



CONSTITUTION

OF

KERIKERI NETBALL CENTRE

INCORPORATED

19 March 2002

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

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CONSTITUTION OF KERIKERI NETBALL CENTRE INCORPORATED

PART I . OBJECTS & POWERS

1 NAME

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

2 REGISTERED OFFICE

The registered office of the Kerikeri Netball Centre Incorporated shall be at such place or places as determined by the Kerikeri Netball Centre Executive Committee.

3 OBJECTS

The Objects of the Kerikeri Netball Centre are to:

- (a) be a body within the Zone for the administration, promotion and development of Netball;
- (b) promote Netball as an amateur game in the Zone for the recreation and entertainment of all New Zealanders;
- (c) be a member of Netball Northern Zone and NNZ and as such enforce the rules and regulations of Netball Northern Zone and NNZ;
- (d) enforce the rules and regulations of IFNA;
- (e) encourage participation and achievement in Netball in the Zone and in New Zealand;
- (f) establish, promote and stage Netball competitions and matches locally and to determine the rules of such competitions and matches;
- (g) promote and organise social, educational, recreational and other sporting activities in addition to Netball to enhance the services of Kerikeri Netball Centre to, and on behalf of, the local community;
- (h) enforce the Rules of Netball;
- (i) promote the health and safety of all participants in Netball;
- (j) encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (k) maintain and enhance the reputation of Kerikeri Netball Centre, Netball Northern Zone, NNZ, and Netball through the development and promotion of standards and practices which fulfill these Objects;
- (l) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Netball or other services to the community;
- (m) seek and obtain improved facilities for the enjoyment of Netball;
- (n) provide information, assistance and resources to its Members;
- (o) develop and train players, officials and other personnel involved in Netball;
- (p) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ, Netball Northern Zone, Kerikeri Netball Centre and Netball and their standards, quality and

reputation for the collective and mutual benefit of the Members and Netball;

- (q) at all times operate with, and promote, mutual trust and confidence between NNZ, Netball Northern Zone, Kerikeri Netball Centre and the Members in pursuit of these Objects;
- (r) at all times to act on behalf of, and in the interests of, the Members and Netball.

4 POWERS

The Powers of the Kerikeri Netball Centre 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 Kerikeri Netball Centre and to grant such rights and privileges of such property as it considers appropriate;
- (d) construct, maintain and alter any buildings, premises or facilities (including Netball courts) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) determine, raise and receive money by subscriptions, fees, levies, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- (f) determine regulations, policies and procedures for the governance and management of Netball played under the auspices of the Kerikeri Netball Centre;
- (g) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
- (h) employ, determine the terms and conditions, and terminate staff and engage the services of personnel and organisations to work for and with the Kerikeri Netball Centre;
- (i) engage, determine the terms and conditions, and terminate the services of personnel and organisations to advise the Kerikeri Netball Centre
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfill the Objects of the Kerikeri Netball Centre;
- (k) be a member and contribute to the administration and promotion of Netball Northern Zone, NNZ and Netball in New Zealand;
- (l) be a member, affiliate or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of the Kerikeri Netball Centre;
- (m) determine who are its members;
- (n) establish an Executive Committee and other groups and to delegate its powers and functions to such groups;
- (o) enforce the Rules of Netball;

- (p) develop programmes for playing, coaching and officiating Netball, which are consistent with those of Netball Northern 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 Netball Northern Zone and NNZ;
- (r) to award, grant or otherwise honour achievement and services to the Kerikeri Netball Centre and to Netball generally;
- (s) select Netball teams and squads to represent the Kerikeri Netball Centre;
- (t) do any other acts or things, which further the Objects of the Kerikeri Netball Centre, provided that the above powers shall not limit the rights and powers of the Kerikeri Netball Centre as an incorporated society under the Act.
- (u) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that the Kerikeri Netball Centre may consider desirable for the promotion of its Objects and which are consistent with those developed and implemented by Netball Northern Zone and NNZ;
- (v) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Kerikeri Netball Centre and for that purpose, to utilise any of the assets of or held on behalf of the Kerikeri Netball Centre;
- (w) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of Netball Northern Zone and NNZ;
- (x) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Kerikeri Netball Centre, or with which the Kerikeri Netball Centre is authorised to amalgamate or generally for any purpose designed to benefit the Kerikeri Netball Centre;

