



netballnorth

Poitarawhiti Te Tai Tokerau

March 2011

Netball North Constitution

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Note: words used in this Constitution are defined at the end of the Constitution in Rule 27.

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CONSTITUTION OF NETBALL NORTH INCORPORATED

PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be Netball North Incorporated which is commonly known as Netball North.

2 REGISTERED OFFICE

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

3 OBJECTS

The Objects of Netball North are to:

- (a) be the regional body in the Region for the administration, promotion and development of Netball;
- (b) promote, foster and encourage Netball as an amateur game in the Region and nationally and at all times to act on behalf of and in the interests of the Members and Netball;
- (c) be a member of NNZ and as such abide by the rules and regulations of NNZ and ensure compliance with the rules and regulations of IFNA;
- (d) promote the health and safety of all participants in Netball;
- (e) promote the health and safety of all participants and encourage Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (f) act in good faith and loyalty to ensure the maintenance and enhancement of Netball North, NNZ and Netball through the development and promotion of standards and practices which fulfil these Objects;

4 POWERS

The Powers of Netball North are to:

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges including acquiring shares;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c) sell, lease, mortgage, charge or otherwise dispose of any property of Netball North and to grant such rights and privileges of such property as it considers appropriate;

- (d) determine, raise and receive money by subscriptions, sponsorship, fees, levies, gate charges, government funding or otherwise;
- (e) determine regulations, policies and procedures for the governance and management of Netball in the Region;
- (f) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
- (g) employ, determine and terminate staff and engage the services of personnel and organisations to work for and with Netball North;
- (h) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of Netball North;
- (i) be a member, affiliate or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of Netball North;
- (j) be a member and contribute to the administration and promotion of NNZ and netball nationally;
- (k) determine who are its Members;
- (l) establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (m) develop regional and other programmes for playing, coaching and officiating Netball;
provide information, assistance and resources to its Members and develop and train players, officials and other personnel involved in Netball;
- (n) enforce the rules of netball;
- (o) establish, organise and control Netball matches, fixtures, competitions, tournaments and events in the Region, including determining the rules for such matches, fixtures, competitions, tournaments and events;
- (p) to award, grant or otherwise honour achievement and services to Netball in the Region and to Netball North and give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Netball or other services to the community;
- (q) select Regional Netball teams and squads;
- (r) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that Netball North may consider desirable for the promotion of its Objects;
- (s) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;

- (t) 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 Netball North or with which Netball North is authorised to amalgamate or generally for any purpose designed to benefit Netball North;
- (u) do any other acts or things which further the Objects of Netball North provided that the above powers shall not limit the rights and powers of Netball North as an incorporated society under the Act.

PART II – MEMBERSHIP

5 CATEGORIES OF MEMBERS

The categories of membership of Netball North (collectively called “Members”) shall be:

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

6 NETBALL CENTRES

- 6.1 There shall be no limit on the number of Netball Centres who may be members of Netball North.
- 6.2 All Netball Centres in the Region shall upon payment of the membership fee to Netball North, be members of Netball North as Netball Centres.
- 6.3 All Netball Centres must become an incorporated society, adopt a constitution in compliance with this constitution and the NNZ constitution, and pay the membership fee to Netball North, for the Netball Centre to be a member of the Netball North Entity.
- 6.4 In addition to Rule 6.2, a group of at least ten (10) Individual Members in a Region who wish to form a Netball Centre in the Region shall first apply to the Board. If the Board supports the application it shall forward the application to the NNZ Board which shall then determine the application under the NNZ Regulations. If the application is approved, then upon the Netball Centre adopting a constitution in compliance with this constitution and the NNZ Constitution, and paying the Membership Fee to Netball North and any fee payable to NNZ, the Netball Centre will be a member of Netball North.
- 6.5 In addition to the obligations of a Netball Centre as a Member under Rule 10, each Netball Centre in the Region shall:

- (a) administer, promote and develop Netball in the Region in accordance with the Objects of NNZ, the Objects of Netball North and the objects of the Netball Centre;
- (b) be named as approved by the NNZ Board, after consultation with the Board and the Netball Centre;
- (c) subject to Rule 6.3, 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, the Objects of Netball North and the objects of the Netball Centre and adopt a constitution which is consistent with the NNZ Constitutions and Netball North's Constitution;
- (f) apply its property and capacity in pursuit of the Objects of NNZ, the Objects of Netball North and the Objects of the Netball Centre and Netball;
- (g) within one month of the Netball Centre's Annual General Meeting provide to Netball North a copy of the Netball Centre's Annual Report and Balance Sheet.
- (h) do all that is reasonably necessary to enable the Objects of NNZ, the Objects of Netball North and the objects of the Netball Centre to be achieved;
- (i) act in good faith and with loyalty to NNZ and Netball North to ensure the maintenance and enhancement of NNZ, Netball North, the Netball Centre and Netball, and their respective reputations, and to do so for the collective and mutual benefit of the Members and Netball;
- (j) operate with, and promote, mutual trust and confidence between NNZ, Netball North, the Netball Centre and the Members;
- (k) at all times act in the interests of the Members and Netball.

6.6 Each Netball Centre in the Region may appoint one (1) NNZ Delegate annually to represent it at NNZ Council Meetings. Failing such appointment, the Netball North Entity will represent the Netball Centre (and any other Netball Centres in the Region which have not appointed a Delegate) at NNZ Council Meetings. The name of the NNZ Delegate shall be forwarded to NNZ as specified in the NNZ Constitution.

6.7 Each Netball Centre shall appoint two (2) Delegates annually to represent it at Netball North General Meetings. Notice of the Delegates and the rights of Delegates shall be as specified in Rule 15.4.

6.8 Any Netball Centre in the Region that wishes to merge or otherwise amalgamate with any other Netball Centre shall notify Netball North of its intention to do so and consult with the Board and the NNZ Board prior to such merger or amalgamation.

6.9 Each Netball Centre shall provide to NNZ and Netball North a copy of its constitution and all amendments to its constitution. The NNZ Board and/or the

Board may require a Netball Centre to amend its constitution if it, or any rule within it, is inconsistent or in conflict with the NNZ Constitution, this Constitution, NNZ Regulations or the Regulations.

- 6.10 Subject to Rule 11, each Netball Centre shall maintain a register of its members in the format determined by NNZ. Each Netball Centre shall provide its register of members, and all details contained within it, to NNZ and Netball North as requested by either organisation from time to time.

7 INDIVIDUAL MEMBERS

7.1 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 in the Region, or
- (c) an Officer or other Appointed Personnel of Netball North or
- (d) a person who is an officer or other appointed personnel of a Netball Centre in the Region or a Club in the Region, or
- (e) an individual who:
 - (i) plays or
 - (ii) umpires or officiates, or
 - (iii) is a Regional Representative, or
 - (iv) coaches or manages any Netball Team competing,in any Netball game held by or under the auspices of Netball North, a Netball Centre in the Region or a Club or School in the Region.

7.2 An individual in Rule 7.1 will become an Individual Member upon, any of the following:

- (a) becoming a member of Netball North, a Netball Centre with a Club or a Member School and paying the Membership Fee and/or any other fees due to Netball North and/or that Netball Centre and/or Club and/or Member School and completing the membership form; or
- (b) the individual's election or appointment as an Officer, Appointed Personnel, or as an officer of Netball North, a Netball Centre or a Club.

8 LIFE MEMBERS

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

- 8.2 A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a General Meeting, unless that Life Member is a Delegate in which case s/he has the rights under Rule 15.4.

9 MEMBERSHIP FEES

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

10 MEMBERS RIGHTS AND OBLIGATIONS

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

11 REGISTER OF MEMBERS

- 11.1 The Regional Manager of Netball North shall keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if an Individual Member), their occupation, the date of birth of each Member, and each Board Member and any other information that the Board determines is appropriate.
- 11.2 All Individual Members shall provide written notice of any change to the details in Rule 11.1 to the relevant Netball Centre within fourteen (14) days of such change. Each Netball Centre shall provide written notice of any change to Netball North within fourteen (14) days of notification of such change.
- 11.3 The Board and each Netball Centre shall, in collecting personal information for the Register (in Rule 11.1) seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- 11.4 Any entry on the Register shall be available for inspection by Members and Board Members, upon reasonable request and in compliance with the Privacy Act.

