

CONSTITUTION OF TAURANGA NETBALL CENTRE INCORPORATED

APPROVED AT 2021 AGM



"Promoting Positive Pathways"

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Note: words used in this TNC Constitution are defined at the end of the TNC Constitution in Rule 26

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CONSTITUTION OF TAURANGA NETBALL CENTRE ["TNC"] INCORPORATED

PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be "Tauranga Netball Centre" Incorporated" commonly known as TNC.

2 REGISTERED OFFICE

The registered office of TNC shall be at such place or places as determined by TNC Board and notified to the Registrar of the Incorporated Societies as required from time to time.

3 OBJECTS

The Objects of TNC are to:

- (a) be a body within the Netball Waikato Bay of Plenty Zone for the administration, promotion and development of Netball.
- (b) promote Netball as an amateur game in the Zone for the recreation and entertainment of the general public in New Zealand.
- (c) be a member of Netball Waikato Bay of Plenty Zone and NNZ and as such enforce the rules and regulations of Netball Waikato Bay of Plenty Zone and NNZ.
- (d) encourage participation and achievement in Netball in the Zone and in New Zealand.
- (e) establish, promote and stage Netball competitions and matches locally and to determine the rules of such competitions and matches.
- (f) promote and organise social, educational, recreational and other sporting activities in addition to Netball to enhance the services of TNC to, and on behalf of, the local community.
- (g) promote the health and safety of all participants in Netball.
- (h) encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs.
- (i) maintain and enhance the reputation of TNC, Netball Waikato Bay of Plenty Zone, NNZ, and Netball through the development and promotion of standards

and practices which fulfill these Objects.

- (j) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Netball or other services to the community.
- (k) seek and obtain improved facilities for the enjoyment of Netball.
- (l) provide information, assistance and resources to its Members.
- (m) develop and train players, officials and other personnel involved in Netball.
- (n) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ, Netball Waikato Bay of Plenty Zone, TNC and Netball and their standards, quality and reputation for the collective and mutual benefit of the Members and Netball.
- (o) at all times operate with, and promote, mutual trust and confidence between NNZ, Netball Waikato Bay of Plenty Zone, TNC and the Members in pursuit of these Objects.
- (p) at all times to act on behalf of, and in the interests of, the Members and Netball.

4 POWERS

4.1 The Powers of TNC are to:

- (a) purchase, lease, license, hire or otherwise acquire and hold real and personal property, rights and privileges.
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property.
- (c) sell, lease, mortgage, charge, surrender any lease or otherwise dispose of any property of TNC and to grant such rights and privileges of such property as it considers appropriate.
- (d) construct, maintain and alter any buildings, premises or facilities (including Netball courts) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities.
- (e) determine, raise and receive money by subscriptions, fees, levies, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- (f) determine regulations, policies and procedures for the governance and management of Netball played under the auspices of the TNC.

- (g) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions.
- (h) employ, determine the terms and conditions, and terminate staff and engage the services of personnel and organisations to work for and with TNC.
- (i) contract, engage or otherwise make arrangements with any person or organisation to fulfill the Objects of TNC;
- (j) be a member and contribute to the administration and promotion of Netball Waikato Bay of Plenty Zone, NNZ and Netball in New Zealand.
- (k) be a member, affiliate or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of TNC.
- (l) determine who are its members.
- (m) establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups.
- (n) enforce the rules and regulations of World Netball and Netball New Zealand.
- (o) enforce the Rules of Netball.
- (p) develop programmes for playing, coaching and officiating Netball, which are consistent with those of Netball Waikato Bay of Plenty Zone and NNZ.
- (q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events, including determining the rules for such matches, fixtures, competitions, tournaments and events, which do not conflict with those of the Netball Waikato Bay of Plenty Zone and NNZ.
- (r) to award, grant or otherwise honour achievement and services to TNC and to netball generally.
- (s) select Netball teams and squads to represent the TNC.
- (t) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of TNC and for that purpose, to utilise any of the assets of or held on behalf of TNC.
- (u) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of Netball Waikato Bay of Plenty Zone and NNZ.
- (v) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of TNC, or with

which TNC is authorised to amalgamate or generally for any purpose designed to benefit TNC.

- (w) do any other acts or things which further the Objects of TNC, provided that the above powers shall not limit the rights and powers of TNC as an incorporated society under the Act.

4.2 Independent construction

It is declared that the objects and powers set out in this Constitution are to be constructed independently and are not to be limited by reference to any other objects or powers recorded in this Constitution. Each of the objects and powers set out in this Constitution are independent objects and powers of the Zone.

