advisory Group without the consent of the Women's Advisory Group.
- (c) If at a meeting of the Women's Advisory Group a resolution is passed by a majority of not less than seventy-five percent (75%) of those present (excluding the member in question) removing such person from office.
- (d) If at an Annual or Special Congress of NZF the notice of which contains the motion for the proposed removal of the person as a member of the Women's Advisory Group a resolution to remove that person is passed by a resolution of not less than seventy-five percent (75%) of those present and entitled to vote and who voted at the Annual or Special Congress.
- (e) If the person becomes a paid employee of NZF.

19.4.2 The removal of a person from office as a member of the Women's Advisory Group in accordance with any of the provisions of Rule 19.4 shall occur as follows:

- (a) In the circumstances referred to in Rule 19.4.1(b), upon the passing of a resolution by the Women's Advisory Group to the effect that the relevant conditions are satisfied, such meeting being held in compliance with the provisions of Rule 19.4.1(c),
- (b) In all other cases, upon the occurrence of the relevant event.

19.4.3 When any meeting of the Women's Advisory Group is held for the purpose of considering a resolution for the removal of a member, the person in question shall be entitled to be present and to respond to the claims made but shall not form part of the quorum and shall not be entitled to vote on the resolution.

19.5 **Independent appointees**

19.5.1 Each independent appointee appointed by the Board to the Women's Advisory Group pursuant to Rule 19.3.1(c) shall serve for a two (2) year term or until such time as he or she retires from the position by notice in writing to the Board or is removed, in which case the Board shall appoint a

replacement independent appointee to serve the remainder of the two (2) year term.

19.5.2 On the expiry of the two (2) year term of the independent appointees, the Board shall appoint two (2) new independent appointees (or may reappoint the existing independent appointees) for a further term of two (2) years.

19.5.3 The independent appointees appointed by the Board to the Women's Advisory Group pursuant to Rule 19.3.1(c) shall not be selected from among current or immediate past:

(a) Board members;

(b) Officers;

(c) District Representatives; or

(d) District Delegates.

19.6 **Elected members**

19.6.1 The three (3) elected members appointed to the Women's Advisory Group pursuant to Rule 19.3.1(d) shall be elected by secret ballot at each Annual Congress from the District Federations as follows:

(a) One (1) member from the North region, comprising District Federations 1, 2 and 3;

(b) One (1) member from the Central region, comprising District Federations 4 and 5; and

(c) One (1) member from the South region, comprising District Federations 6 and 7.

19.6.2 The three (3) elected members shall hold office until their retirement or removal or the close of the Annual Congress held in the second (2nd) year after they were appointed.

19.6.3 If there should be any vacancy among the three (3) elected members, the Board shall be entitled to appoint a member to fill the elected member's position until the close of the next Annual Congress at which point, if the vacant member's term was to continue beyond that Annual Congress, a replacement member shall be elected by secret ballot from the relevant region to serve the remainder of the member's term.

19.7 Co-opted members

- 19.7.1 The Women's Advisory Group may co-opt up to two (2) members for specific purposes, such co-opted members to have expertise in the relevant area or be able to assist for a specific purpose.
- 19.7.2 The term of office of a co-opted member shall be as set by the Women's Advisory Group from time to time, and may be altered by the Women's Advisory Group during the term, but must expire no later than the close of the Annual Congress held in the second (2nd) year after he or she was appointed.

19.8 Chairperson of Women's Advisory Group

- 19.8.1 A chairperson shall be elected from amongst the members of the Women's Advisory Group and will have the following responsibilities:
- (a) Convening and chairing meetings of the Women's Advisory Group;
 - (b) Acting as spokesperson and representative for the Women's Advisory Group and presenting reports and recommendations from the Women's Advisory Group to the Board;
 - (c) Liaising with NZF management regarding actions agreed to be implemented by NZF; and
 - (d) Reporting to the Board on the performance of the Women's Advisory Group and of its individual members.

