

Current Clause	Proposed Amendment	Explanation
2. Definitions and Interpretation	1. Definitions and Interpretation	Clause order changed. Numerous definitions have been updated or added to align with the Incorporated Societies Act 2022 and modern terminology. Key new definitions include "Act" (referring to the 2022 Act), "Appointed Director", "Contact Person", "Directors", "Elected Director", "Interested", "Kaumatua", "Matter", "Purpose", and "Voting Member"
3. Structure of North Harbour Hockey Association	N/A (Content restructured and diffused)	This clause detailing the structure has been removed as a distinct clause. Its content regarding management by the Board and CEO, and affiliation to Hockey NZ, is now integrated into various other sections, such as the powers of the Board (Clause 17.2) and the Chief Executive's role (Clause 18). The details about Affiliated Divisions are now handled under Membership and General Meetings.
4. Objects of North Harbour Hockey Association	6. Purpose	The terminology has been changed from "Objects" to "Purpose" to align with modern language and legal compliance. Key additions to the purpose is to "Protect the integrity of hockey" and clarifies administrative roles and governance structure.
5. Powers of North Harbour Hockey Association	7. Powers of North Harbour Hockey Association	Clause order changed. The powers are re-articulated and potentially expanded to align with the Incorporated Societies Act 2022, including explicit powers to set and impose penalties for breaches of policies (like Anti-Doping, Anti-Match Fixing), develop and manage Intellectual Property Rights, and engage in various financial activities and agreements, such as borrowing money.
7. Membership Categories	8.1 Membership Categories	Clarified who the Members are in one section of the Constitution. Affects the definition of 'Members' throughout the document. Supporter Members are now separate from the Life Members Division and do not hold voting rights.
5.3 Applications	8.5 Applications	Added requirement for new members to provide a consent form in accordance with Section 26 of the Incorporated Societies Act 2022.
5.5 Life Members	12. Life Members	Defines Life Members explicitly within the Membership section.
5.5 Resignation of Membership	9. Ceasing of Membership	Expanded to apply to all types of membership, not just Affiliated Associations, in accordance with the new Act.
6. Alteration or Replacement of Constitution	14. Amendment of Constitution	Clause order changed. The required majority for amendment has been reduced from 75% to 67% of eligible votes cast. A new process for minor or technical amendments by the Board, subject to a member objection period, has been introduced.
7. Membership	8. Membership	Clause order changed. Membership categories are more explicitly defined, including "Affiliated Club Members" and "Affiliated School Members". A new requirement for membership applications to include a consent form in accordance with Section 26 of the Incorporated Societies Act 2022 has been added. Affiliated Members are now explicitly required to adopt rules and constitutions consistent with the NHHA Constitution.
8. Life Members	10. Life Members	Clause order changed. The nomination and election process for Life Members is detailed, now requiring unanimous Board vote to support the recommendation and explicit consent from the nominee. The grounds and process for suspension or termination of Life Membership are clarified, allowing for suspension by a Board decision or termination by a 67% majority at an Annual General Meeting.

9. Officers and Honorary Members	12. Officers	Clause order changed. The roles of Officers are redefined to be honorary positions (Patron, President, Vice-President), explicitly stating they have no formal decision-making authority or voting rights within the Association, to avoid liability under the new Act. The appointment and election processes for these honorary positions are also detailed. Vice-President now optional.
10. Membership Rights and Obligations	N/A (Concepts diffused into various clauses)	This section has been removed as a distinct clause. The obligations for members to adhere to the constitution and associated policies are now explicitly stated or reinforced across several new and existing clauses, such as powers to impose penalties for breaches, the requirement for affiliated members to adopt consistent rules, and dedicated sections for codes of conduct and policy violations
11. Cessation of Membership	9. Cessation of Affiliated Membership / 10.6, 10.7, 10.8 Life Members Cessation	Clause order changed. Cessation processes are now specifically delineated for "Affiliated Members" and "Life Members", and are expanded to align with the new Act, including explicit grounds for suspension or termination by the Board
14. General Meetings	13. Annual General Meetings	Extended AGM deadline; added items like conflict disclosure. Required by new legislation.
14.4 Attendance and Quorum	13.9 Quorum	Allows online attendees to count towards quorum.
14.6 Voting at General Meetings	13.13 Electronic Vote	Permits voting by electronic means to modernise processes.
12. Membership Fees	N/A (Content covered by 7. Powers, 17.2 Powers of Board, and implied by operational practices)	This section has been removed as a distinct clause. The power to determine and levy fees is now implicitly covered by the broader "Powers of North Harbour Hockey Association" and the "Powers of the Board of Directors", particularly concerning financial management and fundraising.
13. Register of Members	11. Member Register	Clause order changed. The new clause 11.1 explicitly details the information required in the Member Register (name, contact details, membership date) and emphasises compliance with the Act. It also adds a requirement to keep records of past members for seven years.
14. General Meetings	13. General Meetings	Clause order changed. The required notice period for AGMs is now "not less than twenty (20) working days" (was 28 days) and SGMs "at least fifteen (15) working days" (was 7 days). Voting entitlements have been significantly restructured, moving from fixed votes per division to a tiered system based on the number of registered teams for Affiliated Club and School Members, with a maximum voting entitlement of fifteen votes per affiliated member. It introduces explicit provisions for electronic voting and proxy voting, and allows for resolutions to be passed by written consent outside of a meeting. New specific clauses regarding delegates, the order of business, and information supply for AGMs are also added.
14.6 Voting at General Meetings	13.11 Voting Entitlement	Voting entitlements have been updated to align more closely with the Hockey NZ model and better reflect the intent of the previous constitutional structure. Instead of fixed votes per division, the new system introduces a tiered voting structure based on the number of registered teams for each Affiliated Club and School Member. Under this model, voting rights increase with participation levels, with a maximum entitlement of fifteen votes per affiliated member.

