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NETBALL NEW ZEALAND

CONSTITUTION OF
[Insert name of Netball Centre]
INCORPORATED

October 2012

TABLE OF CONTENTS

Note: words used in this [NC] Constitution are defined at the end of the [NC] Constitution in Rule 27

PART I	OBJECTS AND POWERS.....	1
RULE 1	NAME.....	1
RULE 2	REGISTERED OFFICE.....	1
RULE 3	OBJECTS.....	1
RULE 4	POWERS.....	2
PART II	MEMBERSHIP.....	4
RULE 5	CATEGORIES OF MEMBERS.....	4
RULE 6	INDIVIDUAL MEMBERS.....	4
RULE 7	MEMBER CLUBS AND MEMBER SCHOOLS.....	5
RULE 8	LIFE MEMBERS.....	5
RULE 9	MEMBERSHIP FEES.....	6
RULE 10	MEMBERSHIP RIGHTS AND OBLIGATIONS.....	6
RULE 11	REGISTER OF MEMBERS.....	7
RULE 12	TERMINATION OF MEMBERSHIP.....	7
PART III	OFFICERS AND [NC] BOARD OR EXECUTIVE COMMITTEE.....	9
RULE 13	PRESIDENT AND PATRON.....	9
RULE 14	[NC] BOARD OR	
RULE 13	OFFICES	
RULE 14	EXECUTIVE COMMITTEE.....	10
PART IV	[NC] GENERAL MEETINGS.....	17
RULE 15	[NC] GENERAL MEETINGS.....	17
PART V	FINANCIAL MATTERS.....	20
RULE 16	FINANCIAL YEAR.....	20
RULE 17	ANNUAL REPORT.....	20
RULE 18	COMMON SEAL.....	21
PART VI	DISCIPLINE OF MEMBERS.....	21
RULE 19	[NC] JUDICIARY COMMITTEE.....	21
PART VII	MISCELLANEOUS.....	22
RULE 20	APPLICATION OF INCOME.....	22
RULE 21	ALTERATION TO THE RULES.....	23
RULE 22	[NC] REGULATIONS.....	23
RULE 23	LIQUIDATION.....	23
RULE 24	INDEMNITY.....	24
RULE 25	COLOURS.....	24

RULE 26	DISPUTES AND MATTERS NOT PROVIDED FOR.....	24
RULE 27	DEFINITIONS.....	25

Note: words used in this [NC] Constitution are defined at the end of the [NC] Constitution in Rule 27

CONSTITUTION OF [NETBALL CENTRE "NC"] INCORPORATED

PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be "[insert name of Netball Centre] Incorporated" commonly known as [insert name of NC].

2 REGISTERED OFFICE

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

3 OBJECTS

The Objects of [NC] 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 [ZONE] and NNZ and as such enforce the rules and regulations of [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 [NC] 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 [NC], [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, [ZONE], [NC] 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, [ZONE],[NC] 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 [NC] 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 [NC] 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 [NC];
- (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 [NC];
- (i) contract, engage or otherwise make arrangements with any person or organisation to fulfill the Objects of [NC];
- (j) be a member and contribute to the administration and promotion of [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 [NC];
- (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 INF 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 [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 [ZONE] and NNZ;
- (r) to award, grant or otherwise honour achievement and services to [NC] and to netball generally;
- (s) select Netball teams and squads to represent the [NC];
- (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 [NC] and for that purpose, to utilise any of the assets of or held on behalf of [NC];
- (u) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of [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 [NC], or with which [NC] is authorised to amalgamate or generally for any purpose designed to benefit [NC];
- (w) do any other acts or things which further the Objects of [NC], provided that the above powers shall not limit the rights and powers of [NC] 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 Centre.

