



NETBALL CENTRE INC.

CONSTITUTION

OF

WHANGAREI

NETBALL CENTRE

INCORPORATED

Approved at Special General Meeting 2 February 2016

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Note: words used in this Whangarei NC Constitution are defined in Rule 27

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CONSTITUTION OF WHANGAREI NETBALL CENTRE INCORPORATED

PART I - OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be Whangarei Netball Centre Incorporated commonly known as Whangarei Netball Centre.

2 REGISTERED OFFICE

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

3 OBJECTS

The Objects of the Whangarei Netball Centre are to:

- (a) be a body within the 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 Northern and NNZ and as such enforce the rules and regulations of Netball Northern and NNZ;
- (d) enforce the rules and regulations of INF;
- (e) encourage participation and achievement in Netball in the Zone and in New Zealand;
- (f) establish, promote and stage Netball competitions and matches locally and to determine the rules of such competitions and matches;
- (g) promote and organise social, educational, recreational and other sporting activities in addition to Netball to enhance the services of Whangarei Netball Centre to, and on behalf of, the local community;
- (h) enforce the Rules of Netball;
- (i) promote the health and safety of all participants in Netball;
- (j) 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;
- (k) maintain and enhance the reputation of Whangarei Netball Centre, Netball Northern, NNZ, and Netball through the development and promotion of standards and practices which fulfil these Objects;
- (l) give, and seek where appropriate, recognition of Members to obtain awards or public recognition for Netball or other services to the community;

- (m) seek and obtain improved facilities for the enjoyment of Netball;
- (n) provide information, assistance and resources to its Members;
- (o) develop and train players, officials and other personnel involved in Netball;
- (p) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ, Netball Northern, Whangarei Netball Centre and Netball and their standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (q) at all times operate with, and promote, mutual trust and confidence between NNZ, Netball Northern, Whangarei Netball Centre and the Members in pursuit of these Objects;
- (r) at all times to act on behalf of, and in the interest of, the Members and Netball.

4

POWERS

The Powers of the Whangarei Netball Centre are to:

- (a) purchase, lease, licence, 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 Whangarei Netball Centre 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 fund-raisers;
- (f) determine regulations, policies and procedures for the governance and management of Netball played under the auspices of the Whangarei Netball Centre;
- (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 the Whangarei Netball Centre;
- (i) engage, determine the terms and conditions, and terminate the services of personnel and organisations to advise the Whangarei Netball Centre;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of the Whangarei Netball Centre;

- (k) be a member and contribute to the administration and promotion of Netball Northern, NNZ and Netball in New Zealand;
- (l) 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 the Whangarei Netball Centre;
- (m) determine who are its members;
- (n) establish a Board, and other groups and to delegate its powers and functions to such groups;
- (o) enforce the Rules of Netball;
- (p) develop programs for playing, coaching and officiating Netball, which are consistent with those of Netball Northern 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 Netball Northern and NNZ;
- (r) to award, grant or otherwise honour achievement and services to the Whangarei Netball Centre and to Netball generally;
- (s) approve Netball teams and squads to represent the Whangarei Netball Centre;
- (t) do any other acts or things, which further the Objects of the Whangarei Netball Centre, provided that the above powers shall not limit the rights and powers of the Whangarei Netball Centre as an incorporated society under the Act;
- (u) Print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that the Whangarei Netball Centre may consider desirable for the promotion of its Objects and which are consistent with those developed and implemented by Netball Northern and NNZ;
- (v) Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Whangarei Netball Centre and for the purpose, to utilise any of the assets of or held on behalf of the Whangarei Netball Centre;
- (w) Produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the Intellectual Property of Netball Northern and NNZ;
- (x) 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 the Whangarei Netball Centre, or with which the Whangarei Netball Centre is authorised to amalgamate or generally for any purpose designed to benefit the Whangarei Netball Centre;

PART II - MEMBERSHIP

5 CATEGORIES OF MEMBERS

5.1 The categories of membership of the Whangarei Netball Centre, (collectively called "Members") shall be:

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

6 INDIVIDUAL MEMBERS

6.1 Subject to Rule 6.2, and Individual Member is:

- (a) a person who is a registered member of a Member Club/School; or
- (b) an Officer or other Appointed Personnel of the Whangarei Netball Centre; or
- (c) a Club/School Official; or
- (d) an individual who:
 - (i) plays; or
 - (ii) umpires or officiates; or
 - (iii) coaches any Netball Team competing, in any Netball game held by or under the auspices of the Whangarei Netball Centre, a Member Club/School; or
 - (iv) manages any Netball Team competing, in any Netball game held by or under the auspices of the Whangarei Netball Centre, a Member Club/School.

