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NETBALL NEW ZEALAND

**CONSTITUTION OF
NETBALL MAINLAND Zone
INCORPORATED**

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

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CONSTITUTION OF NETBALL MAINLAND ZONE INCORPORATED

PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be “NETBALL MAINLAND Zone Incorporated” (“Netball Mainland Zone”), which is commonly known as **Netball MAINLAND**.

2 REGISTERED OFFICE

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

3 OBJECTS

The Objects of Netball Mainland Zone are to:

- (a) be the body in the Zone that supports and assists its Members to administer, promote, develop and deliver Netball in the Zone;
- (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 and contribute to the administration and promotion of NNZ and Netball in New Zealand;
- (d) be beneficial to the community by promoting and developing opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance of Netball in the Zone.
- (e) establish, promote and stage Zone and other Netball competitions and matches in the Zone, and to determine the rules of such competitions and matches;
- (f) promote the health and safety of all participants in Netball;
- (g) 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;
- (h) maintain and enhance the reputation of Netball Mainland Zone, NNZ and Netball through the development and promotion of standards and practices which fulfil these Objects;

- (i) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Netball or other services to the community;
- (j) provide information, assistance and resources to its Members;
- (k) provide pathways for development of players, coaches & officials to high performance level;
- (l) act in good faith and loyalty with its Members to ensure the maintenance and enhancement of NNZ, Netball Mainland Zone and Netball, their standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (m) at all times operate with, and promote, mutual trust and confidence between NNZ, Netball Mainland Zone and the Members in pursuit of these Objects;
- (n) at all times to act on behalf of, and in the interests of, the Members and Netball.

4 POWERS

4.1 The Powers of the Zone are to:

- (a) lease, hire or otherwise acquire and hold shares, 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 or otherwise dispose of any property of Netball Mainland Zone and to grant such rights and privileges of such property as it considers appropriate;
- (d) determine regulations, policies and procedures for the governance and management of Netball in the Zone;
- (e) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
- (f) employ, determine and terminate staff and engage the services of personnel and organisations to work for and with the Zone;
- (g) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of Netball Mainland Zone;
- (h) 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 Netball Mainland Zone;

- (i) determine who are its Members;
- (j) establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (k) enforce the rules and regulations of INF and Netball New Zealand;
- (l) enforce the Rules of Netball;
- (m) to award, grant or otherwise honour achievement and services to Netball in the Zone and to Netball Mainland Zone;
- (n) produce, develop, create, license and otherwise exploit, use and protect Intellectual Property;
- (o) do any other acts or things which further the Objects of Netball Mainland Zone, provided that the above powers shall not limit the rights and powers of Netball Mainland Zone 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 Netball Mainland Zone.

PART II – MEMBERSHIP

5 CATEGORIES OF MEMBERS

The categories of membership of the Zone, (collectively called “Members”) shall be:

- 5.1 **Netball Centres:** as described in Rule 6.
- 5.3 **Life Members:** being persons who have been granted a Life Membership of the Zone (under Rule 7) for outstanding contribution or service to Netball or the Zone.
- 5.4 **Other categories:** being any other category or categories of membership of the Zone as determined by the Board, from time to time.

6 NETBALL CENTRES

- 6.1 There shall be no limit on the number of Netball Centres who may be members of the Netball Mainland Zone.
- 6.2 A group of at least ten (10) individuals in a Zone who wish to form a Netball Centre in the Zone shall first apply to the Board. If the Board supports the application it shall forward the application to the NNZ Board which shall then determine the application under the NNZ Regulations. If the application is approved, then upon the Netball Centre adopting a constitution in compliance with this Constitution and the NNZ Constitution, and paying the Membership Fee to the Netball Mainland Zone and any fee payable to NNZ, the Netball Centre will be a member of the Netball Mainland Zone.
- 6.3 In addition to the obligations of a Netball Centre as a Member under Rule 9, each Netball Centre in the Zone shall:
 - (a) administer, promote and develop Netball in the Zone in accordance with the Objects of NNZ, the Objects of the Netball Mainland Zone and the Objects of the Netball Centre;
 - (b) be named as approved by the NNZ Board, after consultation with the Zone Board and the Netball Centre;
 - (c) be an incorporated society under the Act;
 - (d) have as its members individual members and any other members it considers appropriate;
 - (e) not be affiliated to any Netball organisation other than NNZ or the Netball Mainland Zone;
 - (f) adopt the Objects of NNZ, the Objects of Netball Mainland Zone and the Objects of the Netball Centre and adopt a constitution which is consistent with the NNZ