19.9 Meetings of Women's Advisory Group

- 19.9.1 The Women's Advisory Group may meet, adjourn and otherwise regulate its meetings as the Women's Advisory Group shall think fit subject to these Rules. The Women's Advisory Group shall meet personally or by modern communication systems at least four (4) times per year by way of quarterly scheduled meetings.
- 19.9.2 A quorum of the Women's Advisory Group shall be five (5) members or all of the remaining members if a lesser number are in office. The Women's Advisory Group may continue to act notwithstanding any vacancy in its membership so long as there is a quorum provided that if

the number of members of the Women's Advisory Group falls at any time to less than a quorum the Women's Advisory Group shall forthwith act to fill the vacancies in accordance with Rules 19.3.1(a), 19.5.2 and 19.6.3.

- 19.9.3 A meeting of the Women's Advisory Group shall be convened at any time upon the request of the chairperson or of such number of the Women's Advisory Group members as is sufficient to form a quorum.
- 19.9.4 Advance written notice of the time, date and place for the holding of every Women's Advisory Group meeting shall be given to all Women's Advisory Group members, and may be given by post, delivery, facsimile, email or other recognised form of written communication. Notice shall be sent at least fourteen (14) days in advance of the intended date of the meeting or such lesser period in advance as is reasonably adequate in the circumstances and shall be sent to the Women's Advisory Group member's home address or to such other address as the Women's Advisory Group member may from time to time notify NZF in writing for the purpose.
- 19.9.5 Questions arising at any meetings of the Women's Advisory Group shall be decided by a simple majority of the votes recorded and each member present shall have one (1) vote.
- 19.9.6 At all meetings of the Women's Advisory Group the chairperson shall preside and in his or her absence a chairperson shall be elected from among the Women's Advisory Group members then present.
- 19.9.7 Where there is an equality of votes cast on any matter the chairperson of the meeting shall have a second or casting vote which shall be a deliberative vote and may be cast for or against the resolution.
- 19.9.8 A meeting of the Women's Advisory Group for the time being at which a quorum is present shall be competent to exercise all or any of the functions of the Women's Advisory Group by any means whatsoever.
- 19.9.9 The chairperson of a Women's Advisory Group meeting may with the consent of the meeting adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business unfinished at the meeting at which the adjournment took place. No further adjournment shall be permitted and

advance notice of the time, date and place and any other relevant details shall be given to any Women's Advisory Group member not in attendance when the original meeting was adjourned.

20. MINUTES

- 20.1 Minutes shall be kept of all resolutions and proceedings of:
 - 20.1.1 Congresses of NZF;
 - 20.1.2 Meetings of the Board;
 - 20.1.3 The Disciplinary Committee and the Appeal Committee;
 - 20.1.4 The Women's Advisory Group;
 - 20.1.5 Meetings of any committees; and
 - 20.1.6 Meetings of District Federations and any subordinate organisations of NZF.
- 20.2 Decisions of Congresses of NZF shall not be invalidated merely because of procedural defects in the calling and holding of the Congress at which the decision was made, including, without limiting the foregoing, because of any failure to give notice to any Member.

21. REGISTERED OFFICE

- 21.1 The registered office of NZF shall be situated in such place in New Zealand as the Board may from time to time determine.

22. PRIVILEGED COMMUNICATIONS AND INDEMNITY

- 22.1 All communications, correspondence, reports, minutes and other papers and documents relevant to the affairs of NZF including all proceedings of the Board shall be privileged and confidential and shall not be passed out of the custody of the proper Officer or Board member nor shall any of the contents of the same be disclosed or released except on the express authority of the Board.
- 22.2 The Board members and other Officers and staff of NZF shall be indemnified by NZF from all losses, costs, claims and expenses incurred by them in the discharge of their duties including arising from any negligent acts but excluding any losses which may occur through dishonesty and may be indemnified at the Board's discretion in the event of wilful default.

- 22.3 No Board members or Officers of NZF shall be liable for the acts or defaults of any other Board member or Officer, or for any loss or expense happening to NZF unless the same arises from his or her own wilful default.