6.2 An individual in Rule 6.1 will become an Individual Member upon, any of the following:

- (a) becoming a member of the Whangarei Netball Centre, a Member Club/School, and paying the Membership Fee and/or any other fees due to the Whangarei Netball Centre and/or that Member Club/School; or
- (b) the individual's election or appointment as an Officer or Appointed Personnel to the Whangarei Netball Centre Board.

7 MEMBER CLUBS AND MEMBER SCHOOLS

- 7.1 A Member Club 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 is a school, which administers, promotes and develops Netball.
- 7.3 A club or school may become a Member Club/School respectively, by making written application to the Whangarei Netball Centre Board together with payment of the Membership Fee and/or any other fees due to the Whangarei Netball Centre. The Whangarei Netball Centre Board shall in its discretion decide whether a club or school may become a Member Club/School of the Whangarei Netball Centre.

8 LIFE MEMBERS

- 8.1 A person shall become a Life Member of the Whangarei Netball Centre by recommendation of the Whangarei Netball Centre Board and then vote by two-thirds majority of those entitled to vote at the Whangarei Netball Centre Annual General Meeting. Such process shall be carried out in accordance with the Whangarei Netball Centre Regulations.
- 8.2 A Life Member shall have the same rights and obligations as all other Members, except s/he shall have the right to vote at a Whangarei Netball Centre General Meeting

9 MEMBERSHIP FEES

- 9.1 The Whangarei Netball Centre Board shall determine:
- (a) the membership fee and/or other fees ("the Membership Fee") payable by Members to the Whangarei Netball Centre;
 - (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 Northern and the Whangarei Netball Centre and they are each bound by the NNZ Constitution, NNZ Regulations, Netball Northern Constitution, Netball Northern Regulations, this Whangarei Netball Centre Constitution and the Whangarei Netball Centre Regulations;
 - (b) They shall comply with and observe the NNZ Constitution, NNZ Regulations, Netball Northern Constitution, Netball Northern Regulations, this Whangarei Netball Centre Constitution and the Whangarei Netball Centre Regulations and any determination, resolution or policy which may be made or passed by the NNZ Board, Netball Northern Board or the Whangarei Netball Centre Board ;

- (c) They are subject to the jurisdiction of NNZ, Netball Northern and Whangarei Netball Centre;
- (d) The NNZ Constitution, NNZ Regulations, Netball Northern Constitution, Netball Northern Regulations, this Whangarei Netball Centre Constitution and the Whangarei Netball Centre Regulations are necessary and reasonable for promoting the Objects of NNZ, Objects of Netball Northern and Objects of the Whangarei Netball Centre;
- (e) The NNZ Constitution, NNZ Regulations, Netball Northern Constitution, Netball Northern Regulations, this Whangarei Netball Centre Constitution and the Whangarei Netball Centre Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of NNZ, Netball Northern, Whangarei Netball Centre, and their respective members and netball;
- (f) They are entitled to all benefits, advantages, privileges and services of membership as conferred by this Whangarei Netball Centre Constitution.