- (g) apply its property and capacity in pursuit of the Objects of NNZ, the Objects of Netball Mainland Zone, and the Objects of the Netball Centre and Netball;
- (h) do all that is reasonably necessary to enable the Objects of NNZ, the Objects of Netball Mainland Zone, and the Objects of the Netball Centre to be achieved;
- (i) act in good faith and with loyalty to NNZ and the Netball Mainland Zone to ensure the maintenance and enhancement of NNZ, Netball Mainland Zone, the Netball Centre and Netball, and their respective reputations, and to do so for the collective and mutual benefit of the Members and Netball;
- (j) operate with, and promote, mutual trust and confidence between NNZ, Netball Mainland Zone, the Netball Centre and the Members; and
- (k) at all times act in the interests of the Members and Netball.

- 6.4 Each Netball Centre in the Zone may appoint one (1) Delegate annually to represent it at NNZ Council Meetings. Failing such appointment, the Netball Mainland Zone will represent the Netball Centre at NNZ Council Meetings. The name of the Delegate shall be forwarded to NNZ as specified in the NNZ Constitution.
- 6.5 Each Netball Centre shall appoint two (2) Delegates annually to represent it at the Netball Mainland Zone General Meetings. Notice of the Delegates and the rights of Delegates shall be as specified in Rule 13.4.
- 6.6 Any Netball Centre in the Zone that wishes to merge or otherwise amalgamate with any other Netball Centre, shall notify the Netball Mainland Zone of its intention to do so and consult with the Board and the NNZ Board prior to such merger or amalgamation.
- 6.7 Each Netball Centre shall provide to NNZ and Netball Mainland Zone a copy of its constitution and all amendments to its constitution. The NNZ Board and/or the Board may require a Netball Centre to amend its constitution if it, or any rule within it, is inconsistent or in conflict with the NNZ Constitution, this Constitution, NNZ Regulations or the Regulations.
- 6.8 Each Netball Centre shall provide within one month of their AGM to NNZ and the Zone a copy of its annual report which shall include:
- (a) audited annual financial statements
 - (b) an annual report of the year's activities.
- 6.9 Subject to Rule 10, each Netball Centre shall maintain a register of its members in the format determined by NNZ. Each Netball Centre shall provide its register of members, and all details contained within it, to NNZ and Netball Mainland Zone as requested by either organisation from time to time.

7 LIFE MEMBERS

- 7.1 A person shall become a Life Member of Netball Mainland Zone by nomination, recommendation and then vote by two-thirds majority of those entitled to vote at a General Meeting. Such process shall be carried out in accordance with the Regulations.
- 7.2 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 General Meeting, unless that Life Member is a Delegate in which case s/he has the rights under Rule 13.4.

8 MEMBERSHIP FEES

- 8.1. The Board shall determine:
- (a) the membership fee and/or other fees (“the Membership Fee”) payable by Netball Centres to the Netball Mainland Zone;
 - (b) the due date for the fee(s), and
 - (c) the manner of payment for the fee(s).
- 8.2 Netball Centres shall determine membership and other fees for their members, provided that such fees shall comply with the NNZ Regulations and the Regulations. The NNZ Board and/or the Board may investigate, and if it considers appropriate, request a Netball Centre to alter the nature and/or amount of any fees, in accordance with the NNZ Regulations and the Regulations.

9 MEMBERS' RIGHTS AND OBLIGATIONS

- 9.1 Members acknowledge and agree that:
- (a) This Constitution constitutes a contract between each of them and NNZ and the Netball Mainland Zone and that they are bound by the NNZ Constitution, this Constitution, the NNZ Regulations and the Regulations;
 - (b) They shall comply with and observe the NNZ Constitution, this Constitution, the NNZ Regulations and the Regulations and any determination, resolution or policy which may be made or passed by the NNZ Board or the Board;
 - (c) They are subject to the jurisdiction of NNZ and Netball Mainland Zone;
 - (d) The NNZ Constitution, this Constitution, the NNZ Regulations and the Regulations are necessary and reasonable for promoting the Objects of NNZ and the Objects of Netball Mainland Zone;

- (e) The NNZ Constitution, this Constitution, the NNZ Regulations and the Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of NNZ, Netball Mainland Zone, the Netball Centre, their respective members and Netball; and
- (f) They are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution.