12 TERMINATION OF MEMBERSHIP

- 12.1 An Individual Member of Netball North may withdraw its membership of Netball North by giving notice in writing to the Board. Upon payment of any debts or outstanding fees to NNZ and/or Netball North that Member's membership of Netball North will automatically cease.
- 12.2 An Individual Member who withdraws their membership of Netball North or a Netball Centre, or has their membership terminated by Netball North or a Netball Centre, shall be deemed to have also withdrawn or terminated their membership of the NNZ and of Netball North. An Individual Member who withdraws their membership of a Netball Centre or has their membership terminated by a Netball Centre shall be deemed to have also withdrawn or terminated their membership of the NNZ and Netball North.
- 12.3 A Member shall have its membership of Netball North terminated if any fees (including Membership fees) or other payments to NNZ and/or Netball North are due and outstanding and remain unpaid. Before such termination can occur, NNZ and/or Netball North (as the case may be) must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand, and such payment is not made.
- 12.4 In addition to Rules 12.2 and 12.3, a Member which or who is a Netball Centre, a Regional Representative, a Life Member, an Officer or an Appointed Personnel, may have its or their membership of Netball North and NNZ terminated if:
- (a) the NNZ Judiciary Committee decides to do so under the NNZ Constitution or;
 - (b) the Judiciary Committee decides to do so under Rule 19; or
 - (c) the NNZ Board decides to do so under the NNZ Constitution; or
 - (d) the Board, or any sub-committee of the Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Board decision, the NNZ Constitution, this Constitution, the NNZ Regulations,

the Regulations or any policies or reasonable directions of NNZ Board or of the Board.

- (e) a member fails to complete the membership/database form within six weeks after play commences.

12.5 Before any decision under Rule 12.4 is made:

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

12.6 Any Member whose membership is terminated under Rule 12.4(b) or (d) may appeal the decision to a General Meeting called for that purpose. Any Member whose membership is terminated under Rule 12.4(a) or (c) may appeal the decision to a NNZ Council Meeting called for that purpose. The appeal in either case shall be allowed if two-thirds majority of those entitled to vote at the General Meeting or NNZ Council Meeting respectively do so in favour of such appeal. Where a Member appeals against a decision of the Board under this Rule, the decision of the Special General meeting shall be final, and Rule 19.3 (Appeals) shall not apply.

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

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

PART III – OFFICERS AND BOARD

13 OFFICERS

13.1 The Officers of Netball North shall be:

- (a) the President
- (b) Board Members

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

13.3 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule 14.3.1.

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

14 BOARD

14.1 Role of the Board

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

14.2 Membership of the Board

14.2.1 The Board shall comprise of:

- (a) Three (3) persons elected under Rule 14.3.1 ("Elected Board Members"); and
- (b) Four (4) persons appointed under Rule 14.3.2 ("Appointed Board Members").

14.2.2 The Board shall within one (1) month of the end of the Annual General Meeting, appoint a Chairperson of the Board from within their number.

14.3 Election/Appointment of the Board

14.3.1 **Elected Board Members:** Subject to this Constitution, the Elected Board Members shall be elected in accordance with the following process:

- (a) The Regional Manager shall advise the Netball Centres of the number of Elected Board Member positions which, due to the expiry of their term of office, are to be vacated at an Annual General Meeting at least 60 days notice prior to the Annual General Meeting or in the case of a vacancy, the Special General Meeting;
- (b) Nominations for Elected Board Members may only be made by Netball Centres and shall be in the approved form and received at the registered office of Netball North not less than 30 days before the date set for the Annual General Meeting or not less than 21 days before the date set for the Special General Meeting;
- (c) No later than 7 days prior to the Annual General Meeting or Special General Meeting, the Regional Manager shall notify the Netball Centres of the valid nominations received to fill the Elected Board Member positions at the General Meeting;
- (d) The Elected Board Members shall be determined from amongst all the valid nominations received by the Regional Manager by the majority of Delegates present and entitled to vote at the General Meeting, **provided that** if:

- (i) There are the same number of nominations as positions available;
or
- (ii) There are insufficient nominations and after calling for further nominations from the floor at the Annual General Meeting or Special General Meeting there are still insufficient or the same number of nominations for positions available,

then those persons who have been nominated shall be declared elected by the Delegates and the Chairperson shall announce such declaration at the meeting.

