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# **NETBALL WAIKATO BAY OF PLENTY ZONE INCORPORATED CONSTITUTION**

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**NETBALL WAIKATO BAY OF PLENTY ZONE INCORPORATED**

**2025**

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*Note: Interpretation provisions and definitions of words used in this Constitution are set out in Rule 27.*

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## PART I: OBJECTS & POWERS

### 1. NAME

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The name of the incorporated society is “Netball Waikato Bay of Plenty Zone Incorporated” (the “**Zone Entity**”).

### 2. REGISTERED OFFICE

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The registered office of the Zone Entity shall be at a place in New Zealand as determined by the Board and notified to the Registrar from time to time.

### 3. OBJECTS

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**3.1 Objects of the Zone Entity:** In furtherance of the Objects of NNZ, which is the national body for Netball in New Zealand, and in accordance with the NNZ Constitution, the Objects of the Zone Entity are to:

- (a)** be the body in the Zone that supports and assists its Members to administer, promote, develop and deliver Netball in the Zone;
- (b)** promote Netball as an amateur game in the Zone for the recreation and entertainment of the general public in New Zealand;
- (c)** be a member of NNZ and as such comply with and enforce the rules and regulations of NNZ and contribute to the administration and promotion of NNZ and Netball in New Zealand;
- (d)** be beneficial to the community by promoting and developing opportunities, programmes and facilities to enable, encourage and enhance Netball participation, enjoyment and performance in the Zone;
- (e)** establish, promote and stage Zone Entity and other Netball competitions and matches in the Zone, and to determine the rules of such competitions and matches (consistent with any applicable INF and/or NNZ rules);
- (f)** promote the health, safety and wellbeing of all participants in Netball;
- (g)** encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (h)** maintain and enhance the reputation of the Zone Entity, NNZ and Netball through the development and promotion of standards and practices which fulfil these Objects;

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

**3.2 Limitations on Objects:** For the avoidance of doubt:

- (a) the Objects do not include, and the Zone Entity must not be carried on for, any form of financial gain that would contravene the Act; and
- (b) the Zone Entity is established, and must be maintained, mainly for the purpose of promoting amateur Netball, conducted for recreation and entertainment of the general public, and must not operate or apply its funds for private pecuniary profit.

**3.3 Interpretation of Objects:** Unless the context requires otherwise and subject to Rule 3.2, each of the Objects is to be construed independently and is not to be limited by reference to any other Object and each of the Objects is an independent Object of the Zone Entity.

#### 4. POWERS

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**4.1 Powers of the Zone Entity:** Subject to any overriding power of NNZ as the national body for Netball in New Zealand under the NNZ Constitution, the Powers of the Zone Entity are to:

- (a)** purchase, lease, hire or otherwise acquire and hold shares, real and personal property, rights and privileges;
- (b)** control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c)** sell, lease, mortgage, charge or otherwise dispose of any property of the Zone Entity and to grant such rights and privileges of such property as it considers appropriate;
- (d)** determine regulations, policies and procedures for the governance and management of Netball in the Zone Entity;
- (e)** determine, implement and enforce disciplinary procedures for its Members and others involved in Netball including imposing sanctions;
- (f)** employ, determine and terminate staff and engage the services of personnel and organisations to work for and with the Zone Entity;
- (g)** contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of the Zone Entity;
- (h)** be a member or affiliate of, 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 Zone Entity;
- (i)** determine who are its Members;
- (j)** establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (k)** enforce the rules and regulations of INF and NNZ;
- (l)** enforce the Rules of Netball;
- (m)** award, grant or otherwise honour achievement and services to Netball in the Zone and to the Zone Entity;
- (n)** produce, develop, create, licence, use and protect Intellectual Property; and

- (o) do any other acts or things which further the Objects of the Zone Entity, including anything that falls within the powers conferred on the Zone Entity as an incorporated society under the Act.

For the avoidance of doubt, the above powers shall not limit the rights and powers of the Zone Entity as an incorporated society under the Act.

**4.2 Limitations on Powers:** For the avoidance of doubt, the Zone Entity's Powers must only be exercised in furtherance of its Objects and in accordance with the limitations set out in Rule 3.2.

**4.3 Interpretation of Powers:** Unless the context requires otherwise and subject to Rule 4.2, each of the powers of the Zone Entity set out in this Constitution is to be construed independently and not limited by reference to any other power recorded in this Constitution, and each of the powers set out in this Constitution is an independent power of the Zone Entity.

## PART II: MEMBERSHIP

### 5. CATEGORIES OF MEMBERS

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**5.1 Member Categories:** The categories of membership of the Zone Entity (collectively called "**Members**") shall be:

- (a) **Netball Centres** as described in Rule 6;
- (b) **Individual Members:** as described in Rule 7;
- (c) **Life Members** as described in Rule 8; and.
- (d) **Other categories** being any other category or categories of membership of the Zone Entity as determined by the Board, from time to time.

**5.2 Consent Required:** In relation to all categories of membership, a person must consent to becoming a Member of the Zone Entity.

### 6. NETBALL CENTRES

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**6.1 No Numerical Limit:** There shall be no limit on the number of Netball Centres in the Zone who may be members of the Zone Entity.

**6.2 Eligible Groups:** A group of at least ten (10) individuals in the Zone who wish to form a Netball Centre in the Zone may apply to form a Netball Centre that is a Member of the Zone Entity and NNZ, in accordance with Rule 6.3.

**6.3 Becoming a Member Netball Centre:**

- (a) The group shall first apply to the Board, and the application must include consent to becoming a member of the Zone Entity and NNZ.
- (b) If the Board approves the application, it shall forward the application to the NNZ Board which shall then determine the application under the NNZ Regulations.
- (c) If the application is approved by the NNZ Board, then upon the Netball Centre adopting a constitution in compliance with this Constitution and the NNZ Constitution and paying the Membership Fee to the Zone Entity and any fee payable to NNZ, the Netball Centre will be a member of the Zone Entity and NNZ.

**6.4 Netball Centre Obligations:** In addition to the obligations of a Netball Centre as a Member under Rule 10, each Netball Centre in the Zone shall:

- (a)** administer, promote and develop Netball in the Zone or its part of the Zone in accordance with the Objects of NNZ, the Objects of the Zone Entity and the objects of the Netball Centre;
- (b)** be named as approved by the NNZ Board, after consultation with the Zone Entity Board and the Netball Centre;
- (c)** be an incorporated society under the Act;
- (d)** have as its members clubs, schools, individual members and/or any other members it considers appropriate;
- (e)** ensure that, in accordance with any applicable NNZ Regulations and/or the Regulations, the Netball Centre's members and any other category or categories of person holding any position or type of position with, or involved in Netball in connection with, the Netball Centre (as specified in the relevant regulations):
  - (i)** provide to the Netball Centre, by way of registration with the Netball Centre or otherwise, their name, contact and other details, and authorise NNZ to receive or access such details, for the purpose of furthering NNZ and Zone Entity's objects;
  - (ii)** agree to be bound by the rules and regulations of NNZ, the Zone Entity, and the Netball Centre; and
  - (iii)** if the Netball Centre member or other person is a Club, School or other organisation that has its own members and/or persons holding positions or involved in Netball in connection with the organisation, procure the agreement of those members and/or other persons to provide their details and agree to be bound by the rules and regulations of NNZ, the Zone Entity and the Netball Centre, as contemplated under paragraphs (i) and (ii) above;
- (f)** not be affiliated to any Netball organisation other than NNZ or the Zone Entity, unless otherwise approved by NNZ;
- (g)** adopt the Objects of NNZ and the Objects of the Zone Entity to the full extent relevant to the Netball Centre and the role of the Netball Centre under the NNZ Constitution and this Constitution, and adopt a constitution which meets that requirement and is consistent with the NNZ Constitution, this Constitution, and any relevant NNZ Regulations or Regulations;
- (h)** apply its property and capacity in pursuit of the Objects of NNZ, the Objects of the Zone Entity, and the Objects of the Netball Centre and Netball;

- (i) do all that is reasonably necessary to enable the Objects of NNZ, the Objects of the Zone Entity, and the Objects of the Netball Centre to be achieved;
- (j) act in good faith and with loyalty to NNZ and the Zone Entity to ensure the maintenance and enhancement of NNZ, the Zone Entity, the Netball Centre and Netball, and their respective reputations, and to do so for the collective and mutual benefit of NNZ, Zone Entity and Netball Centre members, Netball and those who are involved in Netball;
- (k) operate with, and promote, mutual trust and confidence between NNZ, the Zone Entity, the Netball Centre, and their members and others involved in Netball; and
- (l) at all times act in the interests of NNZ, Zone Entity, and Netball Centre members, Netball and those who are involved in Netball.