10 REGISTER OF MEMBERS

- 10.1 The Chief Executive Officer of Netball Mainland Zone shall keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if Life Member, their occupation), the date of entry of each Member, and each Board Member and any other information that the Board determines is appropriate.
- 10.2 All Life Members shall provide written notice of any change to the details in Rule 10.1 to the relevant Zone within fourteen (14) days of such change.
- 10.3 The Board shall, in collecting personal information for the Register (in Rule 10.1) seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- 10.4 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 1993.

11 TERMINATION OF MEMBERSHIP

- 11.1 A Life Member of the Netball Mainland Zone may withdraw his/her membership of Netball Mainland Zone by giving notice in writing to the Board. Upon payment of any debts or outstanding fees to NNZ and/or Netball Mainland Zone, that Member's membership of Netball Mainland Zone will automatically cease.
- 11.2 A Life Member who withdraws his/her membership of Netball Mainland Zone, or has their membership terminated by Netball Mainland Zone, shall be deemed to have also withdrawn or terminated their membership of the NNZ and of Netball Mainland Zone.
- 11.3 A Member shall have its membership of the Netball Mainland Zone terminated if any fees (including Membership Fees) or other payments to NNZ and/or Netball Mainland Zone are due and outstanding and remain unpaid. Before such termination can occur, NNZ and/or the Netball Mainland Zone (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.
- 11.4 In addition to Rules 11.2 and 11.3, a Member which or who is a Netball Centre, a Life Member or any other category as determined by the Board, may have its or their

membership of Netball Mainland Zone and NNZ terminated if:

- (a) the NNZ Judiciary Committee decides to do so under the NNZ Constitution or;
- (b) the Judiciary Committee decides to do so under Rule 17; or
- (c) the NNZ Board decides to do so under the NNZ Constitution; or
- (d) the Board, or any sub-committee of the Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Board decision, the NNZ Constitution, this Constitution, the NNZ Regulations, the Regulations or any policies or reasonable directions of NNZ Board or of the Board.

11.5 Before any decision under Rule 11.4 is made:

- (a) the Member concerned shall be given seven (7) days written notice by the NNZ Board and/or the Board (as the case may be) of the intended resolution, and
- (b) has the right to be present, make submissions and be heard at the NNZ Board and/or Board meeting(s) in which the resolution is to be determined.

11.6 Any Member whose membership is terminated under Rule 11.4(b) or (d) may appeal the decision to a General Meeting called for that purpose. Any Member whose membership is terminated under Rule 11.4(a) 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 General Meeting or NNZ Council Meeting respectively do so in favour of such appeal. Where a Member appeals against a decision of the Board under this Rule, the decision of the Special General meeting shall be final, and Rule 17.3 (Appeals) shall not apply.

11.7 Membership, which has been terminated under this Constitution, may be reinstated at the discretion of the Members at a subsequent General Meeting, unless the termination was determined by the NNZ in which case the Member may be reinstated at the discretion of the NNZ Council at a Council Meeting.

11.8 A Member which or who ceases to be a Member of Netball Mainland Zone and/or NNZ shall forfeit all rights in and claims upon Netball Mainland Zone and NNZ and their property, and shall not use any property of Netball Mainland Zone, or NNZ, including Intellectual Property. Where a Netball Centre ceases to be a Member it shall also forfeit all rights to be present or represented at a NNZ Council Meeting or a General Meeting.

PART III – THE BOARD

12 BOARD

12.1 Role of the Board

The Board is responsible for determining strategies, policies and financial arrangements and the day to day administration of, and for Netball Mainland Zone.

12.2 Membership of the Board

The Board shall consist of:

- (a) Three (3) persons elected by the Annual General Meeting, under Rule 12.3 (a) (“Elected Board Members”);
- (b) Three (3) persons appointed by the Board Appointment Panel, under Rule 12.3 (g) (“Appointed Board Members”), and
- (c) One (1) person appointed by NNZ as specified in the NNZ Constitution and the NNZ Regulations.