11 REGISTER OF MEMBERS

- 11.1 The Whangarei Netball Centre shall keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if an Individual Member), their occupation, the date of birth of each member, and each Board Member and any other information that the Whangarei Netball Centre 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 Whangarei Netball Centre within fourteen (14) days of such change or as otherwise requested by the Whangarei Netball Centre. The Whangarei Netball Centre shall then forward such details to Netball Northern in accordance with the Netball Northern Constitution.
- 11.3 The Whangarei Netball Centre 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 e 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 the Whangarei Netball Centre by giving notice in writing to the Whangarei Netball Centre Board. Upon payment of any debts or outstanding fees to the Whangarei Netball Centre, that Member's membership of the Whangarei Netball Centre will automatically cease.
- 12.2 An Individual Member who withdraws their membership of Whangarei Netball Centre or has their membership terminated by the Whangarei Netball Centre, shall be deemed to have also withdrawn or terminated their membership of NNZ and Netball Northern.
- 12.3 A member shall have its membership of the Whangarei Netball Centre terminated if any fees (including Membership Fees) or other payments to the Whangarei Netball Centre, Netball Northern or NNZ are due and outstanding and remain unpaid. Before such termination can occur, the Whangarei Netball Centre, Netball Northern 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 shall 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 the Whangarei Netball Centre, Netball Northern and NNZ terminated if:
- (a) the Whangarei Netball Centre 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 Northern Board decides to do so under the Netball Northern Constitution; or
 - (d) the Whangarei Netball Centre Board , or any sub-committee of the Whangarei Netball Centre Board , after reasonable inquiry, considers that the Member did not or is unable to comply with a reasonable Whangarei Netball Centre Board decision, the NNZ Constitution, Netball Northern Constitution, this Whangarei Netball Centre Constitution, NNZ Regulations, Netball Northern Regulations, the Whangarei Netball Centre Regulations or any policies or reasonable directions of the NNZ Board, the Netball Northern Board or the Whangarei Netball Centre 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 Northern Board and/or the Whangarei Netball Centre 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 and/or the Netball Northern Board and/or Whangarei Netball Centre Board meeting 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 Whangarei Netball Centre 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 Whangarei Netball Centre General Meeting or NNZ Council Meeting, whichever applies, do so in favour of such appeal. Where a Member appeals against a decision of the Whangarei Netball Centre Board or the Whangarei Netball Centre Judiciary Committee under this Rule, the decision of the Whangarei Netball Centre General Meeting shall be final, and Rule 19.3(Appeals) shall not apply.
- 12.7 Membership, which has been terminated under this Whangarei Netball Centre Constitution, may be reinstated at the discretion of the Members at a subsequent Whangarei Netball Centre General Meeting, unless the termination was determined by the NNZ or Netball Northern in which case the Member may only be reinstated at the discretion of the NNZ at a NNZ Council Meeting or at the discretion of Netball Northern at a Netball Northern General Meeting, whichever applies.
- 12.8 A Member which ceases to be a Member of the Whangarei Netball Centre, Netball Northern and/or NNZ shall forfeit all rights in and claims upon the Whangarei Netball Centre, Netball Northern and NNZ and their property, and shall not use any property of the Whangarei Netball Centre, Netball Northern or NNZ, including Intellectual Property

PART III - OFFICERS AND BOARD.

13 OFFICERS

13.1 The Officers of the Whangarei Netball Centre shall be:

(a) the Patron

13.2 The Patron shall be invited by the Whangarei Netball Centre Board to be Patron. S/he shall be entitled to attend and speak at the Whangarei Netball Centre General Meetings but shall have no right to vote.

14 WHANGAREI NETBALL CENTRE BOARD

14.1 Role of the Whangarei Netball Centre Board :

The Whangarei Netball Centre Board is responsible for determining and developing strategies, policies and financial agreements of, and for, the Whangarei Netball Centre.

14.2 Membership of the Whangarei Netball Centre Board shall consist of:

(a) Up to four persons elected by the Whangarei Netball Centre AGM under 14.3.1 (together called Elected Board Members); and

(b) up to three (3) persons appointed by the Whangarei Netball Centre Board Appointment Panel, under rule 14.3.4 (Appointed Board Members).

(c) An uneven number of members
Collectively called Board Members

14.3 Election / Appointment of the Whangarei Netball Centre Board

14.3.1 The elected Board members shall be elected by a majority of those entitled to vote at the Whangarei Netball Centre Annual General Meeting, following nomination by at least one (1) Member Club/School.

14.3.2 Nominations for Board Members must be made on the approved form and shall be received at the registered office of the Whangarei Netball Centre by not less than fourteen (14) days before the dates set for the Whangarei Netball Centre Annual General Meeting.

14.3.3 The appointed Board Members shall be appointed by the Whangarei Netball Centre Board Appointment Panel, under Rule 14.3.6, 14.3.7 and 14.4.

14.3.4 The Whangarei Netball Centre Board Appointment Panel shall be established by the Whangarei Netball Centre Board by no less than 14 days before the dates set for the Whangarei Netball Centre AGM each year. It shall consist of three persons, with at least two (2) people being external to Whangarei Netball Centre.

14.3.5 Subject to Rule 14.11, applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of Whangarei Netball Centre by not less than 14 days before the dates set for the Whangarei Netball Centre AGM or 14 days before the Whangarei Netball Centre Board Appointment Panel is due to meet where it is required to determine a replacement for an Appointed

Board Member who has been removed under 14.11. In addition the Whangarei Netball Centre Board Appointment Panel may advertise publicly or invite applications for Appointed Board Members.