23. RULES OF NZF

- 23.1 The Rules of NZF shall bind all Members.
- 23.2 Subject to Rule 23.3, these Rules may be altered, added to or rescinded or otherwise amended as follows:
- 23.2.1 by a resolution passed at the Annual Congress by at least seventy-five percent (75%) of the votes of those present and entitled to vote and who voted at that Congress notice of which resolution shall be received by the Chief Executive not less than fourteen (14) days before the date set for the Annual Congress; or
- 23.2.2 by a resolution passed at the Special Congress by at least seventy-five percent (75%) of the votes of those present and entitled to vote and who voted at that Congress notice of which resolution shall be received by the Chief Executive at the time the requisition is received by the Chief Executive in accordance with Rule 25.2.1; or
- 23.2.3 by a unanimous resolution passed in a Postal Ballot in accordance with Rule 26 by all those persons entitled to vote at a Congress of NZF.
- 23.3 No addition to or alteration or recession of these Rules shall be approved if it affects the non-profit aims of NZF or Rules 4.4, 15.10 or 36. The provisions and effect of this Rule 23.3 shall not be removed from these Rules and shall be included in any document replacing these Rules.
- 23.4 The persons entitled to vote on behalf of District Federations shall for the purposes of Rule 23.2 be the District Representatives.
- 23.5 Duplicate copies of every resolution passed which changes the Rules shall be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act or any Act in substitution of it.
- 23.6 Following the alteration, addition or rescission or other amendment of the Rules such changes shall be circulated promptly to the District Federations, however failure to circulate will not invalidate any rule or exonerate any District Federation for non-observance or non-compliance.

24. REGULATIONS OF NZF

- 24.1 The Regulations of NZF shall bind all Members.
- 24.2 The Regulations may be altered, added to or rescinded or otherwise amended by the Board and shall be binding upon all District Federations and all Members, until such decision is rescinded or varied by a vote of not less than seventy-five percent (75%) of those present, entitled and who voted at the Annual Congress.
- 24.3 Following the alteration, addition or rescission or other amendment of the Regulations, such changes shall be circulated promptly to the District Federations, however failure to circulate will not invalidate any Regulation or exonerate any District Federation for non-observance or non-compliance.
- 24.4 For the purpose of identification of the Regulations, an original of each Regulation or amendment to a Regulation adopted after the date of adoption of these Rules shall be signed by a member of the Board and the date of adoption of the Regulation shall also be shown.

25. CONGRESSES

25.1 Annual Congress

- 25.1.1 An Annual Congress shall be held once in every year on a date to be set by the Board, but not later than 30 September in each year.
- 25.1.2 The purpose and business of the Annual Congress shall be to:
- (a) Present the financial statements and auditor's report on the financial statements to Members for approval by the Annual Congress;
 - (b) Elect Board members in accordance with these Rules;
 - (c) Elect Officers, Honorary Members and Life Members in accordance with these Rules;
 - (d) Elect members of the Women's Advisory Group in accordance with these Rules;
 - (e) Consider and make changes to the Rules and the Regulations;

(f) Consider any other business submitted by the Board or by a District Federation in accordance with Rule 25.3.7.

- 25.1.3 The Board shall give not less than two (2) months notice to all District Federations and Members of the time, date and place, at which the Annual Congress is to be held and any notice so given to the District Federation shall be deemed sufficient for individual Members. A copy of the financial statements and an agenda paper, specifying the nature of the business to be transacted at that Congress shall accompany the notice.
- 25.1.4 Notice of remits which must be accompanied by an explanation of any other business to be submitted at the Annual Congress (other than elections, appointing an Auditor, the consideration of the financial statements which shall comply with relevant accounting standards, and of the Report of the Board) shall be given to the Board not later than twenty-one (21) days before the Annual Congress and a copy of such notice with the names of the mover shall be sent by the Board to the District Federations not later than fourteen (14) days before the Annual Congress.
- 25.1.5 Notice of any amendment to the business to be so submitted shall be given to the Board at least seven (7) days before the Annual Congress in each year. Notwithstanding the provisions of this Rule the President at the Annual Congress may accept without any notice any amendments to any motions of which proper notice has been given where such amendment is necessary to give full effect to the intention of the mover of such motion or of any amendment thereto.

25.2 **Special Congress**

- 25.2.1 A Special Congress may be convened at any time by:
- (a) The Chief Executive on receiving a requisition signed on behalf of not less than four (4) District Federations;
 - (b) The Board.
- 25.2.2 An agenda paper of the business to be transacted at any Special Congress shall accompany the notice convening the Congress. At least twenty-one days (21) days notice of all Special Congresses shall be given to all District Federations.