PART II - MEMBERSHIP

5 CATEGORIES OF MEMBERS

- 5.1 The categories of membership of [NC], (collectively called "Members") shall be:
- (a) **Individual Members:** as described in Rule 6.
 - (b) **Member Clubs:** as described in Rule 7.1.
 - (c) **Member Schools:** as described in Rule 7.2.
 - (d) **Life Members:** being persons who have been granted a Life Membership of [NC] (under Rule 8) for outstanding contribution or service to Netball or [NC].
 - (e) **Other categories:** being any other category or categories of membership of [NC] determined by the [NC] 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 Club, or
 - (b) a person who is a registered member of a Member School Net ball team, or
 - (c) an Officer or other Appointed Personnel of [NC], or
 - (d) a Club Official, or
 - (e) a School Official, or
 - (f) an individual who:
 - (i) plays, or
 - (ii) umpires or officiates, or
 - (iii) coaches or manages any Netball Team competing, in any Netball game held by or under the auspices of [NC], a Member Club or a Member School.
- 6.2 An individual in Rule 6.1 will become an Individual Member upon, any of the following:
- (a) becoming a member of [NC], a Member Club or a Member School, and paying the Membership Fee and/or any other fees due to [NC] and/or that Member Club

and/or that Member School; or

- (b) the individual's election or appointment as an Officer, Appointed Personnel, a Club Official or School Official.

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 or Member School respectively, by making written application to the [NC] Board together with payment of the Membership Fee and/or any other fees due to [NC]. The [NC] Board shall in its discretion decide whether a club or school may become a Member Club or Member School of [NC].

8 LIFE MEMBERS

- 8.1 A person shall become a Life Member of [NC] by nomination, recommendation and then vote by two-thirds majority of those entitled to vote at a [NC] General Meeting. Such process shall be carried out in accordance with the [NC] 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 [NC] General Meeting unless s/he is a Delegate.

9 MEMBERSHIP FEES

- 9.1 The [NC] Board shall determine:
 - (a) the membership fee and/or other fees ("the Membership Fee") payable by Members to [NC];
 - (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, [ZONE] and [NC] and they are each bound by the NNZ Constitution, NNZ Regulations, [ZONE] Constitution, [ZONE] Regulations, this [NC] Constitution and [NC] Regulations;

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

11 REGISTER OF MEMBERS

- 11.1 The [NC] 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 [NC] 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 [NC] within fourteen (14) days of such change or as otherwise requested by the [NC]. The [NC] shall then forward such details to the [ZONE] in accordance with the [ZONE] Constitution.
- 11.3 The [NC] 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 [NC] by giving notice in writing to the [NC] Board. Upon payment of any debts or outstanding fees to [NC], that Member's membership of [NC] will automatically cease.
- 12.2 An Individual Member who withdraws their membership of [NC] or has their membership terminated by [NC], shall be deemed to have also withdrawn or terminated

their membership of NNZ and [Zone].

- 12.3 A Member shall have its membership of [NC] terminated if any fees (including Membership Fees) or other payments to [NC], [ZONE] or NNZ are due and outstanding and remain unpaid. Before such termination can occur, [NC], [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 [NC], [ZONE] and NNZ terminated if:
- (a) the [NC] Judiciary Committee decides to do so under Rule 19;
 - (b) the NNZ Board decides to do so under the NNZ Constitution; or
 - (c) the [ZONE] Board decides to do so under the [ZONE] Constitution; or
 - (d) the [NC] Board, or any sub-committee of [NC] Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable [NC] Board decision, the NNZ Constitution, [ZONE] Constitution, this [NC] Constitution, NNZ Regulations, [ZONE] Regulations, [NC] Regulations or any policies or reasonable directions of the NNZ Board, [ZONE] Board or [NC] 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 [RE] Board and/or the [NC] 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, [RE] Board and/or [NC] 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 [NC] 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 [NC] General Meeting or NNZ Council Meeting, whichever applies, do so in favour of such appeal. Where a Member appeals against a decision of the [NC] Board or the [NC] Judiciary Committee under this Rule, the decision of the [NC] General Meeting shall be final, and Rule 19.3 (Appeals) shall not apply.
- 12.7 Membership, which has been terminated under this [NC] Constitution, may be reinstated at the discretion of the Members at a subsequent [NC] General Meeting, unless the termination was determined by the NNZ or [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 [ZONE]

at a [ZONE] General Meeting, whichever applies.