#### **6.5 Delegate Representation:**

- (a) Each Netball Centre in the Zone may appoint one (1) Delegate annually to represent the Netball Centre at NNZ Council Meetings. Failing such appointment, the Delegate(s) appointed to represent the Zone Entity will represent the Netball Centre at NNZ Council Meetings. The name of a Netball Centre's appointed Delegate shall be forwarded to NNZ as specified in the NNZ Constitution.
- (b) Each Netball Centre shall appoint one (1) Delegate annually to represent it at the Zone Entity's General Meetings. Notice of the Delegates and the rights of Delegates shall be as specified in Rule 15.4.

#### **6.6 Merger/Amalgamation:** Any Netball Centre in the Zone that wishes to merge or otherwise amalgamate with any other Netball Centre, shall notify the Zone Entity of its intention to do so and consult with the Board and the NNZ Board prior to such merger or amalgamation.

#### **6.7 Constitutions:** Each Netball Centre shall provide to NNZ and the Zone Entity a copy of its constitution and all amendments to its constitution. The NNZ Board or the Board may direct a Netball Centre to amend its constitution if the constitution, or any rule within it, is inconsistent or in conflict with the NNZ Constitution, this Constitution, NNZ Regulations or the Regulations.

#### **6.8 Annual Reports:** Each Netball Centre shall provide to NNZ and the Zone Entity, within one month after each Netball Centre annual general meeting, a copy of the Netball Centre's annual report for its most recently completed financial year, which shall include:

- (a) the annual financial statements for the Netball Centre for the financial year; and
- (b) a report on the operation and affairs of the Netball Centre during the financial year.

**6.9 Member Registers and Other Details:** Each Netball Centre must maintain a register of its members in a format determined by the NNZ Board, and must provide its register of members, and all details contained within it, to NNZ and the Zone Entity as requested by either organisation from time to time. In accordance with any applicable NNZ Regulations and/or the Regulations, each Netball Centre shall similarly maintain, and provide to NNZ and the Zone Entity as requested from time to time, details of any other category or categories of person referred to in Rule 6.4(e) (as specified in the relevant regulations).

## 7. INDIVIDUAL MEMBERS

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**7.1 Individuals Holding Specified Positions:** Subject to Rule 7.1, an individual shall be an Individual Member if the individual is an Officer or other Appointed Personnel of the Zone Entity.

**7.2 Becoming an Individual Member:** An individual holding a position referred to in Rule 7.1 will become an Individual Member upon being elected or appointed to the relevant position, provided that:

- (a) at the same time or subsequently, the individual confirms their consent to becoming a Member of the Zone Entity (which shall be a condition of holding a position referred to in Rule 7.1); and
- (b) the Zone Entity receives all information required for the Zone Entity's Register.

## 8. LIFE MEMBERS

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**8.1 Eligible Individuals:** Life membership is reserved for persons who have made an outstanding contribution or provided outstanding service to Netball or the Zone Entity.

**8.2 Becoming a Life Member:** A person shall become a Life Member of the Zone Entity by nomination, recommendation and then vote at a General Meeting, such processes to be carried out in accordance with any applicable Regulations, provided that:

- (a) the General Meeting resolution to approve a Life Member must be passed by at least a two thirds majority of the votes carried by those Delegates present and entitled to vote at the meeting; and

- (b) the person must also consent to becoming a Member of the Zone Entity and provide the information required for the Zone Entity's Register.

## 9. MEMBERSHIP FEES

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### 9.1 Board Determination of Zone Entity Fees:

The Board shall determine:

- (a) any membership fee ("Membership Fee") and/or other fees payable by Netball Centres and others to the Zone Entity;
- (b) the due date for the fee(s); and
- (c) the manner of payment for the fee(s),

provided that any such fees must comply with the NNZ Regulations.

### 9.2 Netball Centre Fees:

Netball Centres shall determine membership and other fees for their members and others involved in Netball, provided that such fees shall comply with the NNZ Regulations and the Regulations. The NNZ Board and/or the Board may investigate, and if it considers appropriate, request a Netball Centre to alter the nature and/or amount of any fees, in accordance with the NNZ Regulations and/or the Regulations.

## 10. MEMBERS' RIGHTS AND OBLIGATIONS

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Members acknowledge and agree that:

- 10.1 **Arrangements Binding:** this Constitution constitutes a contract between each of them and NNZ and the Zone Entity, and that they are each bound by the NNZ Constitution, this Constitution, the NNZ Regulations, and the Regulations;
- 10.2 **Compliance:** they shall comply with and observe all applicable requirements of the constitutions and regulations referred to in Rule 10.1, and any determination, resolution or policy which may be made or passed by the NNZ Board or the Board under those constitutions and regulations;
- 10.3 **Jurisdiction:** they are subject to the jurisdiction of NNZ and the Zone Entity;
- 10.4 **Furtherance of Objects:** the constitutions and regulations referred to in Rule 10.1 are necessary and reasonable for promoting the Objects of NNZ and the Objects of the Zone Entity and are made for the mutual and collective benefit of NNZ, the Zone Entity, the Netball Centre, their respective members, Netball and those who are involved in Netball;

**10.5 Rights:** they are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution, but they have no right, title or interest in, nor any automatic right to use, the property of the Zone Entity;

**10.6 Eligibility:** to continue as Members and to remain entitled to any benefits, advantages, privileges and services of membership, they must continue to meet the requirements for the relevant category of membership under this Constitution and any applicable Regulations; and

**10.7 Provision of Information:** they must provide, and notify any changes to, all information relating to them that is required by NNZ and/or the Zone Entity under, or for the purpose of compliance with, the NNZ Constitution, this Constitution and the Act, and for Netball Centres this includes the provision of details and notification of changes to details in relation to their respective members and other persons as referred to in Rule 6.4(e).

## 11. REGISTER OF MEMBERS

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**11.1 Register Required:** The Board must ensure that the Zone Entity keeps and maintains a Register which must contain all information that the Zone Entity is required to collect under, or for the purpose of compliance with, this Constitution and the Act in relation to current Members and in relation to former Members whose membership ceased within the previous seven (7) years (or any other period specified under the Act).

**11.2 Register Information:** Without limiting Rule 11.1, the information to be kept on the Register in relation to a person who is, or was, a Member includes (without limitation):

- (a)** the person's name;
- (b)** the person's contact details, which must include a postal address (including postcode), an email address, and at least one phone number;
- (c)** the date the person became a Member;
- (d)** the relevant category of membership;
- (e)** if applicable, the date the person ceased to be a Member; and
- (f)** for Netball Centres, the name(s) and contact details (as set out in paragraph (b) above) of the representative(s) or contact person(s) for the entity.

**11.3 Format of Register:** The Zone Entity shall keep its Register in a format determined by the NNZ Board, and must provide its Register, and all details contained within it, to NNZ as requested by NNZ from time to time.

**11.4 Changes to Register Information:** All Members shall provide written notice of any change to the details referred to in Rules 11.1 and 11.2 to the Zone Entity within thirty (30) days of such change.

**11.5 Privacy Requirements:** The Zone Entity shall, in collecting personal information for the Register which will be shared with NNZ, seek the consent of the individual concerned and at all times comply with the Privacy Act 2020.

**11.6 Access to Register:** 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 2020.

## 12. TERMINATION OF MEMBERSHIP

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**12.1 Cessation of Eligibility or Resignation:** A Member shall have their membership of the Zone Entity terminated if the Board determines that the person has ceased to meet the requirements for the relevant category of membership or the person resigns by giving written notice to the Zone Entity.