- 14.3.6 An applicant for an Appointed Board Member may also be a nominee for an Elected Board Member, provided that if such nominee is elected as an Elected Board Member at the Whangarei Netball Centre AGM, their application as an Appointed Board Member shall automatically be withdrawn. Whangarei Netball Centre shall forward all applications for Appointed Board Members (together with all nominations for Elected Board Members) to the Whangarei Netball Centre Board Appointment Panel.
- 14.3.7 Subject to Rule 14.11 following assessment, and if necessary considering further information obtained from the applicants the Whangarei Netball Centre Board Appointment Panel shall determine, within 14 days after the Whangarei Netball Centre AGM, the Appointed Board Members or where an appointed Board Member has been removed (under 14.11), within 14 days of the Whangarei Netball Centre General Meeting in which that resolution was passed. The number of appointed Board Members shall be such number as is necessary to maintain up to three Appointed Board Members to the Board.
- 14.3.8 Following the election and appointment of Board Members under Rules 14.3.1 and 14.3.7;
- The Whangarei Netball Centre Board Members shall, within one (1) month of the end of the Annual General Meeting, appoint a Chairperson of the Whangarei Netball Centre Board from within their number.
- 14.3.9 No more than two (2) members from a Member Club/School may be elected to serve on the Whangarei Netball Centre Board at any one time.
- 14.3.10 No person who is employed by Whangarei Netball Centre may be a Board Member

14.4 Term of Office of the Board Members

- 14.4.1 The term of office for all Board Members shall be two (2) years expiring at the conclusion of the relevant Annual General Meeting.

The commencement of the terms of office for Board Members shall be staggered so as to ensure a rotation of Board Members over a two year period and this will be determined at the first meeting of the Whangarei Netball Centre Board.

- 14.4.2 If the rotation of Board members is affected due to a vacancy on the Board or any other reason, the term of office of a Board Member or Board Members may be reduced by agreement of the Board and the Board member concerned, or failing such agreement by a majority vote of the Board.

Any Board Member may be re-elected (under Rule 14.3.1) or reappointed (under 14.3.7) to the Board for a maximum of two subsequent and consecutive terms of office, except that a Board member may be re-elected or re-appointed to a further and subsequent term of office provided that the Board members' total service does not exceed six years.

14.5 Rights Board Members

All Board Members shall have the right to attend, speak and vote at all Whangarei Netball Centre Board Meetings.

14.6 Vacancies on the Whangarei Netball Centre Board

14.6.1. Subject to rule 14.6.2 and 14.6.3 any vacancy in the Whangarei Netball Centre Board that occurs during any Board Member's term of office may be filled by the Whangarei Netball Centre Board

14.6.2 Where the vacancy in rule 14.6.1 is an Elected Board member the term of office for the Whangarei Netball Centre Board Member appointed to fill such vacancy shall expire at the conclusion of the next Whangarei Netball Centre AGM, at which time the person to fill the vacancy shall be elected under Rule 14.3.

14.6.3 Where the vacancy in Rule 14.6.1 is an Appointed Board Member, the term of the office for the Whangarei Netball Centre Board Member appointed to fill the vacancy shall expire at the conclusion of the next Whangarei Netball Centre AGM at which time the person to fill the vacancy shall be appointed under rule 14.3.5

14.7 Powers of the Whangarei Netball Centre Board

The Whangarei Netball Centre Board shall have the power to:

- (a) Whangarei Netball Centre Board shall appoint up to 5 members to the Competition and Game Officials Subcommittee and shall appoint up to 5 members to the Game Development Subcommittee from applications received.
- (b) develop and implement the Whangarei Netball Centre Regulations, strategies, policies and procedures for the administration, promotion and development of the Whangarei Netball Centre and Netball played under its auspices;
- (c) develop and implement policies and Whangarei Netball Centre Regulations to prudently manage, protect and enhance Whangarei Netball Centre finances and property;
- (d) employ staff and determine the terms and conditions of appointment, and, if necessary, terminate such appointment;
- (e) 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;
- (f) establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Whangarei Netball Centre;
- (g) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Whangarei netball Centre Board ;
- (h) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (i) enforce the Rules of Netball;
- (j) determine the yearly calendar for tournaments, events and competitions held under the auspices of the Whangarei Netball Centre which do not conflict with the yearly calendars of Netball Northern and NNZ;
- (k) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for the Whangarei Netball Centre representative netball

teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;

- (l) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within Whangarei Netball Centre, (except as otherwise specified in this Whangarei Netball Centre Constitution or the Whangarei Netball Centre Regulations), and, if necessary, terminate such appointments;
- (m) select Netball Teams and squads to represent the Whangarei Netball Centre;
- (n) subject to this Whangarei Netball Centre Constitution, fill vacancies of the Whangarei Netball Centre Board , any commissions, committees and other groups which are established by it;
- (o) determine the conditions and rules of tournaments, events and competitions, held by or under its auspices;
- (p) appoint and administer the Whangarei Netball Centre Judiciary Committee;
- (q) discipline Members as specified under Rules 12 and 19;
- (r) develop programs for playing, coaching , umpiring and officiating Netball, and implement them as agreed by NNZ, and Netball Northern together with national and Zone programs for the Zone;
- (s) resolve and determine any disputes or matters not provided for in this Whangarei Netball Centre Constitution;
- (t) do all other acts and things which are within the Powers and Objects of the Whangarei Netball Centre and which the Whangarei Netball Centre Board considers appropriate.