- 12.8 A Member which ceases to be a Member of [NC], [ZONE] and/or NNZ shall forfeit all rights in and claims upon [NC], [ZONE] and NNZ and their property, and shall not use any property of [NC], [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
PRESIDENT & PATRON AND
BOARD or EXECUTIVE COMMITTEE**

13 PRESIDENT & PATRON *[Centres may choose to have both, one or none]*

13.1 An [NC] shall have;

- (a) a Patron, and
- (b) a President;

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

13.3 The President shall be elected at the [NC] Annual General Meeting. S/he shall hold office for two (2) years. The President may be re-elected for one (1) subsequent and consecutive term of office only.

13.4 The President may attend and speak at [NC] Board and [NC] General Meetings, but shall have no right to vote, unless s/he is the Chairperson at a [NC] General Meeting, in which cases/he is entitled to the casting vote under Rule 15.10.3.

14 [NC] BOARD

14.1 Role of the [NC] Board

The [NC] Board is responsible for determining strategies, policies and financial arrangements of, and for, [NC].

14.2 Membership of the [NC] Board

Optional Clauses

The [NC] Board shall consist of:

- (a) three (3) persons elected by the [NC] Annual General Meeting, under Rule 14.3.1 ("Elected Board Members"),
- (b) four (4) persons appointed by the [NC] Board Appointment Panel, under Rule 14.3.7 ("Appointed Board Members")

OR

14.2 The [NC] Board shall consist of:

- (a) four (4) persons elected by the [NC] Annual General Meeting, under Rule 14.3.1 (c) (together called "Elected Board Members"); and
- (b) three (3) persons appointed by the [NC] Board Appointment Panel, under Rule 14.3.7 ("Appointed Board Members"), (collectively called "Board Members").

14.3 Election /Appointment of the [NC] Board

- 14.3.1 The Elected Board Members shall be elected by a majority of those entitled to vote at an [NC] Annual General Meeting, following nomination by at least one (1) Member Club or Member School.
- 14.3.2 Nominations for Elected Board Members may be made in the approved form and shall be received at the registered office of [NC] by not less than twenty (20) days before the date set for the [NC] Annual General Meeting.
- 14.3.3 The Appointed Board Members shall be appointed by the [NC] Board Appointment Panel, under Rule 14.3.7.
- 14.3.4 Subject to Rule 14.4, the [NC] Board Appointment Panel shall be established by the [NC] Board by no later than six weeks prior to the [NC] Annual General Meeting each year or at such other time as directed by a [NC] General Meeting following a removal of an Appointed Board member under Rule 14.12. It shall consist of three (3) persons being:
- (a) two (2) nominees from relevant local bodies e.g. Regional Sports Trust or equivalent organisations, as determined by the [NC] Board,
 - (b) one (1) other person nominated by the [NC] Board,
- 14.3.5 Subject to Rule 14.12, applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of [NC] by no later than twenty (20) days before the [NC] Annual General Meeting or twenty (20) days before the [NC] 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 Rule 14.12). In addition the [NC] 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 [NC] Annual General Meeting, their application as an Appointed Board Member shall automatically be withdrawn. The Board shall forward all applications for Appointed Board Members (together with all nominations for Elected Board Members) to the [NC] Board Appointment Panel.

14.3.7 Subject to Rule 14.12, following assessment, and if necessary considering further information obtained from the applicants, the [NC] Board Appointment Panel shall determine, within fourteen (14) days after the [NC] Annual General Meeting, the Appointed Board Members or where an Appointed Board member has been removed (under Rule 14.12), within fourteen (14) days of the [NC] General Meeting in which that resolution was passed. The number of appointed Board Members shall be such number as is necessary to maintain **three (3) /four (4)** Appointed Board Members on the Board.

14.3.8 Following the election and appointment of Board Members under Rules 14.3.1 and 14.3.7, the [NC] Board Members shall, within one (1) month of the end of the [NC] Annual General Meeting, appoint a Chairperson of the [NC] Board from within their number.

14.3.9 No person who is employed by, or otherwise provides services for reward to, [NC] may be a Board Member.

14.4 Term of Office of Board Members

14.4.1 The term of office for all Board Members (shall be three (3) years, expiring at the conclusion of the relevant [NC] 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 three year period.