PART II - MEMBERSHIP

5 CATEGORIES OF MEMBERS

5.1 The categories of membership of TNC, (collectively called "Members") shall be:

- (a) Individual Members: as described in Rule 6.
- (b) **Member Netball Team:** as described in Rule 7.1.
- (c) **Member Schools Netball Team:** as described in Rule 7.2.
- (d) **Life Members:** being persons who have been granted a Life Membership of TNC (under Rule 8) for outstanding contribution or service to Netball or TNC.
- (e) **Other categories:** being any other category or categories of membership of TNC determined by the TNC Board, from time to time.

6 INDIVIDUAL MEMBERS

6.1 Subject to Rule 6.2, an Individual Member is:

- (a) a person who is a registered member of a Member Netball Team, or
- (b) a person who is a registered member of a Member School Netball Team, or
- (c) an Officer or other Appointed Personnel of TNC, or
- (d) an Official of a registered Member Netball Team, or Member School Netball Team.

- 6.2 An individual in Rule 6.1 will become an Individual Member upon any of the following:
- (a) becoming a member of TNC, a member of TNC umpires group, a Member Netball Team or a Member School Netball Team, and paying the Membership Fee and/or any other fees due to TNC and/or that Member Netball Team and/or Member School Netball Team; or
 - (b) the individual's election or appointment as an Officer, Appointed Personnel, a Member Team Official or Member School Team Official.

7 MEMBER NETBALL TEAM AND MEMBER SCHOOL NETBALL TEAM

- 7.1 A Member Netball Team is a group of individuals collectively calling themselves a club, and whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise).
- 7.2 A Member School Netball Team is a school which administers, promotes and develops Netball.
- 7.3 A club or school may become a Member Netball Team Club or Member School Team respectively, by making written application to the TNC together with payment of the Membership Fee and/or any other fees due to TNC. The TNC Board shall in its discretion decide whether a club or school may become a Member of TNC.

8 LIFE MEMBERS

- 8.1 A person shall become a Life Member of TNC by nomination, recommendation and then vote by two-thirds majority of those entitled to vote at a TNC General Meeting. Such process shall be carried out in accordance with the TNC Regulations.
- 8.2 A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a TNC General Meeting unless s/he is a Delegate.

9 MEMBERSHIP FEES

- 9.1 The TNC Board shall determine:
- (a) the membership fee and/or other fees ("the Membership Fee") payable by Members to TNC.
 - (b) the due date for the fee(s), and
 - (c) the manner of payment for the fee(s).

10 MEMBERS RIGHTS AND OBLIGATIONS

- 10.1 Members acknowledge and agree that:
- (a) This Constitution constitutes a contract between each of them and NNZ,

Netball Waikato Bay of Plenty Zone and TNC and they are each bound by the NNZ Constitution, NNZ Regulations, Netball Waikato Bay of Plenty Zone Constitution, Netball Waikato Bay of Plenty Zone Regulations, this TNC Constitution and TNC Regulations;

- (b) They shall comply with and observe the NNZ Constitution, NNZ Regulations, Netball Waikato Bay of Plenty Zone Constitution, Netball Waikato Bay of Plenty Zone Regulations, this TNC Constitution and TNC Regulations and any determination, resolution or policy which may be made or passed by the NNZ Board , Netball Waikato Bay of Plenty Zone Board or the TNC Board;
- (c) They are subject to the jurisdiction of NNZ, Netball Waikato Bay of Plenty Zone and TNC.
- (d) The NNZ Constitution, NNZ Regulations, Netball Waikato Bay of Plenty Zone Constitution, Netball Waikato Bay of Plenty Zone Regulations, this TNC Constitution and TNC Regulations are necessary and reasonable for promoting the Objects of NNZ, Objects of the Netball Waikato Bay of Plenty Zone and Objects of TNC;
- (e) The NNZ Constitution, NNZ Regulations, Netball Waikato Bay of Plenty Zone Constitution, Netball Waikato Bay of Plenty Zone Regulations, this TNC Constitution and TNC Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of NNZ, Netball Waikato Bay of Plenty Zone, TNC, and their respective members and Netball;
- (f) They are entitled to all benefits, advantages, privileges and services of membership as conferred by this TNC Constitution.

11 REGISTER OF MEMBERS

- 11.1 The TNC shall keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if an Individual Member), the date of birth of each Member, and each Board Member and any other information that the TNC Board determines is appropriate.
- 11.2 All Individual Members shall provide written notice of any change to the details in Rule 11.1 to the TNC within fourteen (14) days of such change or as otherwise requested by the TNC. The TNC shall then forward such details to the Netball Waikato Bay of Plenty Zone in accordance with the Netball Waikato Bay of Plenty Zone Constitution.
- 11.3 The TNC shall, in collecting personal information for the Register (in Rule 11.1), seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- 11.4 Any entry on the Register shall be available for inspection by Members and Board Members, upon reasonable request and in compliance with the Privacy Act.