**12.2 Non-payment of Fees:** A Member shall have their membership of the Zone Entity terminated if any fees (including Membership Fees) or other payments to NNZ and/or the Zone Entity are due and outstanding. Before such termination can occur, NNZ and/or the Zone Entity (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 the Member's membership of the Zone Entity may only be terminated by the Board under this Rule 12.2 if such payment is not made by the due date.

**12.3 Disciplinary Proceedings:** A Member may also have their membership of the Zone Entity terminated:

- (a)** by resolution of the NNZ Board, if the NNZ Judiciary Committee recommends such action under the NNZ Constitution or if the NNZ Board considers such action to be appropriate under and in accordance with the NNZ Constitution; or
- (b)** by resolution of the Board, if the Judiciary Committee recommends such action under Rule 19 or if the Board, or any sub-committee of the Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Board decision, the NNZ Constitution, this Constitution, the NNZ Regulations, the Regulations or any policies or reasonable directions of NNZ Board or of the Board.

**12.4 Right to be Heard:** Before any decision under Rule 12.3 is made:

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

**12.5 Appeal to General Meeting:** Any Member whose membership is terminated under Rule 12.3(a) may appeal the relevant decision to a NNZ Council Meeting called for that purpose, and any Member whose membership is terminated under Rule 12.3(b) may appeal the decision to a Special General Meeting called for that purpose. The appeal in either case shall be allowed if a resolution to allow the appeal is passed by at least a two-thirds majority of the votes carried by those Delegates present and entitled to vote at the relevant meeting. Where a Member appeals against a decision of the Board under this Rule, the decision of the Special General Meeting shall be final, and Rule 19.3 (Appeals) shall not apply.

**12.6 Natural Justice/Compliance with Act:** The processes set out under Rules 12.3 to 12.5 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.

**12.7 Reinstatement:** Membership terminated under this Constitution may be reinstated at the discretion of the Members at a subsequent General Meeting, unless the termination was determined by the NNZ Board in which case the Member may be reinstated at the discretion of the NNZ Council at a Council Meeting.

**12.8 Consequences of Termination:** When a person ceases to be a Member, the Register must be updated and, if required, NNZ must be notified within thirty (30) days, and the person shall:

- (a)** forfeit all rights in and claims upon the Zone Entity and NNZ and their property;
- (b)** forfeit all membership rights including any rights to attend, speak and vote at General Meetings and to appoint any Delegate for that purpose;
- (c)** not use any property of the Zone Entity or NNZ, including Intellectual Property, without the relevant party's consent;
- (d)** not hold themselves out, expressly or impliedly, as being a Member or similarly connected or associated with the Zone Entity and NNZ; and

- (e)** remain liable to the Zone Entity and NNZ (as the case may be) for any outstanding membership fees or other debts.

### PART III: BOARD & STATUTORY OFFICERS

#### 13. BOARD

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**Note:** Aspects of the Board provisions in this Rule 13 are overridden by the transitional provisions relating to the Board in Rule 28.

**13.1 Role of the Board:** The Board is responsible for determining strategies, policies and financial arrangements of, and for, the Zone Entity. For the purposes of the Act, the Board is the committee and governing body of the Zone Entity.

#### 13.2 Membership of the Board:

- (a)** The Board shall comprise five (5) individuals, each a “**Board Member**” and collectively “**Board Members**”, consisting of:
  - (i)** two (2) persons elected by the Annual General Meeting, under Rule 13.3(a) (“**Elected Board Members**”);
  - (ii)** two (2) persons appointed by the Board Appointment Panel, under Rule 13.3(g) (“**Appointed Board Members**”); and
  - (iii)** one (1) person appointed by NNZ as specified in the NNZ Constitution and the NNZ Regulations.
- (b)** A person elected or appointed as a Board Member shall become an Individual Member at the time of their election or appointment, in accordance with Rule 7, so that the Board shall entirely consist of individuals who are Members of the Zone Entity.

#### 13.3 Election/Appointment of the Board and Chair

- (a)** The Elected Board Members shall be elected by resolution at an Annual General Meeting.
- (b)** Nominations for Elected Board Member positions that are vacant prior to, or will become vacant at the conclusion of, an Annual General Meeting may be made by a Netball Centre or the Board, and written notice of any nomination must be received by the Zone Entity not less than thirty (30) days before the date set for the relevant Annual General Meeting.
- (c)** The Appointed Board Members shall be appointed by the Board Appointment Panel.
- (d)** The Board Appointment Panel shall be established by the Board, no later than two (2) months prior to the Annual General Meeting each year or at such other time as directed by a General Meeting following the removal of an Appointed Board Member under Rule 13.11. The three (3) person Panel shall consist of:

- (i) one (1) individual nominated by The Institute of Directors in New Zealand Incorporated or an alternative organisation with appropriate expertise in relation to governance, as determined by the Board; and
- (ii) two (2) other individuals nominated by the Board.

(e) Applications for Appointed Board Member positions that are vacant, or will soon become vacant, may be made in writing by any person and must be received by the Zone Entity not less than twenty (20) days before an Annual General Meeting for positions vacant prior to or at the conclusion of that meeting (or twenty (20) days before the Board Appointment Panel is due to meet where it is required to determine a replacement for an Appointed Board Member who has been removed under Rule 13.11). In addition, the Board Appointment Panel may advertise publicly or invite applications for Appointed Board Member positions.

(f) An applicant for an Appointed Board Member position may also be a nominee for an Elected Board Member position, provided that if such nominee is elected as an Elected Board Member at the Annual General Meeting their application for an Appointed Board Member position shall automatically be withdrawn. The Chief Executive Officer shall forward all applications for Appointed Board Member positions (together with all nominations for Elected Board Member positions) to the Board Appointment Panel.

(g) Following assessment, and if necessary after considering further information obtained from the applicants, the Board Appointment Panel shall determine appointments to fill Appointed Board Member positions vacant prior to or at the conclusion of an Annual General Meeting within fourteen (14) days after the Annual General Meeting. Where an Appointed Board Member has been removed (under Rule 13.11), the Board Appointments Panel shall appoint a replacement within sixty (60) days of the General Meeting at which the removal resolution was passed.

(h) Following the election and appointment of Board Members under Rules 13.3(a) and 13.3(g) in connection with an Annual General Meeting, the Board Members shall, at the next Board meeting following the Annual General Meeting, appoint a Chair of the Board from within their number.

(i) No person who is employed or otherwise provides services for reward to the Zone Entity may be a Board Member.

### 13.4 Term of Office of Board Members

- (a) Subject to Rule 13.4(b) the term of office for an Elected Board Member shall run from the date of their election to the conclusion of the third Annual General Meeting following their election, and the term of office for an Appointed Board Member shall run for a maximum of three (3) years from the date of their appointment, as determined by the Board at the time of the appointment.
- (b) The Board must use reasonable endeavours to ensure that the terms of office of all or a majority of Board Members do not come to an end at the same time. For that purpose, 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.
- (c) Any Board Member may be re-elected (under Rule 13.3(a) or re-appointed (under Rule 13.3(g) to the Board for a maximum of two (2) subsequent and consecutive terms of office, provided that the Board members' total consecutive service does not exceed nine (9) years.

### 13.5 Rights of Board Members:

Unless this Constitution or the Act provides otherwise, all Board Members shall have the right to attend, speak and vote at all Board meetings.

### 13.6 Vacancies on the Board

- (a) Unless this Constitution provides otherwise and subject to Rule 13.6(b), any vacancy on the Board which occurs during any Board Member's term of office may be filled, for the remainder of that term of office, by a person appointed by the Board.
- (b) Where the vacancy in Rule 13.6(a) is an Elected Board Member position, 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 13.3(a). Where the vacancy is an Appointed Board Member position, the Board may refer the matter to the Board Appointment Panel to fill the vacancy, for a full term of office.

