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**NETBALL NEW ZEALAND**  
*Pōitarawhiti Aotearoa*

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# CONSTITUTION

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OF  
NETBALL NEW ZEALAND INCORPORATED

October 2010

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*Note: words used in this Constitution are defined at the end of the document, see Rule 30.*

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## **PART I – OBJECTS & POWERS**

### **1 NAME**

The name of the incorporated society shall be “Netball New Zealand Incorporated” (“NNZ”), which is commonly known as Netball New Zealand.

### **2 REGISTERED OFFICE**

The registered office of NNZ shall be at such place or places as determined by the Board.

### **3 OBJECTS**

The Objects of NNZ are to:

- (a) be the national body in New Zealand for the administration, promotion and development of Netball;
- (b) promote Netball as an amateur game in New Zealand for the recreation and entertainment of all New Zealanders;
- (c) be the member representing New Zealand on IFNA and as such enforce the rules and regulations of IFNA in New Zealand;
- (d) encourage participation and achievement in Netball in New Zealand and internationally;
- (e) establish, promote and stage international, national, regional, and other Netball competitions and matches in New Zealand, and to determine the rules of such competitions and matches;
- (f) publish and enforce the Rules of Netball in New Zealand;
- (g) promote the health and safety of all participants in Netball;
- (h) encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (i) maintain and enhance the reputation of NNZ and Netball through the development and promotion of standards and practices which fulfil these Objects;
- (j) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Netball or other services to the community;

- (k) seek the improvement of facilities for the enjoyment of Netball in New Zealand;
- (l) provide information, assistance and resources to its Members;
- (m) develop and train players, officials (including umpires, coaches and administrators) and other personnel involved in Netball;
- (n) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ and Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (o) at all times operate with, and promote, mutual trust and confidence between NNZ and the Members in pursuit of these Objects;
- (p) at all times to act on behalf of, and in the interests of, the Members and Netball.

#### **4 POWERS**

The Powers of NNZ are to:

- (a) purchase, lease, 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 or otherwise dispose of any property of NNZ 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, government funding or otherwise;
- (f) determine regulations, policies and procedures for the governance and management of Netball;
- (g) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;

- (h) employ, determine and terminate staff and engage the services of personnel and organisations to work for and with NNZ;
- (i) engage, determine, and terminate the services of personnel and organisations to advise NNZ;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of NNZ;
- (k) be a member and contribute to the administration and promotion of IFNA and international Netball;
- (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 NNZ;
- (m) determine who are its Members;
- (n) establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (o) enforce the Rules of Netball, and where desirable alter or make new rules for the game of Netball in New Zealand;
- (p) develop national, regional and other programmes for playing, coaching and officiating Netball;
- (q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events in New Zealand, including determining the rules for such matches, fixtures, competitions, tournaments and events;
- (r) to award, grant or otherwise honour achievement and services to Netball and NNZ;
- (s) select New Zealand and other representative Netball teams and squads;
- (t) undertake research of and about Netball to fulfil the Objects of NNZ;
- (u) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of NNZ and for that purpose, to utilise any of the assets of or held on behalf of NNZ;
- (v) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that NNZ may consider desirable for the promotion of its Objects;

- (w) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- (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 NNZ, or with which NNZ is authorised to amalgamate or generally for any purpose designed to benefit NNZ;
- (y) do any other acts or things which further the Objects of NNZ, provided that the above powers shall not limit the rights and powers of NNZ as an incorporated society under the Act.

## PART II – MEMBERSHIP

### 5 CATEGORIES OF MEMBERS

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

- 5.1 Regional Entities:** as described in Rule 6.
- 5.2 Netball Centres:** as described in Rule 7.
- 5.3 Individual Members:** as described in Rule 8.
- 5.4 Life Members:** being persons who have been granted a Life Membership of NNZ (under Rule 9) for outstanding contribution or service to Netball or NNZ.
- 5.5 Other categories:** being any other category or categories of membership of NNZ determined by the Board, from time to time.