25.3 **Proceedings at Congresses**

- 25.3.1 Congresses, both Annual Congresses and Special Congresses are general meetings of the Members.
- 25.3.2 Each District Federation shall annually elect one (1) person to be the District Representative at NZF Congresses for that District Federation. No two (2) District Federations shall be represented by the same person.
- 25.3.3 Each District Federation shall also be entitled to send up to four (4) District Delegates to NZF Congresses in addition to its District Representative.
- 25.3.4 Each District Federation shall ensure that one or other of its District Representative or its District Delegates has specific responsibility at each NZF Congress as spokesperson for each of the following sectors on behalf of that District Federation:
- (a) Women's Football
 - (b) Men's Football
 - (c) Youth Football
 - (d) Coaching
 - (e) Referees
 - (f) Futsal
 - (g) Secondary Schools
 - (h) and such other responsibilities as the Board may from time to time identify.
- 25.3.5 NZF will either reimburse each District Federation or its District Representative for the District Representative's reasonable travel expenses to such Congresses by the most reasonably convenient method of travel whether by public transport, motor vehicle or scheduled aircraft. Reimbursement of District Delegates will be the responsibility of the relevant District Federation.
- 25.3.6 District Delegates and District Representatives shall not be members of the NZF Board.
- 25.3.7 Except as provided in Rule 25.1.2 no Annual or Special Congress shall consider any business which has not been the subject of a written notice of the proposed remit submitted by a District Federation to the Board not less than twenty-one (21) days prior to the Congress or which has not been submitted by the Board.

- 25.3.8 Five (5) voting Members shall form a quorum at any Congress.
- 25.3.9 The President or, if he or she is unavailable, the Vice-President or, if he or she is unavailable the Chairperson or, if he or she is unavailable the Deputy Chairperson shall take the chair at every Congress of NZF. In the absence of the President, Vice-President and Chairperson then the chairperson of the meeting shall be chosen from among the persons present who are entitled to vote and chosen by such persons.
- 25.3.10 Matters requiring decisions by a Special Congress (other than an election or by-election) may, at the discretion of the Board, be put to and resolved by unanimous resolution passed in a Postal Ballot in accordance with Rule 26.
- 25.3.11 No decisions of any Congresses shall be invalidated merely because of procedural defects in the calling and holding of the Congress.

25.4 **Voting and Speaking rights at Congresses**

- 25.4.1 At any Annual or Special Congress, each District Federation shall have one (1) vote.
- 25.4.2 Only the Officers, Board members, District Representatives and the District Delegates shall have speaking rights at Congresses and only District Representatives shall have voting rights on behalf of the District Federation at Congresses (subject as provided in Rule 25.4.3). District Representatives may only exercise the voting rights at Congresses of the District Federation which they represent in accordance with the written resolutions of the board of that District Federation.
- 25.4.3 The President or other chairperson shall be entitled to require District Representatives to produce a copy of the authorising resolution of the District Federation which they represent, which copy shall be certified by at least one (1) other member of the District Federation board, before allowing any vote to be cast by the District Representative and may disqualify as ineligible any vote cast by any representative for which authority is not produced to the President or other chairperson's satisfaction.
- 25.4.4 In the event of a tie in voting on any issue, other than the election of office holders, (which shall be decided by

succeeding ballots in accordance with Rules 13.4.4 and 13.5.2) the status quo shall remain.

25.5 Voting procedures at Congresses

- 25.5.1 The President or other chairperson of each Congress shall appoint a scrutineer/scrutineers from non-voting Members prior to any vote being taken.
- 25.5.2 Every question submitted to a Congress (other than an election) shall be decided in the first instance on the voices.
- 25.5.3 All elections and by-elections at a Congress shall be undertaken by secret ballot.
- 25.5.4 If a poll is requested by any two (2) persons entitled to vote it shall be taken immediately and the result of the poll shall be deemed to be the resolution of the Congress at which the poll is demanded.
- 25.5.5 On a poll every person entitled to vote shall have one (1) vote.

