

Netball New Zealand Template Constitution for Netball Centres

This document is an updated version of Netball New Zealand's template constitution for Netball Centres.

The document has been prepared so that it can be adapted (subject to the comments below) and adopted by existing Netball Centres (in accordance with their current constitutions) for the purpose of complying with and applying for reregistration under the Incorporated Societies Act 2022 (**ISA 2022**).

All existing Netball Centres need to comply with and apply to reregister under the ISA 2022 by 5 April 2026 in order to continue as incorporated societies from that date (and to avoid deemed dissolution under the ISA 2022).

The document may also be used to establish any new Netball Centre (in which case the transitional provisions included in the document would not be required).

The document has been prepared on the basis that it would become effective upon registration or reregistration under the ISA 2022, rather than being filed under the Incorporated Societies Act 1908 (**ISA 1908**) in the first instance.

If any Netball Centre proposes to adopt the new template and file it under the ISA 1908 before applying for registration or reregistration under the ISA 2022, changes will need to be made to the document to facilitate this.

Although the document can be adapted by a Netball Centre (and in particular gaps and options highlighted yellow will need to be considered), the document incorporates various provisions that are necessary or appropriate on account of:

- The requirements that apply to Netball Centres under Netball New Zealand's constitution and, if applicable, the constitution of the Zone Entity for the Zone in which the Netball Centre operates, and the need to align Netball Centre constitutions with those other constitutions.
- The detailed mandatory constitution content requirements under section 26 of the ISA 2022 that must be met by any society registering or reregistering under the new legislation, and the need to align Netball Centre constitutions with other aspects of the ISA 2022.
- Eligibility of Netball Centres for exemption from income tax as amateur sport promoters, under section CW 46 of the Income Tax Act 2007, provided that they continue to operate mainly to promote amateur Netball conducted for the recreation and entertainment of the general public and not for private pecuniary profit.

Accordingly, a Netball Centre should not make any changes to the document that would or might impact on any of the above matters. If in doubt, any proposed changes should be referred to Netball New Zealand.

In relation to the tax treatment of Netball Centres, it is acknowledged that a small percentage of existing centres claim charitable status and related concessions, and are currently registered under the Charities Act 2005 for that purpose.

The document has not been prepared with a view to securing or maintaining charitable status and Charities Act 2005 registration for Netball Centres.



NETBALL
NEW ZEALAND

NETBALL CENTRE CONSTITUTION

[insert Netball Centre name] INCORPORATED

[insert date of adoption/year]

Commented [SG1]: This updated NNZ template constitution for a Netball Centre incorporates changes to the template that are intended to better align the template with the NNZ constitution and to enable a Netball Centre to comply with and re-register under the Incorporated Societies Act 2022 (**ISA 2022**).

The updated template has been prepared on the basis that a Netball Centre would approve/adopt the constitution for ISA 2022 re-registration purposes, and the constitution would become effective upon re-registration.

(A possible alternative would be for the constitution to be approved and filed under the Incorporated Societies Act 1908 (**ISA 1908**) first, then subsequently filed with a re-registration application under the ISA 2022.)

Each existing Netball Centre needs to comply with and re-register under the ISA 2022 by 5 April 2026 to continue as an incorporated society from that date (and to avoid deemed dissolution under the ISA 2022).

The updated template has also been prepared on the basis that a Netball Centre would qualify for and claim the benefit of the income tax exemption for amateur sport promoters (see [s CW 46 of the Income Tax Act 2007](#)).

A Netball Centre (unlike NNZ and Zone Entities) might also look to claim charitable status and the benefit of income tax exemptions for tax charities and/or donation tax incentives for donations to donee organisations, and be registered under the Charities Act 2005 for those purposes. Several Netball Centres are currently registered under the Charities Act and listed by IRD as approved donee organisations.

The update template has **not** been prepared with that type of charitable Netball Centre in mind, and additional amendments may be required for that type of Netball Centre.

It is also important to note that, in light of other Charities Services and Charities Registration Board (**CS** and **CRB**) decisions regarding sports entities, CS and the CRB:

- might require additional amendments to a Netball Centre's constitution for the Netball Centre to secure/maintain Charities Act registration; and/or
- might not accept that a Netball Centre is or remains charitable when the entity's updated ISA 2022 constitution is filed with CS and the CRB.

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PART I: OBJECTS & POWERS

1. NAME

The name of the incorporated society is "[insert name of Netball Centre] Incorporated" and the society is also commonly known as "[insert name]" (the "Centre"). Any name change requires prior approval from the NNZ Board.

Commented [SG2]: s 26 of the ISA 2022 requires a society's constitution to specify its name. Rule 1 meets this requirement.

Commented [NB SG3]: Note that the legal name of the society might not include the words "Netball Centre" or the word "Centre", but the abbreviation "Centre" can still be used throughout the constitution.

2. REGISTERED OFFICE

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

3. OBJECTS

3.1 Objects of the Centre: In furtherance of the objects of NNZ and the Zone Entity for the Centre's Zone (if any), and in accordance with the NNZ Constitution and the Zone Entity Constitution (as applicable), the Objects of the Centre are to:

Commented [SG4]: s 26 of the ISA 2022 requires a society's constitution to specify its purposes. Rule 3 meets this requirement.

The term "objects" has been retained, rather than "purposes", for continuity/consistency with other Netball constitutions.

The proposed ISA 2022 constitutions for NNZ and Zone Entities also provide that a Netball Centre must adopt the Objects of NNZ and the relevant Zone Entity to the full extent relevant to the Netball Centre and the role of the Netball Centre under the NNZ and Zone Entity constitutions, and must adopt a constitution which meets that requirement.

The description of the Netball Centre's objects in Rule 3.1 is broadly similar to, and drawn from, the description of NNZ and Zone Entity objects in their respective constitutions, and should meet that requirement under the NNZ and Zone Entity constitutions.