12 TERMINATION OF MEMBERSHIP

- 12.1 An Individual Member may withdraw its membership of TNC by giving notice in writing to the TNC Board. Upon payment of any debts or outstanding fees to TNC, that Member's membership of TNC will automatically cease.
- 12.2 An Individual Member who withdraws their membership of TNC or has their membership terminated by TNC, shall be deemed to have also withdrawn or terminated their membership of NNZ and Netball Waikato Bay of Plenty Zone.
- 12.3 A Member Netball Team/Member Scholl Team shall have its membership of TNC terminated if any fees (including Membership Fees) or other payments to TNC, Netball Waikato Bay of Plenty Zone or NNZ are due and outstanding and remain unpaid. Before such termination can occur, TNC, Netball Waikato Bay of Plenty Zone or NNZ (as the case may be) must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand and may only terminate if such payment is not made.
- 12.4 In addition to Rules 12.2 and 12.3, a Member may have their membership of TNC, Netball Waikato Bay of Plenty Zone and NNZ terminated if:
- (a) the TNC Judiciary Committee decides to do so under Rule 19.
 - (b) the NNZ Board decides to do so under the NNZ Constitution; or
 - (c) the Netball Waikato Bay of Plenty Zone Board decides to do so under the Netball Waikato Bay of Plenty Zone Constitution; or
 - (d) the TNC Board, or any sub-committee of TNC Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable TNC Board decision, the NNZ Constitution, Netball Waikato Bay of Plenty Zone Constitution, this TNC Constitution, NNZ Regulations, Netball Waikato Bay of Plenty Zone Regulations, TNC Regulations or any policies or reasonable directions of the NNZ Board, Netball Waikato Bay of Plenty Zone Board or TNC Board.
- 12.5 Before any decision under Rule 12.4 is made:
- (a) the Member concerned shall be given seven (7) days written notice by the NNZ Board and/or the Netball Waikato Bay of Plenty Board and/or the TNC Board (as the case may be) of the proposed resolution, and
 - (b) have the right to be present, make submissions and be heard at the NNZ Board, Netball Waikato Bay of Plenty Board and/or TNC Board meeting(s) in

which the resolution is to be determined.

- 12.6 Any Member whose membership is terminated under Rule 12.4(d) may appeal the decision to a TNC General Meeting called for that purpose. Any Member whose membership is terminated under Rule 12.4(b) or (c) may appeal the decision to a NNZ Council Meeting called for that purpose. The appeal in either case shall be allowed if two-thirds majority of those entitled to vote at the TNC General Meeting or NNZ Council Meeting, whichever applies, do so in favour of such appeal. Where a Member appeals against a decision of the TNC Board or the TNC Judiciary Committee under this Rule, the decision of the TNC General Meeting shall be final, and Rule 19.3 (Appeals) shall not apply.
- 12.7 Membership, which has been terminated under this TNC Constitution, may be reinstated at the discretion of the Members at a subsequent TNC General Meeting, unless the termination was determined by the NNZ or Netball Waikato Bay of Plenty Zone in which case the Member may only be reinstated at the discretion of NNZ at a NNZ Council Meeting or at the discretion of Netball Waikato Bay of Plenty Zone at a Netball Waikato Bay of Plenty Zone General Meeting, whichever applies.
- 12.8 A Member which ceases to be a Member of TNC, Netball Waikato Bay of Plenty Zone and/or NNZ shall forfeit all rights in and claims upon TNC, Netball Waikato Bay of Plenty Zone and NNZ and their property, and shall not use any property of TNC, Netball Waikato Bay of Plenty Zone or NNZ, including Intellectual Property. Where a Member ceases to be a Member they shall also forfeit all rights to be present at or represented at a NNZ Council Meeting or a General Meeting

PART III

TNC BOARD

13 TNC BOARD

13.1 Role of the TNC Board

The TNC Board is responsible for determining strategies, policies and financial arrangements of, and for, TNC.

13.2 Membership of the TNC Board

The TNC Board shall consist of:

- (a) Seven (7) persons elected by the TNC Annual General Meeting, under Rule 13.3.1

13.3 Election of the TNC Board

13.3.1 Board Members shall be elected by a majority of those entitled to vote at an TNC Annual General Meeting, following nomination by at least one (1) Member Netball Team or Member School Netball Team

13.3.2 Nominations for Elected Board Members may be made in the approved form

and shall be received at the registered office of TNC by not less than twenty (20) days before the date set for the TNC Annual General Meeting.