12.3 Election/Appointment of the Board

- (a) The Elected Board Members shall be elected by a majority of those entitled to vote at an Annual General Meeting.
- (b) Nominations for Elected Board Members may be made by a Netball Centre or the Board, and shall be received at the registered office of Netball Mainland Zone by not less than thirty (30) days before the date set for the Annual General Meeting.
- (c) The Appointed Board Members shall be appointed by the Board Appointment Panel, under Rule 12.3(d).
- (d) The Board Appointment Panel shall be established by the Board, no later than two (2) months prior to the Annual General Meeting each year or at such other time as directed by a General Meeting following a removal of an Appointed Board member under Rule 12.11. It shall consist of three (3) persons being:
 - (i) two (2) nominees of the Institute of Directors In New Zealand Incorporated or an equivalent organisation, as determined by the Board,
 - (ii) one (1) other person nominated by the Board.
- (e) Subject to Rule 12.12, applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of Netball Mainland Zone by no later than twenty (20) days before the Annual General

Meeting or twenty (20) days before the 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 12.11). In addition the Board Appointment Panel may advertise publicly or invite applications for Appointed Board Members.

- (f) 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 Annual General Meeting, their application as an Appointed Board Member shall automatically be withdrawn. The Chief Executive Officer shall forward all applications for Appointed Board Members (together with all nominations for Elected Board Members) to the Board Appointment Panel.
- (g) Subject to Rule 12.11, following assessment, and if necessary considering further information obtained from the applicants, the Board Appointment Panel shall determine, within fourteen (14) days after the Annual General Meeting, the Appointed Board Members or where an Appointed Board member has been removed (under Rule 12.11), within fourteen (14) days of the General Meeting in which that resolution was passed. The number of Appointed Board Members shall be such number as is necessary to maintain three Appointed Board Members on the Board.
- (h) Following the election and appointment of Board Members under Rules 12.3.(a) and 12.3.(g), the Board Members shall, within one (1) month of the end of the Annual General Meeting, appoint a Chairperson of the Board from within their number.
- (i) No person who is employed by the Netball Mainland Zone may be a Board Member.

12.4 Term of Office of Board Members

- (a) The term of office for all Board Members shall be three (3) 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 three year period.
- (b) 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 majority vote of the Board. Any Board Member may be re-elected (under Rule 12.3.(a) or re-appointed (under Rule 12.3.(g) to the 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.

12.5 Rights of Board Members

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

12.6 Vacancies on the Board

- (a) Subject to Rule 12.6(b), any vacancy in the Board, which occurs during any Board Member's term of office, may be filled by the Board, except that if the vacancy is an Appointed Board Member, the Board may refer back to the Board Appointment Panel to fill the vacancy.
- (b) Where the vacancy in Rule 12.6(a) is an Elected Board Member, the term of office for the Board Member appointed to fill such vacancy shall expire at the conclusion of the next Annual General Meeting at which time the person to fill the vacancy shall be elected under Rule 12.3(a).

12.7 Powers of the Board

The Board shall have the power to:

- (a) develop and implement strategies, policies and procedures for the administration, promotion and development of Netball in the Zone;
- (b) develop and implement prudent policies to protect and enhance Netball Mainland Zone finances ;
- (c) control and invest the funds of Netball Mainland Zone;
- (d) employ the Chief Executive Officer, determine the terms and conditions of employment, and, if necessary, terminate such employment;
- (e) establish such commissions, committees and groups, corporate or other entities as it considers appropriate to assist it to carry out its responsibilities;
- (f) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (g) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (h) appoint two (2) Delegates to represent Netball Mainland Zone at all NNZ Council Meetings;
- (i) enforce the Rules of Netball;
- (j) determine the annual calendar of events for the Zone;
- (k) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for teams within the Zone, 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 Netball Mainland Zone, (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- (m) select and manage Zone specific teams and squads;
- (n) subject to this Constitution, fill vacancies of the Board, any commissions, committees and other groups which are established by it;
- (o) develop Zone programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ together with national programmes in the Zone;
- (p) establish and organise Zone Netball matches, competitions and events;
- (q) appoint and administer the Judiciary Committee;
- (r) discipline Members as specified under Rules 11 and 17;
- (s) resolve and determine any disputes or matters not provided for in this Constitution;
- (t) do all other acts and things which are within the powers and Objects of Netball Mainland Zone and which the Board considers appropriate; and
- (u) seek legal, financial or other professional advice as required.