- (a) be a Netball Centre within the Zone for the administration, promotion and development of Netball in the Zone and the Centre's part of 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 the Zone Entity for the Zone (if any) and as such comply with and enforce the rules and regulations of NNZ and the Zone Entity and contribute to the administration and promotion of NNZ, the Zone Entity, and Netball in New Zealand;
- (d) encourage participation and achievement in Netball in the Zone and in New Zealand;
- (e) establish, promote and stage Netball competitions and matches locally, and to determine the rules of such competitions and matches (consistent with any applicable INF, NNZ and/or Zone Entity rules);
- (f) promote and organise social, educational, recreational and other sporting activities in addition to Netball to enhance the services of the Centre to, and on behalf of, the local community;
- (g) promote the health, safety and wellbeing of all participants in Netball;
- (h) encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;

- (i) maintain and enhance the reputation of the Centre, the Zone Entity for the Zone (if any), NNZ, and Netball through the development and promotion of standards and practices which fulfil these Objects;
- (j) give, and seek where appropriate, recognition for Members **and others involved in Netball** to obtain awards or public recognition for Netball or other services to the community;
- (k) seek and obtain improved facilities for the safe enjoyment of Netball;
- (l) provide information, assistance and resources to its Members **and others involved in Netball**;
- (m) develop and train players, officials and other personnel (including coaches, umpires and administrators) involved in Netball;
- (n) act in good faith and with loyalty to NNZ and the Zone Entity for the Zone (if any), to ensure the maintenance and enhancement of NNZ, the Zone Entity, the Centre, and Netball and their standards, quality and reputation for the collective and mutual benefit of NNZ, the Zone Entity, and the Centre's members, Netball **and those who are involved in Netball**;
- (o) at all times operate with, and promote, mutual trust and confidence between NNZ, the Zone Entity for the Zone (if any), the Centre and their members in pursuit of these Objects; and
- (p) at all times act on behalf of, and in the interests of, NNZ, the Zone Entity and the Centre's 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 Centre must not be carried on for, any form of financial gain that would contravene the Act; and
- (b) the Centre 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 Centre.

4. **POWERS**

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

- (a) purchase, lease, license, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c) sell, lease, mortgage, charge, surrender any lease or otherwise dispose of any property of the Centre and grant such rights and privileges of such property as it considers appropriate;
- (d) construct, maintain and alter any buildings, premises or facilities (including Netball courts) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) determine, raise and receive money by subscriptions, fees, levies, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- (f) determine regulations, policies and procedures for the governance and management of Netball played under the auspices of the Centre;
- (g) determine, implement and enforce disciplinary procedures for its Members **and others involved in Netball** including imposing sanctions;
- (h) employ, determine the terms and conditions of, and terminate staff and engage the services of personnel and organisations to work for and with the Centre;
- (i) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of the Centre;
- (j) be a member and contribute to the administration and promotion of NNZ, the Zone Entity for the Zone (if any), and Netball in New Zealand;
- (k) be a member of, or associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of the Centre, provided that this is consistent with the Centre's membership of, and obligations to, NNZ and the Zone Entity for the Zone (if any);

Commented [SG5]: Under the ISA 2022, a society's constitution does not necessarily need to include/confer an extensive list of specific powers because the default position under the ISA 2022 is that a society has general power of competence.

However, the longstanding approach of listing specific powers has been retained in the Centre template, to provide greater clarity in relation to the scope of a Centre's powers.

- (l)** determine who are its Members;
- (m)** establish a Board, commissions, committees and other groups, and delegate its powers and functions to such groups;
- (n)** enforce the rules and regulations of INF, NNZ and the Zone Entity for the Zone (if any);
- (o)** enforce the Rules of Netball;
- (p)** develop programmes for playing, coaching and officiating Netball, which are consistent with those of Zone Entity for the Zone (if any) and NNZ;
- (q)** establish, organise and control Netball matches, fixtures, competitions, tournaments and events, including determining the rules for such matches, fixtures, competitions, tournaments and events, which do not conflict with those of the Zone Entity for the Zone (if any) and NNZ;
- (r)** award, grant or otherwise honour achievement and services to the Centre and to netball generally;
- (s)** select Netball teams and squads to represent the Centre;
- (t)** establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Centre and for that purpose, to utilise any of the assets of or held on behalf of the Centre;
- (u)** produce and publish materials and information, and develop and implement computer systems or software packages, consistent with any similar initiatives of NNZ and the Zone Entity for the Zone (if any);
- (v)** produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of NNZ and the Zone Entity for the Zone (if any);
- (w)** purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Centre, or with which the Centre is authorised to amalgamate or generally for any purpose designed to benefit the Centre; and
- (x)** do any other acts or things which further the Objects of the Centre, including anything that falls within the powers conferred on the Centre as an incorporated society under the Act.

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

4.2 Limitations on Powers: For the avoidance of doubt, the Centre'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 Centre's Powers 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 Centre.

PART II: MEMBERSHIP

5. CATEGORIES OF MEMBERS

5.1 Member Categories: The categories of membership of the Centre, collectively called "**Members**", shall be:

- (a) **Individual Members** as described in Rule 6;
- (b) **Member Clubs** as described in Rule 7.1;
- (c) **Member Schools** as described in Rule 7.2;
- (d) **Life Members** as described in Rule 8; and
- (e) **Other categories**, being any other category or categories of membership of the Centre 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 Centre.

5.3 Term/Duration: For categories other than Life Members, membership may be subject to a term setting the duration of membership as determined by the Board.

6. INDIVIDUAL MEMBERS

[Drafting note: Options for individual membership to either be limited to Centre Officers and other Appointed Personnel or apply to a broad range of persons involved in Netball are set out below.

Option 1: Individual membership limited to Centre Officers/Appointed Personnel – use Rules 6.1 and 6.2 only

6.1 Individuals Holding Specified Positions: Subject to Rule 6.2, an individual shall be an Individual Member if the individual is an Officer or other Appointed Personnel of the Centre.

6.2 Becoming an Individual Member: An individual holding a position referred to in Rule 6.1 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 Centre (which shall be a condition of holding a position referred to in Rule 6.1); and
- (b) the Centre receives all information required for the Centre's Register.

Option 2: Individual membership extended to broad range of Netball participants

Commented [SG6]: s 26 of the ISA 2022 requires a society's constitution to include provisions relating to how persons become and cease to be members and maintenance of the society's membership register. The rules set out in Part II meet these requirements.