26. POSTAL BALLOTS

The procedure for a Postal Ballot shall be as follows:

- 26.1 From among the non-voting Members the Chairperson shall appoint two (2) scrutineers.
- 26.2 The Board shall forward a voting paper in the form set out in the Regulations to those entitled to vote at a Congress who shall be requested to complete and return the voting paper to the Board within fourteen (14) days of the date of the voting paper.
- 26.3 A vote shall be invalid if the vote is received by the Board more than fourteen (14) days after the date of the voting paper or if the person purporting to cast the vote is not the duly authorised District Representative.
- 26.4 A vote shall be invalid if the voter does not include his or her or its name and address on the outer envelope which will enable the scrutineers to confirm the voter's eligibility to vote.
- 26.5 The results of the ballot shall be posted to the District Federations within fourteen (14) days after the closing date for voting.

27. FINANCIAL

- 27.1 NZF's financial year shall end on 31 December in each year or such other date as the Board may from time to time adopt and all financial statements shall be properly made up to that date.
- 27.2 All monies received on account of NZF shall be paid into the account of NZF with its bankers forthwith after receipt. The Board may make and give receipts, releases and discharges for moneys payable to NZF and for the claims and demands of NZF.
- 27.3 The Board may pay to or on behalf of its District Federations or other subordinate organisations such amounts as it may from time to time determine and generally it may pay or authorise its Officers to pay or deal with all funds under its control in such manner and in all respects as it may from time to time decide.
- 27.4 All cheques drawn upon the bankers of NZF shall be signed in such manner and by such persons as the Board shall from time to time determine. Cheques or other negotiable instruments paid or payable to the bankers of NZF for collection requiring the endorsement of NZF may be endorsed by such person or persons as the Board shall from time to time appoint.
- 27.5 The Treasurer or other person appointed by the Board for the purpose shall keep, or cause to be kept, a proper account of the income and expenditure of NZF, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of NZF, and shall produce accounting records, properly maintained, when required by the Board.
- 27.6 Copies of the financial statements shall be supplied to each member of the Board no later than one (1) month prior to the Annual Congress next following.
- 27.7 The financial statements shall be audited and an auditor's report on the financial statements shall be prepared by a member of the New Zealand Institute of Chartered Accountants who is the holder of a certificate of public practice.
- 27.8 The control and investment of the funds of NZF shall be under the direction of the Board but subject to all general directions from time to time given by NZF at Congress.
- 27.9 NZF shall in addition to the other powers vested in it have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages, securities under the Personal Property Securities Act 1999, or any other security founded or based on all or any of the

property and/or rights of NZF or to lend money to whoever it sees fit without security and upon such terms as to priority and otherwise as NZF shall think fit and the powers contained in this Rule may be exercised by the Board.

28. COMPETITIONS

- 28.1 Football competitions shall be run of such types and during such periods as the Board shall from time to time decide is appropriate.
- 28.2 Teams affiliated to a District Federation shall not play against any team affiliated to any other District Federation without first obtaining the consent of the Board.
- 28.3 NZF may from time to time issue Regulations containing detailed provisions relating to the organisation and conduct of particular competitions including District Federation competitions which flow from NZF competitions and also to Football competitions generally.
- 28.4 The authority for organising international matches and competitions between Association teams and between teams of the leagues and/or clubs belonging to the Associations lies solely with FIFA. No such international match or competition shall take place without the prior permission of the FIFA Executive Committee. In addition, permission from the relevant Confederation may be required in accordance with the FIFA regulations.
- 28.5 NZF is bound to comply with the international match calendar compiled by FIFA.
- 28.6 NZF shall not play matches or make sporting contacts with associations that are not members of FIFA or with provisional members of a Confederation without the approval of FIFA.
- 28.7 Clubs, District Federations, and any leagues or other groups of Clubs affiliated to NZF shall not belong to another Association or participate in competitions on the territory of another Association without the authorisation of the Board and the other Association and of FIFA, except in exceptional circumstances.

29. DISTRIBUTION OF RULES, REGULATIONS AND MATERIALS

- 29.1 NZF may from to time produce and distribute to the District Federations a set of the current Rules and Regulations of NZF and other relevant materials as decided by NZF and any amendment or variation thereof which may from time to time be adopted .
- 29.2 NZF will keep and maintain a definitive copy of the current Rules and Regulations as revised and modified from time to time which

shall be the authentic text if there is any dispute as to the contents or meaning of the Rules or the Regulations.