14.3.2 **Appointed Board Members:** Subject to this Constitution, the Appointed Board Members shall be appointed in accordance with the following process:

- (a) The Appointed Board Members shall be appointed by the Board Appointments Panel.
- (b) The Board Appointments Panel shall call for the applications for any Appointed Board Member positions that due to the expiry of their term of office are to be vacated at an Annual General Meeting or as a result of a casual vacancy.
- (c) Applicants for positions as Appointed Board Members may not hold a position as an employee of Netball North if they are appointed as a Board Member. If, they do hold such a position at the time of application they shall resign from such position if subsequently appointed as a Board Member.
- (d) The Board Appointments Panel shall undertake its responsibilities as set out in Rule 14.5.6(a) to (e) and by no later than 42 days prior to the Annual General Meeting (or, in the case of a casual vacancy arising prior to the Special General Meeting), notify the Regional Manager and the Board of the Appointed Board Members who are to assume office at the conclusion of the Annual General Meeting or Special General Meeting. The Regional Manager shall notify the Delegates of the Appointed Board Members no later than 30 days prior to the Annual General Meeting or Special General Meeting.

14.3.3 No person who is employed by or otherwise provides services for reward to Netball North Entity may be a Board Member.

14.4 **Board Appointments Panel**

14.4.1 A Board Appointments Panel shall be established annually by the Board by no later than the first Board meeting following the Annual General Meeting each year, or at such other time as directed by the Board. It shall comprise:

- (a) the Chairperson of Netball North, who shall also be the convenor of the Panel, unless otherwise determined by the Board; and

- (b) three other independent persons appointed by the Board.
- 14.4.2 Other than the Chairperson, no member of the Board Appointments Panel may seek appointment or nomination as a Board Member while as a member of the Panel.
- 14.4.3 The quorum for a meeting of the Board Appointments Panel shall be three (3) members. In the event of equality in voting by the members of the Panel, the convenor shall have an additional casting vote.
- 14.4.4 The Board Appointments Panel shall meet as and when required by the Regional Manager and in any manner (including meetings using technology) as it thinks fit.
- 14.4.5 The Regional Manager shall notify the Board when the Board Appointments Panel needs to be convened, and require each of them to notify their respective appointees as specified in Rule 14.5.1. The names of such appointees shall be submitted to the Regional Manager as soon as possible and upon receipt of them he or she shall arrange for the Panel to be convened.
- 14.4.6 The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- (a) Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - (b) Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - (c) Assessing candidates who have made an application for appointment as an Appointed Board Member, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - (d) Determining which candidates are to be appointed as Appointed Board Members; and
 - (e) Such other related matters as set out in any Regulations.
- 14.4.7 In determining the Appointed Board Members the Board Appointments Panel shall recommend based on merit and in so doing shall take into account the following factors about the candidate nominee:
- (a) their prior experience as a director, trustee or experience in any other governance role;
 - (b) their knowledge of, and experience in, the sport of netball at national, regional and/or local level in New Zealand;
 - (c) their occupational skills, abilities and experience;

- (d) their knowledge of, and experience in, sport generally;
- (e) the need for conflicts of interest to be minimised; and
- (f) the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally.

14.5 **Term of Office of Board Members**

14.5.1 The term of office for all Board Members shall be **three (3)** years, expiring at the conclusion of the relevant Annual General Meeting. Any Board Member may be re-elected under Rule 14.3.1 or re-appointed under Rule 14.3.2 to the Board for a maximum of two (2) subsequent and consecutive terms of office. 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.

14.6 **Rights of Board Members**

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

14.7 **Vacancies on the Board**

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

14.7.2 Where the vacancy in Rule 14.7.1 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 elected under Rule 14.3.1

14.8 **Powers of the Board**

The Board shall have the power to:

- (a) develop and implement strategies, policies and procedures for the administration, promotion and development of Netball in the Region;
- (b) develop and implement policies and Netball North's Regulations to prudently manage, protect and enhance Netball North's finances and property;
- (c) employ, engage, or otherwise secure the services of such staff or contractors as it sees fit and determine the term and terms and conditions of those roles as it sees fit;
- (d) establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities;