Commented [SG7]: Under the ISA 2022 a Centre will need to have and maintain a membership of at least 10, with each body corporate member (eg, a Club that is an incorporated society) counting as 3 for that purpose. A minimum membership of 10 should be easily met.

Other key points to note about a Centre's membership are that:

- The membership register requirements that will apply under the ISA 2022 are more detailed/onerous than the requirements under the ISA 1908. See the later provisions regarding the Centre's Register.

- Unlike Zone Entities, Centres will be collecting individual member information for NNZ (assuming that NNZ members continue to include Individual Members), including individual member information that in turn is collected by and from clubs and schools.

- The Companies Office has to date been of the view that only individuals and bodies corporate, not unincorporated bodies, can be members of a society under the ISA 2022. However, that view appears to be wrong, taking into account very recent case law regarding the ISA 1908 that supports the contrary view that unincorporated bodies can be members of societies.

Commented [SG8]: s 26 of the ISA 2022 requires a society's constitution to expressly require that a person must consent to be a member. Rule 5.2 (and also other rules) meets this requirement.

Commented [SG9]: The Individual Member provisions for a Centre under Rule 6 essentially mirror the Individual Member provisions in NNZ proposed ISA 2022 constitution, and they proceed on the basis that Individual Members of Centres will be Individual Members of NNZ (but not Zone Entity members).

Commented [SK10]: Option 1 can only be used if the NNZ amendments to also reduce individual members in the NNZ Constitution are approved at AGM in Feb 25. If not approved, option 2 will need to be used.

– use Rules 6.3 to 6.6 below (which would become Rules 6.1 to 6.4)

6.3 Eligible Individuals: Subject to Rule 6.4, an individual may become an Individual Member if the individual is any one or more of the following:

- (a) a person who is a member of a Member Club;
- (b) a person who is a member of a Member School Netball Team;
- (c) an Officer or other Appointed Personnel of the Centre;
- (d) a Club Official;
- (e) a School Official; or
- (f) an individual who:
 - (i) plays;
 - (ii) umpires or officiates; or
 - (iii) coaches or manages any Netball Team competing,

in any Netball game held by or under the auspices of the Centre, a Member Club, or a Member School.

6.4 Becoming an Individual Member: An individual referred to in Rule 6.3 will become an Individual Member upon meeting all of the following requirements:

- (a) the individual either:
 - (i) becomes a member of a Member Club or a Member School Netball Team and pays any applicable membership or other fees due to the Member Club or the Member School; or
 - (ii) applies to become a member of the Centre directly, in accordance with any applicable Regulations, and pays any applicable Membership Fee or other fees due to the Centre for that purpose; or
 - (iii) is elected or appointed as an Officer or other Appointed Personnel of the Centre, a Club Official, or a School Official; and
- (b) at the same time or subsequently, the individual confirms their consent to becoming a member of the Centre and also a member of NNZ (if the individual is eligible for NNZ membership based on Centre membership under the NNZ Constitution); and

Commented [SK11]: Drafted to cover the possibility that the NNZ constitution amendments to remove certain categories of individual members are not approved at AGM in Feb 25

- (c) the Centre receives, directly from the individual or from a Member Club or Member School (as applicable) all information required for the Centre's Register.

6.5 Members Connected with Member Clubs/Schools: In relation to Individual Members whose membership of the Centre is based on their membership or other position in connection with a Member Club or Member School, the Member Club or Member School must:

- (a) obtain and provide to the Centre, or assist the Centre to obtain, the consents and other information required by the Centre in relation to such Individual Members under, or for the purpose of compliance with, the NNZ Constitution, this Constitution, and the Act; and
- (b) notify the Centre of any changes to an individual's membership eligibility or status and/or any of the information referred to in Rule 6.5(a) in relation to such Individual Members.

7. MEMBER CLUBS AND MEMBER SCHOOLS

- 7.1 Eligible Clubs:** A Member Club must be an entity, organisation, or group of individuals calling themselves a club, whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise) in the Zone or in an adjacent Zone, either within or in reasonably close proximity to the Centre's part of the Zone.
- 7.2 Eligible Schools:** A Member School must be a school which administers, promotes and develops Netball in the Zone or in an adjacent Zone, either within or in reasonably close proximity to the Centre's part of the Zone.
- 7.3 Becoming a Member Club/School:** A club or school may become a Member Club or Member School, respectively, by making written application to the Board and payment of the Membership Fee and/or any other fees due to the Centre. The application must include the club or school's consent to becoming a member of the Centre.
- 7.4 Board Determination:** An application for membership must comply, and be processed in accordance with, any applicable Regulations, and the Board shall in its discretion decide whether an applicant club or school shall become a Member Club or Member School.

Commented [NB SG12]: The wording added to Rule 7.1 and Rule 7.2 is intended to provide flexibility for a club or school in one Zone to be a member of a Centre in an adjacent Zone.

8. LIFE MEMBERS

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

8.2 Becoming a Life Member: A person shall become a Life Member of the Centre 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 Centre and provide all information required for the Centre's Register.

9. MEMBERSHIP AND OTHER FEES

9.1 Board Determination of Centre Fees: The Board shall determine:

- (a) any membership fee ("Membership Fee") and/or other fees payable by Members and others involved in Netball to the Centre;
- (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 and, if applicable, any Zone Entity Regulations.

9.2 NNZ/Zone Entity Review of Fees: The Board shall cooperate and comply with any NNZ Board or Zone Entity review of the Centre's fees and any consequent NNZ Board or Zone Entity request for the Centre to alter the nature and/or amount of any such fees in accordance with the NNZ Regulations and, if applicable, any Zone Entity Regulations.

10. MEMBERS' RIGHTS AND OBLIGATIONS

Members acknowledge and agree that:

10.1 Arrangements Binding: this Constitution constitutes a contract between each of them and NNZ, the Zone Entity for the Zone (if any) and the Centre, and that they are each bound by the NNZ Constitution and NNZ Regulations, if applicable the Zone Entity Constitution and Zone Entity Regulations, and this Constitution 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, the Zone Entity Board, or the Board under those constitutions and regulations;

Commented [SK13]: Changed to make clear the board can determine fees other than just "Membership Fees" - in substance no change.