PART II- MEMBERSHIP

5 CATEGORIES OF MEMBERS

- 5.1 The categories of membership of the Kerikeri Netball Centre, (collectively called "Members") shall be:
- (a) Individual Members: as described in Rule 6.
 - (b) Member Clubs/Member Schools: as described in Rule 7.1.
 - (c) Life Members: being persons who have been granted a Life Membership of the Kerikeri Netball Centre (under Rule 8) for outstanding contribution or service to Netball or Kerikeri Netball Centre.
 - (d) Other categories: being any other category or categories of membership of the Kerikeri Netball Centre determined by the Kerikeri Executive Committee 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 Netball Team, or
 - (c) an Officer or other Appointed Personnel of the Kerikeri Netball Centre, or
 - (d) a Club Official, or
 - (e) a School Official, or
- 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 the Kerikeri Netball Centre, 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 the Kerikeri Netball Centre, a Member Club or a Member School, and paying the Membership Fee and/or any other fees due to the Kerikeri Netball Centre 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 Kerikeri Netball Centre Executive Committee together with payment of the Membership Fee and/or any other fees due to the Kerikeri Netball Centre. The Kerikeri Netball Centre Executive Committee shall in its discretion decide whether a club or school may become a Member Club or Member School of the Kerikeri Netball Centre.

8 LIFE MEMBERS

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

9 MEMBERSHIP FEES

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

10 MEMBERS RIGHTS AND OBLIGATIONS

- 10.1 Members acknowledge and agree that:
- (a) This Constitution constitutes a contract between each of them and NNZ, Netball Northern Zone and the Kerikeri Netball Centre and they are each bound by the NNZ Constitution, NNZ Regulations, Netball Northern Zone Constitution, Netball Northern Zone Regulations, this Kerikeri Netball Centre Constitution and the Kerikeri Netball Centre Regulations;
 - (b) They shall comply with and observe the NNZ Constitution, NNZ Regulations, Netball Northern Zone Constitution, Netball Northern Zone Regulations, this Kerikeri Netball Centre Constitution and the Kerikeri Netball Centre Regulations and any determination, resolution or policy which may be made or passed by the NNZ Board, Netball Northern Zone Board or the Kerikeri Netball Centre Executive Committee;
 - (c) They are subject to the jurisdiction of NNZ, Netball Northern Zone and Kerikeri Netball Centre;
 - (d) The NNZ Constitution, NNZ Regulations, Netball Northern Zone Constitution, Netball Northern Zone Regulations, this Kerikeri Netball Centre Constitution and the Kerikeri Netball Centre Regulations are necessary and reasonable for promoting the Objects of NNZ, Objects of Netball Northern Zone and Objects of the Kerikeri Netball Centre;
 - (e) The NNZ Constitution, NNZ Regulations, Netball Northern Zone Constitution, Netball Northern Zone Regulations, this Kerikeri Constitution and the Kerikeri Netball Centre Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of NNZ, Netball Northern Zone, Kerikeri Netball Centre, and their respective members and Netball;
 - (f) They are entitled to all benefits, advantages, privileges and services of membership as conferred by this Kerikeri Netball Centre Constitution.

11 REGISTER OF MEMBERS

- 11.1 The Executive Committee Secretary 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 Executive Committee Member and any other information that the Kerikeri Netball Centre Executive Committee determines is appropriate.
- 11.2 All Individual Members shall provide written notice of any change to the details in Rule 11.1 to the Executive Committee Secretary within fourteen (14) days of such change or as otherwise requested by the Executive Committee Secretary. The Executive Committee Secretary shall then forward such details to Netball Northern Zone in accordance with the Netball Northern Zone Constitution.
- 11.3 The Executive Committee Secretary 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 Executive Committee Members, upon reasonable request and in compliance with the Privacy Act.