12.8 Meetings of the Board

- (a) The Board shall meet at such places and times, and in such manner, as it shall determine.
- (b) The Chairperson shall chair Board meetings, or in his/her absence any other Board Member determined by the Board.
- (c) The Chairperson will regulate the proceedings at that Meeting
- (d) A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members. Any such resolution may consist of several documents in like form each signed by one or more Board Members.

- (e) A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
- (i) 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;
 - (ii) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Board and such notice specifies that Board Members are not required to be present in person at the meeting;
 - (iii) if a failure in communications prevents Rule 12.8(e)(i) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or been adjourned.
- (f) 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.
- (g) A Board Member who is absent from a Board Meeting without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.
- (h) The Board must ensure that minutes are kept of all Resolutions of the Board.

12.9 Voting at Board Meetings

- (a) Each Board Member shall have one vote at Board Meetings. All decisions and resolutions of the Board shall be determined by a vote of a majority of Board Members present at a Board Meeting. Subject to Rule 12.8(d), voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).
- (b) The Chairperson shall hold a casting vote.

12.10 Quorum for Board Meetings

There shall be no less than five (5) Board Members present at a Board Meeting (including a meeting held under Rule 12.8(e)) to constitute a quorum.

12.11 Removal of Board Member

- (a) Subject to Rules 12.11(b) and 12.11(c), the Members in a Special General Meeting, called for this purpose, may by resolution remove any Board Member, before the expiration of their term of office. Where that removed Board Member was an Appointed Board Member, the General Meeting shall request the Board Appointment Panel (under Rule 12.3(e)) to appoint another person in their place and to hold office until the expiration of the term of the 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 12.6(b).
- (b) Upon the Chief Executive Officer receiving a request for a Special General Meeting as specified in Rule 13.2 for the purposes of removing a Board Member under Rule 12.11(a), s/he shall send the notice in Rule 13.9 to the Board Member concerned, in addition to the Board, and the Netball Centres, as required under Rule 13.9.
- (c) Following notification under Rule 12.11(b), and before voting on the resolution to remove a Board Member under Rule 12.11(a), the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to the Board, and the Netball Centres about the proposed resolution.

12.12 Cessation of 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.

PART IV – GENERAL MEETINGS

13 GENERAL MEETINGS

13.1 Annual General Meetings

- (a) The Annual General Meeting of Netball Mainland Zone shall be held no later than 31 March in each year.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

13.2 Special General Meetings

Special General Meetings of Netball Mainland Zone may be called at any time by a minimum of two (2) Netball Centres in the Zone, or by the Board, by written notice by the Chief Executive Officer.

13.3 Chairperson

The Chairperson of a General Meeting shall be the Board Chair or his/her nominee. The Chairperson will regulate the proceedings at that Meeting.

13.4 Delegates

- (a) The Delegates for a General Meeting shall be:
 - (i) two (2) individuals elected or appointed by each Netball Centre;
 - (ii) one (1) Board Member appointed by the Board.
- (b) The Chief Executive Officer cannot act as a Delegate.
- (c) No individual shall act as a Delegate for more than one (1) Netball Centre at the same General Meeting.
- (d) The names of the Delegates elected or appointed under Rule 13.4.(a), shall be forwarded to the Chief Executive Officer by a date and time determined by the Board, prior to the commencement of each General Meeting.
- (e) Subject to Rule 13.12 the Delegate/s shall represent and vote on behalf of their Netball Centre or the Board, as the case may be.
- (f) Except for the Delegates, all Members (except Life Members) are entitled to attend General Meetings as observers but shall not be entitled to speak or vote. Life Members are entitled to attend and speak at General Meetings, but shall have no

right to vote, unless the Life
case s/he has the rights under Rule 13.4(e).