### 6 REGIONAL ENTITIES

- 6.1 There shall be twelve (12) Regions, as determined by the Board and as described in the Regulations.
- 6.2 There shall be up to twelve (12) Regional Entities each situated in a Region as determined by the Board. Each Region may only have one (1) Regional Entity.
- 6.3 In addition to the obligations of a Regional Entity as a Member under Rule 11, each Regional Entity shall:
  - (a) administer, promote and develop Netball in its particular Region in accordance with the Objects of NNZ;

- (b) be named as approved by the Board, after consultation with the Regional Entity, which shall include reference to the name of the Region;
  - (c) subject to Rule 6.5, be an incorporated society under the Act;
  - (d) have as its members, Netball Centres, Individual Members and any other members it considers appropriate;
  - (e) appoint two (2) Delegates annually to represent it at Council Meetings;
  - (f) adopt the Objects of NNZ and adopt a constitution which is consistent with this Constitution;
  - (g) apply its property and capacity in pursuit of the Objects of NNZ, the Objects of the Regional Entity and Netball;
  - (h) do all that is reasonably necessary to enable the Objects of NNZ and the objects of the Regional Entity to be achieved;
  - (i) act in good faith and with loyalty to NNZ to ensure the maintenance and enhancement of NNZ and Netball, and its reputation, 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 and the Members;
  - (k) at all times act in the interests of the Members and Netball.
- 6.4 Each Regional Entity shall provide to NNZ a copy of its constitution and all amendments to it. The Board may require a Regional Entity to amend its constitution if it, or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.
- 6.5 Subject to Rule 12, each Regional Entity shall maintain a register of its members in the format determined by the Board. Each Regional Entity shall provide its register of members, and all details contained within it, to NNZ as requested from time to time.
- 6.6 The Board may intervene in the management of a Regional Entity in whatever manner it considers appropriate, (including appointing a person or persons to act in place of the Board of the Regional Entity), if the Board considers the Regional Entity:

- (a) Is having significant administrative, operational or financial difficulties; or
- (b) Has breached a term of any agreement entered into between NNZ and the Regional Entity; or
- (c) Has two (2) or less Netball Centres as its members; or
- (d) Takes, or has taken against it, any action or proceedings to liquidate it; or
- (e) Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Regional Entity; or
- (f) A mortgagee or other creditor takes possession of any of its assets;

and the Board considers that to do so is in the best interests of NNZ and Netball.

## **7 NETBALL CENTRES**

- 7.1 A group of Individual Members in a Region who wish to form a Netball Centre shall apply to the board of the Regional Entity in that Region, and if it approves such application, to further apply to the Board for its approval. Such application shall be determined by the Board as specified in the Regulations.
- 7.2 All Netball Centres which are members of a Regional Entity, at the date this rule comes into force, shall be Netball Centres for the purposes of this Constitution.
- 7.3 In addition to the obligations of a Netball Centre as a Member under Rule 11, each Netball Centre shall:
  - (a) administer, promote and develop Netball in its particular Region in accordance with the Objects of NNZ and the objects of the relevant Regional Entity;
  - (b) be named as approved by the Board, after consultation with the Netball Centre and the relevant Regional Entity;
  - (c) be an incorporated society under the Act;
  - (d) have as its members Individual Members and any other members it considers appropriate;

- (e) adopt the Objects of NNZ and the objects of the relevant Regional Entity and adopt a constitution which is consistent with this Constitution and the constitution of the relevant Regional Entity;
  - (f) apply its property and capacity in pursuit of the Objects of NNZ, the objects of the relevant Regional Entity, the objects of the Netball Centre and Netball;
  - (g) do all that is reasonably necessary to enable the Objects of NNZ, the objects of the relevant Regional Entity and the objects of the Netball Centre to be achieved;
  - (h) act in good faith and with loyalty to NNZ and the relevant Regional Entity to ensure the maintenance and enhancement of NNZ, the Regional Entity and Netball, and its reputation, and to do so for the collective and mutual benefit of the Members and Netball;
  - (i) operate with, and promote, mutual trust and confidence between NNZ, the relevant Regional Entity and the Members;
  - (j) at all times act in the interests of the Members and Netball.
- 7.4 Each Netball Centre may appoint one (1) Delegate annually to represent it at Council Meetings. Failing such appointment, the relevant Regional Entity will represent the Netball Centre (and any other Netball Centres in the Region which have not appointed a Delegate) at Council Meetings.
- 7.5 Any Netball Centre that wishes to merge or otherwise amalgamate with any other Netball Centre shall notify and consult with the Board and the board of the Regional Entity prior to such merger or amalgamation.
- 7.6 Each Netball Centre shall provide to NNZ and the Regional Entity a copy of its constitution and all amendments to its constitution. The Board may require a Netball Centre to amend its constitution if it, or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.
- 7.7 Subject to Rule 12, each Netball Centre shall maintain a register of its members in the format determined by the Board. Each Netball Centre shall provide its register of members, and all details contained within it, to the Regional Entity and NNZ as requested from time to time.