12 TERMINATION OF MEMBERSHIP

- 12.1 An Individual Member may withdraw their membership of the Kerikeri Netball Centre by giving notice in writing to the Kerikeri Netball Centre Executive Committee. Upon payment of any debts or outstanding fees to the Kerikeri Netball Centre, that Member's membership of the Kerikeri Netball Centre will automatically cease.
- 12.2 An Individual Member who withdraws their membership of Kerikeri Netball Centre or has their membership terminated by the Kerikeri Netball Centre, shall be deemed to have also withdrawn or terminated their membership of NNZ and Netball Northern Zone.
- 12.3 A Member shall have its membership of the Kerikeri Netball Centre terminated if any fees (including Membership Fees) or other payments to the Kerikeri Netball Centre, Netball Northern Zone or NNZ are due and outstanding and remain unpaid. Before such termination can occur, the Kerikeri Netball Centre, Netball Northern 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 such payment is not made.
- 12.4 In addition to Rules 12.2 and 12.3, a Member may have their membership of the Kerikeri Netball Centre, Netball Northern Zone and NNZ terminated if:
- (a) the Kerikeri Netball Centre Judiciary Committee decides to do so under Rule 19;
 - (b) the NNZ Board decides to do so under the NNZ Constitution; or
 - (c) the Netball Northern Zone Board decides to do so under the Netball Northern Zone Constitution; or
 - (d) the Kerikeri Netball Centre Executive Committee, or any sub-committee of the Kerikeri Netball Centre Executive Committee, after reasonable inquiry, considers that the Member did not or is unable to comply with a reasonable Kerikeri Netball Centre Executive Committee decision, the NNZ Constitution, Netball Northern Zone Constitution, this Kerikeri Netball Centre Constitution, NNZ Regulations, Netball Northern Zone Regulations, the Kerikeri Netball Centre Regulations or any policies or reasonable directions of the NNZ Board, the Netball Northern Zone Board or the Kerikeri Executive Committee.
- 12.5 Before any decision under Rule 12.4 is made:
- (a) the Member concerned shall be given seven (7) days written notice by the NNZ Board

and/or the Netball Northern Zone Board and/or the Kerikeri Netball Centre Executive Committee (as the case may be) of the proposed resolution, and

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

PART III . OFFICERS AND EXECUTIVE COMMITTEE

13 OFFICERS

- 13.1 The Officers of the Kerikeri Netball Centre shall be:
- (a) the Patron
 - (b) the President
 - (c) the Vice- President
 - (d) 4 - 6 Committee members
- 13.2 The Patron shall be invited by the Kerikeri Netball Centre Executive Committee to be Patron. S/he shall be entitled to attend and speak at the Kerikeri Netball Centre General Meetings but shall have no right to vote.
- 13.3 The Officers of the Kerikeri Netball Centre shall be elected annually at the Kerikeri Netball Centre Annual General Meeting. They shall hold office for one (1) year until the conclusion of the next Kerikeri Netball Centre Annual General Meeting.
- 13.4 Nominations for the Officers of the Kerikeri Netball Centre shall be made as described in Rule 14.3.2.

14 KERIKERI NETBALL CENTRE EXECUTIVE COMMITTEE

14.1 Role of the Kerikeri Netball Centre Executive Committee

The Kerikeri Netball Centre Executive Committee is responsible for determining strategies, policies and financial arrangements of, and for, the Kerikeri Netball Centre.

14.2 Membership of the Kerikeri Netball Centre Executive Committee shall consist of:

- (a) President, Vice President and 4 - 6 Committee members elected under Rule 14.3.1.