### 13.7 Functions and Powers of the Board:

Subject to any overriding power vested in NNZ and the NNZ Board under the NNZ Constitution, the Board shall have the power to:

- (a) develop and implement NNZ and Zone Entity strategies, policies and procedures for the administration, promotion and development of Netball in the Zone;

- (b)** develop and implement prudent policies to protect and enhance the Zone Entity's finances and property;
- (c)** control and invest the funds of the Zone Entity, and adopt appropriate Regulations and procedures for this purpose;
- (d)** employ any Chief Executive Officer for the Zone Entity, determine the terms and conditions of employment, and, if necessary, terminate such employment;
- (e)** establish such commissions, committees and groups, corporate or other entities, as it considers appropriate to assist it to carry out its responsibilities;
- (f)** co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board (including legal, financial or other professional assistance or advice);
- (g)** delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (h)** appoint two (2) Delegates to represent the Zone at NNZ Council Meetings;
- (i)** enforce the Rules of Netball;
- (j)** determine an annual calendar of events for the Zone Entity which does not conflict with any such calendar of NNZ;
- (k)** employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for teams within the Zone, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (l)** appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within the Zone Entity (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- (m)** select and manage Zone-specific teams and squads;
- (n)** subject to this Constitution, fill vacancies of the Board and any commissions, committees and other groups which are established by the Board;
- (o)** develop Zone programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ together with national programmes in the Zone;

- (p) establish and organise Zone Netball matches, competitions and events;
- (q) appoint and administer the Judiciary Committee;
- (r) discipline Members and others as specified under Rules 12 and 19;
- (s) resolve and determine any disputes or matters not provided for in this Constitution, unless this Constitution provides for such matters to be resolved or determined by another person; and
- (t) do all other acts and things which are within the Objects and Powers of the Zone Entity and which the Board considers appropriate, including anything that falls within the powers conferred on the Board as the committee and governing body of the Zone Entity as an incorporated society under the Act.

### 13.8 Meetings of the Board

- (a) The Board shall meet at such places and times, and in such manner, as the Board shall determine, provided that the Chairperson or any two (2) or more Board Members may call a Board Meeting at any time and all Board Members must be given not less than [fourteen (14) days'] notice of any Board Meeting (unless the requirement for such notice is waived by all Board Members).
- (b) A Board Meeting may be held by:
  - (i) attendees assembling at a physical venue designated for the meeting;
  - (ii) attendees participating by audio or audio-visual link or other electronic communication designated for the meeting; or
  - (iii) a combination of the methods set out in paragraphs (i) and (ii) above.
- (c) In relation to any Board Meeting for which the method of participation set out in Rule 13.8(b)(ii) is designated:
  - (i) that method of participation must not be sole method of participation unless all those entitled to attend the meeting can reasonably be expected to be able to access that method of participation;
  - (ii) for the purpose of this Constitution, a Board Member participating in the meeting using that method is deemed to attend and be present at the meeting;

- (iii) all Board Members participating in the meeting must be able to hear, and effectively communicate with, each other throughout the meeting (as required to conduct the business of the meeting); and
- (iv) if a failure in communications prevents Rule 13.8(c)(iii) from being satisfied, the meeting shall be suspended until Rule 13.8(c)(iii) is satisfied. If it is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated at the time of the failure, or may be adjourned by the chair of the meeting.

(d) The Chair, or in their absence any other Board Member determined by the Board, shall chair Board meetings. The person chairing a Board Meeting will regulate the proceedings at that meeting.

(e) To establish a quorum, in order to commence and to conduct any business at a Board Meeting, there must be at least four (4) Board Members present at the meeting.

(f) Each Board Member attending a Board Meeting shall have one (1) vote on any matter decided at the meeting, provided that the Board Member is not precluded from deliberations and voting on the relevant matter on account of any conflict of interest in relation to the matter under the Act.

(g) All decisions and resolutions of the Board at a Board Meeting must be approved by a majority of Board Members present and entitled to vote on the relevant matter at the meeting. Voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member). If votes are otherwise tied, the person chairing the meeting shall have a casting vote.

(h) A Board Member who is absent from two (2) consecutive Board Meetings without prior approval or without reasonable explanation (as determined by the Board), shall be deemed to have vacated their office as a Board Member.

**13.9 Written Resolutions in lieu of Board Meetings:** A resolution in writing, signed or assented to by email or other form of visible or other electronic communication by all 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 or assented to by one or more Board Members.

**13.10 Board Minutes:** The Board must ensure that minutes are kept in relation to all Board Meetings and that the Board minutes and other records include a record of all resolutions, including written resolutions, of the Board.

### 13.11 Suspension and removal of Board Members

- (a) The Board may suspend any Board Member who, in the opinion of the Board, has failed to comply with the duties of the Board Member or whose conduct has been prejudicial to the Board or to the interests of the Zone Entity, and must notify the Board Member of the suspension.
- (b) Upon notification of such suspension, the Board Member affected shall be given the opportunity prior to, and at, the next Board meeting, to make submissions in writing and/or verbally to the Board, about the suspension. The Board shall then either confirm or revoke the suspension.
- (c) Subject to prior compliance with Rule 13.11(b), the Board may remove a suspended Board Member on the grounds set out in Rule 13.11(a).
- (d) Subject to Rules 13.11(e) and 13.11(f), the Members in a Special General Meeting, called for this purpose, may by resolution remove any Board Member from office before the end of their term of office on any ground or grounds that the Members consider sufficient to warrant such removal. Where the removed Board Member was an Appointed Board Member, the General Meeting shall request the Board Appointment Panel (under Rule 13.3(e)) to appoint a replacement Board Member to hold office for the remainder of the removed Board Member's term or a full term. Where that removed Board Member was an Elected Board Member, the vacancy shall be filled in accordance with Rule 13.6.
- (e) Upon the Chief Executive Officer receiving a request for a Special General Meeting for the purpose of removing a Board Member under Rule 13.11(d), notice of the meeting will be issued in accordance with Rule 15.9 and to the Board Member concerned.
- (f) Following notification under Rule 13.11(e), and before voting on the resolution to remove a Board Member under Rule 13.11(d), 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 about the proposed resolution.
- (g) The processes set out under this Rule 13.11 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.

### 13.12 Board Member Cessation of Office:

A person shall cease to hold office as a Board Member and shall be deemed to have retired if that person:

- (a) resigns from office;
- (b) becomes bankrupt;
- (c) is convicted of an indictable offence;
- (d) becomes incapable of acting (in which case, and for the avoidance of doubt, a majority decision of two thirds of the Board (excluding the person being voted on) shall be determinative);
- (e) dies;
- (f) is removed by resolution pursuant to Rule 13.11; or
- (g) becomes disqualified from acting as an officer of an incorporated society under the Act.

#### 14. STATUTORY OFFICERS AND CONTACT PERSONS

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- 14.1 Officers Include Board Members and Others:** For the purposes of the Act and any other legislation under which the Zone Entity may be registered from time to time, the Officers of the Zone Entity are the Board Members, any Chief Executive Officer, and any other person who is deemed to be an Officer of the Zone Entity under the relevant legislation.
- 14.2 Officer Qualification and Compliance:** To become an Officer, an individual must consent in writing to be an Officer and certify that they are not disqualified from holding office as an Officer, and all Officers must comply with their duties and other requirements under this Constitution, the Act and any other relevant legislation.
- 14.3 Interests Register and Disclosures:** The Board must ensure that it keeps and maintains a register of disclosures of interests made by Officers, and the Board and each Officer must comply with their respective obligations relating to conflicts of interest, in accordance with the Act.
- 14.4 Contact Person(s):** As required under the Act and any other legislation under which the Zone Entity may be registered from time to time, the Board must appoint at least one (1) and up to three (3) contact persons for the Zone Entity for the purposes of the relevant legislation, who may be any Chief Executive Officer and/or any other person as determined by the Board. Any individual appointed as a contact person must not be disqualified from holding that position and must comply with their duties and other requirements under this Constitution, the Act and any other relevant legislation.
- 14.5 Disqualification/Removal:** A person is not permitted to act, or to continue to act, as an Officer as referred to in Rule 14.1 or as a contact

person as referred to in Rule 14.3 if the person is, or becomes, disqualified from holding such a position under the Act or other relevant legislation.