## 8 INDIVIDUAL MEMBERS

8.1 An Individual Member is:

- (a) a person who is a member of a Club, or
- (b) a person who is a member of a School Team, or
- (c) an Officer or other Appointed Personnel of NNZ, or
- (d) a person who is an officer of a Regional Entity, a Netball Centre or a Club, or
- (e) an individual who:
  - i. plays or
  - ii. umpires or officiates, or
  - iii. is a National Representative, or
  - iv. coaches or manages any Netball Team competing,

in any Netball game held by or under the auspices of NNZ, a Regional Entity, a Netball Centre or a Club.

8.2 An individual in Rule 8.1 will become an Individual Member upon, any of the following:

- (a) becoming a member of a Regional Entity, Netball Centre or Club and paying any membership or other fees due to that Regional Entity or Netball Centre or Club; or
- (b) the individual's election or appointment as an Officer, an Appointed Personnel, or as an officer of a Regional Entity, a Netball Centre or a Club.

## 9 LIFE MEMBERS

9.1 A person shall become a Life Member by nomination, recommendation and then vote by two-thirds majority of those entitled to vote at a Council Meeting. Such process shall be carried out in accordance with the Regulations.

9.2 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 Council Meeting, unless that Life Member is a Delegate in which case s/he has the rights under Rule 18.5.

## **10 MEMBERSHIP FEES**

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

## **11 MEMBERS RIGHTS AND OBLIGATIONS**

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

## **12. REGISTER OF MEMBERS**

- 12.1 NNZ shall, either itself, or through the Regional Entities and/or Netball Centres keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if an Individual Member), their occupation and date of entry of each Member, and each Board Member.
- 12.2 All Regional Entities and Netball Centres shall provide written notice of any change to the details in Rule 12.1 to NNZ within thirty (30) days of being notified of such change. All Individual Members shall provide written notice of any change to the details in Rule 12.1 to the relevant Netball Centre within thirty (30) days of such change.
- 12.3 The Board, the Regional Entities and the Netball Centres shall, in collecting personal information for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- 12.4 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.

## **13. TERMINATION OF MEMBERSHIP**

- 13.1 A Member shall have its membership of NNZ terminated if any fees (including Membership Fees) or other payments to NNZ are due and outstanding. Before such termination can occur NNZ 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 if payment has not been received by the due date.
- 13.2 In addition to Rule 13.1, a Member which or who is a Regional Entity, a Netball Centre, a National Representative, a Life Member, an Officer or an Appointed Personnel, may have its or their membership of NNZ terminated if:
- (a) the Judiciary Committee recommends such action under Rule 22; or
  - (b) 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, this Constitution, the Regulations, or any policies or reasonable directions of the Board.

- 13.3 Before any decision under Rule 13.2 is made:
- (a) the Member concerned shall be given seven (7) days written notice by the Board of the intended resolution, and
  - (b) have the right to be present, make submissions and be heard at the Board meeting in which the resolution is to be determined.
- 13.4 Any Member whose membership is terminated under Rule 13.2 may appeal the decision to a Special General Meeting called for that purpose. The appeal shall be allowed if two-thirds majority of those entitled to vote at the Special General Meeting do so in favour of such appeal. Where a Member appeals a decision of the Board under this Rule, then that decision shall be final, and Rule 22.3 (Appeals) shall not apply.
- 13.5 Membership, which has been terminated under this Constitution, may be reinstated at the discretion of the Council at a subsequent Council Meeting.
- 13.6 A Member which ceases to be a Member of NNZ shall forfeit all rights in and claims upon NNZ and its property, and shall not use any property of NNZ, including Intellectual Property. Where a Regional Entity or Netball Centre ceases to be a Member it shall also forfeit all rights to be present or represented at a Council Meeting.