14.3 Election of the Kerikeri Netball Centre Executive Committee

- 14.3.1 The Executive Committee shall be elected by a majority of those entitled to vote at the Kerikeri Netball Centre Annual General Meeting, following nomination by at least one (1) Member Club or Member School.
- 14.3.2 Nominations for the Executive Committee shall be in writing and posted/delivered to the Kerikeri Netball Centre Secretary by not less than twenty (20) days before the date set for the Kerikeri Netball Centre Annual General Meeting.

14.4 Term of Office of the Executive Committee

- 14.4.1 Executive Committee Members shall be elected annually.

14.5 Rights of Executive Committee Members

All Executive Committee Members shall have the right to attend, speak and vote at all the Kerikeri Netball Centre Executive meetings.

14.6 Vacancies on the Kerikeri Netball Centre Executive Committee

- 14.6.1 Any vacancy on the Kerikeri Netball Centre Executive Committee may be filled by the Kerikeri

Netball Centre Executive Committee.

14.7 Powers of the Kerikeri Netball Centre Executive Committee

The Kerikeri Netball Centre Executive Committee shall have the power to:

- (a) develop and implement the Kerikeri Netball Centre Regulations, strategies, policies and procedures for the administration, promotion and development of the Kerikeri Netball Centre and Netball played under its auspices;
- (b) develop and implement policies and Kerikeri Netball Centre Regulations to prudently manage, protect and enhance Kerikeri Netball Centre finances and property;
- (c) employ staff and determine the terms and conditions of appointment, 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 Kerikeri Netball Centre;
- (f) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Kerikeri Netball Centre Executive Committee
- (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 the Kerikeri Netball Centre which do not conflict with the yearly calendars of Netball Northern Zone and NNZ;
- (j) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for the Kerikeri Netball Centre 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 Kerikeri Netball Centre, (except as otherwise specified in this Kerikeri Netball Centre Constitution or the Kerikeri Netball Centre Regulations), and, if necessary, terminate such appointments;
- (l) select Netball Teams and squads to represent the Kerikeri Netball Centre;
- (m) subject to this Kerikeri Netball Centre Constitution, fill vacancies of the Kerikeri Netball Centre Executive Committee, any commissions, committees and other groups which are established by it;
- (n) determine the conditions and rules of tournaments, events and competitions, held by or under its auspices;
- (o) appoint and administer the Kerikeri Netball Centre Judiciary Committee;
- (p) discipline Members as specified under Rules 12 and 19;
- (q) develop programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ, and Netball Northern Zone together with national and

Zoneal programmes for the Zone;

- (r) resolve and determine any disputes or matters not provided for in this Kerikeri Netball Centre Constitution;
- (s) do all other acts and things which are within the Powers and Objects of the Kerikeri Netball Centre and which the Kerikeri Netball Centre Executive Committee considers appropriate.

14.8 Meetings of the Kerikeri Netball Centre Executive Committee

14.8.1 The Kerikeri Netball Centre Executive Committee shall meet at such places and times, and in such manner, as it shall determine.

14.8.2 The President shall chair Kerikeri Netball Centre Executive Committee meetings, or in his/her absence the Vice President or any other Executive Committee Member determined by the Kerikeri Netball Centre Executive Committee.

14.8.3 A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the Kerikeri Netball Centre Executive Committee Members shall be as valid and effectual as if it had been passed at a meeting of Kerikeri Netball Centre Executive Committee. Any such resolution may consist of several documents in like form each signed by one or more Executive Committee Members.

14.8.4 A meeting of the Kerikeri Netball Centre Executive Committee may be held where one or more of the Executive Committee 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 Executive Committee Members in accordance with the procedures agreed from time to time by the Kerikeri Netball Centre Executive Committee and such notice specifies that Executive Committee Members are not required to be present in person at the meeting;
- (c) if a failure in communications prevents Rule 14.8.4(a) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned.

14.8.6 An Executive Committee Member who is absent from two Kerikeri Netball Centre Executive Committee meetings without prior approval or without reasonable explanation, shall be deemed to have vacated their office as an Executive Committee Member.