- (e) appoint Auditor and Solicitor
- (f) establish such corporate and other entities to carry on and conduct all or any part of the affairs of Netball North;
- (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, receive and deal with their reports and recommendations;
- (i) enforce the Rules of Netball;
- (j) determine the yearly calendar for regional tournaments, events and competitions in the Region;
- (k) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for Regional 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 Netball North (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- (m) appoint a Board Member or co-opt a person with the suitable skills, knowledge and experience as decided by the Board as the Netball North Representative to the Board of Greater Auckland Netball Limited;
- (n) select Regional Representative Netball Teams and squads;
- (o) subject to this Constitution, fill vacancies of the Board, any commissions, committees and other groups which are established by it;
- (p) determine the conditions and rules of Regional tournaments, events and competitions, held by or under its auspices;
- (q) appoint and administer the Judiciary Committee;
- (r) discipline Members as specified under Rules 12 and 19;
- (s) develop Regional programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ together with national programmes in the Region;
- (t) resolve and determine any disputes or matters not provided for in this Constitution;
- (u) do all other acts and things which are within the Powers and Objects of Netball North and which the Board considers appropriate.

14.9 Meetings of the Board

- 14.9.1 The Board shall meet at such places and times, and in such manner, as it shall determine.
- 14.9.2 The Chairperson shall chair Board meetings, or in his/her absence any other Board Member determined by the Board.
- 14.9.3 A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the 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.
- 14.9.4 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 14.9.4(a) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned.
- 14.9.5 Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.
- 14.9.6 A Board Member who is absent from a Board Meeting without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.

14.10 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 14.9.3 voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).

14.11 Quorum for Board Meetings

There shall be no less than four (4) Board Members present at a Board Meeting (including a meeting held under Rule 14.9.4 to constitute a quorum).

14.12 Removal of Board Member

- 14.12.1 Subject to Rules 14.12.2 and 14.12.3, the Members in a Special General Meeting, called for this purpose, may by resolution remove any Board Member before the expiration of their term of office. Where that removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 14.7.2
- 14.12.2 Upon the Regional Manager receiving a request for a Special General Meeting as specified in Rule 15.2 for the purposes of removing a Board Member under Rule 14.12.1, s/he shall send the notice in Rule 15.9 to the Board Member concerned, in addition to the Board, and the Netball Centres, as required under Rule 15.9.
- 14.12.3 Following notification under Rule 14.12.2, and before voting on the resolution to remove a Board Member under Rule 14.12.1, the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to the Board, and the Netball Centres about the proposed resolution.

PART IV – GENERAL MEETINGS

15 GENERAL MEETINGS

15.1 Annual General Meetings

- 15.1.1 The Annual General Meeting of Netball North shall be held no later than the end of the second week in March in each year.
- 15.1.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

15.2 Special General Meetings

Special General Meetings of Netball North may be called at any time by a minimum of two (2) Netball Centres in the Region, or by the Board, by written notice to the Regional Manager.

15.3 Chairperson

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

15.4 Delegates

- 15.4.1 The Delegates for a General Meeting shall be:
- (a) two (2) individuals elected or appointed by each Netball Centre and

(b) one (1) Board Member appointed by the Board.

15.4.2 The President and the Regional Manager cannot act as Delegates.

15.4.3 No individual shall act as a Delegate for more than one (1) Netball Centre at the same General Meeting.

15.4.4 The names of the Delegates elected or appointed under Rule 15.4.1, shall be forwarded to the Regional Manager by a date and time determined by the Board, prior to the commencement of each General Meeting.

15.4.5 Subject to Rule 15.4.1 each Delegate shall represent and vote on behalf of their Netball Centre or the Board, as the case may be.

15.4.6 Except for the Delegates, all Members (except Life Members) are entitled to attend General Meetings as observers but shall not be entitled to speak or vote. Life Members are entitled to attend and speak at General Meetings, but shall have no right to vote, unless the Life Member is a Delegate in which case s/he has the rights under Rule 15.4.

15.5 Powers of General Meeting

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

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

15.6 Notice of AGM

15.6.1.1 Not less than sixty (60) days written notice shall be given by the Regional Manager to 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 15.8) to be submitted.

15.6.2 Netball Centres shall display, publish or otherwise distribute the notice in Rule 15.6.1 to ensure that as many Members as possible are made aware of the Annual General Meeting.

15.7 Nominations and Agenda Items

Not less than twenty-one (21) days before the date set for the Annual General Meeting, agenda items (including any proposed alterations to this Constitution) and nominations under Rule 14.3.1 must be received by the Regional Manager from Netball Centres and the Board.