14.8 Meetings of the Whangarei Netball Centre Board

- 14.8.1 The Whangarei Netball Centre Board shall meet at such places and times, and in such manner as it shall determine.
- 14.8.2 The Chairperson shall chair the Whangarei Netball Centre Board meetings, or in his/her absence any other Board Member as determined by the Whangarei Netball Centre Board.
- 14.8.3 A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Whangarei Netball Centre Board Members shall be as valid and effectual as if it had been passed at a meeting of Whangarei Netball Centre Board. Any such resolution may consist of several documents in like form each signed by one of more Board Members.
- 14.8.4 A meeting of the Whangarei Netball Centre 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. Any charges for remote access are to be at the Board Member's own expense, unless waived by the Board in a majority vote;

- (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Whangarei Netball Centre Board and such notice specifies that Board Members are not required to be present in person at the meeting;
- (c) if a failure in communications prevents Rule 14.8.4 (a) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned.
- (d) A Board Member who is absent from two Whangarei Netball Centre Board meetings without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Whangarei Netball Centre Board Member.

14.9 Voting at the Whangarei Netball Centre Board Meetings

Each Board Member shall have one vote at the Whangarei Netball Centre Board Meetings. All decisions and resolutions of the Whangarei Netball Centre Board shall be determined by a vote of a majority of Board Members present at the Whangarei Netball Centre Board Meeting. Subject to Rule 14.8.3, voting may be verbal, by show of hands, or secret ballot (if required by any Board Member). The chair shall hold the casting vote.

14.10 Quorum for Whangarei Netball Centre Board Meetings

There shall not be less than two-thirds elected Board members present at a Whangarei Netball Centre Board meeting (including a meeting held under Rule 14.8.4 to constitute a quorum.

14.11 Removal of a Board Member

- 14.11.1 Subject to Rules 14.11.2 and 14.11.3 the Members in a Whangarei Netball Centre Special General Meeting, called for this purpose, may by resolution remove any Board Member, before the expiration of their term of office. The vacancy shall be filled in accordance with Rule 14.6.1.
- 14.11.2 Upon the Board receiving a request for a Whangarei Netball Centre Special General Meeting as specified in Rule 15.2 for the purposes of removing a Board Member under Rule 14.11.1, a notice shall be sent in accordance with Rule 15.9 and to the Board Member concerned.
- 14.11.3 Following notification under Rule 14.11.2, and before voting on the resolution to remove a Board Member under Rule 14.11.1, the Board Member affected by the proposed resolution, shall be given the opportunity prior to, and at, the Whangarei Netball Centre Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule 15.9 about the proposed resolution.

PART IV - GENERAL MEETINGS

15 GENERAL MEETINGS

15.1 Annual General Meetings

15.1.1 The Annual General Meeting of the Whangarei Netball Centre (called the Whangarei Netball Centre Annual General Meeting) shall be held no later than the third week in March in each year.

15.1.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Whangarei Netball Centre Constitution.

15.2 Special General Meetings

Special General Meetings may be called at any time by a minimum of six (6) Member Clubs/Schools (but not Life Members), or by the Whangarei Netball Centre Board , by written notice to the Whangarei Netball Centre Board .

15.3 Chairperson

The Chairperson of a General Meeting shall be the Board Chairperson, or in her/his absence the Board will appoint a Board Member to chair the meeting.

15.4 Delegates

15.4.1 The delegates for a Whangarei Netball Centre General Meeting shall be:

- (a) Two (2) individuals elected or appointed by each Member Club/School
- (b) One (1) Board Member appointed by the Whangarei Netball Centre Board
(called "Delegates")

15.4.2 The Chairperson and Whangarei Netball Centre Staff cannot act as Delegates.

15.4.3 No individual shall act as a Delegate for more than one (1) Member Club/School at the same Whangarei Netball Centre General Meeting.

15.4.4 The names of the Delegates shall be advised to the Whangarei Netball Centre prior to the commencement of each General Meeting.

15.4.5 Subject to Rule 15.11 each Delegate shall represent and vote on behalf of their Member Club/School or the Whangarei Netball Centre Board, as the case may be.

15.4.6 All Members are entitled to attend and speak at General Meetings, but shall have no right to vote, unless the Member is represented by a Delegate in which case s/he has the rights of a Delegate under Rule 15.4.

15.5 Powers of General Meeting

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

- (a) determine major strategic directions of the Whangarei Netball Centre;
- (b) alter this Constitution;
- (c) review the Whangarei Netball Centre's performance;
- (d) be the final arbiter on matters referred to it under this Constitution, and
- (e) elect the Board Members.