14.9 Voting at the Kerikeri Netball Centre Executive Committee Meetings

Each Executive Committee Member shall have one vote at the Kerikeri Netball Centre Executive Committee Meetings. All decisions and resolutions of the Kerikeri Netball Centre Executive Committee shall be determined by a vote of a majority of Executive Committee Members present at the Kerikeri Netball Centre Executive Committee Meeting. Subject to Rule 14.8.3, voting may be verbal, by show of hands, or secret ballot if requested by any Executive Committee Member).

14.10 Quorum for Kerikeri Netball Centre Executive Committee Meetings

There shall be no less than five (5) Executive Committee Members present at a Kerikeri Netball Centre Executive Committee meeting (including a meeting held under Rule 14.8.4) to constitute a quorum.

14.11 Removal of an Executive Committee Member

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

PART IV - GENERAL MEETINGS

15 GENERAL MEETINGS

15.1 Annual General Meetings

15.1.1 The annual general meeting of Kerikeri Netball Centre (called the Kerikeri Netball Centre Annual General Meeting) shall be held no later than the end of November in each year.

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

15.2 Special General Meetings

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 Executive Committee, by written notice to the Executive Committee Secretary.

15.3 Chairperson

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

15.4 Delegates

15.4.1 The delegates for a General Meeting shall be:

- (a) one (1) individual elected or appointed by each Member Club/Member School with three (3) teams or less,
- (b) two (2) individuals appointed by each Member Club/Member School with four (4) teams or more,
- (c) one (1) Executive Committee Member appointed by the Executive Committee. (called "Delegates")

15.4.2 The President and the Executive Committee Secretary cannot act as Delegates.

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

15.4.4 The names of the Delegates shall be advised to the Executive Committee Secretary prior to the commencement of each General Meeting.

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

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

15.5 Powers of General Meeting

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

- (a) determine major strategic directions of the Kerikeri Netball Centre;
- (b) alter this Constitution;

- (c) review the Kerikeri Netball Centre's performance;
- (d) be the final arbiter on matters referred to it under this Constitution, and
- (e) elect the President and the Elected Executive Committee Members.

15.6. **Notice of AGM**

15.6.1 Not less than thirty (30) days written notice shall be given by the Executive Committee to:

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

of:

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

15.6.2 The notice of the Kerikeri Netball Centre Annual General Meeting shall also be placed in a local newspaper as determined by the Executive Committee 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 Kerikeri Netball Centre Annual General Meeting, agenda items (including any proposed alterations to this Constitution) and nominations under Rule 14.3.1 must be received by the Executive Committee Secretary.

15.8 **Agenda and Business to be discussed**

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

- (a) the Annual Report of the Kerikeri Netball Centre,
- (b) items of business of which notice has been given under Rule 15.7,
- (c) elections of the President, and elected Executive Committee
- (d) any alterations to this Constitution.

15.8.2 An agenda containing the business to be discussed at the 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 Special General Meetings**

Upon receipt of a request for a 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 Executive

Committee Secretary of:

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

15.10 **Voting at General Meetings**

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

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

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

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

15.11 **Postal Votes**

Where the Executive Committee 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.

15.11 **Quorum**

At least seven (7) must be present at a General Meeting to constitute a quorum.

PART V - FINANCIAL MATTERS

16 FINANCIAL YEAR

- 16.1 The financial year of the Kerikeri Netball Centre shall end on the 30th day of September in each year, and may be altered from time to time by the Executive Committee.

17 ANNUAL REPORT

- 17.1 The Executive Committee shall prepare an Annual Report for presentation to the Kerikeri Netball Centre Annual General Meeting which contains:

(a) the audited or reviewed annual financial statements as required under the Act and

- 17.2 The annual financial statement in Rule 17.1 (a) shall be audited by an auditor appointed by the Executive Committee and shall be done at least every 3 years.
In the years where a full audit is not required a Financial review shall be undertaken by a practicing accountant able to undertake such reviews. The auditor shall be a practicing chartered accountant.