## **PART III – PRESIDENT AND BOARD**

### **14 PRESIDENT**

- 14.1 The President shall be elected every two (2) years by Council. S/he shall hold office for two (2) years until the conclusion of each Annual General Meeting. The President may be re-elected for one (1) subsequent and consecutive term of office only.
- 14.2 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule 15.3.2.
- 14.3 The President may attend and speak at Board and Council meetings, but shall have no right to vote, unless s/he is the Chairperson at a Council Meeting, in which case s/he is entitled to the casting vote under Rule 18.13.5.

## **15 BOARD**

### **15.1 Role of the Board**

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

### **15.2 Membership of the Board**

The Board shall consist of:

- (a) three (3) persons elected by the Annual General Meeting, under Rule 15.3.1 (“Elected Board Members”),
  - (b) four (4) persons appointed by the Board Appointment Panel, under Rule 15.3.7 (“Appointed Board Members”), and
  - (c) the Chief Executive Officer, appointed by the Board, under Rule 15.3.9,
- (collectively called “Board Members”).

### **15.3 Election/Appointment of the Board**

- 15.3.1 The Elected Board Members shall be elected by a majority of those entitled to vote at an Annual General Meeting, following nomination by at least one (1) Regional Entity, a Netball Centre or the Board.
- 15.3.2 Nominations for Elected Board Members and the President may be made in the approved form by Regional Entities, Netball Centres and the Board, and shall be received at the registered office of NNZ by not less than thirty (30) days before the date set for the Annual General Meeting.
- 15.3.3 The Appointed Board Members shall be appointed by the Board Appointment Panel, under Rule 15.3.7.

- 15.3.4 The Board Appointment Panel shall be established by the Board by no later than two (2) months prior to the Annual General Meeting each year, or at such other time as directed by Council following the removal of an Appointed Board Member under Rule 15.11. It shall consist of four (4) persons being:
- (a) two (2) nominees of the Institute of Directors (NZ) Inc or an equivalent organisation as determined by the Board,
  - (b) the President, or his/her nominee, and
  - (c) one (1) other person nominated by the Board.
- 15.3.5 Applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of NNZ by no later than twenty (20) days before the Annual General Meeting or twenty days (20) 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 15.11). In addition the Board Appointment Panel may advertise publicly or invite applications for Appointed Board Members.
- 15.3.6 An applicant for an Appointed Board Member may also be a nominee for an Elected Board Member, provided that if such nominee is elected as an Elected Board Member at the 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.
- 15.3.7 Following assessment, and if necessary considering further information obtained from the applicants the Board Appointment Panel shall determine the Appointed Board Members within sixty (60) days after the Annual General Meeting, or where an Appointed Board Member has been removed (under Rule 15.11), within sixty (60) days of the Council meeting in which that resolution was passed. The number of Appointed Board Members shall be such number as is necessary to maintain four (4) Appointed Board Members on the Board.

- 15.3.8 Following the election and appointment of Board Members under Rules 15.3.1 and 15.3.7, the Board Members shall at the next Board meeting following the Annual General Meeting, appoint a Chairperson of the Board.
- 15.3.9 The Chief Executive Officer shall be employed by the Board on terms and conditions the Board considers appropriate. No other employee of NNZ shall be entitled to be a Board Member.

#### **15.4 Term of Office of Board Members**

- 15.4.1 The term of office for all Board Members (except the Chief Executive Officer) 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. 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 15.3.1) or re-appointed (under Rule 15.3.7) 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.

#### **15.5 Rights of Board Members**

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

#### **15.6 Vacancies on the Board**

- 15.6.1 Subject to 15.6.2, any vacancy in the Board, which occurs during any Board Member's term of office, may be filled by the Board.
- 15.6.2 Where the vacancy in Rule 15.6.1, 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 determined by election under Rule 15.3.1.

## 15.7 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 New Zealand;
- (b) develop and implement prudent policies to protect and enhance NNZ's finances and property;
- (c) employ the Chief Executive Officer, determine the terms and conditions of employment, and, if necessary, terminate such employment;
- (d) establish, appoint and determine the composition of the High Performance Netball and the Game Development subcommittees and/or entities under Rules 16 and 17;
- (e) establish such other commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities;
- (f) establish such corporate and other entities to carry on and conduct all or any part of the affairs of NNZ;
- (g) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (h) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (i) publish and enforce the Rules of Netball;
- (j) determine the yearly calendar for international, national and regional tournaments, events and competitions in New Zealand;
- (k) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for national representative netball teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;

- (l) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within NNZ, (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- (m) select New Zealand representative Netball 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) determine the conditions and rules of national and regional tournaments, events and competitions, held by or under its auspices;
- (p) appoint and administer the Judiciary Committee
- (q) discipline Members as specified under Rules 13 and 22;
- (r) develop national programmes for playing, coaching, umpiring and officiating Netball;
- (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 NNZ and which the Board considers appropriate.