- 10.3 Jurisdiction:** they are subject to the jurisdiction of NNZ, the Zone Entity for the Zone (if any), and the Centre;
- 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, the Objects of the Zone Entity for the Zone (if any), and the Objects of the Centre and are made for the mutual and collective benefit of NNZ, the Zone Entity, the Centre, and 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 Centre;
- 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;
- 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 Centre under, or for the purpose of compliance with, the NNZ Constitution, this Constitution, and the Act (and for Member Clubs and Member Schools this includes information and changes relating to their respective members and others involved in Netball in connection with the club or school, in accordance with any applicable Centre, Zone Entity or NNZ Regulations); and
- 10.8 Club/School Members and Others:** in the case of Member Clubs, Member Schools and any other Member organisation as determined by the Board, they must, in relation to their respective members and other persons involved in Netball in connection with the club or school (as specified in any applicable Centre, Zone Entity or NNZ Regulations), procure the agreement of those persons to:
- (a) provide their name, contact and other details to the Centre and to NNZ, by way of registration with the Centre or otherwise, for the purpose of furthering the Centre and NNZ's objects; and
 - (b) be bound by all applicable requirements of the constitutions and regulations referred to in Rule 10.1.
- 11. REGISTER OF MEMBERS**
- 11.1 Register Required:** The Board must ensure that the Centre keeps and maintains a Register which must contain all information that the Centre is required to collect under, or for the purpose of compliance with, the NNZ Constitution, this Constitution and the Act in relation to current Members and in relation to former Members whose membership ceased

Commented [SK14]: Removal of an "and" here

Commented [NB SG15]: This provision relates to ensuring that players, officials and others involved in Netball (as specified in NNZ's Regulations) provide their details and are bound by the relevant constitutional and regulatory requirements, whether or not they are members of the Centre or its Member Clubs and Member Schools.

Commented [SG16]: s 26 of the ISA 2022 requires a society's constitution to provide arrangements for keeping the society's register of members up to date. Rule 11 meets this requirement.

Register content requirements are prescribed under the ISA 2022 and regulations.

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 clubs and schools, the name(s) and contact details (as set out in paragraph (b) above) of the representative(s) or contact person(s) for the club or school.

11.3 Format of Register: The Centre 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 and to the Zone Entity for the Zone (if any) as requested by either of those organisations 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 Centre within thirty (30) days of such change.

Commented [SK17]: Removal of paragraph here.

11.5 Privacy Requirements: The Centre shall, in collecting personal information for the Register which will be shared with NNZ and the Zone Entity for the Zone (if any), 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

Commented [SG18]: s 26 of the ISA 2022 requires a society's constitution to provide for how a person ceases to be a member. Rule 12 should meet this requirement.

12.1 Cessation of Eligibility or Resignation: A Member shall have their membership of the Centre terminated if:

- (a) any applicable term setting the duration of their membership expires and the person has not renewed their membership; or
- (b) the Board determines that the person ceases to meet the requirements for the relevant category of membership; or

- (c) the person resigns by giving written notice to:
- (i) the Centre; or
 - (ii) in the case of any Individual Member whose membership of the Centre is based on their membership or other position in connection with a Member Club or School, the Member Club or School (which must then notify the Centre).

12.2 Non-Payment of Fees: A Member shall have their membership of the Centre terminated if any fees (including Membership Fee) or other payments to the Centre, NNZ and/or the Zone Entity are due and outstanding. Before such termination can occur, the Centre, NNZ 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 Centre 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 Centre 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 Zone Entity Board, if the Zone Entity Judiciary Committee recommends such action under the Zone Entity Constitution or if the Zone Entity Board considers such action to be appropriate under and in accordance with the Zone Entity Constitution; or
- (c) by resolution of the Board, if the Centre Judiciary Committee recommends such action under Rule 20 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 or any of the Member's obligations under Rule 10.

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, the Zone Entity Board, or the Board (as the case may be) of the proposed resolution, and

- (b) the Member shall have the right to be present, make submissions and be heard at the NNZ Board, Zone Entity Board 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 may appeal the relevant decision to an NNZ Council Meeting, a Zone Entity General Meeting, or a General Meeting of the Centre, respectively, called for that purpose. . The appeal in any such 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 General Meeting of the Centre shall be final and Rule 20.3 (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 or the Zone Entity Board in which case the Member may only be reinstated at the discretion of NNZ at a NNZ Council Meeting or at the discretion of the Zone Entity at a Zone Entity General Meeting.
- 12.8 Consequences of Termination:** When a person ceases to be a Member, the Register must be updated and, if required, NNZ and the Zone Entity for the Zone (if any) must be notified within thirty (30) days, and the person shall:
- (a) forfeit all rights in and claims upon the Centre, 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 Centre, 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 Centre, the Zone Entity, or NNZ; and
 - (e) remain liable to the Centre, Zone Entity and NNZ (as the case may be) for any outstanding membership fees or other debts.

Commented [SK19]: Removal of a paragraph here which is no longer required.

PART III: PRESIDENT, PATRON, BOARD & STATUTORY OFFICERS

13. PRESIDENT & PATRON

[Drafting note: President and Patron are not mandatory positions. A Centre may provide for both positions, one of the positions, or neither of the positions.]

13.1 Patron and President: The Centre shall have;

- (a) a Patron, and
- (b) a President.

13.2 Invitation of Patron: The Patron shall be invited by the Board to be Patron. Any Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

13.3 Election of President: The President shall be elected at an Annual General Meeting. Any elected President shall hold office until the conclusion of the [second] Annual General Meeting held after the meeting at which they were elected. The President may be re-elected for one (1) subsequent and consecutive term of office only.

13.4 Rights of President: The President may attend and speak at Board Meetings and General Meetings, but shall have no right to vote, unless the President chairs a General Meeting and is entitled to the casting vote at the meeting.

14. BOARD

14.1 Role of the Board: The Board is responsible for determining strategies, policies and financial arrangements of, and for, the Centre. For the purposes of the Act, the Board is the committee and governing body of the Centre.