14.4.2 If the rotation of the Board Members is affected due to a vacancy on the Board or any other reason, the term of office of a Board Member or Members may be reduced by agreement of the Board and The Board Member concerned or failing such agreement by majority vote of the Board. Any Board Member may be re-elected (under Rule 14.3.1) or re-appointed (under Rule 14.3.7) to the [NC] Board for a maximum of two (2) subsequent and consecutive terms of office, except that a Board member may be re-elected or re-appointed to a further subsequent and consecutive term of office providing that the Board Members' total service does not exceed nine years.

14.6 Rights of Board Members

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

14.7 Vacancies on the [NC] Board

14.7.1 Subject to Rule 14.7.2, any vacancy in the [NC] Board, which occurs during any Board Member's term of office, may be filled by the [NC] Board.

14.7.2 Where the vacancy in Rule 14.7.1 is an Elected Board Member, the term of office for the [NC] Board Member appointed to fill such vacancy shall expire at the conclusion of the next [NC] Annual General Meeting at which time the person to fill the vacancy shall be elected under Rule 14.3.1.

14.8 Powers of the [NC] Board

The [NC] Board shall have the power to:

- (a) develop and implement [NC] Regulations, strategies, policies and procedures for the administration, promotion and development of [NC] and Netball played under its auspices;
- (b) develop and implement prudent policies and [NC] Regulations to manage, protect and enhance [NC]'s finances and property;
- (c) Employ the CEO/General 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 [NC];
- (f) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the [NC] 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 [NC] which do not conflict with the yearly calendars of [ZONE] and NNZ;
- (j) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for [NC]'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 [NC], (except as otherwise specified in this [NC] Constitution or [NC]

Regulations), and, if necessary, terminate such appointments;

- (k) select Netball Teams and squads to represent the [NC];
- (l) subject to this [NC] Constitution, fill vacancies of the [NC] Board, any commissions, committees and other groups which are established by it;
- (m) determine the conditions and rules of tournaments, events and competitions, held by or under its auspices;
- (n) appoint and administer the [NC] Judiciary Committee;
- (o) discipline Members as specified under Rules 12 and 19;
- (p) develop programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ, and [ZONE] together with national and Zone programmes for the Zone;
- (q) resolve and determine any disputes or matters not provided for in this [NC] Constitution;
- (r) seek legal, financial and other professional advice as required;
- (s) appoint delegate/s as required to the Zone and NNZ Annual and/or General Meetings; and
- (t) do all other acts and things which are within the Powers and Objects of [NC] and which the [NC] Board considers appropriate.

14.9 Meetings of the [NC] Board

14.9.1 The [NC] Board shall meet at such places and times, and in such manner, as it shall determine.

Optional

14.9.2 The Chairperson shall chair [NC] Board meetings, or in his/her absence any other Board Member determined by the [NC] Board.

OR

14.9.2 The President shall chair [NC] meetings, or in his/her absence any other Executive Committee member determined by the [NC] Executive Committee.

14.9.3 A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the [NC] Board Members shall be as valid and effectual as if it had been passed at a meeting of [NC]

Board. Any such resolution may consist of several documents in like form each signed by one or more Board Members.

- 14.9.4 A meeting of the [NC] 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 [NC] 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 14.9.4(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.
- 14.9.5 Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.
- 14.9.6 A Board Member who is absent from a [NC] Board meeting without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.
- 14.9.7 The Board must ensure that minutes are kept of all Resolutions of the Board.

14.10 Voting at [NC] Board Meetings

Each Board Member shall have one vote at [NC] Board Meetings. All decisions and resolutions of the [NC] Board shall be determined by a vote of a majority of Board Members present at a [NC] Board Meeting. Subject to Rule 14.9.3, voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member). The Chair shall hold a casting vote.

14.11 Quorum for [NC] Board Meetings

There shall be no less than five (5) Board Members present at a [NC] Board meeting (including a meeting held under Rule 14.9.4) to constitute a quorum.