## **15.8 Meetings of the Board**

- 15.8.1 The Board shall meet at such places and times, and in such manner, as it shall determine.
- 15.8.2 The Chairperson shall chair Board meetings, or in his/her absence any other Board Member determined by the Board.
- 15.8.3 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.

- 15.8.4 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:
- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Board and such notice specifies that Board Members are not required to be present in person at the meeting;
  - (c) if a failure in communications prevents Rule 15.8.4(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.
- 15.8.5 Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.
- 15.8.6 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.

## **15.9 Voting at Board Meetings**

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 15.8.3, voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member). The Chairperson shall have the casting vote.

## **15.10 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 15.8.4) to constitute a quorum.

## **15.11 Removal of Board Member**

- 15.11.1 Subject to Rules 15.11.2 and 15.11.3, the Council in a Special General Meeting, called for this purpose, may by resolution remove any Board Member, (except the Chief Executive Officer), before the expiration of their term of office. Where that removed Board Member was an Appointed Board Member, the Council shall request the Board Appointment Panel (under Rule 15.3.4) 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 15.6.
- 15.11.2 Upon the Chief Executive Officer receiving a request for a Special General Meeting as specified in Rule 18.11 for the purposes of removing a Board Member under Rule 15.11.1, s/he shall send the notice in Rule 18.12 to the Board Member concerned, in addition to the Board, the Regional Entities and Netball Centres, as required under Rule 18.12.
- 15.11.3 Following notification under Rule 15.11.2, and before voting on the resolution to remove a Board Member under Rule 15.11.1, 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, the Regional Entities and Netball Centres about the proposed resolution.

## **16 HIGH PERFORMANCE NETBALL**

The Board shall establish a subcommittee or other entity or entities which shall provide advice to the Board on high performance Netball. The composition, powers, functions and procedures of such sub-committee, entity or entities shall be specified in the Regulations.

## **17 GAME DEVELOPMENT**

The Board may form a subcommittee or other entity from time to time for the purpose of advice on game development in Netball. The composition, powers, functions and procedures of such sub-committee, entity or entities shall be specified in the Regulations.

## **PART IV – GENERAL MEETINGS**

### **18 COUNCIL**

#### **18.1 Role of the Council**

The Council is the governing body of NNZ.

#### **18.2 Composition of Council**

The Council shall be the Delegates and the President.

#### **18.3 Meetings of Council**

The Council shall meet annually which shall be at the Annual General Meeting of NNZ. It may also meet at any other time in a Special General Meeting, called under this Constitution. All references to a Council Meeting in this Constitution mean an Annual General Meeting or a Special General Meeting.

#### **18.4 Chairperson**

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

#### **18.5 Delegates**

18.5.1 The Delegates for a Council Meeting shall be:

- (a) two (2) individuals elected or appointed by each Regional Entity;
- (b) one (1) individual elected or appointed by each Netball Centre, if any; and
- (c) one (1) Board Member appointed by the Board.

18.5.2 The President and the Chief Executive Officer cannot act as Delegates.

- 18.5.3 No individual shall act as a Delegate for more than one (1) Regional Entity or one (1) Netball Centre at the same Council Meeting.
- 18.5.4 The names of the Delegates elected or appointed under Rule 18.5.1, shall be forwarded to the Chief Executive Officer by a date and time determined by the Board, prior to the commencement of each Council Meeting.
- 18.5.5 Subject to Rule 18.13 each Delegate shall represent and vote on behalf of their Regional Entity, Netball Centre or the Board, as the case may be.
- 18.5.6 In addition to the Delegates, all Members (except Life Members) are entitled to attend Council Meetings as observers but shall not be entitled to speak or vote. Life Members are entitled to attend and speak at Council Meetings, but shall have no right to vote, unless the Life Member is a Delegate in which case s/he has the rights under Rule 18.5.