## PART IV: GENERAL MEETINGS

### 15. GENERAL MEETINGS

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#### 15.1 Annual General Meetings and Special General Meetings

- (a) An Annual General Meeting of the Zone Entity (called the "**Annual General Meeting**" or "**AGM**") shall be called by the Board and must be held no later than six (6) months after the Zone Entity's financial reporting balance date, and no later than fifteen (15) months after the Zone Entity's previous Annual General Meeting.
- (b) All General Meetings of the Zone Entity other than Annual General Meetings shall be Special General Meetings (or "SGMs").
- (c) Special General Meetings of the Zone Entity may be requisitioned at any time by a minimum of two (2) Netball Centres in the Zone by written notice to the Chief Executive Officer, or by the Board. The business to be discussed at a Special General Meeting shall be limited to the item(s) of business included in the notice of the meeting.
- (d) The Board must also call a Special General Meeting to consider and determine a matter if a Zone Entity decision needs to be made on the matter and 50% or more of the Board Members are precluded from voting on the matter due to conflicts of interest under the Act.

#### 15.2 Method of Holding General Meetings:

- (a) The method of holding a General Meeting will be determined by the Board, and a General Meeting may be held by:
  - (i) attendees assembling at a physical venue designated for the meeting;
  - (ii) attendees participating by audio or audio-visual link or other electronic communication designated for the meeting; or
  - (iii) a combination of the methods set out in paragraphs (i) and (ii) above.
- (b) In relation to any General Meeting for which the method of participation set out in Rule 15.2(a)(ii) is designated:
  - (i) that method of participation must not be the only available method of participation, unless all those entitled to attend the meeting can reasonably be

expected to be able to access that method of participation or the Board considers that exceptional circumstances apply;

- (ii) for the purpose of this Constitution, a person participating in the meeting using that method is deemed to attend and be present at the meeting;
- (iii) all those participating in the meeting who are entitled to speak and vote at the meeting must be able to hear, and effectively communicate with, each other throughout the meeting (as required to conduct the business of the meeting); and
- (iv) if a failure in communications prevents Rule 15.2(b)(iii) from being satisfied, the meeting shall be suspended until Rule 15.2(b)(iii) is satisfied. If it is not satisfied within 30 minutes from the interruption, the meeting shall be deemed to have terminated at the time of the failure, or may be adjourned by the chair of the meeting.

**15.3 Chair:** The chair of a General Meeting shall be the Board Chair or their nominee, or otherwise another Board Member as determined by the Board. The person chairing a General Meeting will regulate the proceedings of that Meeting.

**15.4 Delegates and Other Attendees:**

- (a) The voting attendees for a General Meeting, each a "**Delegate**" and together called "**Delegates**", shall be:
  - (i) one (1) individual elected or appointed by each Netball Centre; and
  - (ii) one (1) Board Member appointed by the Board.
- (b) Any Chief Executive Officer and any other individual employed by the Zone Entity cannot act as a Delegate.
- (c) No individual shall act as a Delegate for more than one (1) Netball Centre at the same General Meeting.
- (d) The names of the Delegates elected or appointed by Netball Centres shall be notified in writing to the Chief Executive Officer by a date and time determined by the Board, prior to the commencement of each General Meeting.
- (e) Each Delegate is entitled to attend, speak and vote at a General Meeting and in doing so shall represent and vote on behalf of their Netball Centre or the Board, as the case may be.

**(f)** In addition to the Delegates:

- (i)** All Members (except Life Members), including any representative of a Netball Centre, and other persons in the Zone who are members of NNZ shall be entitled to attend General Meetings as observers but shall not be entitled to speak or vote unless the attendee is a Delegate in which case they have the rights under Rule 15.4(e).
- (ii)** Life Members are entitled to attend and speak at General Meetings, but shall have no right to vote, unless the Life Member is a Delegate in which case they have the rights under Rule 15.4(e).
- (iii)** The Board may approve General Meeting attendance by any other person, to observe and/or speak at the General Meeting.

**15.5 Conduct and Powers:** The Delegates and other attendees at a General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of NNZ, the Zone Entity, their members, Netball and those who are involved in Netball. The Delegates shall have power in General Meetings to:

- (a)** determine major strategic directions of the Zone Entity;
- (b)** alter this Constitution or any of its Rules;
- (c)** review the Zone Entity's performance;
- (d)** be the final arbiter on matters referred to a General Meeting under this Constitution; and
- (e)** elect the Elected Board Members.

**15.6 Notice of AGMs:**

- (a)** Not less than sixty (60) days written notice shall be given by the Chief Executive Officer to the Netball Centres and other Members, and to NNZ, of:
  - (i)** the date and place for, and any other details for attendance at, the Annual General Meeting; and
  - (ii)** the closing date for election nominations and agenda items (under Rule 15.8) to be submitted.
- (b)** Upon receipt of such notice, the Netball Centres shall display, publish or otherwise distribute the notice and/or its contents to

ensure that as many prospective attendees as possible are made aware of the Annual General Meeting.

- (c)** The Zone Entity may also display, publish or otherwise distribute such notice, as determined by the Board, as a means of advising prospective attendees who are not listed for notification in Rule 15.6(a).

**15.7 AGM Agenda Items and Nominations:** In addition to items determined by the Board, Annual General Meeting agenda items may include items (including any proposed motions, and any proposed alterations to this Constitution) proposed by Netball Centres, provided that any such items and any nominations under Rule 13.3(b) must be notified in writing and received by the Chief Executive Officer not less than thirty (30) days before the date set for the Annual General Meeting.

**15.8 AGM Business/Agenda:**

- (a)** The business which must be discussed at the Annual General Meeting includes:
  - (i)** the Board's presentation of the Annual Report of the Zone Entity for the most recently completed financial year;
  - (ii)** items of business determined by the Board or notified in accordance with Rule 15.7;
  - (iii)** elections of any Elected Board Member(s), and if applicable the announcement of any Appointed Board Member appointment(s);
  - (iv)** any proposed, properly notified alterations to this Constitution or any of its Rules; and
  - (v)** any other business required to be conducted at Annual General Meetings under the Act, including, if applicable, notice of any Officer disclosures of interest in respect of matters relating to the Zone Entity for the most recently completed financial year.
- (b)** An agenda containing the business to be discussed at an Annual General Meeting together with a list of Delegates attending, shall be forwarded to those persons listed for notification in Rule 15.6(a) no later than twenty one (21) days before the date of the meeting.
- (c)** Any items of business not listed on the agenda may only be discussed at the meeting if general business is included on the agenda or if approved by a resolution passed by a majority of

the votes carried by those Delegates present and entitled to vote at the meeting.

**15.9 Notice of SGMs:** Subject to Rule 13.11, if a Special General Meeting is called under Rule 15.1 the Chief Executive Officer must give not less than twenty one (21) days written notice to those persons listed for notification in Rule 15.6(a) and the notice must include:

- (a)** the date and place for, and any other details for attendance at, the Special General Meeting; and
- (b)** the item(s) of business to be discussed,

and Rules 15.8(c) and 15.6(b) shall apply as if the meeting were an Annual General Meeting.

**15.10 SGM Business/Agenda:** The business to be discussed at a Special General Meeting shall be limited to the item(s) of business included in the notice of the meeting.

**15.11 Quorum:** At least 51% of the total voting strength of the Delegates (the total voting strength being: the number of Netball Centres in the Zone plus one (1)) must be present at a General Meeting to constitute a quorum for the purpose of commencing and conducting business at the General Meeting. If a quorum is not established within 30 minutes after the scheduled start of a General Meeting:

- (a)** in the case of an Annual General Meeting, the meeting shall be adjourned as determined by the Board, and if a quorum is not established within 30 minutes after the scheduled resumption of the adjourned meeting the Delegates present shall be deemed to constitute a quorum; and
- (b)** in the case of a Special General Meeting, the meeting shall be cancelled.

**15.12 Voting at General Meetings:**

- (a)** Each Delegate present at a General Meeting shall be entitled to one (1) vote. The person chairing the meeting shall have a casting vote. No other attendees are entitled to vote.
- (b)** Unless this Constitution requires otherwise (as in the case of alterations to this Constitution under Rule 21 and the appointment of a liquidator under Rule 23), the majority required for passing resolutions at General Meetings shall be a simple majority of the votes carried by those Delegates present and entitled to vote and if half of the votes carried by those Delegates present and entitled to vote are in favour of a resolution, the resolution shall be passed if the casting vote of the person chairing the meeting is in favour of the resolution.