- 29.3 Each District Federation shall be responsible for seeing that its own copy is maintained correct and up to date.
- 29.4 Each District Federation shall at all times keep the Board provided with and maintain for its own use a set of its current rules and other relevant materials as from time to time required by the Board together with all amendments and variations which may from time to time be adopted and forthwith upon adoption.

30. OWNERSHIP AND USE OF INTELLECTUAL PROPERTY

- 30.1 In these Rules and the regulations the expression “Intellectual Property” includes but is not limited to all copyright, trademarks, names, brands, designs, design rights, patents, rights and databases, technology, trade secrets, confidential information, broadcast rights, publication rights, know how, techniques, trade practices, inventions, developments, improvements, concepts, processes, systems of every type.
- 30.2 All Intellectual Property of NZF shall be and remain its sole and exclusive property except insofar as NZF may by express written agreement agree otherwise.
- 30.3 Without limiting the foregoing, NZF’s name and logo and all broadcast rights relating to all games of Football played in New Zealand or by New Zealand Football teams (subject to FIFA rights) are valuable parts of its intellectual property and intimately associated with its work and the promotion of Football in New Zealand.
- 30.4 Members are entitled to use and display NZF’s logo appropriately but subject to such terms and conditions as may be laid down by the Board at any time.
- 30.5 District Federations must have their own letterheads but must incorporate the following into that letterhead in a manner expressly approved by NZF:
- [Name of Federation] Federation being a Federation of
New Zealand Football Incorporated [logo]*
- 30.6 Any decisions regarding the use of NZF’s Intellectual Property may only be made by the Board and subject to such terms and conditions as the Board may require.

31. SPONSORSHIP

- 31.1 NZF seeks and encourages sponsorship at all levels and encourages District Federations and all other NZ subsidiary organisations of Members to obtain sponsorship subject to these Rules.
- 31.2 District Federations and all other NZ subsidiary organisations of Members must at all times comply with the requirements of national sponsorship arrangements put in place by NZF and any regulations NZF may publish relating to sponsorship.
- 31.3 District Federations and all other NZ subsidiary organisations of Members must not enter into sponsorship agreements which are contrary to any Regulations or guidelines from time to time established by NZF for the purpose and shall, if required to do so by Regulations or other guidelines obtain the prior written approval of NZF so that any sponsorship arrangements are not contrary to those entered into by NZF.

32. JUDICIAL BODIES

32.1 Appointment of Judicial Bodies

32.1.1 The judicial bodies of NZF are:

- (a) The Disciplinary Committee; and
- (b) The Appeal Committee.

32.1.2 The Disciplinary Committee shall be appointed by the Board and shall consist of a chairperson, deputy chairperson and the number of members deemed necessary by the Board. The chairperson and deputy chairperson shall have legal qualifications.

32.1.3 The Appeal Committee shall be appointed by the Board and shall consist of a chairperson, deputy chairperson and the number of members deemed necessary by the Board. The chairperson and deputy chairperson shall have legal qualifications.

32.1.4 The responsibilities, functions and procedure of the Disciplinary Committee and the Appeal Committee shall be stipulated in these Rules and the Regulations of NZF, which shall comply with the FIFA Disciplinary Code.

32.1.5 The decision-making powers of other committees remain unaffected.

- 32.1.6 The members of the Disciplinary Committee and the Appeal Committee may not belong to the Board at the same time.

32.2 Disciplinary Committee

- 32.2.1 The function of the Disciplinary Committee shall be governed by the Rules and Regulations of NZF. The Disciplinary Committee shall pass decisions only when at least three members are present or otherwise in accordance with the Rules and Regulations of NZF.
- 32.2.2 Subject to Rule 32.2.3, The Disciplinary Committee may pronounce the sanctions described in the Rules and Regulations of NZF on Members and match and players' agents.
- 32.2.3 The provisions of this Rule 32.2 are subject to the disciplinary powers of the Congress and Board with respect to the suspension and expulsion of Members.

32.3 Appeal Committee

- 32.3.1 The function of the Appeal Committee shall be governed by the Rules and Regulations of NZF. The Appeal Committee shall pass decisions only when at least three members are present, or otherwise in accordance with the Rules and Regulations of NZF.
- 32.3.2 The Appeal Committee is responsible for hearing appeals against decisions from the Disciplinary Committee that are not declared final by the Rules or Regulations of NZF.
- 32.3.3 Decisions pronounced by the Appeal Committee shall be irrevocable and binding on all the parties concerned. This provision is subject to appeals lodged with the CAS.