Member is a Delegate in which

13.5 Powers of General Meeting

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

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

13.6. Notice of AGM

- (a) Not less than sixty (60) days written notice shall be given by the Chief Executive Officer to the Netball Centres of:
 - (i) the date and place for the Annual General Meeting,
 - (ii) the closing date for nominations of elections and items of business (under Rule 13.8) to be submitted.
- (b) Netball Centres shall display, publish or otherwise distribute the notice in Rule 13.6 (a) to ensure that as many Members as possible are made aware of the Annual General Meeting.

13.7 Nominations and Agenda Items

Not less than thirty (30) days before the date set for the Annual General Meeting, agenda items (including any proposed alterations to this Constitution) and nominations under Rule 12.3(b) must be received by the Chief Executive Officer from Netball Centres and the Board.

13.8 Agenda and Business to be discussed

- (a) The business which must be discussed at the Annual General Meeting includes:
- (i) the Annual Report Netball Mainland Zone,
 - (ii) items of business of which notice has been given under Rule 13.7,
 - (iii) elections of the Elected Board Members, and
 - (iv) any alterations to this Constitution.
- (b) An agenda containing the business to be discussed at an Annual General Meeting together with a list of Delegates attending, shall be forwarded to all Netball Centres by no later than twenty one (21) 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 Members entitled to vote at the meeting.

13.9 Notice of Special General Meetings

Upon receipt of a request for a Special General Meeting under Rule 13.2 not less than twenty one (21) days written notice must be given to each Netball Centre by the Chief Executive Officer of:

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

13.10 Voting at General Meetings

- (a) Each Netball Centre, represented by Delegate/s, at a General Meeting shall be entitled to one vote. The Board Delegate shall be entitled to one vote.
- (b) Voting shall be by a majority of those Delegate/s present and entitled to vote, except for alterations to this Constitution (under Rule 19) and the appointment of a liquidator, (under Rule 21) which shall be by two-thirds of the majority of those entitled to vote.
- (c) Voting may be by a show of hands, or if requested by two (2) Delegates present at the meeting, by secret ballot. There shall be no proxy votes. The method of voting shall be as specified in the Regulations.
- (d) The Chairperson shall hold a casting vote.

13.11 Postal Votes

- (a) Where the Board considers it appropriate to do so, voting for a 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.

13.12 Quorum

At least 51% of the total voting strength of the Delegates must be present at a General Meeting to constitute a quorum.

PART V – FINANCIAL MATTERS

14 FINANCIAL YEAR

- 14.1 The financial year of Netball Mainland Zone shall end on the 30th day of November in each year.

15 ANNUAL REPORT

- 15.1 The Board shall prepare an Annual Report for presentation to the 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").

- 15.2 The annual financial statements in Rule 15.1(a) shall be audited by an auditor appointed by NNZ and endorsed by the Zone Board.

- 15.3 The annual financial statements in Rule 15.1(a) shall be prepared in accordance with generally accepted accounting practice (GAAP). Unless any applicable legislation requires otherwise, GAAP means NZIFRSs or New Zealand FRSs and SSAPs (old GAAP) or Not For Profit Simple Format Reporting Standards for Accrual Accounting.

16 COMMON SEAL

- 16.1 Netball Mainland Zone shall have a common seal.

- 16.2 The 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

17 JUDICIARY COMMITTEE

17.1 Matters which may be referred to Judiciary Committee

Without limiting the 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 Board:

- (a) an allegation by an individual or organisation that a Netball Centre, a Zone Representative, an Officer, a Life Member or an Appointed Personnel has:
 - (i) breached, failed, refused or neglected to comply with a provision of the NNZ Constitution, the NNZ Regulations, this Constitution, the Regulations, any other policy, resolution or determination of the NNZ Board, a General Meeting, the 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 and interests of NNZ and/or Netball Mainland Zone and/or Netball; or
 - (iii) brought NNZ and/or Netball Mainland Zone or Netball into disrepute;
- (b) an appeal on a decision of a Netball Centre by an individual who has received a penalty or an adverse finding in disciplinary proceedings conducted by that Netball Centre, provided that the individual has first exhausted all avenues of appeal available under the Constitution of the Netball Centre;

and any such person or entity ("Defendant") will be subject to the jurisdiction, procedures, penalties and appeal mechanisms of Netball Mainland Zone set out in the Regulations.