13.3.3 Following the election of Board Members, the TNC Board Members shall, within one (1) month of the end of the TNC Annual General Meeting, appoint a Chairperson of the TNC Board from within their number.

13.3.4 No person who is employed by, or otherwise provides services for reward to, TNC may be a Board Member.

13.4 Term of Office of Board Members

13.4.1 The term of office for all Board Members shall be three (3) years, expiring at the conclusion of the relevant TNC Annual General Meeting. Any Board member may be re-elected at the end of their term.

13.4.2 The elected members of the Board will serve a Term of three (3) years so as to ensure the rotation of Board Members. Terms of office will be determined by agreement of the Board and failing such agreement, by vote of the Board

13.5 Rights of Board Members

All Board Members shall have the right to attend, speak and vote at all TNC Board meetings.

13.6 Vacancies on the TNC Board

13.6.1 Subject to Rule 13.6.2, any vacancy in the TNC Board, which occurs during any Board Member's term of office, may be filled by the TNC Board.

13.6.2 The term of office for the TNC Board Member appointed to fill such vacancy in 13.6.1 shall expire at the conclusion of the next TNC Annual General Meeting at which time that Board member may be re-elected as in 13.3.

13.7 Powers of the TNC Board

The TNC Board shall have the power to:

- (a) develop and implement TNC Regulations, strategies, policies and procedures for the administration, promotion and development of TNC and Netball played under its auspices.
- (b) develop and implement prudent policies and TNC Regulations to manage, protect and enhance TNC's finances and property.
- (c) Employ the Centre Manager, determine the terms and conditions of employment, and, if necessary, terminate such appointment.
- (d) establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities and to receive and deal with reports and recommendations from such commissions, committees and groups;

- (e) establish such corporate and other entities to carry on and conduct all or any part of the affairs of TNC.
- (f) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the TNC Board.
- (g) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it.
- (h) enforce the Rules of Netball.
- (i) determine the yearly calendar for tournaments, events and competitions held under the auspices of TNC which do not conflict with the yearly calendars of Netball Waikato Bay of Plenty Zone and NNZ.
- (j) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for TNC's representative netball teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within TNC, (except as otherwise specified in this TNC Constitution or TNC Regulations), and, if necessary, terminate such appointments;
- (l) select Netball Teams and squads to represent the TNC.
- (m) subject to this TNC Constitution, fill vacancies of the TNC Board, any commissions, committees and other groups which are established by it.
- (n) determine the conditions and rules of tournaments, events and competitions, held by or under its auspices.
- (o) appoint and administer the TNC Judiciary Committee.
- (p) discipline Members as specified under Rules 12 and 18.
- (q) develop programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ, and Netball Waikato Bay of Plenty Zone together with national and Zone programmes for the Zone;
- (r) resolve and determine any disputes or matters not provided for in this TNC Constitution.
- (s) seek legal, financial and other professional advice as required.
- (t) appoint delegate/s as required to the Zone and NNZ Annual and/or General meetings; and
- (u) do all other acts and things which are within the Powers and Objects of TNC and which the TNC Board considers appropriate.

13.8 Meetings of the TNC Board

- 13.8.1 The TNC Board shall meet at such places and times, and in such manner, as it shall determine.
- 13.8.2 The Chairperson shall chair TNC Board meetings, or in his/her absence the Deputy Chairperson or any other Board Member determined by the TNC Board.
- 13.8.3 A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the TNC Board Members shall be as valid and effectual as if it had been passed at a meeting of TNC Board. Any such resolution may consist of several documents in like form each signed by one or more Board Members.
- 13.8.4 A meeting of the TNC Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication.
 - (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the TNC Board and such notice specifies that Board Members are not required to be present in person at the meeting.
- 13.8.5 A Board Member who is absent from a TNC Board meeting without prior approval or without reasonable explanation shall be deemed to have vacated their office as a Board Member. A Board Member who is absent from three (3) consecutive Board Meetings without approved leave of absence from the Board Chairperson is deemed to have vacated their office as a Board Member
- 13.8.6 The Board must ensure that minutes are kept of all Resolutions of the Board.

13.9 Voting at TNC Board Meetings

Each Board Member shall have one vote at TNC Board Meetings. All decisions and resolutions of the TNC Board shall be determined by a vote of a majority of Board Members present at a TNC Board Meeting. Subject to Rule 13.8.4 voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).