15. Board	15. The Board of Directors	Clause order changed. The Board is now explicitly referred to as the "Board of Directors". The composition allows for a slightly different ratio of Elected (up to 4) to Appointed (up to 3) Directors. A new explicit requirement states that the majority of the Board must be Members of the Association. Detailed qualifications for Directors are outlined, including consent and certification against disqualification criteria under the Act. A new honorary role of Kaumatua has been introduced to provide Māori cultural guidance and support to the Board, without voting rights. The clauses for cessation and removal from office have been updated and are now more explicitly linked to the Act's disqualification criteria.
15.3 Prior Board	29. Transition	A new clause explicitly addressing the continuity of Directors and Members under the new Constitution upon its adoption. It also specifies that existing bylaws, policies, and regulations remain in force unless revoked, with the Board determining matters of inconsistency with the new Constitution.
16. Duties and Powers of Board	17. Duties and Powers of the Board of Directors	Clause order changed. Duties of Directors are enhanced to explicitly include compliance with the Act, exercising care and diligence, and preventing reckless activities or unfulfillable obligations. A new detailed section addresses Director's interests, requiring a register, explicit disclosure, and restrictions on participation and voting when a conflict exists, with a provision for calling a Special General Meeting if 50% or more Directors are interested. The Board's powers are also expanded to explicitly include adopting various policies like Code of Conduct, Anti-Doping, and Anti-Match Fixing. Directors are explicitly allowed to rely on expert or internal advice when making decisions.
17. Board Meetings and Procedures	16. Meetings of the Board	Clause order changed. The minimum number of annual Board meetings has been reduced from 10 to 8. Quorum explicitly allows for audio or audio-visual attendance. The Chairperson now has both a deliberative and a casting vote. New clauses specify that the Chief Executive Officer, Officers, and Kaumatua are entitled to attend and speak at Board meetings but have no voting rights.
18. President	12. Officers (Role defined in 12.1.b and election process in 12.2, 12.3)	This dedicated clause for the President has been removed. The role of President is now defined under the broader "Officers" section as an honorary position with no decision-making or voting rights. Details on election and term are also covered within the "Officers" clause.
19. Affiliated Divisions	N/A (Content restructured and diffused into 8. Membership, and 13. General Meetings (Voting Entitlement))	This dedicated section on Affiliated Divisions has been removed as a distinct organisational structure. The concept of "Affiliated Club Members" and "Affiliated School Members" is now defined as core membership categories. While Umpires, Coaches, and Life Members/Supporters are still recognised for voting purposes in General Meetings, the detailed provisions for their separate executive committees, internal AGMs/SGMs, and specific Standing Orders are no longer explicitly articulated in standalone clauses in the proposed constitution. This suggests a streamlining of the governance structure around the core Board and General Meetings.
20. Chief Executive	18. Powers and Authority of Chief Executive Officer	Clause order changed. The role of the Chief Executive Officer is reaffirmed as responsible to the Board for day-to-day management, with powers and delegated authority determined by the Board. The CEO's attendance at Board meetings without voting rights is also maintained.