## **18.6 Powers of Council**

The Council shall act in accordance with the Objects and for the mutual and collective benefit of NNZ, the Members, and Netball. The Council shall have power in Council Meetings to:

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

## **18.7 Annual General Meeting**

- 18.7.1 The Annual General Meeting of NNZ shall be held no later than 1 March in each calendar year.
- 18.7.2 All Council Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

## **18.8 Notice of AGM**

18.8.1 Not less than sixty (60) days written notice shall be given by the Chief Executive Officer to the Board, the Regional Entities and the Netball Centres of:

- (a) the date and place for the Annual General Meeting,
- (b) the closing date for nominations of elections and items of business (under Rule 18.9) to be submitted.

18.8.2 Regional Entities and Netball Centres shall display, publish or otherwise distribute the notice in Rule 18.8.1 to ensure that as many Members as possible are made aware of the Annual General Meeting.

## **18.9 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 15.3.1 must be received in writing by the Chief Executive Officer from Regional Entities, Netball Centres and the Board.

## **18.10 Agenda and Business to be Discussed**

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

- (a) the Annual Report of NNZ,
- (b) items of business of which notice has been given under Rule 18.9,
- (c) elections of the President and Elected Board Members, and
- (d) any alterations to this Constitution.

18.10.2 An agenda containing the business to be discussed at an Annual General Meeting together with a list of Delegates attending, shall be forwarded to the Board, and all Regional Entities and 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.

### 18.11 Special General Meetings

Special General Meetings of NNZ may be called at any time by a minimum of four (4) Regional Entities, or by the Board, by written notice to the Chief Executive Officer.

### 18.12 Notice of Special General Meetings

Subject to Rule 15.11.2 (removal of Board Member) upon receipt of a request for a Special General Meeting under Rule 18.11 not less than twenty one (21) days written notice must be given to the Board, the Regional Entities and the Netball Centres 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.

### 18.13 Voting at Council Meetings

- 18.13.1 Each Regional Entity present at a Council Meeting by its Delegates shall be entitled to thirty (30) votes **less** the number of Delegates of Netball Centres within that Regional Entity's Region who are present at the meeting
- 18.13.2 Each Netball Centre present at a Council Meeting by its Delegate shall be entitled to one (1) vote.
- 18.13.3 The Delegate of the Board present at a Council Meeting shall be entitled to one (1) vote.
- 18.13.4 Voting shall be by a majority of those Delegates present and entitled to vote, except for alterations to this Constitution (under Rule 24) and the appointment of a liquidator, (under Rule 26) which shall be by two-thirds of the majority of those entitled to vote.
- 18.13.5 Voting may be by a show of hands, or if requested by two (2) Delegates present at the meeting, 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.

## **18.14 Postal Votes**

18.4.1 Where the Board considers it appropriate to do so, voting for a Council 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.

## **18.5 Quorum**

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

## **PART V – FINANCIAL MATTERS**

### **19 FINANCIAL YEAR**

19.1 The financial year of NNZ shall commence on the 1<sup>st</sup> of December and end on the 30<sup>th</sup> day of November in the next year, and may be altered from time to time by the Board.

### **20 ANNUAL REPORT**

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

- (a) the audited annual financial statements as required under the Act, and
  - (b) an annual report of the year’s activities,
- (collectively known as the “Annual Report”).

20.2 The annual financial statement in Rule 20.1(a), shall be audited by an auditor appointed by the Board. The auditor shall be a practising chartered accountant.

### **21 COMMON SEAL**

21.1 NNZ shall have a common seal.

21.2 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**

### **22 JUDICIARY COMMITTEE**

#### **22.1 Matters which may be Referred to Judiciary Committee**

Without limiting the Board's powers under Rule 13, 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 Regional Entity, Netball Centre, National Representative, Officer, Life Member or Appointed Personnel has:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, any other policy, resolution or determination of the Council, Board or any committee, or under any rules of an Event, except where such breach, failure, refusal or neglect is of the NNZ Anti-Doping Regulations in which case it shall be referred to the Sports Disputes Tribunal of New Zealand for determination as set out in the Regulations;
  - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of NNZ and/or Netball; or
  - (iii) brought NNZ or Netball into disrepute; or
- (b) an appeal by a Netball Centre or Individual Member from a decision of a Regional Entity or Netball Centre respectively, which or who has received a penalty or an adverse finding in disciplinary proceedings conducted by that Member, provided that the Netball Centre or Individual Member has first exhausted all avenues of appeal available under the Constitution of the Regional Entity or Netball Centre respectively;

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

#### **22.2 Referral to Judiciary Committee**

- 22.2.1 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.