18 COMMON SEAL

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

PART VI- DISCIPLINE OF MEMBERS

19 JUDICIARY COMMITTEE

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

Without limiting the Executive Committee'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 Kerikeri Netball Centre Executive Committee:

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

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

19.2 Referral to Judiciary Committee

19.2.1 The Executive Committee may commence investigatory or disciplinary proceedings ("Proceedings") against a Defendant by referring the matter to the Kerikeri Netball Centre Judiciary Committee to hear a matter or matters under the Kerikeri Netball Centre Regulations.

19.2.2 The Kerikeri Netball Centre Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Kerikeri Netball Centre Executive Committee. The Executive Committee shall appoint a Chairperson from one of the members appointed to the Kerikeri Netball Centre Judiciary Committee.

19.2.3 No Executive Committee Member is eligible to sit on the Kerikeri Netball Centre Judiciary Committee.

19.2.4 Any referral to the Judiciary Committee shall be made and determined in accordance with the Kerikeri Netball Centre Regulation

19.3 Appeals

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

PART VII- MISCELLANEOUS

20 APPLICATION OF INCOME

- 20.1 The income and property of the Kerikeri Netball Centre shall be applied solely towards the promotion of the Objects.
- 20.2 Except as provided in this Kerikeri Netball Centre Constitution:
- (a) no portion of the income or property of the Kerikeri Netball Centre shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Executive Committee Member; or Officer; and,
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by Kerikeri Netball Centre to any Member, Executive Committee Member or Officer.
- 20.3 Nothing in Rules 20.2(a) or (b) shall prevent payment in good faith of, or to any, Member, Executive Committee Member or Officer for:
- (a) any services actually rendered to the Kerikeri Netball Centre whether as an employee or otherwise;
 - (b) goods supplied to the Kerikeri Netball Centre in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member, Executive Committee Member or Officer;
 - (d) rent for premises demised or let by any Member, Executive Committee Member or Officer to the Kerikeri Netball Centre;
 - (e) any out-of-pocket expenses incurred by the Member, Executive Committee Member or Officer on behalf of Kerikeri Netball Centre 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, this Kerikeri Netball Centre Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a Kerikeri Netball Centre General Meeting.
- 21.2 No alteration to Rule 3 (Objects), Rule 20 (Application of Income) or Rule 23, (Liquidation) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Kerikeri Netball Centre Constitution and shall be included and implied into any constitution replacing this Constitution.
- 21.3 Notice of an intention to alter this Constitution must be given by at least three (3) Members (but not Life Members) or the Executive Committee, to the Executive Committee Secretary no later than twenty (20) days prior to a Kerikeri Netball Centre General Meeting.

22 REGULATIONS

- 22.1 The Kerikeri Netball Centre Executive Committee may determine and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the NNZ Constitution, the Netball Northern Zone Constitution and the Objects of this Constitution and any directives given by a Kerikeri Netball Centre General Meeting.
- 22.2 All Regulations shall be binding on the Members.

22.3 All Regulations and any amendments to them, shall be advised to all Members in writing or electronically as approved by the Kerikeri Netball Centre Executive Committee.

23 LIQUIDATION

23.1 The Kerikeri Netball Centre may voluntarily be put into liquidation if:

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

23.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the Kerikeri Netball Centre.

23.3 Any surplus assets of the Kerikeri Netball Centre, after payment of all costs, debts, and liabilities, shall subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to some body or bodies having objects similar to the Objects.

23.4 The body or bodies in Rule 23.3 must prohibit the distribution of its or their income and property among its or their members to at least the same or greater an extent as is imposed on Kerikeri Netball Centre under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.

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

24 INDEMNITY

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

25 COLOURS

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

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

26 DISPUTES AND MATTERS NOT PROVIDED FOR

26.1 Subject to Rule 26.2, if any dispute arises out of the interpretation of the Kerikeri Netball Centre Constitution or the Kerikeri Netball Centre 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 the Kerikeri Netball Centre Executive Committee, whose decision shall be final and binding.