33. MISCONDUCT

- 33.1 Subject to Rule 33.2, where in relation to any matter under the control of a District Federation, it is alleged that any player, coach or player-coach, referee, Club or official has been guilty of any breach of the Laws of the Game or of the Rules and the Regulations, then the District Federation of which such player, coach or player-coach, referee, Club or official is a member shall have power to investigate such alleged offence and if the offence is proved, impose such penalty in accordance with the Rules or Regulations of NZF, or the rules, regulations and by-laws of FIFA as may seem appropriate.

33.2 Where, in relation to any other matter, or in relation to any matter under the control of a District Federation but which the Disciplinary Committee determines it should investigate, it is alleged that any District Federation, Club, referee, player, coach or player-coach, official, Member or spectator, has been guilty of any violation of the Laws of the Game, the Rules or Regulations of NZF or any other misconduct, the Disciplinary Committee shall have the power to investigate the alleged offence and if it is satisfied as to the truth thereof, impose such penalty as may be provided by the Rules or Regulations of NZF or by the rules, regulations and by-laws of FIFA as may seem appropriate.

33.3 The penalties which may be imposed by a District Federation or by the Disciplinary Committee in accordance with this Rule shall include:

33.3.1 for natural and legal persons:

- (a) a warning;
- (b) a reprimand;
- (c) a fine;
- (d) the return of awards; and

33.3.2 for natural persons;

- (a) a caution;
- (b) an expulsion;
- (c) a match suspension;
- (d) a ban from the dressing rooms and/or the substitutes' bench;
- (e) a ban from entering a stadium;
- (f) a ban on taking part in any Football-related activity; and

33.3.3 for legal persons:

- (a) a transfer ban;
- (b) playing a match without spectators;
- (c) playing a match on neutral territory;

- (d) a ban on playing in a particular stadium;
- (e) annulment of the result of a match;
- (f) expulsion;
- (g) a forfeit;
- (h) deduction of points; and
- (i) relegation to a lower division.

- 33.4 The effect of suspension for any period shall be that the District Federation, Club, referee, player, coach or player-coach, official or any other person may not during the period of suspension take part in the Game, nor be in any way connected with the administration of the Game in any capacity whatsoever. Such person may also be banned from attendance as a spectator at any ground or any fixture should the Disciplinary Committee or District Federation imposing the suspension deem such action desirable.
- 33.5 Any District Federation, Club, referee, player, coach or player-coach, Member or other official who contravenes any expulsion or suspension or fails to pay any fine or comply with any other penalty imposed shall be deemed to have committed a breach of the Rules of NZF and will be liable to be dealt with in accordance with the provisions of these Rules.
- 33.6 Any District Federation, Club, referee, player, coach, player-coach, Member or other official shall have the right of appeal to the Disciplinary Committee against any decision of any District Federation made under this Rule. This right of appeal shall be exercised in accordance with Regulations made under these Rules.
- 33.7 Any District Federation, Club, player, coach, player-coach, referee, Member or other official appearing at or the subject of any inquiry or appeal or hearing under this Rule 33 shall be entitled to appear and be heard on his or her own behalf and to be accompanied by and represented by the representative of his or her choice.
- 33.8 The Appeal Committee, on the hearing of any appeal, shall have the right to confirm, reverse, or vary the decision appealed from and shall have the right in any case to cancel any punishment imposed by the District Federation or Disciplinary Committee appealed from or to alter such punishment either by increasing or decreasing its severity, so long as the punishment finally determined shall be within the limits set by the Rules and/or any Regulations.

- 33.9 Without limiting the foregoing, the Appeal Committee may, on receiving a request to do so, review the conditions of any period of suspension imposed and shall have the power to vary or cancel same if deemed necessary.