21. Financial Management	20. Finance, Annual Report and Audit	Clause order changed. The requirements for financial accounts are strengthened to comply with "internationally recognised accounting principles and reporting standards". The auditor must be a practicing Chartered Accountant and is elected by Voting Members. A new, comprehensive clause (23. Pecuniary Gain) has been introduced to explicitly prohibit private pecuniary gain for members or directors, ensuring all income is applied to the Association's purposes and any payments are for legitimate services at arm's length. The requirement for borrowing money by General Meeting resolution from the current constitution appears to have been removed, making it a general power of NHHA in the proposed constitution.
22. Liquidation	28. Winding Up of Association	Clause order changed. This section is merged with the "Dissolution" clause. The process for winding up is specified as a resolution by majority of votes at a General Meeting, confirmed by a simple majority at a second Special General Meeting.
23. Annual Report	20. Finance, Annual Report and Audit (Part of general financial management)	This section is no longer a standalone clause but is integrated into the "Finance, Annual Report and Audit" section. It mandates that audited financial statements and an Annual Report be submitted and considered at the Annual General Meeting.
24. Common Seal	21. Common Seal	Clause order changed. The common seal is still held by the CEO. The presence required for affixing the seal has been adjusted to "one (1) Director and either the Chief Executive or another Director".
25. Indemnity	19. Indemnity and Insurance for Directors and Employees / 20.4 Indemnity	Clause order changed. The indemnity provisions have been significantly expanded and separated into a dedicated clause (19) to align with modern corporate governance and the Incorporated Societies Act 2022. It explicitly covers indemnification for liability (excluding criminal or fiduciary breaches) and costs, provided the Director or employee acted in good faith and for a proper purpose. The new clause also introduces provisions for the Association to effect insurance for Directors and employees, with requirements for Board approval and certification of fairness, and a mandate to record such indemnities/insurance in an interests register.
26. Registered Office	4. Registered Office	Clause order changed for better structure.
27. Colours	22. Colours	Clause order changed. The main playing colours have been slightly reordered from "maroon, black and white" to "maroon, white and black".
28. Dissolution	28. Winding Up of Association	This clause is now combined with "Liquidation". The resolution to wind up now requires a majority of votes at the first Annual or Special General Meeting (instead of a Special Resolution) and a simple majority at the second Special General Meeting for confirmation. Crucially, the distribution of surplus assets upon winding up has changed: instead of reverting to the Local Authority or Hockey NZ, assets will now be transferred to other not-for-profit organisations with a similar purpose or other charitable organisations, as defined by the Act.
NEW CLAUSES		
	3. Boundaries	A new, explicit clause has been added to define the geographical jurisdiction of the North Harbour Hockey Association.
	5. Contact Person	A new clause has been added to comply with the Incorporated Societies Act 2022, defining the appointment process for the Contact Person who interacts with the Registrar of Incorporated Societies.

	11. Member Register	New clause added to comply with the Act, detailing how a register of members must be maintained with up-to-date info and retention of past members for 7 years (as per the Act).
	13.10 (m)	Added clause requiring keeping of AGM/SGM minutes as per the Act.
	13.3 Written Resolutions	Allows resolutions to be passed without a meeting for efficiency.
Concepts previously in 21.8, 21.9	23. Pecuniary Gain	This is a new and explicit clause outlining the prohibition of personal benefit for members or directors, ensuring all income and benefits are solely applied to the Association's purposes. It clarifies that payments for goods or services must be reasonable and at arm's length, and explicitly states that salaries or prizes are not considered pecuniary gain. This addition strengthens compliance with non-profit organisational requirements.
Policies implicitly referenced in 5.1(g), 10.2(a), 11.2	24. Code of Conduct and Anti-Doping/Anti-Match-Fixing/Anti-Sport Betting Policies	This is a new dedicated clause that explicitly binds all participants to the North Harbour Hockey Association Code of Conduct and specifies that Anti-Doping and Anti-Match Fixing/Sports Betting Policies must align with national and international standards (Drug Free Sport New Zealand, World Anti-Doping Code, Sport New Zealand Policy). This formalises the adherence to ethical and sporting integrity standards.
Disciplinary procedures mentioned in 5.1(g), 21.7	25. Violation of Constitution	A new clause specifying that members found in breach of the Constitution, Regulations, Bylaws, or Board decisions may be subject to sanctions by an independent North Harbour Hockey Association Judicial Committee, consistent with the Code of Conduct.
Dispute settlement mentioned in 5.1(h)	26. Disputes in Relation to Bylaws and Policies	A new clause explicitly stating that the Board acts as the decision-making body for disputes involving points of law related to bylaws and policies, and disputes between affiliated members. It also retains the right of appeal to Hockey New Zealand
Dispute settlement mentioned in 5.1(h)	27. Dispute Resolution	A new, comprehensive clause outlining a tiered dispute resolution process for disagreements between Members, Directors, Officers, and the Association regarding misconduct, breach of duties, or damaged rights/interests. The process mandates initial good faith negotiations, followed by mediation if unresolved, and finally referral to the Sports Tribunal of New Zealand (STNZ)