14.2 Number of Board Members: The Board shall comprise [insert a number (minimum of three (3)), eg seven (7), or a range, eg five (5) to seven (7)] individuals, each a "Board Member" and collectively "Board Members".

14.3 Board Members are Centre Members: An individual must already be Member at the time they become a Board Member or otherwise become a Member upon or immediately after becoming a Board Member, so that all Board Members will be Members of the Centre.

[Drafting note: Options for a Centre Board to comprise either elected and appointed members or just elected members are set out below. If Option 2 is chosen, references to Elected and Appointed Board Members and to the appointment of Board Members elsewhere in the constitution would need to be reviewed/amended.]

Commented [SG20]: s 26 of the ISA 2022 requires a society's constitution to include provisions relating to the composition, roles, functions, powers, and procedures of the "committee" of a society. The ISA 2022 defines the "committee" as the governing body of the society, however described (eg a board), and requires a committee to include at least 3 individuals.

The Centre's Board will be its "committee" for ISA 2022 purposes, and Rule 14 should meet the requirements of s 26 in relation to the composition, roles, functions, powers, and procedures of the committee.

Commented [SG21]: s 26 of the ISA 2022 requires a society's constitution to provide for the functions of the society's committee. Rule 14.1 (and also Rule 14.9) meets this requirement.

Commented [SG22]: s 26 of the ISA 2022 requires a society's constitution to provide for the number of members that must or may be on a society's committee. Rule 14.2 meets this requirement.

Commented [SG23]: The default requirement under the ISA 2022 that a majority of a society's committee must be members or representatives of body corporate members of the society. Rule 14.3 is intended to clarify that a Centre Board will meet that requirement.

If a society does not meet that default requirement, there is currently a transitional exemption from the requirement, until October 2028, but the exemption can only be used if the constitution expressly provides that the majority of the committee will not (or need not) be members/representatives of body corporate members.

Commented [SG24]: s 26 of the ISA 2022 requires a society's constitution to provide for the election or appointment of committee members/officers. Option 1 or Option 2 will meet this requirement.

Neither option provides for election or appointment to particular positions on the Board, eg Chair, Deputy Chair, Treasurer etc, leaving such matters to be determined by the Board. A Centre could provide for the election or appointment of individuals to particular positions if preferred.]

Option 1: Elected and Appointed Board Members

14.4 Election/Appointment of the Board and Chair:

- (a) The Board Members shall comprise:
- (i) [insert number, eg three (3) or four (4)] individuals elected at an Annual General Meeting; and
 - (ii) [insert number, eg three (3) or four (4)] persons appointed by the Board Appointment Panel.
- (b) The Elected Board Members shall be elected by resolution at an Annual General Meeting, following nomination by at least one (1) Member Club or Member School.
- (c) 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 Member Club or Member School and written notice of any nomination must be received by the Centre not less than [twenty (20) days] before the date set for the relevant Annual General Meeting.
- (d) The Appointed Board Members shall be appointed by the Board Appointment Panel.
- [Drafting note: The Board Appointment Panel provision in paragraph (e) below contemplates a three person Panel with one Panel member appointed by an external party. A Centre may wish to adapt these provisions, eg to have a larger panel and/or more external appointees.]
- (e) The Board Appointment Panel shall be established by the Board by no later than [six weeks] prior to the Annual General Meeting each year (or at such other time as directed by a General Meeting following a removal of an Appointed Board Member under Rule 14.13). The [three (3) member] Panel shall consist of:
- (i) [one (1)] individual nominated by [an appropriate external body (eg, a Regional Sports Trust or equivalent organisation), as determined by the Board]; and
 - (ii) [two (2)] individuals nominated by the Board.
- (f) 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 Centre not less than

Commented [SG25]: As per the existing Netball Centre template, Rule 14.4(b) under Option 1 (and Rule 14.5(a) under Option 2) provides for Elected Board Members to be "elected" by resolution at an AGM.

An alternative approach would be to provide for Elected Board Members to be elected at an AGM on the following basis:

- if the number of nominees exceeds the number of Elected Board Member positions to be filled, the nominee or nominees with the highest number of votes in their favour to fill the vacant position(s) will be declared elected (and if the number of votes for two or more nominees to fill a vacant position is equal, a further vote will be held in relation to the tied nominees); and
- if the number of nominees is equal to or less than the number of Elected Board Member positions to be filled, the nominee or nominees shall be declared elected without the need for a vote.

[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 14.13). In addition, the Board Appointment Panel may advertise publicly or invite applications for Appointed Board Member positions.

- (g) 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 Board shall forward all applications for Appointed Board Member positions (together with all nominations for Elected Board Member positions) to the Board Appointment Panel.
- (h) 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 14.13, the Board Appointment Panel shall appoint a replacement within [sixty (60) days] of the General Meeting at which the removal resolution was passed.
- (i) Following the election and appointment of Board Members under Rules 14.4(a) and 14.4(h) in connection with an Annual General Meeting, the Board Members shall, at the next Board meeting following the Annual General Meeting, appoint a Chairperson of the Board from within their number.
- (j) No person who is employed by, or otherwise provides services for reward to, the Centre may be a Board Member. [Note: This provision may be deleted or otherwise modified, eg to provide for approval of exceptions, for the particular Centre.]

Commented [SG26]: s 26 of the ISA 2022 requires a society's constitution to provide for how the chairperson if any will be elected or appointed. Paragraph (i) meets this requirement.

Option 2: All Elected Board Members

14.5 Election of the Board:

- (a) All Board Members shall be elected by resolution at an Annual General Meeting, following nomination by at least one (1) Member Club or Member School.
- (b) Nominations for 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 Member Club or Member School

Commented [SG27]: See the comments above regarding Rule 14.4(b) under Option 1.

and written notice of any nomination must be received by the Centre by not less than [twenty (20) days] before the date set for the relevant Annual General Meeting.

- (c) Following the election of Board Members in connection with an Annual General Meeting, the Board Members shall, at the next Board meeting following the Annual General Meeting, appoint a Chairperson of the Board from within their number.
- (d) No person who is employed by, or otherwise provides services for reward to, the Centre may be a Board Member. [Note: This provision may be deleted or otherwise modified, eg to provide for approval of exceptions, for the particular Centre.]