34. DISPUTES

- 34.1 No Member of NZF nor any of its District Federations or affiliated associations, clubs, or other subsidiary organisation nor any player or official shall bring before a Court of law any dispute (other than in respect of questions of law) with NZF, or between any of the Members or with any parties belonging to different Associations or Confederations until all avenues of dispute resolution under these Rules have been exhausted, and any disagreement shall be submitted to the jurisdiction of FIFA or NZF in accordance with Rule 34.2.
- 34.2 NZF shall have jurisdiction on disputes between parties belonging to NZF, in the manner provided in these Rules. FIFA shall have jurisdiction on disputes between parties belonging to different Associations or Confederations.
- 34.3 All differences and disputes which shall arise between Members or concerning the Laws of the Game or the Rules or Regulations or the rules of any District Federation or Club shall first be referred for resolution by negotiation or by mediation. Only if a dispute or difference is not resolved by such means may any party request for the matter to be referred to arbitration in accordance with the Arbitration Act 1996. Any such reference to arbitration shall be a reference to a single arbitrator to be agreed upon by the parties to the dispute or determined as provided in Rule 34.4.
- 34.4 If NZF is a party to such dispute and agreement cannot be reached on the appointment of a single arbitrator then such arbitrator shall be appointed by the Executive Committee of FIFA. If NZF is not a party to the dispute and the parties are not able to agree on an arbitrator or any of them so requests, the Board may nominate an arbitrator. The decision of any arbitrator appointed under the provisions of Rules 34.3 and 34.4 shall be final and binding upon all parties to the dispute.
- 34.5 Any decision or action of a Club, District Federation or official under the jurisdiction of NZF shall be subject to appeal to NZF. Such appeal shall be lodged with NZF in accordance with the Regulations.
- 34.6 Any appeal against a final and binding FIFA decision shall be heard by the CAS. The CAS shall not, however, hear appeals on violations of the Laws of the Game, suspensions of up to four matches or up to three months, or decisions passed by an

independent and duly constituted arbitration tribunal of an Association or Confederation.

- 34.7 NZF shall recognise the CAS as an independent judicial authority and shall ensure its full compliance and that of its Members and match and players' agents with any final decision passed by a FIFA body or the CAS.

35. COMMON SEAL

- 35.1 The Board shall adopt a common seal and such seal shall be under the control of the Board. The common seal of NZF shall be deposited at the registered office and shall only be affixed to any document pursuant to a resolution of the Board and the affixing shall only be witnessed by the Chief Executive or as otherwise provided by resolution of the Board.

36. WINDING UP

- 36.1 In the event of a winding up of NZF, none of its property shall be transferred to the Members of NZF that are individuals, but all its property shall be divided between all of the District Federations which are affiliated to NZF at the date of the happening of such event pro rata to the average of the previous three (3) years' paid affiliation fees provided that the District Federations must have objects similar to the objects of NZF and rules equivalent to Rule 4.4, Rule 15.10, Rule 23.3 and this Rule 36.

37. NOTICES

- 37.1 Notices to be given to NZF should be sent to The Board, New Zealand Football Incorporated at its registered office marked for the attention of the Chief Executive. Currently they should therefore be sent addressed as follows:

or, by post

The Board
New Zealand Football Inc.
North Harbour Stadium
Oteha Valley Road
Albany
North Shore

The Board
New Zealand Football Inc.
P O Box 301-043
Albany
North Shore

Fax: +64 9 414 0176

Attention: Chief Executive Officer

- 37.2 Where these Rules require any notices to be forwarded to Members then the forwarding of the notice to the District Federations shall be deemed to be service of such notice to all Members.
- 37.3 A notice may be served by NZF upon any specific Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to the address of the Member shown on the register of Members.
- 37.4 Any notice sent by post to a Member shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted. In proving service of the notice it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and posted. A certificate in writing signed by the Chief Executive or any Officer of NZF that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence.
- 37.5 References in this Rule to “post” include references to any generally accepted alternative form of postal service or courier service or other means of conveyance.
- 37.6 Notice may also be given by facsimile transmission to the facsimile number of the Member in which case it shall be deemed to have been received on the day following transmission provided that:
- (a) A transmission report is produced by the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety to the facsimile number of the Member or the recipient confirms by telephone receipt of the transmission in its entirety; and, in either case
 - (b) A confirming copy of the facsimile is sent to the Member by post as above no later than the next following business day.

38. ENFORCEMENT

- 38.1 These amended Rules numbered pages 1 to 50 were adopted at the Congress at _____ on the _____ day of _____ 2006 and will come into force on the date they are registered with the Registrar of Incorporated Societies.