The Chair shall hold a casting vote.

13.10 Quorum for TNC Board Meetings

There shall be no less than four (4) Board Members present at a TNC Board meeting (including a meeting held under Rule 13.8.4) to constitute a quorum.

13.11 Removal of Board Member

13.11.1 Upon the TNC receiving a request for a TNC Special General Meeting as specified in Rule 14.2 for the purposes of removing a Board Member under Rule 14.12.1, s/he shall send the notice in accordance with Rule 14.9 and to the Board Member concerned.

13.11.2 Following notification under Rule 13.11.1, and before voting on the resolution to remove a Board Member under Rule 14.12.1, the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the TNC Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule about the proposed resolution.

13.12 Cessation of a Board Member

A Board Member shall cease to hold office and shall be deemed to have retired if that Board Member.

- (a) Resigns office.
- (b) Becomes bankrupt.
- (c) Is convicted of an indictable offence.
- (d) Becomes incapable of acting (in which case, and for the avoidance of doubt, a majority decision of two thirds of the Board (excluding the person being voted on) shall be determinative, notwithstanding who appointed such Board Member).
- (e) Dies; or
- (f) Is removed by resolution pursuant to Rule 13.11.

PART IV - TNC GENERAL MEETINGS

14 TNC GENERAL MEETINGS

14.1 TNC Annual General Meetings

14.1.1 The annual general meeting of TNC shall be held no later than 30th November each year.

14.1.2 All TNC General Meetings shall be held in accordance with this TNC Constitution.

14.2 TNC Special General Meetings

A TNC Special General Meeting may be called at any time by fifteen (15) Member Netball Teams, or forty (40) Members School Netball teams (but not Life Members), or by the TNC Board, by written notice to TNC.

14.3 Chairperson

The Chairperson of a TNC General Meeting shall be the Board Chairperson, or his/her nominee.

14.4 Delegates & Voting Power

14.4.1 The delegates for a TNC General Meeting shall be:

(a) Individuals elected or appointed by each Member Club, Member Secondary School, Member Intermediate School, Member Primary School and Member Kura Kaupapa. (One (1) vote for each registered team).

(b) When voting to elect TNC board members individuals elected or appointed by each Member Club, Member Secondary School, Member Intermediate School, Member Primary School and Member Kura Kaupapa can use their allocated votes for each vacancy.

(c) One Board Member appointed by the TNC Board (The TNC Board shall have one (1) vote)

(d) Individuals appointed by the members of the umpire group. One vote per 15 members.

14.4.2 The Chairperson and Centre Manager cannot act as delegates

14.4.3 The names of the Delegates shall be advised to the TNC prior to the commencement of each TNC General Meeting.

14.4.4 Any Member Netball Team/Member School Netball Team may record their vote by proxy on the appropriate form, provided that the person holding the proxy has no more than two votes.

14.4.5 No individual shall act as a Delegate for more than one Member Club or for more than one Member School at the same TNC General Meeting.

14.4.6 Voting shall be by a majority of those Delegates present except for alterations to this TNC Constitution (under Rule 21) and the appointment of a liquidator, (under Rule 23) which shall be by **two-thirds** of the majority of those entitled to vote.

14.4.7 All Members are entitled to attend and speak at TNC General Meetings, but shall have no right to vote, unless the Member is a Delegate in which case s/he has the rights of a Delegate under Rule 14.4.

14.4.8 Voting may be by a show of hands, or if requested by any Delegate by secret ballot. The Chairperson of the meeting shall have a casting vote.

14.5 Powers of TNC General Meeting

The Members in a TNC General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of TNC, the Members, and Netball. The Members shall have power in TNC General Meetings to:

- (a) alter this TNC Constitution.
- (b) review TNC's performance.
- (c) elect Board Members.

14.6 **Notice of AGM**

14.6.1 Not less than thirty (30) days written notice shall be given by the TNC to:

- (a) Appointed Personnel of TNC.
- (b) Member Netball Team via Club.
- (c) Member School Netball Team via School
- (d) Life Members; and
- (e) The registered offices of NNZ and Netball Waikato Bay of Plenty Zone, of:
 - (i) the date and place for the TNC Annual General Meeting,
 - (ii) the closing date for nominations of elections and items of business (under Rule 14.8) to be submitted.

14.6.2 The notice of TNC Annual General Meeting shall also be placed in local media as determined by the TNC Board as a means of advising all Members who are not listed in Rule 14.6.1.

14.7 **Nominations and Agenda Items**

Not less than twenty (20) days before the date set for the TNC Annual General Meeting, agenda items (including any proposed alterations to this TNC Constitution) and nominations under Rule 14.3.1 must be received by the TNC.