14.12 Removal of Board Member

- 14.12.1 Subject to Rules 14.12.2 and 14.12.3 the Members in a [NC] Special General Meeting, called for this purpose, may by resolution remove any Board Member, (except the Board Secretary/Manager), before the expiration of their term of office. Where that removed Board Member was an Appointed Board Member, the [NC] General Meeting shall request the [NC] Board Appointment Panel (under Rule 14.3.4) to appoint another person in their place and to hold office until the expiration of the term of the [NC] Board Member which s/he is replacing. Where that removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 14.7.2.
- 14.12.2 Upon the [NC] receiving a request for a [NC] Special General Meeting as specified in Rule 15.2 for the purposes of removing a Board Member under Rule 14.12.1, s/he shall send the notice in accordance with Rule 15.9 and to the Board Member concerned.
- 14.12.3 Following notification under Rule 14.12.2, 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 [NC] Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule about the proposed resolution.

14.13 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 12.11.

OR OFFICERS & EXECUTIVE COMMITTEE [Patron may be kept as well]

13. OFFICES

- 13.1 The Officers of [NC] shall be;

- (a) The President
- (b) The Vice President
- (c) The Secretary
- (d) The Treasurer
- (e) The Patron

- 13.2 The Officers shall each be elected annually at the [NC] Annual General Meeting. They shall hold office for one (1) year until the conclusion of the next [NC] Annual General Meeting. The Officers may each be re-elected for subsequent terms of office.
- 13.3 Nominations for the Officers shall be made in the same manner and at the same time as nominations for Elected Executive Committee Members under **Rule 14.3.2**
- 13.4 The President shall be the leader of the Executive Committee and shall chair all meetings including any [NC] General Meetings and Executive Committee Meetings. The President shall have the right to vote and also holds the casting vote under **Rule 15.10.3**
- 13.5 The Patron shall be invited by the Executive Committee to be Patron. S/he shall be entitled to attend and speak at [NC] General Meetings but shall have no right to vote.**

14. EXECUTIVE COMMITTEE

14.1 Role

The [NC] Executive Committee is responsible for determining strategies, policies and financial arrangements of and for the [NC]

14.2 Membership of the Executive Committee

The [NC] Executive Committee shall consist of;

- (a) The President, Vice-President, Secretary and Treasurer as elected under Rule 13.2.
- (b) Up to five (5) other persons elected by the [NC] Annual General Meeting under Rule 14.3.1

14.3 Election of the Executive Committee

- 14.3.1 The Elected Executive Committee Members shall be elected by a majority of those entitled to vote at a [NC] Annual General Meeting, following nomination by at least one (1) Member Club or Member School or Individual Member.

14.3.2 Nominations for Elected Executive Committee Members may be made in writing to the registered office of the [NC] in advance of the Annual General Meeting or if agreed by the Meeting taken from the floor at the Annual General Meeting.

14.4 Terms of Office

The Executive Committee Members shall each be elected annually at the [NC] Annual General Meeting. They shall each hold office for one(1) year until the conclusion of the next [NC] Annual General Meeting. The Executive Committee Members may each be re-elected for subsequent terms of office.

14.5 Rights of Executive Committee Members

All Executive Committee Members shall have the right to attend, speak and vote at all [NC] Executive Committee Meetings.

PART IV - [NC] GENERAL MEETINGS

15 [NC] GENERAL MEETINGS

15.1 [NC] Annual General Meetings

15.1.1 The annual general meeting of [NC] (called the "[NC] Annual General Meeting") shall be held no later than [date] in each year.

15.1.2 All [NC] General Meetings other than the [NC] Annual General Meeting shall be [NC] Special General Meetings and shall be held in accordance with this [NC] Constitution.

15.2 [NC] Special General Meetings

[NC] Special General Meetings may be called at any time by a minimum of three (3) Member Clubs or three (3) Member Schools (but not Life Members), or by the [NC] Board, by written notice to the [NC].

15.3 Chairperson

The Chairperson of a [NC] General Meeting shall be the President, or his/her nominee.

15.4 Delegates

15.4.1 The delegates for a [NC] General Meeting shall be:

- (a) two (2) individuals elected or appointed by each Member Club, (b) one (1) individual appointed by each Member School, and
- (b) one (1) Board Member appointed by the [NC] Board, (called "Delegates")

15.4.2 No individual shall act as a Delegate for more than one (1) Member Club or for more than one (1) Member School at the same [NC] General Meeting.