- (c)** Voting may be by voice or a show of hands or, if determined by the chair or requested by two (2) or more Delegates present at the meeting, by secret ballot. The method of voting shall be as specified in the Regulations or otherwise as determined by the person chairing the meeting.
- (d)** There shall be no proxy voting.

**15.13 Remote Votes:**

- (a)** Notwithstanding Rule 15.12, where the Board considers it appropriate to do so, voting for a General Meeting or any item(s) of business for a General Meeting may occur wholly or in part by physical mail, electronic mail, or other form of visible or other electronic communication prior to the General Meeting, with the results of such voting being announced at the meeting. The procedure for such voting shall be as specified in the Regulations.
- (b)** In relation to any such voting, a Delegate casting their vote remotely shall be treated, in relation to the remote vote business, as if they were present and voting at the General Meeting (including for the purpose of establishing a quorum).

**15.14 Written Resolutions in lieu of General Meetings:**

- (a)** Subject to the requirements relating to holding Annual General Meetings and any other provisions of this Constitution requiring a General Meeting, a written resolution signed or otherwise approved in writing on behalf of the Board and all Netball Centres at the relevant time (by their respective Delegates or other authorised persons) shall be as valid and effectual as if it had been unanimously passed at a General Meeting. Any such written resolution may consist of several documents in like form each signed or approved in writing by one or more Delegates or other authorised persons.
- (b)** Any proposed resolution under Rule 15.14(a) must be:
  - (i)** notified to the Board and all Netball Centres, and so far as reasonably practicable such notice shall be sent to all such persons on the same date;
  - (ii)** dated with the circulation date of the proposed resolution, being the date that the proposed resolution is first sent to any one, or all, of the persons referred to in Rule 15.14(b)(i);

- (iii) signed/approved in writing in accordance with Rule 15.14(a) within three months of the circulation date of the proposed resolution (otherwise the proposed resolution will lapse); and
- (iv) if the proposed resolution is signed/approved in writing in accordance with Rule 15.14(a), notified to the Board and all Netball Centres as an approved resolution in lieu of a General Meeting.

**15.15 Minutes/Records:**

- (a) The Board must ensure that minutes are kept in relation to all General Meetings and that the minutes or other records include a record of all General Meeting resolutions and any written resolutions.
- (b) The Zone Entity shall make available to any Member, upon request and without charge, the minutes of the most recent General Meeting and the Annual Report presented at the most recent Annual General Meeting, within a reasonable period after receiving the request from the Member.

## PART V: FINANCIAL REPORTING & CONTRACTING MATTERS

### 16. FINANCIAL YEAR

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The financial year of the Zone Entity shall commence on 1 December and end on 30 November in the next year, and may be altered from time to time by the Board if required or approved by the NNZ Board.

### 17. ANNUAL REPORT

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**17.1 Preparation of Report:** The Board shall prepare a report for presentation to each Annual General Meeting and provision to NNZ, referred to as the “**Annual Report**”, which must contain:

- (a)** the annual financial statements, prepared and if applicable audited in accordance with all applicable requirements under the Act, for the most recently completed financial year prior; and
- (b)** a report on the operation and affairs of the Zone Entity during that financial year.

**17.2 GAAP Requirement:** The annual financial statements in Rule 17.1(a) shall be prepared in accordance with generally accepted accounting practice (GAAP).

**17.3 Audit Requirement:** Unless the NNZ Board approves otherwise (for example, if the NNZ Board approves a review rather than an audit, or no audit or review), the annual financial statements in Rule 17.1(a) shall be audited by a suitably qualified auditor appointed by NNZ and endorsed by the Board.

### 18. COMMON SEAL & METHOD OF CONTRACTING

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**18.1 Common Seal:** If the Zone Entity is required or chooses to have a common seal (as determined by the Board), the Board shall determine when and by whom any common seal is to be used and make provision for its safe custody.

**18.2 Contracting:** Whether or not the Zone Entity has a common seal, contracts and other enforceable obligations may be entered into by the Zone Entity:

- (a)** in the case of deeds:
  - (i)** by any two (2) or more duly authorised Board Members signing the deed under the name of the Zone Entity; or
  - (ii)** by any Chief Executive Officer or a duly authorised Board Member signing the deed under the name of the

Zone Entity, provided that the signature must be witnessed; or

**(iii)** by one (1) or more duly authorised attorneys appointed by the Zone Entity signing the deed under the name of the Zone Entity; or

**(iv)** in addition to complying with one of subparagraphs (i) to (iii), by properly affixing the Zone Entity's common seal (if any) as determined by the Board in accordance with Rule 18.1; and

**(b)** in the case of contracts and other obligations not in deed form, by any Board Member or other Officer or person acting under the Zone Entity's express or implied authority signing or otherwise agreeing the contract or other obligation on behalf of the Zone Entity.

## PART VI: DISCIPLINE OF MEMBERS AND OTHERS

### 19. JUDICIARY COMMITTEE PROCEDURES

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**19.1 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 the Board or by a Netball Centre, a Zone Representative, an Officer, a Life Member or any Appointed Personnel that a person falling within any of those categories has:
  - (i) breached, failed, refused or neglected to comply with a provision of the NNZ Constitution, the NNZ Regulations, this Constitution, the Regulations, or any other policy, resolution or determination of the NNZ Board, a Council Meeting or General Meeting, the Board or any committee, or any rules of an Event; or
  - (ii) acted in a manner unbecoming of a Member or of a person having the relevant status or position referred to in paragraph (a), or prejudicial to the objects and interests of NNZ, the Zone Entity and/or Netball; or
  - (iii) brought NNZ, the Zone Entity and/or Netball into disrepute; or
- (b) an appeal from a decision of a Netball Centre by a person who has received a penalty or an adverse finding in disciplinary proceedings conducted by that Netball Centre, provided that the person has first exhausted all avenues of appeal available under the constitution or other rules or regulations of the Netball Centre;

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

### 19.2 Referral to Judiciary Committee:

- (a) The Board may commence investigatory or disciplinary proceedings ("Proceedings") in relation to a Defendant's position by referring the matter to the Judiciary Committee to hear a matter or matters under the Regulations.
- (b) The Judiciary Committee shall consist of not less than three (3) persons appointed by the Board on an 'as needed' basis. The Board shall appoint a Chair from one of the members appointed

to the Judiciary Committee. No Board Member is eligible to sit on the Judiciary Committee.

**(c)** Any referral to the Judiciary Committee shall be made and determined in accordance with the Regulations.

**19.3 Appeals:** Subject to Rule 12.5, a Defendant, any other party to the Proceedings, or the Board may, within fourteen (14) days of receiving the decision of the Judiciary Committee, appeal that decision to the NNZ Judiciary Committee, in accordance with the NNZ Constitution and NNZ Regulations.

**19.4 Natural Justice and Requirements under Act:** The processes set out under this Rule 19 shall be conducted in a manner consistent with, and any related Regulations shall comply and be consistent with, the rules of natural justice and any applicable requirements under the Act.

## PART VII: MISCELLANEOUS MATTERS

### 20. APPLICATION OF INCOME

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**20.1 Promotion of Objects:** The income and property of the Zone Entity shall be applied solely towards the promotion of the Zone Entity's Objects, and shall not be applied for financial gain or private pecuniary profit in contravention of this Constitution or the Act.

**20.2 No Impermissible Member/Officer Benefits:** Except as provided in this Constitution:

- (a)** no portion of the income or property of the Zone Entity 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 the Zone Entity to any Member, Board Member or Officer.

**20.3 Permitted Member/Officer Benefits:** Nothing in Rules 20.2(a) or 20.2(b) shall prevent payment in good faith of or to any Member, Board Member or Officer for:

- (a)** any services actually rendered to the Zone Entity whether as an employee or otherwise;
- (b)** goods supplied to the Zone Entity in the ordinary and usual course of operation;
- (c)** interest on money borrowed from any Member, Board Member or Officer;
- (d)** rent for premises demised or let by any Member, Board Member or Officer to the Zone Entity; or
- (e)** any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of the Zone Entity;

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.