14.8 **Agenda and Business to be discussed**

14.8.1 The business which must be discussed at the TNC Annual General Meeting includes:

- (a) the Annual Report of TNC
- (b) Financial Report
- (c) elections of Board Members, and
- (d) any alterations to this TNC Constitution.

14.8.2 An agenda containing the business to be discussed at the TNC Annual General Meeting shall be forwarded to those Members listed in Rule 14.6.1 by no later than fourteen (14) days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those persons entitled

to vote at the meeting.

14.9 **Notice of TNC Special General Meetings**

Upon receipt of a request for a TNC Special General Meeting under Rule 14.2 not less than twenty (20) days written notice must be given to those Members listed in Rule 15.6.1 by the Centre Manager of:

- (a) the date and place for the TNC Special General Meeting, and
- (b) the item(s) of business to be discussed.

14.10 **Quorum**

At least 15 delegates of the total number of Member Netball teams and Member School Netball teams and umpire group delegates must be represented by a Delegate be present at a TNC General Meeting to constitute a quorum.

PART V- FINANCIAL MATTERS

15 FINANCIAL YEAR

15.1 The financial year of TNC shall end on the 30th day of September in each year and may be altered from time to time by the TNC Board.

16 ANNUAL REPORT

16.1 The Board shall prepare an Annual Report for presentation to the TNC Annual General Meeting which contains:

- (a) the audited annual financial statements and
- (b) an annual report of the year's activities, (collectively known as the "Annual Report").

16.2 The annual financial statement in Rule 17.1(a), shall be audited by an auditor appointed by the TNC Board. The auditor shall be suitably qualified to audit the TNC.

17 COMMON SEAL

17.1 TNC shall have a common seal.

17.2 The TNC Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Act.

PART VI- DISCIPLINE OF MEMBERS

18 TNC JUDICIARY COMMITTEE

18.1 Matters which may be referred to TNC Judiciary Committee

Without limiting the TNC Board's powers under Rule 12, the following matters may be referred for investigation and determination by the TNC Judiciary Committee in the sole discretion of the TNC Board:

- (a) an allegation by an individual or organisation that an Individual Member, Officer, Appointed Personnel, Club Official or School Official has:
 - (i) breached, failed, refused or neglected to comply with a provision of this TNC Constitution, Netball Waikato Bay of Plenty Zone Constitution, NNZ Constitution, the TNC Regulations, the Netball Waikato Bay of Plenty Zone Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the Netball Waikato Bay of Plenty Zone Board, a TNC General Meeting, the TNC Board or any committee, or under any rules of an Event; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects of NNZ, the objects of Netball Waikato Bay of Plenty Zone and/or TNC and/or Netball; or
 - (iii) brought NNZ, Netball Waikato Bay of Plenty Zone and/or TNC or Netball into disrepute; or

and any such Member ("Defendant") will be subject to the jurisdiction, procedures, penalties and appeal mechanisms of TNC set out in the TNC Regulations.

18.2 Referral to TNC Judiciary Committee

- 18.2.1 The Board may commence investigatory or disciplinary proceedings ("Proceedings") against a Defendant by referring the matter to the TNC Judiciary Committee to hear a matter or matters under the TNC Regulations.
- 18.2.2 The TNC Judiciary Committee shall consist of not less than three (3) persons appointed annually by the TNC Board. The Board shall appoint a Chairperson from one of the members appointed to the TNC Judiciary Committee.
- 18.2.3 Any referral to the TNC Judiciary Committee shall be made and determined in accordance with the TNC Regulations.

18.3 Appeals

- 18.3.1 Subject to Rule 12.6, a Defendant, any other party to the Proceedings, or the TNC Board may, within fourteen (14) days of receiving the decision of the TNC Judiciary committee, appeal that decision to the Netball Waikato Bay of Plenty Zone Judiciary Committee, in accordance with the Netball Waikato Bay of Plenty Zone Constitution and Netball Waikato Bay of

Plenty Zone Regulations.

PART VII -MISCELLANEOUS

19 APPLICATION OF INCOME

19.1 The income and property of TNC shall be applied solely towards the promotion of the Objects

19.2 Except as provided in this TNC Constitution:

- (a) no portion of the income or property of TNC shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member; or Officer; and,
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by TNC to any Member, Board Member or Officer.