15.6 Notice of AGM

15.6.1 Not less than twenty eight (28) days written notice shall be given by the Whangarei Netball Centre to:

- (a) Officers and Appointed Personnel of the Whangarei Netball Centre;
- (b) Member Clubs/Schools;
- (c) Life Members; and
- (d) The registered offices of NNZ and Netball Northern,

of:

- (i) the date and place for the Whangarei Netball Centre Annual General Meeting;
- (ii) the closing date for nominations of elections and items of business (under Rule 15.8) to be submitted.

15.6.2 The notice of the Whangarei Netball Centre Annual General Meeting shall also be placed in a local newspaper as determined by the Whangarei Netball Centre Board as a means of advising all Members who are not listed in Rule 15.6.1.

15.7 Agenda Items from Members

Not less than twenty one (21) days before the date set for the Whangarei Netball Centre Annual General Meeting, agenda items (including any proposed alterations to this Constitution) must be received by the Whangarei Netball Centre Board. See 15.6.1

15.8 Agenda and Business to be discussed

15.8.1 The business, which must be discussed at the Annual General Meeting, includes:

- (a) the Annual Report of the Whangarei Netball Centre;
- (b) items of business of which notice has been given under Rule 15.7;
- (c) elections of the Board Members and
- (d) any alterations to the Whangarei Netball Centre Constitution.

15.8.2 An agenda containing the business to be discussed at the Whangarei Netball Centre Annual General Meeting shall be forwarded to those Members listed in Rule 15.6.1 by no later than ten (10) 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.

15.9 Notice of Special General Meetings

Upon receipt of a request for a Special General Meeting under Rule 15.2 not less than twenty eight (28) days written notice must be given to those Members listed in Rule 15.6.1 by the Whangarei Netball Centre of:

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

15.10 Vote at General Meetings

15.10.1 Each Member Club/School with delegates present at a Whangarei Netball Centre General Meeting shall be entitled to:

- One (1) vote for up to three registered teams
- Two (2) votes for four or more registered teams

15.10.2 Life Members present at a General Meeting shall be entitled to one (1) vote.

15.10.3 The Whangarei Netball Centre Board delegate shall be entitled to one (1) vote.

15.10.4 Voting shall be by a majority of those Delegates present except for alterations to this 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.

15.10.5 Voting may be by a show of hands, or if requested by any Delegate, by secret ballot.

15.10.6 The Chairperson of the meeting shall have a casting vote.

15.10.7 There shall be no proxy votes.

15.10.8 The method of voting shall be as specified in the Regulations.

15.11 Postal Votes

Where the Whangarei Netball Centre Board considers it appropriate to do so, voting for a Whangarei Netball Centre General Meeting may occur by post. For the purpose of this Rule "post" includes facsimile, electronic mail, or other form of visible or other electronic communication. The procedure for postal voting shall be as specified in the Regulations.

15.12 Quorum

At least eight (8) Member Clubs/Schools Delegates must be present at a General Meeting to constitute a quorum.

PART V - FINANCIAL MATTERS

16 FINANCIAL YEAR

16.1 The financial year of the Whangarei Netball Centre shall end on the 30th day in November in each year, and may be altered from time to time by the Whangarei Netball Centre Board.

17 ANNUAL REPORT

17.1 The Whangarei Netball Centre Board shall prepare an Annual Report for presentation to the Whangarei Netball Centre Annual General Meeting which contains:

- (a) the audited financial statements as required under the Act; and
- (b) an annual report of the year's activities.

(collectively known as the "Annual Report").

17.2 The annual financial statements in Rule 17.1(a) shall be audited by an auditor appointed by the Whangarei Netball Centre Board. The auditor shall be a practising chartered accountant.

18 COMMON SEAL

18.1 Whangarei Netball Centre shall have a common seal.

18.2 The Whangarei Netball Centre Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, provided that any contract made between Whangarei Netball Centre and an individual must be in writing and signed by a person authorised by the Whangarei Netball Centre Board and sealed with a common seal subject to the Act.