- 22.2.2 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.
- 22.2.3 Any referral to the Judiciary Committee shall be made and determined in accordance with the Regulations.

### **22.3 Appeals**

- 22.3.1 Any party to any proceedings under rule 22.1(a) of this Constitution may appeal (“the appellant”) a decision of the Judiciary Committee to the Sports Disputes Tribunal of New Zealand.
- 22.3.2 An appeal under rule 22.3.1 may only be made on one or more of the following grounds:
- (a) that natural justice was denied;
  - (b) that the Judiciary Committee acted outside of its powers and/or jurisdiction (i.e. acted ultra vires);
  - (c) that substantially new evidence has become available after the decision, which is being appealed, was made.
  - (d) in respect of a decision relating to misconduct involving the appellant, that the penalty was either excessive or inappropriate.
- 22.3.3 Any appeal under rule 22.3.1 shall be filed within 10 working days from the date the appellant was notified of the decision of the Judiciary Committee and in all other respects shall be in accordance with the rules of the Sports Disputes Tribunal of New Zealand (copies of which are available from NNZ). The decision of the Sports Disputes Tribunal of New Zealand shall be final and there shall be no further right of appeal.
- 22.3.4 There is no right of appeal from a decision of the Judiciary Committee made under rule 22.1(b) of this Constitution.

## **22.4 Sports Tribunal of New Zealand**

- 22.4.1 NNZ recognises the Sports Tribunal of New Zealand established by Sport and Recreation New Zealand as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal.
- 22.4.2 Subject to the rights and procedures set out in this Constitution (including in particular rules 22 and 29), any Member who or which has a sports related dispute with NNZ or another Member, may refer such dispute to the Tribunal with the written agreement of the Board of NNZ and the other party to the dispute (if any), in accordance with the rules of the Tribunal.
- 22.4.3 NNZ may provide for additional rights and procedures regarding the referral of other sports related disputes to the Tribunal, in any Regulations made under Rule 25 of this Constitution, provided that such rights and procedures are not inconsistent with this Constitution.
- 22.4.4 Where not specifically provided for in this Constitution or the Regulations, the Board of NNZ may agree to refer certain sports related disputes to the Tribunal as set out in the rules of that Tribunal.

## **PART VII - MISCELLANEOUS**

### **23 APPLICATION OF INCOME**

- 23.1 The income and property of NNZ shall be applied solely towards the promotion of the Objects.
- 23.2 Except as provided in this Constitution:
- (a) no portion of the income or property of NNZ 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 NNZ to any Member, Board Member or Officer.

- 23.3 Nothing in Rules 23.2(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 NNZ whether as an employee or otherwise;
  - (b) goods supplied to NNZ in the ordinary and usual course of operation;
  - (c) interest on money borrowed from any Member, Board Member or Officer;
  - (d) rent for premises demised or let by any Member, Board Member or Officer to NNZ;
  - (e) any out-of-pocket expenses incurred by the Member, Board Member, or Officer on behalf of NNZ for any other reason;

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

## **24 ALTERATION TO THE RULES**

- 24.1 Subject to Rule 24.2, this Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a Council Meeting.
- 24.2 No alteration to Rule 3 (Objects), Rule 23 (Application of Income) or Rule 26, (Liquidation) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Constitution and shall be included and implied into any Constitution replacing this Constitution.
- 24.3 Notice of an intention to alter this Constitution must be given by a Regional Entity or a Netball Centre or the Board to the Chief Executive Officer no later than thirty (30) days prior to a Council Meeting.

## **25 REGULATIONS**

- 25.1 The Board may determine and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Objects of this Constitution and any directives given by Council.
- 25.2 All Regulations shall be binding on NNZ and the Members.

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

## 26 LIQUIDATION

- 26.1 NNZ may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those entitled to vote at a Council 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 later than thirty (30) working days, after the date on which the resolution was passed.
- 26.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of NNZ.
- 26.3 Any surplus assets of NNZ, 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.
- 26.4 The body or bodies in Rule 26.3 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 NNZ under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.
- 26.5 The body or bodies in Rules 26.3 and 26.4 shall be determined by the Members in a Council 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.