- 26.2 If the dispute or matter in Rule 26.1 is between the Kerikeri Netball Centre Executive Committee and a Member, or between any one (1) or more Executive Committee Members, ("the parties") the dispute or matter shall be resolved by the following process:
- (a) by the parties acting in good faith to seek an agreement; or failing such agreement;
 - (b) by a party or the parties appointing an independent person to mediate between them; or failing agreement at such mediation;
 - (c) by arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Kerikeri Netball Centre Executive Committee. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the Northland District Law Society. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

27 DEFINITIONS

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

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

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

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

"Appointed Personnel" means individuals who are appointed by the Netball Centre Executive Committee to positions of responsibility within the Kerikeri Netball Centre and which are unpaid, and includes selectors and examiners.

"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 Kerikeri Netball Centre Constitution" means the constitution of Kerikeri Netball Centre.

"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 Kerikeri Netball Centre Executive Committee at a Kerikeri Netball Centre General Meeting.

"Elected Executive Committee Member" means a person elected as an Executive Committee Member under Rule 14.3.1 and 14.3.2.

"Event" means:

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

"Executive Committee" means the Executive Committee as defined in Rule 142.

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

“Individual Member” means those individuals described in Rule 6.

“IFNA” 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, trade marks (or signs), logos, designs, patents or service marks relating to the Kerikeri Netball Centre or any event, or any competition or Netball activity or programme of or conducted, promoted or administered by the Kerikeri Netball Centre.

“Judiciary Committee” means a committee appointed by the Kerikeri Netball Centre Executive Committee as set out in Rule 19.

“Life Members” means those individuals described in Rule 8.

“Members” means the members of the Kerikeri Netball Centre as described in Rule 5.

“Member Club” means a member of the Kerikeri Netball Centre as described in Rule 7.1.

“Membership Fee” means the fee or fees or levies payable to the Kerikeri Netball Centre under Rule 9.

“Member School” means a member of the Kerikeri Netball Centre as described in Rule 7.2.

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

“Netball”, means the game of netball played under the Rules of Netball, or any other similar or modified Netball game, the rules of which are determined by the Kerikeri Netball Centre Executive Committee.

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

“NNZ Board” means the board of NNZ as defined in the NNZ Constitution.

“NNZ Constitution” means the constitution of NNZ.

“NNZ Council Meeting” means a general meeting of NNZ held under the NNZ Constitution.

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

“NNZ Regulations” means the regulations of NNZ.

“Objects” means the objects of the Kerikeri Netball Centre described under Rule 3.

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

“Objects of the Zoneal Entity” means the objects of Netball Northern Zone as described in the Netball Northern Zone Constitution.

“Office?” means the individuals appointed under Rule 13.1 and 13.3.

“Patron” means the individual appointed under Rule 13.2.

“Powers” means the powers of the Kerikeri Netball Centre described under Rule 4.

“President” means the individual elected under Rule 13.1.

“Zone” means the geographical area described as Netball Northern Zone defined in the NNZ Regulations and “Zoneal” has the same meaning.

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

“Zoneal Entity Board” means the board of Netball Northern Zone as defined in the Netball Northern Zone Constitution.

“Zoneal Entity Constitution” means the constitution of Netball Northern Zone.

“Zoneal Entity Judiciary Committee” means the judiciary committee as defined in the Netball Northern Zone Constitution.

“Zoneal Entity Regulations” means the regulations of Netball Northern Zone].

“Register” means the register of Members specified in Rule 11.

“Regulations” means the regulations determined under Rule 22.

“Rule” means a rule of this Kerikeri Netball Centre Constitution.

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

“Secretary” means the secretary of Kerikeri Netball Centre for the time being appointed under Rule 13.1 and 13.3 or such other title as is used to describe the equivalent position in the Kerikeri Netball Centre.

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

“Special General Meeting” means a Kerikeri Netball Centre General Meeting, which is not an Annual General Meeting as described in Rule 15.2.