Commented [SG28]: s 26 of the ISA 2022 requires a society's constitution to provide for how the chairperson if any will be elected or appointed. Paragraph (c) meets this requirement.

14.6 Term of Office of Board Members:

- (a) Subject to Rule 14.6(b), the term of office for all Board Members shall run from the date of election or appointment to the conclusion of the [third] Annual General Meeting held after that date.
- (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 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 serve a maximum of [three (3) consecutive terms] of office, provided that the Board Member's total consecutive service does not exceed [nine (9) years], but a person may be elected or appointed to serve a further consecutive term or terms and a longer period of consecutive service [if the Board determines, by unanimous resolution, that an exception to this Rule 14.6(c) is warranted] OR [if at the time of election or appointment the Board determines that there are no other applicants or nominees for the position].

Commented [SG29]: s 26 of the ISA 2022 requires a society's constitution to provide for the terms of office of committee members/officers. Rule 14.6 meets this requirement.

Commented [SK30]: Note this is a drafting choice. You can delete all in blue, or keep the part of it that the Centre is comfortable with.

14.7 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.

14.8 Vacancies on the Board:

- (a) Unless this Constitution provides otherwise and subject to Rule 14.8(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 14.8(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 elected under Rule 14.4(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.

14.9 Functions and Powers of the Board: Subject to any overriding power vested in NNZ and the NNZ Board or in the Zone Entity for the Zone (if any) and the Zone Entity Board under the NNZ Constitution or the Zone Entity Constitution, the Board shall have the power to:

- (a) develop and implement Regulations, strategies, policies and procedures for the administration, promotion and development of the Centre and Netball played under its auspices;
- (b) develop and implement prudent policies to manage, protect and enhance the Centre's finances and property;
- (c) control and invest the funds of the Centre, and adopt appropriate Regulations and procedures for this purpose;
- (d) employ any Chief Executive Officer or General Manager for the Centre, determine the terms and conditions of employment, and, if necessary, terminate such appointment;
- (e) establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities and to receive and deal with reports and recommendations from such commissions, committees and groups;
- (f) establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Centre;
- (g) 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);
- (h) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (i) appoint any Delegate to represent the Centre at any NNZ Council Meeting and any Zone Entity General Meeting;
- (j) enforce the Rules of Netball;
- (k) determine a yearly calendar for tournaments, events and competitions held under the auspices of the Centre which does not conflict with any such calendar of NNZ or the Zone Entity for the Zone (if any);

Commented [SG31]: s 26 of the ISA 2022 requires a society's constitution to provide for the functions and powers of the society's committee. Rule 14.9 (and also Rule 14.1) meets this requirement.

Under the ISA 2022, a society's constitution does not necessarily need to include/confer an extensive list of specific powers and could instead include a general description of the committee's powers.

However, the longstanding approach of listing specific Board powers in the Centre template has been retained, to provide greater clarity in relation to the scope of a Board's powers.

Commented [SG32]: s 26 of the ISA 2022 requires a society's constitution to provide for how the society will control and manage its finances. Paragraph (c) should be enough to meet this requirement.

- (l) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for the Centre's representative Netball Teams and its competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (m) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within the Centre, (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- (n) select Netball Teams and squads to represent the Centre;
- (o) subject to this Constitution, fill vacancies of the Board and any commissions, committees and other groups which are established by the Board;
- (p) determine the conditions and rules of tournaments, events and competitions, held by or under the auspices of the Centre;
- (q) appoint and administer the Centre's Judiciary Committee;
- (r) discipline Members **and others** as specified under Rules **12** and **20**;
- (s) develop Centre programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ and the Zone Entity for the Zone (if any) together with national and Zone programmes;
- (t) 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
- (u) do all other acts and things which are within the Centre's Objects and Powers and which the Board considers appropriate to further those Objects, including anything that falls within the powers conferred on the Board as the committee and governing body of the Centre as an incorporated society under the Act.

14.10 **Meetings of the Board:**

- (a) The Board shall meet at such 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).

Commented [SG33]: s 26 of the ISA 2022 requires a society's constitution to provide for the quorum and procedures for committee meetings, including voting procedures. Rule 14.10 should meet this requirement.

- (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 14.10(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 14.10(c)(iii) from being satisfied, the meeting shall be suspended until Rule 14.10(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 Chairperson, 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 **[five (5)]** 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.

Commented [SG34]: s 26 of the ISA 2022 requires a society's constitution to deal with whether or not there will be a casting vote if there is an equality of votes. Paragraph (f) can either provide for a casting vote, as shown, or be amended to provide for no casting vote.

14.11 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 Board Meeting. Any such resolution may consist of several documents in like form each signed or assented to by one or more Board Members.

14.12 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.

14.13 Suspension and Removal of Board Members:

Commented [SG35]: s 26 of the ISA 2022 requires a society's constitution to deal with grounds for removal from office. Rules 14.13 and 14.14 should meet this requirement.

- (a) The Board may suspend any Board Member who, in the opinion of the Board, has failed to comply with their duties as a Board Member or whose conduct has been prejudicial to the Board or to the interests of the Centre, 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 **[14.13(b)]**, the Board may remove a suspended Board Member from office on the grounds set out in Rule **[14.13(a)]**.
- (d) Subject to Rules **[14.13(e) and 14.13(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 14.4**(h)**) to appoint a replacement Board Member to hold office for the remainder of the removed Board Member's term

or a full term. Where the removed Board Member was an Elected Board Member, the vacancy shall be filled in accordance with Rule 14.8.

- (e) Upon the Centre receiving a request for a Special General Meeting for the purpose of removing a Board Member under Rule 14.13(d), notice of the meeting will be issued in accordance with Rule 16.9 and to the Board Member concerned.
- (f) Following notification under Rule 14.13(e), and before voting on the resolution to remove a Board Member under Rule 14.13(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 14.13 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.