15.4.3 The names of the Delegates shall be advised to the [NC] prior to the commencement of each [NC] General Meeting.

15.4.4 Subject to Rule 15.11 each Delegate shall represent and vote on behalf of their Member Club, their Member School or the Board, as the case may be. [NC to determine the voting system – proportional etc]

15.4.5 All Members are entitled to attend and speak at [NC] 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 15.4.

15.5 Powers of [NC] General Meeting

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

- (a) determine major strategic directions of [NC]; (b) alter this [NC] Constitution;
- (b) review [NC]'s performance;
- (c) be the final arbiter on matters referred to it under this [NC] Constitution, and
- (d) elect the President [Officers] and the Elected Board Members.

15.6 Notice of AGM

15.6.1 Not less than thirty (30) days written notice shall be given by the [NC] to:

- (a) Officers and Appointed Personnel of [NC];
- (b) Member Clubs;
- (c) Member Schools;
- (d) Life Members; and
- (e) The registered offices of NNZ and [ZONE], of:
 - (i) the date and place for the [NC] 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 [NC] Annual General Meeting shall also be placed in local media as determined by the [NC] Board as a means of advising all Members who are not listed in Rule 15.6.1.

15.7 Nominations and Agenda Items

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

15.8 Agenda and Business to be discussed

15.8.1 The business which must be discussed at the [NC] Annual General Meeting includes:

- (a) the Annual Report of [NC],
- (b) items of business of which notice has been given under Rule 15.7,
- (c) elections of the President, [optional Officers] and Elected Board Members, and
- (d) any alterations to this [NC] Constitution.

15.8.2 An agenda containing the business to be discussed at the [NC] Annual General Meeting shall be forwarded to those Members listed in Rule 15.6.1 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.

15.9 Notice of [NC] Special General Meetings

Upon receipt of a request for a [NC] Special General Meeting under Rule 15.2 not less than twenty (20) days written notice must be given to those Members listed in Rule 15.6.1 by the [Board Secretary/Manager] of:

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

15.10 Voting at [NC] General Meetings

15.10.1 Each Delegate present at a [NC] General Meeting shall be entitled to one (1) vote.

15.10.2 Voting shall be by a majority of those Delegates present except for alterations to this [NC] 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.

15.10.3 Voting may be by a show of hands, or if requested by Delegate by secret ballot. The Chairperson of the meeting shall hold a casting vote. There shall be no proxy votes. The method of voting shall be as specified in the [NC] Regulations.

15.11 Postal Votes

Where the [NC] Board considers it appropriate to do so, voting for a [NC] 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 [NC] Regulations.

15.12 Quorum

At least one third of the total number of Member Clubs and Schools must be represented by a Delegate be present at a [NC] General Meeting to constitute a quorum.

PART V- FINANCIAL MATTERS**16 FINANCIAL YEAR**

16.1 The financial year of [NC] shall end on the [date/month] in each year.

17 ANNUAL REPORT

17.1 The Board shall prepare an Annual Report for presentation to the [NC] 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").

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

18 COMMON SEAL

18.1 [NC] shall have a common seal.

18.2 The [NC] 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

19 [NC] JUDICIARY COMMITTEE

19.1 Matters which may be referred to [NC] Judiciary Committee

Without limiting the [NC] Board's powers under Rule 12, the following matters may be referred for investigation and determination by the [NC] Judiciary Committee in the sole discretion of the [NC] 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 [NC] Constitution, [ZONE] Constitution, NNZ Constitution, the [NC] Regulations, the [ZONE] Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the [ZONE] Board, a [NC] General Meeting, the [NC] 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 [ZONE] and/or [NC] and/or Netball; or
 - (iii) brought NNZ, [ZONE] and/or [NC] or Netball into disrepute; or

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

19.2 Referral to [NC] Judiciary Committee

19.2.1 The Board may commence investigatory or disciplinary proceedings ("Proceedings") against a Defendant by referring the matter to the [NC] Judiciary Committee to hear a matter or matters under the [NC] Regulations.

19.2.2 The [NC] Judiciary Committee shall consist of not less than three (3) persons appointed annually by the [NC] Board. The Board shall appoint a Chairperson from one of the members appointed to the [NC] Judiciary Committee. No Board Member is eligible to sit on the [NC] Judiciary Committee.