19.3 Nothing in Rules 20.2(a) or (b) shall prevent payment in good faith of, or to any, Member, Board Member or Officer for:

- (a) any services actually rendered to TNC whether as an employee or otherwise.
- (b) goods supplied to TNC in the ordinary and usual course of operation.
- (c) rent for premises demised or let by any Member, Board Member or Officer to TNC.
- (d) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of TNC or any other reason.

provided that any such payment shall not exceed the amount ordinarily payable between parties dealing at arm's length in a similar transaction.

20 ALTERATION TO THIS CONSTITUTION

20.1 Subject to Rule 21.2, and the prior approval of the Board of NNZ, this TNC Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a TNC General Meeting.

20.2 No rule of this Constitution may be rescinded or altered, nor a new rule added if the rescission, alteration or addition would affect the TNC eligibility to benefit from any tax concession for which it would otherwise be eligible without limitation.

- (a) any rescission, alteration or addition that would allow the TNC to operate other than for the purpose of promoting Netball or to operate for private pecuniary profit.
- (b) any rescission, alteration or addition that would allow the TNC to apply any

surplus property or assets other than for the purpose of promoting Netball for the benefit of the public and not for private pecuniary profit – without the Board having first circulated to NNZ, ZONE, and to its Members advice on the effect of the proposed rescission, alteration or addition in relation to the TNC’s eligibility to benefit from any relevant tax concession.

- 20.3 Notice of an intention to alter this TNC Constitution must be given by a Member or the TNC Board, to the TNC no later than twenty (20) days prior to a TNC General Meeting.

21 REGULATIONS

- 21.1 The TNC Board may determine and amend such TNC Regulations as it considers necessary or desirable. Such TNC Regulations must be consistent with the NNZ Constitution, the [RE] Constitution and the Objects of this TNC Constitution and any directives given by a TNC General Meeting.
- 21.2 All TNC Regulations shall be binding on the Members.
- 21.3 All TNC Regulations and any amendments to them shall be advised to all Members in writing or electronically as approved by the TNC Board.

22 LIQUIDATION

- 22.1 TNC may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those entitled to vote at a TNC General Meeting pass a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent TNC Special General Meeting, called for that purpose, and held not later than thirty (30) working days, after the date on which the resolution was passed.
- 22.2 Upon liquidation, any property or assets remaining after the satisfaction of all the TNC’s debts, liabilities and obligations will be applied for the purpose of promoting Netball as set out in Rule 3 for the benefit of the public and not for private pecuniary profit (for example by way of transfer to an amateur Netball organisation) that is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with or in seeking to achieve this purpose, or which is conducive or incidental to that purpose, as the TNC by a majority of votes decides.

23 INDEMNITY

TNC shall indemnify its Board Members, Officers or Appointed Personnel and employees against all damages and costs (including legal costs) for which any such Board Member, Officer, Appointed Personnel or employee may be, or become, liable to any third party as a result of any act or omission, except willful misconduct:

- (a) in the case of a Board Member, Officer, or Appointed Personnel performed or

made whilst acting on behalf of and with the authority, express or implied, of the TNC Board, and

- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by TNC.

24 COLOURS

- 24.1 The colours of TNC shall be Gold & Blue as described in Regulations.
- 24.2 Members acknowledge and agree these colours are for the exclusive use of TNC and not for use by Members.

25 DISPUTES AND MATTERS NOT PROVIDED FOR

- 25.1 If any dispute arises out of the interpretation of this TNC Constitution or the TNC Regulations, or any matter arises, which is not provided for in this TNC Constitution or the TNC Regulations, then such dispute or matter shall be referred in writing to NNZ, whose decision shall be final and binding.
- 25.2 If any case occurs which in the opinion of the Board is not provided for in this Constitution it will be determined by NNZ in such manner as it deems expedient.

26 DEFINITIONS & INTERPRETATION

INTERPRETATION – in this Constitution unless the context otherwise requires;

- (a) **Defined Expressions:** expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution.
- (b) **Headings:** rule and other headings are for ease of reference only and will not affect the interpretation of this Constitution.
- (c) **Negative Obligations:** any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done.
- (d) **Plural and Singular:** words importing the singular number will include the plural and vice-versa.
- (e) **Persons:** reference to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality.
- (f) **Gender:** references to any gender include all genders.
- (g) **Statutes and Legislation:** references to any statutory provision will include any statutory provision which amends or replaces it and any subordinate legislation made under it and

- (h) Rules and Schedules – references to Rules and Schedules refer to Rules and Schedules of this Constitution.

The words and phrases used in this TNC Constitution shall mean as follows :

"Act" means the Incorporated Societies Act 1908 and its amendments. "Annual Report" means the report described under Rule 17.1 (a) and b)

"Appointed Personnel" means individuals who are appointed by the TNC Board to positions of responsibility within [insert name of NC] and which are unpaid and includes selectors and examiners.