## 27 INDEMNITY

NNZ 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 NNZ.

## **28 COLOURS**

- 28.1 The colours of NNZ shall be either black, or black and white, with the silver fern leaf emblem as described in Regulations.
- 28.2 Members acknowledge and agree these colours with the silver fern are for the exclusive use of NNZ and not for use by Members.

## **29 DISPUTES AND MATTERS NOT PROVIDED FOR**

- 29.1 Subject to Rule 29.2, 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 the Board, whose decision shall be final and binding.
- 29.2 If the dispute or matter in Rule 29.1 is between the Board and a Member, or between any one (1) or more Board Members, ("the parties") the dispute or matter shall be resolved by the following process:
- (a) by the parties acting in good faith to seek an agreement; or failing such agreement,
  - (b) by a party or the parties appointing an independent third person to mediate between them; or failing agreement at such mediation,
  - (c) by referring the dispute or matter to the Sports Disputes Tribunal of New Zealand in accordance with its rules and/or as directed by such Tribunal.

### 30 DEFINITIONS

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 20.1 (a) and (b).

**“Annual General Meeting”** means the Council meeting held annually as described in Rule 18.6.

**“Appointed Board Member”** means a person appointed as a Board Member under Rule 15.3.7.

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

**“Board”** means the Board as defined in Rule 15.2.

**“Board Appointment Panel”** means the panel of persons established under Rule 15.3.4 to determine the Appointed Board Members.

**“Board Members”** means the Elected Board Members and the Appointed Board Members elected and appointed, respectively under Rules 15.3.1 and 15.3.7.

**“Championship Rules”** means the championship rules of NNZ which existed prior to the commencement of this Constitution.

**“Chief Executive”** means the Chief Executive of NNZ for the time being appointed under Rule 15.3.9.

**“Club”** means a group of individuals calling themselves a club, whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise) in the Region and which is a member of a Regional Entity and/or Netball Centre.

**“Council Meeting”** means the Annual General Meeting or a Special General Meeting of NNZ held under Rule 18.3.

**“Defendant”** means the Member against whom an allegation is made or an appeal is brought under Rule 22.1.

**“Delegate”** means a person elected or appointed to be a representative at a Council meeting under Rule 18.5.

**“Elected Board Member”** means a person elected as a Board Member under Rule 15.3.1.

**“Event”** means:

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

**“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.

**“Individual Member”** means those individuals described in Rule 8.

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

**“Judiciary Committee”** means a committee of the Board as set out in Rule 22.

**“Life Members”** means those individuals described in Rule 9.

**“Members”** means the members of NNZ as described in Rule 5.

**“Membership Fee”** means the fee or fees payable to NNZ under Rule 10.

**“National Representative”** means a player or other member of a Netball Team or Netball squad which has been selected to play Netball in an event or competition as a representative of New Zealand, and includes an umpire selected to represent New Zealand.

**“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 Board.

**“Netball Centre”** means a Netball Centre as described in Rule 7.

**“Netball Team”** means up to twelve (12) Netball players, a coach, a manager, and up to two other support personnel, unless otherwise specified by the Board.

**“NNZ”** means Netball New Zealand Incorporated and includes its officers, employees, Board Members and agents.

**“Objects”** means the objects of NNZ described under Rule 3.

**“Officer”** means the individuals appointed under Rule 14.1.

**“President”** means the individual elected under Rule 14.3.

**“Region”** means a geographical area of New Zealand as described in the Regulations.

**“Regional Entity”** means an incorporated society in a Region as described in Rule 6.

**“Register”** means the register of members specified in Rule 12 and includes the registers of Members held by each Regional Entity and Netball Centre.

**“Regulations”** means the regulations determined under Rule 25.

**“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 IFNA.

**“School Team”** means a Netball Team representing a school in a Region.

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

**“Sports Disputes Tribunal of New Zealand”** means the tribunal established by Sport and Recreation New Zealand under the Sport and Recreation New Zealand Act 2002 to hear and determine sports related disputes, including appeals.

**“Standing Orders”** means the standing orders of NNZ which existed prior to the commencement of this Constitution.

**“Transition Period”** means the period commencing at the start of the Annual General Meeting of NNZ in 1999 and ending at the conclusion of the Annual General Meeting in the year 2001.