19.2.3 Any referral to the [NC] Judiciary Committee shall be made and determined in accordance with the [NC] Regulations.

19.3 Appeals

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

PART VII -MISCELLANEOUS

20 APPLICATION OF INCOME

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

21 ALTERATION TO THIS CONSTITUTION

- 21.1 Subject to Rule 21.2, and the prior approval of the Board of NNZ, this [NC] Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a [NC] General Meeting.
- 21.2 No rule of this Constitution may be rescinded or altered nor a new rule added if the rescission, alteration or addition would affect the [NC] 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 [NC] 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 [NC] 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 [NC]’s eligibility to benefit from any relevant tax concession.
- 21.3 Notice of an intention to alter this [NC] Constitution must be given by a Member or the [NC] Board, to the [NC] no later than twenty (20) days prior to a [NC] General Meeting.

22 REGULATIONS

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

23 LIQUIDATION

- 23.1 [NC] may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those entitled to vote at a [NC] General Meeting pass a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent [NC] 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 liquidation, any property or assets remaining after the satisfaction of all the [NC]'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 [NC] by a majority of votes decides.

24 INDEMNITY

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

25 COLOURS

- 25.1 The colours of [NC] shall be as described in Regulations.
- 25.2 Members acknowledge and agree these colours are for the exclusive use of [NC] and not for use by Members.

26 DISPUTES AND MATTERS NOT PROVIDED FOR

- 26.1 If any dispute arises out of the interpretation of this [NC] Constitution or the [NC] Regulations, or any matter arises, which is not provided for in this [NC] Constitution or the [NC] Regulations, then such dispute or matter shall be referred in writing to NNZ, whose decision shall be final and binding.
- 26.2 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.

27 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.

[other definitions may be required depending on the format of structure determined]

The words and phrases used in this [NC] 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 Board Member" means a person appointed as a Board Member under Rule 14.3.7.

"Appointed Personnel" means individuals who are appointed by the [NC] 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 the Appointed Board Members elected and appointed to the [NC] Board, respectively under Rules 14.3.1 and 14.3.7.

"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 [NC] Constitution" means the constitution of [NC].
"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 [NC] Board at a [NC] 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 [NC];
- (b) any other competition, tournament, league or game sponsored by or conducted on behalf of [NC]; and
- (c) any competition, tournament, league or game at which the [NC] 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.

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

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

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

"Members" means the members of [NC] as described in Rule 5.

"Member Club" means a member of the [NC] as described in Rule 7 .1.

"Membership Fee" means the fee or fees or levies payable to [NC] under Rule 10.

"Member School" means a member of [NC] 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.

"[NC] Annual General Meeting" means the [NC] General Meeting held annually as described in Rule 15.1.

"[NC] Board" means the board of directors as defined in Rule 14.2.

"[NC] Board Appointment Panel" means the panel of persons established under Rule 14.3.4 to determine the Appointed Board Members.

"[NC] General Meeting" means the [NC] Annual General Meeting or a [NC] Special General Meeting of [NC] held under Rule 15.1 or 15.2 respectively.

"[NC] Judiciary Committee" means a committee of the [NC] Board as set out in Rule 19.

"[NC] Regulations" means the regulations determined under Rule 22.

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

"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 [NC] 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.

"Objects" means the objects of [NC] described under Rule 3.

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

"Objects of the [ZONE]" means the objects of the [ZONE] as described in the [ZONE] Constitution.

"Officer" means the individuals appointed under Rule 13.1.

"Patron" means the individual appointed under Rule 13.2.

"Person" means an individual living human being.

"Powers" means the powers of [NC] described under Rule 4.

"President" means the individual elected under Rule 13.3.

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

"Rule" means a rule of this [NC] 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.

"Zone" means the geographical area described as [insert name] defined in the NNZ Regulations and "Zonal" has the same meaning.

"[ZONE] Board" means the board of [ZONE] as defined in the [ZONE] Constitution.

"[ZONE] Constitution" means the constitution of the [ZONE].

"[ZONE] Judiciary Committee" means the judiciary committee as defined in the [ZONE] Constitution.

"[ZONE] Regulations" means the regulations of the [ZONE].