14.14 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 14.13; or
- (g) becomes disqualified from acting as an officer of an incorporated society under the Act *[or from acting as an officer of charitable entity under the Charities Act 2005]*.

15. STATUTORY OFFICERS & CONTACT PERSON(S)

15.1 Officers Include Board Members and Others: For the purposes of the Act and any other legislation under which the Centre may be registered from time to time, the Officers of the Centre are the Board Members, any Chief Executive Officer or General Manager appointed by the Board, and any other person who is deemed to be an Officer of the Centre under the relevant legislation.

Commented [SG36]: The ISA 2022 includes a list of disqualification criteria for officers (including committee/board members) of an incorporated society, which will apply once a Centre re-registers under the ISA 2022.

The ISA 2022 disqualification criteria include/overlap with some other aspects of Rule 14.14 (paragraphs (b) to (d)).

Commented [SG37]: For ISA 2022 purposes, the "officer" definition is reasonably broad and a Centre's officers will not be limited to its Board members. The definition refers to:

- An individual who is a member of a society's committee/board.
- An individual occupying a position in a society that allows the person to exercise significant influence over the management or administration of the society (eg, a treasurer or a chief executive).

Although there is provision for ISA 2022 regulations to exclude classes of individuals from the officer definition, the current regulations do not provide for any such exclusion that would be relevant in this context.

Note also that a Centre may be subject to other legislation with similar but not identical "officer" definitions, eg the Charities Act 2005 and the Health and Safety at Work Act 2015.

- 15.2 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.
- 15.3 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.
- 15.4 Contact Person(s):** As required under the Act and any other legislation under which the Centre may be registered from time to time, the Board must appoint at least one (1) and up to three (3) contact persons for the Centre for the purposes of the relevant legislation, who may be any Chief Executive Officer or General Manager appointed by the Board 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.
- 15.5 Disqualification/Removal:** A person is not permitted to act, or to continue to act, as an Officer as referred to in Rule 15.1 or as a contact person as referred to in Rule 15.4 if the person is, or becomes disqualified from holding such a position under the Act or other relevant legislation.

Commented [SG38]: The ISA 2022 requires officers to consent to being officers and to certify that they are not disqualified from holding office, and it imposes various duties on officers (broadly based on company directors' duties) that are owed to the society.

The template Centre constitution adopts the approach of including a general reference to officers' duties under the ISA 2022, rather than listing/setting out in full the various ISA 2022 duties.

Commented [SG39]: The ISA 2022 requires an interests register to be maintained and includes default provisions regarding officer disclosure of interests and consequences of conflicts of interest (including not being able to deliberate or vote on the relevant matter).

Again, the approach that has been adopted is to include a general reference to those requirements.

Commented [SG40]: s 26 of the ISA 2022 requires a society's constitution to provide for how the society's contact person(s) (min of 1, max of 3) will be elected/appointed. Rule 15.4 meets this requirement.

Commented [SG41]: As noted earlier, the ISA 2022 includes a list of disqualification criteria for officers (including but not limited to committee/board members) of an incorporated society, which will apply once a Centre re-registers under the ISA 2022.

PART IV: GENERAL MEETINGS

16. GENERAL MEETINGS

16.1 Annual General Meetings and Special General Meetings:

- (a) An annual general meeting of the Centre (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 Centre's financial reporting balance date, and no later than fifteen (15) months after the Centre's previous Annual General Meeting.
- (b) All General Meetings of the Centre other than Annual General Meetings shall be Special General Meetings (or "SGMs").
- (c) Special General Meetings shall be called by the Board if such a meeting is requisitioned at any time by a minimum of three (3) Members, being Member Clubs and/or Member Schools (not Individual Members or Life Members), by written notice to the Centre, or if the Board decides to call such a meeting.
- (d) The Board must also call a Special General Meeting to consider and determine a matter if a Centre 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.

16.2 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 16.2(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;

Commented [SG42]: s 26 of the ISA 2022 requires a society's constitution to deal with arrangements and requirements for general meetings, including both AGMs and SGMs. Rule 16 includes provisions that will meet these requirements.

Note that under the ISA 2022:

- The default position will be that all Members are entitled to attend AGMs.
- There is provision for regulations under the Act to provide exemptions from that default requirement, but at this stage the only relevant exemption is a transitional exemption until October 2028 for existing societies that, as of October 2023, provided for a limited class of persons (representatives/delegates) to attend AGMs.

Commented [SG43]: s 26 of the ISA 2026 requires a society's constitution to provide for the manner of calling general meetings and the intervals between AGMs. Rule 16.1(a) deals with those requirements, and reflects the default AGM timing/interval requirements under the ISA 2022.

Commented [SG44]: s 26 of the ISA 2026 requires a society's constitution to provide for SGMs to deal with any matter where 50% or more of a committee is conflicted, unless the relevant conflict of interest provisions in the Act are negated under the constitution. Rule 16.1(d) should meet this requirement.

- (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 16.2(b)(iii) from being satisfied, the meeting shall be suspended until Rule 16.2(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 chairperson of the meeting.

16.3 Chairperson: The chairperson of a General Meeting shall be [the President or their nominee] OR [the Chairperson of the Board or their nominee], or otherwise a Board Member as determined by the Board. The person chairing a General Meeting will regulate the proceedings of that meeting.

16.4 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 Member Club;
 - (ii) [one (1) individual] appointed by each Member School; and
 - (iii) [one (1) Board Member] appointed by the Board.
- (b) No individual shall act as a Delegate for more than one (1) Member Club or School at the same General Meeting.
- (c) The names of the Delegates elected or appointed by Member Clubs and Schools shall be notified in writing to the Centre, prior to the commencement of each General Meeting.
- (d) 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 Member Club, their Member School or the Board, as the case may be.
- (e) All Members are entitled to attend and speak at General Meetings, but shall have no right to vote unless the Member is a Delegate in which case they have the rights of a Delegate under Rule 16.4(d).

Commented [NB SG45]: This provision would have limited application if the Centre's individual members are limited to Centre Officers, Appointed Personnel and Life Members.

- (f) The Board may approve General Meeting attendance by any other person, to observe and/or speak at the General Meeting.