"Board Members" means the Elected Board Members and elected to the TNC Board, respectively under Rules 13.3.1 and 13.3.7.

"Chairperson" means the individual elected under Rule 13.3.3

"Club Official" means a person who has been appointed by a Member Club to a position of responsibility within the club and which is unpaid, and includes a President, a member of any committee of the club, a club coach, manager, umpire, or selector.

"Constitution" and "this TNC Constitution" means the constitution of TNC.

"Defendant" means the Member against whom an allegation is made, or an appeal is brought under Rule 19.1.

"Delegate" means a person elected or appointed under Rule 15.4 to represent a Member Club, Member School or the TNC Board at a TNC General Meeting.

"Elected Board Member" means a person elected as a Board Member under Rule 14.3.1.

"Event" means:

- (a) any Netball competition held by, or under the auspices of TNC.
- (b) any other competition, tournament, league or game sponsored by or conducted on behalf of TNC; and
- (c) any competition, tournament, league or game at which the TNC is represented.
- (d) but does not include a game, competition, tournament, or league held by or on behalf of any Member Club or Member School.

"Individual Member" means those individuals described in Rule 6.

"Intellectual Property" means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to TNC or any event, or any competition or Netball activity or programme of or conducted, promoted or administered by TNC.

"Life Members" means those individuals described in Rule 8.

"Members" means the members of TNC as described in Rule 5.

"Member Club" means a member of the TNC as described in Rule 7 .1.

"Membership Fee" means the fee or fees or levies payable to TNC under Rule 10.

"Member School" means a member of TNC as described in Rule 7.2.

"Member School Netball Team" means a group of players and team personnel, (such as coach, manager etc) from a Member School.

"Netball" means the game of netball played under the Rules of Netball, or any other similar or modified Netball game, the rules of which are determined by the TNC Board.

"NNZ" means Netball New Zealand Incorporated and includes its officers, employees, board members and agents.

"NNZ Board" means the board of NNZ as defined in the NNZ Constitution.

"NNZ Constitution" means the constitution of NNZ. **"NNZ Council Meeting"** means a general meeting of NNZ held under the NNZ Constitution.

"NNZ Judiciary Committee" means the judiciary committee as defined in the NNZ Constitution.

"NNZ Regulations" means the regulations of NNZ.

"Netball Waikato Bay of Plenty Zone" means Netball Waikato Bay of Plenty Zone incorporated and includes its officers, employees, board members and agents.

"Netball Waikato Bay of Plenty Zone Board" means the board of Netball Waikato Bay of Plenty Zone as defined in the Netball Waikato Bay of Plenty Zone Constitution.

"Netball Waikato Bay of Plenty Zone Constitution" means the constitution of the Netball Waikato Bay of Plenty Zone.

"Netball Waikato Bay of Plenty Zone Judiciary Committee" means the judiciary committee as defined in the Netball Waikato Bay of Plenty Zone Constitution.

"Netball Waikato Bay of Plenty Zone Regulations" means the regulations of the Netball Waikato Bay of Plenty Zone.

"Objects" means the objects of TNC described under Rule 3.

"Objects of NNZ" means the objects of NNZ as described in the NNZ Constitution.

"Objects of the Netball Waikato Bay of Plenty Zone" means the objects of the Netball Waikato Bay of Plenty Zone as described in the Netball Waikato Bay of Plenty Zone Constitution.

"Officer" means the individuals appointed under Rule 13.1.

"Person" means an individual living human being.

"Powers" means the powers of TNC described under Rule 4.

"Register" means the register of Members specified in Rule 11.

"Rule" means a rule of this TNC Constitution.

"Rules of Netball" means the rules of the game of Netball determined and published from time to time by World Netball and NNZ.

"School Official" means a person appointed by a Member School to a position of responsibility within the school for Netball.

"TNC Annual General Meeting" means the TNC General Meeting held annually as described in Rule 14.1.

"TNC Board" means the board of directors as defined in Rule 13.2.

"TNC General Meeting" means the TNC Annual General Meeting or a TNC Special General Meeting of TNC held under Rule 14.1 or 14.2 respectively.

"TNC Judiciary Committee" means a committee of the TNC Board as set out in Rule 18.

"TNC Regulations" means the regulations determined under Rule 21.

"TNC Special General Meeting" means a TNC General Meeting which is not a TNC Annual General Meeting as described in Rule 15.2.

"Zone" means the geographical area described as Waikato Bay of Plenty as defined in the NNZ Regulations and "Zonal" has the same meaning.