17.2 Referral to Judiciary Committee

- (a) The Board may commence investigatory or disciplinary proceedings ("Proceedings") against a Defendant by referring the matter to the Judiciary Committee to hear a matter or matters under the Regulations.
- (b) The Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Board. The Board shall appoint a Chairperson from one of the members appointed to the Judiciary Committee. No Board Member is eligible to sit on the Judiciary Committee.
- (c) Any referral to the Judiciary Committee shall be made and determined in accordance with the Regulations.

17.3 Appeals

- (a) Subject to Rule 11.6, a Defendant, any other party to the Proceedings, or the Board may, within fourteen (14) days of receiving the decision of the Judiciary Committee, appeal that decision to the NNZ Judiciary Committee, in accordance with the NNZ Constitution and NNZ Regulations.

PART VII - MISCELLANEOUS

18 APPLICATION OF INCOME

18.1 The income and property of Netball Mainland Zone shall be applied solely towards the promotion of the Objects.

18.2 Except as provided in this Constitution:

(a) no portion of the income or property of Netball Mainland Zone 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 Netball Mainland Zone to any Member, Board Member or Officer.

18.3 Nothing in Rules 18.2(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 Netball Mainland Zone whether as an employee or otherwise;

(b) goods supplied to Netball Mainland Zone in the ordinary and usual course of operation;

(c) rent for premises demised or let by any Member, Board Member or Officer to Netball Mainland Zone;

(d) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of Netball Mainland Zone 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.

19 ALTERATION TO THE RULES

19.1 Subject to Rule 19.2, and the prior approval of the NNZ Board, this Constitution may only be altered, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote and attending at a General Meeting.

19.2 No rule of this Constitution may be rescinded or altered, nor a new Rule added if the recession, alteration or addition would affect Netball Mainland Zone's eligibility to benefit from any tax concession for which it would otherwise be eligible including without limitation;

- (a) any rescission alteration or addition that would allow Netball Mainland Zone 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 Netball Mainland Zone 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 and to its Members advice on the effect of the proposed rescission, alteration or addition in relation to the Netball Mainland Zone's eligibility to benefit from any relevant tax concession

19.3 Notice of an intention to alter this Constitution must be given by a Netball Centre or the Board to the Chief Executive Officer no later than thirty (30) days prior to a General Meeting.

20 REGULATIONS

20.1 The Board may determine and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Objects of the NNZ Constitution and the Objects of this Constitution and any directives given by a General Meeting.

20.2 All Regulations shall be binding on the Members.

20.3 All Regulations and any amendments to them shall be advised to all Members in writing or electronically as approved by the Board.

21 LIQUIDATION

21.1 Netball Mainland Zone may voluntarily be put into liquidation if:

- (a) a two-thirds majority vote of those entitled to vote and attending a General Meeting passes a resolution appointing a liquidator; and
- (b) such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held not earlier than thirty (30) working days, after the date on which the resolution was passed.

21.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of Netball Mainland Zone.

21.3 Upon liquidation, any property or assets remaining after the satisfaction of all Netball Mainland Zone'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 Netball Mainland Zone by a majority of votes decides.

22 INDEMNITY

Netball Mainland Zone shall indemnify its Board Members, Officers, and employees against all damages and costs (including legal costs) for which any such Board Member, Officer, 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 or Officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by Netball Mainland Zone.

23 COLOURS

23.1 The colours of Netball Mainland Zone shall be as described in the Regulations.

23.2 Members acknowledge and agree to abide by the Regulations – Zone Colours.

24 DISPUTES AND MATTERS NOT PROVIDED FOR

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

24.2 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.

25 TRANSITION REGULATIONS

25.1 On adoption of this Constitution, it is acknowledged that there will be a transition phase from the governance structures that operated within the region to the governance structure that is to be adopted for the Zone in accordance with this Constitution. It is accordingly acknowledged and agreed that:

- (a) The Transition Regulations will apply on adoption of this Constitution.
- (b) Notwithstanding any other provision in this Constitution, to the extent of any inconsistency between the terms set out in the main body of this Constitution and the Transition Regulations, the Transition Regulations will prevail.