### 21. ALTERATIONS TO THE CONSTITUTION/RULES

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**21.1 General Meeting Approval of Alterations:** Subject to Rules 21.2 to 21.6 and compliance with the Act, this Constitution and any of its Rules may be altered (i.e. amended, added to, repealed or replaced) by a resolution passed at a General Meeting by at least a two-thirds majority

of the votes carried by those Delegates present and entitled to vote at the General Meeting. Approved alterations must be notified to NNZ.

**21.2 Notice of Proposed Alterations:** Any Member proposal to alter this Constitution or any of its Rules must be notified in writing to the Zone Entity either no later than thirty (30) days prior to a General Meeting or as part of requisitioning a Special General Meeting for the proposal to be considered and determined at the relevant meeting. Any Member or Board proposal to alter this Constitution or any of its Rules must be included as part of the notified agenda for the General Meeting at which the proposal is to be considered and determined.

**21.3 Minor Alterations by Board:** If permitted and in accordance with any applicable requirements under the Act, the Board may make minor or technical alterations to this Constitution or any of its provisions without complying with Rules 21.1 and 21.2, provided that any such alteration must be notified to all Members in writing, electronically or otherwise, and shall not proceed or become effective if any Member objects to the alteration within twenty (20) working days of that notice.

**21.4 NNZ Directions:** The NNZ Board may direct the Zone Entity's Board to notify a proposed alteration of this Constitution or any of its Rules for approval at a General Meeting if the NNZ Board determines that the Constitution or any of its Rules is inconsistent or in conflict with the NNZ Constitution or NNZ Regulations.

**21.5 Limitations on Alterations:** No proposed alteration of this Constitution or any of its Rules shall proceed or become effective if it would affect the Zone Entity's eligibility to benefit from any tax concession for which the Zone Entity would otherwise be eligible, including (without limitation):

- (a)** any alteration that would allow the Zone Entity to operate other than mainly for the purpose of promoting amateur Netball conducted for the recreation and entertainment of the public, or to operate or use any of its funds for private pecuniary profit; and
- (b)** any alteration that would allow the Zone Entity to apply any surplus property or assets other than for the purpose of promoting Netball for the benefit of the public and not for private pecuniary profit as referred to in Rule 21.5(a),

without the Board having first circulated to the NNZ Board and to Members advice regarding the effect of the proposed alteration in relation to the Zone Entity's eligibility to benefit from any relevant tax concession.

**21.6 Alterations Effective on Registration:** Any permitted alteration of the Constitution or any of its Rules approved in accordance with this Rule 21 shall take effect from the date of its registration under the Act.

## 22. REGULATIONS

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**22.1** **Board Determination:** The Board may determine and amend such regulations for the Zone Entity and its operation and affairs (which may include bylaws, policies, codes or other forms of regulation) as it considers necessary or desirable. Any such Regulations must be consistent with the NNZ Constitution and NNZ Regulations, this Constitution, and the Zone Entity's Objects, and any directives given by a General Meeting.

**22.2** **Regulations Binding:** All Regulations shall be binding on the Zone Entity and its Members.

**22.3** **Notification:** All Regulations and any amendments to them shall be notified to all Members in writing, electronically or otherwise, as approved by the Board.

## 23. LIQUIDATION/WINDING UP/DISSOLUTION

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**23.1** **General Meeting Approval:** Subject to, and without limiting the application of, the provisions of the Act relating to liquidation or any other form of winding up or dissolution, the Zone Entity may be voluntarily put into liquidation or otherwise wound up or dissolved if:

- (a)** a resolution to appoint a liquidator or approve winding up or dissolution, which may include distribution of the Zone Entity's surplus assets, is notified for consideration and determination at a General Meeting;
- (b)** the resolution is passed at the General Meeting by at least a two-thirds majority of the votes carried by those Delegates present and entitled to vote at the General Meeting; and
- (c)** the resolution is confirmed at 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.

**23.2** **Liquidation Under Act:** Upon appointment of a liquidator, the relevant provisions of the Act relating to liquidation shall apply to the liquidation of the Zone Entity.

**23.3** **Distribution of Surplus Assets:** Upon liquidation, winding up or dissolution, any surplus assets of the Zone Entity, after the satisfaction of all costs, debts and liabilities and subject to any trust affecting the surplus assets, shall be distributed to another not-for-profit entity (or entities) to be applied for the purpose of promoting Netball for the benefit of the public and not for private pecuniary profit as referred to in Rule 21.5(a). The not-for-profit entity (or entities) may be or include NNZ, any Netball Centre(s), or any other appropriate not-for-profit entity.

**23.4 Decision on Surplus Assets:** The entity or entities referred to in Rule 23.3 shall be determined by resolution at a General Meeting at or before the time of liquidation, winding up or dissolution. If the Members are unable or unwilling to decide, the entity or entities shall be determined by the NZN Board or otherwise by the liquidator (if applicable) or by the Registrar.

## 24. INDEMNIFICATION & INSURANCE

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Subject to any applicable requirements or limitations under the Act and any other relevant legislation:

**24.1 Board Members and Others Covered:** the Zone Entity shall indemnify, and may insure (as determined by the Board), its Board Members, other Officers, Appointed Personnel, and employees against all damages and costs (including legal costs) for which any such person may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct, where the act or omission is:

- (a) in the case of a Board Member or other Officer or Appointed Personnel, 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 the Zone Entity; and

**24.2 Coverage Extends to Officer Duties:** the Zone Entity's indemnification and insurance under and in accordance with this Rule 24 is permitted to extend to any liability (other than criminal liability), and related costs, for a failure to comply with any duty imposed on a person in their capacity as an officer of the Zone Entity under the Act or otherwise.

## 25. COLOURS

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**25.1 Description in Regulations:** The colours of the Zone Entity and the Zone shall be as described in the Regulations.

**25.2 Member Compliance:** All Members acknowledge and agree to abide by any Regulation relating to the colours of the Zone Entity and the Zone, including any Regulations relating those colours being used, or not used, by Members.

## 26. INTERPRETATION ISSUES, MATTERS NOT PROVIDED FOR & DISPUTES/COMPLAINTS

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**26.1 Interpretation Issues and Matters Not Provided For:** If any issue arises in relation to the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, the Board shall refer the issue or matter in writing to the

NNZ Board, and the decision of the NNZ Board on the issue or matter shall be final and binding.

**26.2 Resolution of Disputes/Complaints:** If any dispute or complaint arises in respect of the Zone Entity or any aspect of its operations or affairs, being a dispute or complaint for which the Act requires the Zone Entity to have procedures and which is not covered by procedures prescribed elsewhere in this Constitution (for example, under Rule 19), the dispute or complaint shall be handled and resolved:

- (a) by the relevant parties acting in good faith to seek an agreement; or, failing such agreement
- (b) by the relevant parties following dispute/complaint procedures set out in the Regulations and/or in any applicable NNZ Regulations, which must be consistent and conducted in accordance with the rules of natural justice and any applicable requirements under the Act.

If any Member or other person wishes to raise a dispute or complaint to which this Rule 26.2 may apply, the person must notify the Zone Entity in writing and the Board shall determine whether the matter is covered by procedures prescribed elsewhere in this Constitution or this Rule 26.2 and the matter shall then be progressed accordingly.

## **27. INTERPRETATION PROVISIONS & DEFINITIONS**

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**27.1 Relationship with Act and other Rules:** This Constitution is to be interpreted in light of the Act and the NNZ Constitution and as subject to, and overridden by, any mandatory requirements of the Act or the NNZ Constitution that are contrary to any Rule set out in this Constitution.