15.8 Agenda and Business to be discussed

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

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

15.8.2 An agenda containing the business to be discussed at an Annual General Meeting together with a list of Delegates attending, shall be forwarded to all Netball Centres by no later than fourteen (14) days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those Members entitled to vote at the meeting.

15.9 Notice of Special General Meetings

Upon receipt of a request for a Special General Meeting under Rule 15.2 not less than twenty one (21) days written notice must be given to each Netball Centre by the Regional Manager of:

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

15.10 Voting at General Meetings

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

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

15.10.3 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.

15.11 Postal Votes

- 15.11.1 Where the Board considers it appropriate to do so, voting for a General Meeting may occur by post. For the purpose of this Rule "post" includes facsimile, electronic mail, or other form of visible or other electronic communication. The procedure for postal voting shall be as specified in the Regulations.

Quorum

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

PART V – FINANCIAL MATTERS

16 FINANCIAL YEAR

- 16.1 The financial year of Netball North shall end on the 31st day of October in each year, and may be altered from time to time by the Board.

17 ANNUAL REPORT

- 17.1 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").

- 17.2 The annual financial statement in Rule 17.1(a), shall be audited by an auditor appointed by the Board. The auditor shall be a practising chartered accountant.

18 COMMON SEAL

- 18.1 Netball North shall have a common seal.
- 18.2 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

19 JUDICIARY COMMITTEE

19.1 Matters which may be referred to Judiciary Committee

Without limiting the Board's powers under Rule 12, the following matters may be referred for investigation and determination by the Judiciary Committee in the sole discretion of the Board:

- (a) an allegation by an individual or organisation that a Netball Centre, a Regional Representative, an Officer, a Life Member or an Appointed

Personnel has:

- (i) breached, failed, refused or neglected to comply with a provision of the NNZ Constitution, the NNZ Regulations, this Constitution, the Regulations, any other policy, resolution or determination of the NNZ Board, a General Meeting, the Board or any committee, or under any rules of an Event; 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 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 North and/or Netball; or
 - (iii) brought NNZ and/or Netball North or Netball into disrepute; or
- (b) an appeal by an Individual Member from a decision of a Netball Centre who has received a penalty or an adverse finding in disciplinary proceedings conducted by that Netball Centre, provided that the Individual Member has first exhausted all avenues of appeal available under the Constitution of the Netball Centre;

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

19.2 Referral to Judiciary Committee

- 19.2.1 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.
- 19.2.2 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.
- 19.2.3 Any referral to the Judiciary Committee shall be made and determined in accordance with the Regulations.

19.3 Appeals

- 19.3.1 Subject to Rule 12.6, a Defendant, any other party to the Proceedings, or the Board may, within fourteen (14) days of receiving the decision of the Judiciary Committee, appeal that decision to the NNZ Judiciary Committee, in accordance with the NNZ Constitution and NNZ Regulations.
- 19.3.2 Any party to any proceedings under rule 19.1 (a) of this Constitution may appeal ("the appellant") a decision of the NNZ Judiciary Committee to the Sports Disputes Tribunal of New Zealand.
- 19.3.3 An appeal under rule 19.3.1 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 (ie 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.

19.3.4 Any appeal under rule 19.3.1 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 Dispute Tribunal of New Zealand, (copies of which are available from NNZ). The decision of the Sports Dispute Tribunal of New Zealand shall be final and there shall be no further right of appeal.

PART VII - MISCELLANEOUS

20 APPLICATION OF INCOME

- 20.1 The income and property of Netball North shall be applied towards the promotion of the Objects.
- 20.2 Except as provided in this Constitution:
- (a) no portion of the income or property of Netball North shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member; or Officer and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by Netball North to any Member, Board Member or Officer.
- 20.3 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 Netball North whether as an employee or otherwise;
 - (b) goods supplied to Netball North 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 Netball North;
 - (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of Netball North or any other reason;

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

21 ALTERATION TO THE RULES

- 21.1 Subject to Rule 21.2, 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 General Meeting.
- 21.2 No alteration to Rule 3 (Objects), Rule 20 (Application of Income) or Rule 23, (Liquidation) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Constitution and shall be included and implied into any constitution replacing this Constitution.
- 21.3 Notice of an intention to alter this Constitution must be given by a Netball Centre or the Board to the Regional Manager no later than twenty-one (21) days prior to a General Meeting.