PART VI - DISCIPLINE OF MEMBERS

19 JUDICIARY COMMITTEE -

19.1 Matters which may be referred to Whangarei Netball Centre Judiciary Committee

Without limiting the Whangarei Netball Centre Board's powers under Rule 12, the following matters may be referred for investigation and determination by the Judiciary Committee in the sole discretion of the Whangarei Netball Centre 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 the Whangarei Netball Centre Constitution, Netball Northern Constitution, NNZ Constitution, the Whangarei Netball Centre Regulations, the Netball Northern Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the Netball Northern Board, a Whangarei Netball Centre General Meeting, the Whangarei Netball Centre Board or any committee, or under any ruled of an Event; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects of NNZ, the objects of Netball Northern and/or Whangarei Netball Centre and/or Netball; or
 - (iii) brought NNZ, Netball Northern and/or Whangarei Netball Centre or Netball into disrepute;
 - (iv) as per the WNC Regulations where the allegations involve verbal abuse or violence; or

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

19.2 Judiciary Committee Process

- 19.2.1 The Whangarei Netball Centre Board may commence investigatory or disciplinary proceedings ("Proceedings") against a Defendant by referring the matter to the Whangarei Netball Centre Judiciary Committee to hear a matter or matters under the Whangarei Netball Centre Regulations.
- 19.2.2 The Whangarei Netball Centre Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Whangarei Netball Centre Board and shall include up to 2 Board members and 1 or 2 nominated independent appointees which will be independent to the Board. The Board shall appoint a Chairperson from one of the members appointed to the Whangarei Netball Centre Judiciary Committee.
- 19.2.3 Any referral to the Judiciary Committee shall be made and determined in accordance with the Whangarei Netball Centre Regulations.

19.3 APPEALS

- 19.3.1 Subject to Rule 12.6, a Defendant, any other party to the Proceedings, or the Whangarei Netball Centre Board may, within fourteen (14) days of receiving the decision of the Whangarei Netball Centre Judiciary Committee, appeal that decision to the Netball Northern Judiciary Committee, in accordance with the Netball Northern Constitution and Netball Northern Regulations.

PART VII - MISCELLANEOUS

20 APPLICATION OF INCOME

- 20.1 The income and property of the Whangarei Netball Centre shall be applied solely towards the promotion of the Objects.
- 20.2 Except as provided in this Whangarei Netball Centre Constitution:
- (a) no portion of the income or property of the Whangarei Netball Centre 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 Whangarei Netball Centre to any Member, Board Member or Officer.
- 20.3 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 the Whangarei Netball Centre whether as an employee or otherwise;
 - (b) goods supplied to the Whangarei Netball Centre in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member, Board Member or Officer;
 - (d) rent for premises demised or let by any Member, Board Member or Officer to the Whangarei Netball Centre;
 - (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of Whangarei Netball Centre or any other reason;

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

21 ALTERATION TO THIS CONSTITUTION

- 21.1 Subject to Rule 21.2, this Whangarei Netball Centre Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a Whangarei Netball Centre General Meeting.
- 21.2 No alteration to Rule 3 (Objects), Rule 20 (Application of Income) or Rule 23, (Liquidation) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Whangarei Netball Centre Constitution and shall be included and implied into any Constitution replacing this Whangarei Netball Centre Constitution.
- 21.3 Notice of an intention to alter this Whangarei Netball Centre Constitution must be given by at least three (3) Members (but not Life Members) or the Whangarei Netball Centre Board, to the Whangarei Netball Centre Board no later than twenty eight (28) days prior to a Whangarei Netball Centre General Meeting.

22 REGULATIONS

- 22.1 The Whangarei Netball Centre Board may determine and amend such Whangarei Netball Centre Regulations as it considers necessary or desirable. Such Whangarei Netball Centre Regulations must be consistent with the NNZ Constitution, the Netball Northern Constitution and the Objects of this Whangarei Netball Centre Constitution and any directives given by a Whangarei Netball Centre General Meeting.
- 22.2 All Whangarei Netball Centre Regulations shall be binding on the Members.
- 22.3 All Whangarei Netball Centre Regulations and any amendments to them shall be advised to all Members in writing or electronically as approved by the Whangarei Netball Centre Board.

23 LIQUIDATION

- 23.1 The Whangarei Netball Centre may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those entitled to vote at a Whangarei Netball Centre General Meeting pass a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Whangarei Netball Centre 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.
- 23.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the Whangarei Netball Centre.
- 23.3 Any surplus assets of the Whangarei Netball Centre, after payment of all costs, debts, and liabilities, shall subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to some body or bodies having objects similar to the Objects.
- 23.4 The body or bodies in Rule 23.3 must prohibit the distribution of its or their income and property among its or their members to at least the same or greater an extent as is imposed on Whangarei Netball Centre under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.

23.5 The body or bodies in Rule 23.3 and 23.4 shall be determined by the Members in a Whangarei Netball Centre General Meeting at or before the time of liquidation. If the Members are unable to decide the body or bodies shall be determined by the liquidator.

24 INDEMNITY

Whangarei Netball Centre shall indemnify its Board Members, Officers, Appointed Personnel and employees against all damages and costs (including legal costs) for which any 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 wilful 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 Whangarei Netball Centre Board ; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Whangarei Netball Centre.