**27.2 Interpretation:** In this Constitution, unless the context otherwise requires:

- (a) **Defined Terms/Expressions:** terms and expressions that are given a defined meaning anywhere in this Constitution have the defined meaning in the whole of this Constitution;
- (b) **Incorporated Society Terms/Expressions:** incorporated society law terms and expressions used in this Constitution have the same meaning as those terms and expressions have in the Act;
- (c) **Headings:** rule and other headings are for ease of reference only and do not affect the interpretation of this Constitution;
- (d) **Negative Obligations:** any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;
- (e) **Plural and Singular:** words importing the singular number will include the plural and vice-versa;

- (f) **Persons:** references to persons include individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;
- (g) **Writing:** reference to writing or anything written include words visibly presented by email or other electronic means;
- (h) **Gender:** references to any gender include all genders;
- (i) **Statutes and Legislation:** references to any statute or statutory provision include any statute or statutory provision which amends or replaces the statute or provision referred to and any subordinate legislation made under the statute or provision referred to or under any amendment or replacement statute or provision;
- (j) **Rules and Schedules:** references to Rules and any Schedule refer to Rules and Schedules of this Constitution; and
- (k) **CEO References:** if at any time there is no Chief Executive Officer, references to the Chief Executive Officer are to be read as references to the Board or, if applicable, to any individual appointed by the Board to fulfil the responsibilities of the Chief Executive Officer under this Constitution.

**27.3 Definitions:** In this Constitution, unless the context otherwise requires:

**“Act”** means the Incorporated Societies Act 2022 and includes the Incorporated Societies Regulations 2023 and any other regulations made under that Act;

**“Annual General Meeting”** means one of the General Meetings called in accordance with Rule 15.1;

**“Annual Report”** means the report described under Rule 17;

**“Appointed Board Member”** means a person appointed as a Board Member under Rule 13.3(g);

**“Appointed Personnel”** means individuals who are appointed by the Board to positions of responsibility within the Zone Entity, whether paid or unpaid, and includes Zone selectors and examiners;

**“Board”** means the Board as defined in Rule 13;

**“Board Appointment Panel”** means the panel of persons established under Rule 13.3(d) to appoint the Appointed Board Members;

**“Board Members”** means the Elected Board Members and the Appointed Board Members elected and appointed, respectively under Rules 13.3(a) and 13.3(g);

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

**“Chief Executive Officer”** means any individual for the time being appointed by the Board to hold the sole or lead management position for the Zone Entity (for which the position title may be ‘Chief Executive Officer’ or ‘CEO’, ‘General Manager’, or any other title, as determined by the Board);

**“Constitution”** and **“this Constitution”** means this constitution of the Zone Entity, including any Schedule, setting out the Rules of the Zone Entity;

**“Defendant”** means the Member or other person against whom an allegation is made or by whom an appeal is brought under Rule 19.1;

**“Delegate”** means, as the context requires, a person elected or appointed to represent a Netball Centre or the Board at a General Meeting, or a person appointed to represent the Zone Entity at a NNZ Council Meeting;

**“Elected Board Member”** means a person elected as a Board Member under Rule 13.3(a);

**“Event”** means:

- (a)** any Netball competition held by or under the auspices of the Zone Entity;
- (b)** any other competition, tournament, league or game sponsored by or conducted on behalf of the Zone Entity; and
- (c)** any competition, tournament, league or game at which the Zone Entity is represented;

but does not include a game, competition, tournament, or league held by or on behalf of NNZ or a Netball Centre;

**“General Meeting”** means an Annual General Meeting or a Special General Meeting of the Zone Entity;

**“INF”** means the International Netball Federation, trading as World Netball (or using any other name, as determined by that entity), or any equivalent successor or replacement entity, which administers and promotes Netball internationally.

**“Intellectual Property”** means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs or patents relating to the Zone Entity or any event, or any competition or Netball activity or programme of or conducted, promoted or administered by the Zone Entity;

**“Judiciary Committee”** means the committee as set out in Rule 19;

**“Life Members”** means those individuals described in Rule 7;

**“Members”** means the members of the Zone Entity as described in Rule 5;

**“Membership Fee”** means any fee or fees payable by a Member to the Zone Entity under Rule 9;

**“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 or approved by the NNZ Board;

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

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

**“NNZ”** means Netball New Zealand Incorporated (NZBN 9429042676188, Act Incorporation Number 307290) and, if the context requires, 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 of NNZ as defined in the NNZ Constitution;

**“NNZ Regulations”** means the regulations of NNZ under the NNZ Constitution;

**“Objects”** means the objects of the Zone Entity as described under Rule 3;

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

**“Officers”** means the individuals referred to in Rule 14;

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

**“Regulations”** means the regulations of the Zone Entity determined under Rule 22;

**“Rule”** means a rule of this Constitution;

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

**“Schedule”** means a schedule to this Constitution;

**“Special General Meeting”** means means a General Meeting that is not an Annual General Meeting and is called in accordance with Rule 15.1;

**“Zone”** means the geographical area of New Zealand for which the Zone Entity is responsible for the promotion, development and growth of Netball, such Zone being determined by NNZ from time to time and being, as at the date of adoption of this Constitution, the geographic region shown and/or described in the Schedule – The Zone and Netball Centres in the Zone;

**“Zone Entity”** means the incorporated society called Netball Waikato Bay of Plenty Zone Incorporated (NZBN 9429043317585, Act Incorporation Number 2569262), and, if the context requires, includes its officers, employees, board members and agents; and

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

## 28. TRANSITIONAL MATTERS

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**28.1 Constitution Effective on Registration:** This Constitution comes into effect once it has been registered under the Act following its approval in accordance with the Zone Entity's previous constitution, and this Constitution repeals and replaces the previous constitution in its entirety.

**28.2 Initial Transition of Membership, Board and Other Matters:** In relation to the transition to this Constitution at the time it comes into effect, unless the context requires otherwise:

- (a)** all members of the Zone Entity under the Zone Entity's previous constitution immediately prior to this Constitution coming into effect will continue to be Members under this Constitution, under the same membership category, as if they had attained their membership under this Constitution;

- (b) the initial Board comprising at least three (3) Board Members under this Constitution (pending completion of the Board transition under Rule 28.3) will be appointed by the NNZ Board, provided that each individual appointed by the NNZ Board must consent in writing to be an Officer and certify that they are not disqualified from holding officer as an Officer; and
- (c) all things done, including all contractual and other arrangements entered into, all decisions and appointments made, any regulations adopted, and any proceedings commenced under the Zone Entity's previous constitution remain valid and effective and, if applicable, may be continued and completed under and in accordance with this Constitution.

**28.3 Subsequent Transition in relation to the Board:** After this Constitution has come into effect, in 2026 the Board will transition from being fully appointed by the NNZ Board to comprising two (2) Elected Board Members, two (2) Appointed Board Members, and one (1) Board Member appointed by NNZ. In relation to the 2026 transition:

- (a) the transition will take effect from the conclusion of the Zone Entity's next Annual General Meeting under this Constitution (which must be held before the end of May 2026) or no later than fourteen (14) days after that Annual General Meeting, once all five (5) elected and appointed Board Members constituting the new Board have been confirmed;
- (b) the Elected Board Members will be nominated and elected to hold office in accordance with Rule 13, except that in order to ensure that the Board Members' terms are staggered:
  - (i) one (1) Elected Board Member will be elected to hold office for a term that runs from the date of their election to the conclusion of the second Annual General Meeting following their election; and
  - (ii) one (1) Elected Board Member will be elected to hold office for a term that runs from the date of their election to the conclusion of the third Annual General Meeting following their election;
- (c) the Appointed Board Members will be appointed by the Board Appointment Panel in accordance with Rule 13, except that in order to ensure that the Board Members' terms are staggered:
  - (i) one (1) Appointed Board Member will be appointed to hold office for a term that runs from the date of their appointment to the conclusion of the second Annual General Meeting following their appointment; and

- (ii)** one (1) Appointed Board Member will be appointed to hold office for a term that runs from the date of their appointment to the conclusion of the third Annual General Meeting following their appointment; and
- (d)** subject to this Rule 28.3 and unless the context requires otherwise, in all other respects the Rules set out in this Constitution relating to the Board, Board Members and Officers will apply to the new Board and Board Members who take office in 2026.

## SCHEDULE – THE ZONE AND NETBALL CENTRES IN THE ZONE



Navy area = Netball Waikato Bay of Plenty Zone approximate geographic area.  
Yellow dots = Netball Centres