22 REGULATIONS

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

23 LIQUIDATION

- 23.1 Netball North may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those entitled to vote at a General Meeting passes a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held not later than thirty (30) working days, after the date on which the resolution was passed.
- 23.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of Netball North.
- 23.3 The body or bodies in Rule 23.2 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 Netball North under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.
- 23.4 The body or bodies in Rules 23.3 shall be determined by the Members in a General Meeting at or before the time of liquidation. If the Members are unable to decide the body or bodies shall be determined by the liquidator.

24 WINDING UP

24.1 If a decision is made to wind up or dissolve the organisation and any property remains after the settlement of the organisation's debts and liabilities that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

25 INDEMNITY

Netball North shall indemnify its Board Members, Officers, and employees against all damages and costs (including legal costs) for which any such Board Member, Officer, or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:

- (a) in the case of a Board Member or Officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board, and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by Netball North.

26 COLOURS

27.1 The colours of Netball North shall be Maroon, Sky Blue, White and Black as described in the Regulations.

27 DISPUTES AND MATTERS NOT PROVIDED FOR

- 28.1 Subject to Rule 26.2, 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.
- 28.2 If the dispute or matter in Rule 26.1 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 arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the Auckland District Law Society. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

28 DEFINITIONS

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

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

"Affiliated Association" means an incorporated society which prior to the commencement of this Constitution was, and under the NNZ Constitution is still deemed to be, a member of NNZ and was known as an Affiliated Association.

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

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

"Appointed Board Member" means a person appointed as a Board Member under Rule 14.3.2.

"Appointed Personnel" means individuals who are appointed by the Board to positions of responsibility within Netball North and which are unpaid, and includes Regional selectors and examiners.

"Board" means the Board as defined in Rule 14.1.

"Board Members" means the Elected Board Members and the Appointed Board Members elected and appointed, respectively under Rules 14.3.1 and 14.3.2.

"Club" means a group of individuals in the Region collectively 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 Netball North and/or a Netball Centre.

“Constitution” and **“this Constitution”** means the constitution of Netball North.

“Defendant” means the Member against whom an allegation is made or an appeal is brought under Rule 19.3.1.

“Delegate” means a person elected or appointed to be a representative at a General Meeting under Rules 6.9 and 15.4.

“Elected Board Member” means a person elected as a Board Member under Rule 14.3.1.

“Event” means:

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

“General Meeting” means the Annual General Meeting or a Special General Meeting of Netball North held under Rule 15.1 or 15.2 respectively.

“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 7.

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

“Judiciary Committee” means a committee of the Board as set out in Rule 19.

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

“Members” means the members of Netball North as described in Rule 7.

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

“Membership Form” means the form provided to individual members upon joining Netball North, a Netball Centre or a Club or a Member School;

“Netball”, means the game of netball played under the Rules of Netball, or any other similar or modified Netball game, the rules of which are determined by the NNZ Board.

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

“**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 NNZ Board.

“**NN**” means Netball North.

“**NETBALL NORTH**” means the incorporated society registered as “Netball North Incorporated”.

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

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

“**NNZ Constitution**” means the constitution of NNZ.

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

“**NNZ Delegate**” means a person appointed as a delegate to attend and vote at a NNZ Council Meeting and as described under the NNZ Constitution.

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

“**NNZ Regulations**” means the regulations of NNZ.

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

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

“**Officer**” means the individuals appointed under Rule 13.1.

“**President**” means the individual elected under Rule 13.2.

“**Region**” means the geographical area as defined in the NNZ Regulations and as described as Netball North and “Regional” has the same meaning.

“**Regional Manager**” means the Regional Manager of Netball North for the time being appointed under Rule 14.3.3 or such other title as is used by Netball North.

“**Regional 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 Netball North, and includes an umpire selected to represent the Region.

“**Register**” means the register of members specified in Rule 11 and includes the registers of Members held by each Netball Centre.

“**Regulations**” means the regulations 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 IFNA and NNZ.

“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 Netball North or of any of its products and services including matches, competitions and events.

“Sports Tribunal of New Zealand” means the tribunal formerly known as the Sports Disputes Tribunal of New Zealand established under the Sport and Recreation Act 2002 and continued by the Sports Anti-Doping Act 2006.

“Union” means an incorporated society which prior to the commencement of this Constitution was, and under the NNZ Constitution is still deemed to be, a member of NNZ and was known as a registered Union.