25 COLOURS

25.1 The colours of the Whangarei Netball Centre shall be Royal Blue and White and as described in Regulations.

25.2 Members acknowledge and agree these colours are for the exclusive use of the Whangarei Netball Centre and not for use by Member Club teams and/or Member School teams.

26 DISPUTES AND MATTERS NOT PROVIDED FOR

26.1 Subject to Rule 26.2, if any dispute arises out of the interpretation of the Whangarei Netball Centre Constitution of the Whangarei Netball Centre Regulations, or any matter arises which is not provided for in this Whangarei Netball Centre Constitution or the Whangarei Netball Centre Regulations, then such dispute or matter shall be referred in writing to the Whangarei Netball Centre Board, whose decision shall be final and binding.

26.2 If the dispute or matter in Rule 26.1 is between the Whangarei Netball Centre Board and a Member, or between any one (1) or more Board Members, ("the parties") the dispute or matter shall be resolved by the following process:

- (a) by the parties acting in good faith to seek an agreement; or failing such agreement;
- (b) by a party or the parties appointing an independent person to mediate between them; or failing agreement at such mediation;
- (c) by arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Whangarei Netball Centre Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the Northland District Law Society. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

The words and phrases used in this Whangarei Netball Centre Inc Constitution shall mean as follows:

"Act" means the Incorporated Societies Act 1908 and its amendments.

"Annual General Meeting" means the Whangarei Netball Centre General Meeting held annually as described in Rule 15.1.

"Annual Report" means the report described under Rule 17.1 (a) and (b).

"Appointed Personnel" means individuals who are appointed by the Netball Centre Board to position of responsibility within the Whangarei Netball Centre and which are unpaid, and includes selectors and examiners.

"Board Members", means the Board members elected or appointed to the Whangarei Netball Centre Board under Rule 14.3

"Board" means Board as defined in 14.2 (a), (b), (c)

"Chairperson", means the individual appointed by Whangarei Netball Centre Board Members under Rules 14.3.8 and 14.8.2

"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 Whangarei Netball Centre Constitution"** means the constitution of Whangarei Netball Centre Incorporated.

"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/School or the Whangarei Netball Centre Board at a Whangarei Netball Centre General Meeting.

"Event" means:

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

"General Meeting" means the Annual General Meeting or a Special General Meeting of the Whangarei Netball Centre held under Rule 15.1 or 15.2 respectively.

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

"INF" means the International Netball Federation or such other name or entity as is determined by INF, which administers and promotes netball internationally.

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

"Judiciary Committee" means a committee appointed by the Whangarei Netball Centre Board as set out in Rule 19.

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

"Members" mean the members of the Whangarei Netball Centre as described in Rule 5.

"Member Club" means a member of the Whangarei Netball Centre as described in Rule 7.1.

"Membership Fee" means the fee or fees or levies payable to the Whangarei Netball Centre under Rule 9.

"Member School" means a member of the Whangarei Netball Centre as described in Rule 7.2.

"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 Whangarei Netball Centre Board.

"Netball Manager" means the administrator of Whangarei Netball Centre for the time being employed under Rule 14.7c.

"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.

"Objects" means the objects of the Whangarei Netball Centre described under Rule 3.

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

"Objects of the Zone Entity" means the objects of Netball Northern as described in the Netball Northern Constitution.

"Patron" means the individual appointed under Rule 13.1.

"Powers" means the powers of the Whangarei Netball Centre described under Rule 4.

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

"Regulations" means the regulations determined under Rule 22.

"Rule" means a rule of this Whangarei Netball Centre Inc Constitution.

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

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

"Special General Meeting" means a Whangarei Netball Centre General Meeting, which is not an Annual General Meeting as described in Rule 15.2.

"Subcommittees"

"Competitions and Games Officials" subcommittee is responsible for all netball played under WNC jurisdiction which includes organisation of competition, umpires, bench personnel and anyone who is officiating at any netball games.

"Game Development" subcommittee means coach development, representative and leadership.

"WNC" means Whangarei Netball Centre

"Zone" means the geographical area described as Netball Northern defined in the NNZ Regulations and **"Zonal "** has the same meaning.

"Zone Entity" means the incorporated society known as "Netball Northern Incorporated" and which is a member of NNZ.

"Zone Entity Board" means the board of Netball Northern as defined in the Netball Northern Constitution.

"Zone Entity Constitution" means the Constitution of Netball Northern Inc.

"Zone Entity Judiciary Committee" means the judiciary committee as defined in the Netball Northern Inc Constitution.

"Zone Entity Regulations" means the regulations of Netball Northern Inc.