26 DEFINITIONS & INTERPRETATION

INTERPRETATION – in this Constitution unless the context otherwise requires;

- (a) Defined Expressions: expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution.
- (b) Headings: rule and other headings are for ease of reference only and will not affect the interpretation of this Constitution.
- (c) Negative Obligations: any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done.
- (d) Plural and Singular: words importing the singular number will include the plural and vice-versa.
- (e) Persons: reference to persons will include references to individuals
- (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.
- (h) Rules and Schedules – references to Rules and Schedules refer to Rules and Schedules of this Constitution.

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

“Act” means the Incorporated Societies Act 1908 and its amendments.

“Annual Report” means the report described under Rule 15.1 (a) and (b).

“Annual General Meeting” means the General Meeting held annually as described in Rule 13.1.

“Appointed Board Member” means a person appointed as a Board Member under Rule 12.3 (g).

“Appointed Personnel” means individuals who are appointed by the Board to positions of responsibility within the Zone and which are unpaid, and includes Zone selectors and examiners.

“Board” means the Board as defined in Rule 12.2, and includes the inaugural Board (as determined in accordance with the Transition Regulations).

“Board Appointment Panel” means the panel of persons established under Rule 12.3 (d) to determine the Appointed Board Members.

“Board Members” means the Elected Board Members and the Appointed Board Members elected and appointed, respectively under Rules 12.3 (a) and 12.3(g).

“Chairperson of the Board” means the Board Member either appointed or elected who is appointed from within the Board, by the Board Members, to chair the Board. Also known as the **Board Chair**.

“Chief Executive Officer” means the Chief Executive Officer of Netball Mainland Zone for the time being appointed under Rule 12.7(c) or such other title as is used to describe the equivalent position in the Zone.

“Club” means a group of individuals in the Zone collectively calling themselves a club, which administers, promotes and develops Netball (whether as its primary activity or otherwise) and which is a Member of the Netball Mainland Zone and/or a Netball Centre.

“Constitution” and **“this Constitution”** means the constitution of Netball Mainland Zone Inc.

“Defendant” means the Member against whom an allegation is made or an appeal is brought under Rule 17.1.

“Delegate” means a person elected or appointed to be a representative at a General Meeting under Rules 6.4, 6.5 and 13.4.

“Elected Board Member” means a person elected as a Board Member under Rule 12.3 (a).

“General Meeting” means the Annual General Meeting or a Special General Meeting of the Zone held under Rule 13.1 or 13.2 respectively.

“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, trademarks (or signs), logos, designs or patents relating to Netball Mainland Zone or any event, or any competition or Netball activity or programme of or conducted, promoted or administered by the Zone

“Judiciary Committee” means a committee of the Board as set out in Rule 17.

“Life Members” means those individuals described in Rule 7.

“Members” means the members of Netball Mainland Zone as described in Rule 5.

“Membership Fee” means the fee or fees payable to the Zone under Rule 8.

“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 NNZ Board.

“Netball Centre” means a Netball Centre in the Zone as described in Rule 6.

“Netball Team” means up to twelve (12) Netball players, a coach, a manager, and up to three other support personnel, unless otherwise specified by the NNZ 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 Netball Mainland Zone described under Rule 3.

“Objects of NNZ” means the objects of NNZ as described in the NNZ Constitution.

“Person” means an individual living human being.

“Register” means the register of members specified in Rule 10 and includes the registers of Members held by each Netball Centre.

“Regulations” means the regulations determined under Rule 20.

“Resolution” means a decision or determination of the Board under Rule 12.

“Rule” means a rule of this Constitution.

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

“Sponsor” means any person or organisation which sponsors (whether by money or otherwise) or otherwise provides funding to the Zone or of any of its products and services including matches, competitions and events.

“Transition Regulations” means the NNZ Transition Regulations as defined in the NNZ Constitution to be used by Netball Mainland Zone during a transition period on the adoption of this Constitution.

“Zone” means the geographical area of New Zealand for which Netball Mainland Zone is responsible for the promotion, development and growth of Netball, such Zone being determined by NNZ from time to time and being, as at the date of adoption of this Constitution, the geographic region [shown\recorded] in Schedule 1.

“Zone Representative” means a player or other member of a Netball Team or Netball squad that has been selected to play Netball in an event or competition as a representative of Netball Mainland Zone and includes an umpire or other technical official selected to represent the Zone.