16.5 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 for the Zone (if any), the Centre, 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 Centre;
- (b) alter this Constitution or any of its Rules;
- (c) review the Centre's performance;
- (d) be the final arbiter on matters referred to a General Meeting under this Constitution, and
- (e) elect the [President and] Elected Board Members.

16.6 Notice of AGMs:

- (a) Not less than [thirty (30) days] written notice shall be given by the Centre to Centre Officers and Appointed Personnel, Member Clubs, Member Schools, other member organisations and Life Members, and to NNZ and the Zone Entity for the Zone (if any), 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 16.7) to be submitted.
- (b) Upon receipt of such notice, Member Clubs, Member Schools and other member organisations shall display, publish or otherwise distribute the notice and/or its contents to those connected with the club or school who are entitled to attend the Annual General Meeting, to ensure that as many prospective attendees as possible are made aware of the Annual General Meeting.
- (c) The Centre 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 16.6(a).

16.7 AGM Agenda Items and Nominations: Member Clubs and Member School may propose agenda items (including any proposed motions and any proposed alterations to this Constitution), provided that any such items and any nominations under Rule 14.4(c) must be notified in

Commented [SG46]: s 26 of the ISA 2022 requires a society's constitution to provide for the manner of calling general meetings. Rule 16.6 (and Rule 16.1(a)) meet this requirement.

Commented [SG47]: s 26 of the ISA 2022 requires a society's constitution to deal with the time within which, and the manner in which, notices of motion for general meetings must be notified. Rule 16.7 should meet this requirement for AGMs.

writing to the Centre and received by the Centre not less than **[twenty (20) days]** before the date set for the Annual General Meeting..

16.8 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 Centre for the most recently completed financial year;
 - (ii) items of business determined by the Board or notified in accordance with Rule **16.7**;
 - (iii) elections of any Elected Board Member(s) **[and any other elected positions]**, 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 Centre 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 **16.6(a)** by no later than **[fourteen (14) days]** before the date of the meeting.
- (c) Any item of business not 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.

16.9 Notice of SGMs: Subject to Rule **14.13(e)**, if a Special General Meeting is called under Rule **16.1** the Centre must give not less than **[twenty (20) days]** written notice to those persons listed for notification in Rule **16.6(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 **16.6(b)** and **16.6(c)** shall apply as if the meeting were an Annual General Meeting.

Commented [SG48]: s 26 of the ISA 2022 requires a society's constitution to deal with the information that must be presented at general meetings. Rule 16.8 meets this requirement in relation to AGMs.

Rule 16.8(a) reflects provisions of the ISA 2022 relating to mandatory business to be conducted at a society's AGM.

Commented [SG49]: s 26 of the ISA 2022 requires a society's constitution to provide for the manner of calling general meetings. Rule 16.9 (and Rule 16.1(c) and (d)) meet this requirement in relation to SGMs.

16.10 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.

Commented [SG50]: s 26 of the ISA 2022 requires a society's constitution to deal with the information that must be presented at general meetings. Rule 16.10 meets this requirement in relation to SGMs.

16.11 Quorum for General Meetings: At least *one third of the total number of Member Clubs and Schools* must be represented by a Delegate present at a General Meeting to establish 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:

Commented [SG51]: s 26 of the ISA 2022 requires a society's constitution to provide for the quorum for general meetings. Rule 16.11 meets this requirement.

- (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.

16.12 Voting at General Meetings:

Commented [SG52]: s 26 of the ISA 2022 requires a society's constitution to provide for the procedure for general meetings, including voting procedures. Rule 16.12 (and Rule 16.13) meets this requirement in relation to voting.

- (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 **22** and liquidation/winding up/dissolution under Rule **24**), 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.

16.13 Remote Votes:

Commented [SG53]: s 26 of the ISA 2022 requires a society's constitution to provide for the procedure for general meetings, including voting procedures such as whether votes may be cast by post or electronic means.

- (a) Notwithstanding Rule **16.12**, 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). *[Note: A Centre will need to consider whether Delegates casting remote votes should or should not be counted for quorum purposes.]*

[Drafting note: The ISA 2022 requires a society's constitution to deal with whether and if so how written resolutions may be passed in lieu of general meetings. Options for a Centre to preclude or to permit written resolutions of Members in lieu of General Meetings are set out below.]

16.14 **Written Resolutions in lieu of General Meetings**

[Option 1: No written resolutions in lieu of General Meetings]

- (a) Written resolutions in lieu of General Meetings are not permitted.

[Option 2: Written resolutions in lieu of General Meetings permitted]

- (b) *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 Member Clubs and Schools 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.*
- (c) Any proposed resolution under Rule **16.14(b)** must be:
- (i) *notified to all Board Members and all Member Clubs and Schools, 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 **16.14(c)(i)**;*
 - (iii) *signed/approved in writing in accordance with Rule **16.14(b)** within three months of the circulation date of the proposed resolution (otherwise the proposed resolution will lapse); and*

Commented [SG54]: s 26 of the ISA 2022 requires a society's constitution to deal with whether, and if so how, written resolutions may be passed in lieu of a general meeting. Rule 16.14 (Option 1 or 2) will meet this requirement.

Option 1 would be not to be permit written resolutions in lieu of General Meetings.

If, however, such written resolutions might be a potentially useful option for a Centre, Option 2 would be to permit such resolutions and set out the provisions for this in the Constitution.

The suggested requirement under Option 2 for a written resolution to be signed/approved by/on behalf of the Board and all Member Clubs/Schools is higher than the minimum approval threshold set under the ISA 2022 (75%) and this aspect of the provisions could be amended if preferred.

A high approval threshold for written resolutions is generally warranted, because the process does not involve meeting discussion/debate.

- (iv) *if the proposed resolution is signed/approved in writing in accordance with Rule 16.14(b) notified to all Board Members and all Member Clubs and Schools as an approved resolution in lieu of a General Meeting*

16.15 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 in lieu of a General Meeting]*.
- (b) The Centre 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.

Commented [SG55]: s 26 of the ISA 2022 requires a society's constitution to deal with when minutes are required to be kept. Rule 16.15 meets this requirement.

Commented [SG56]: Rule 16.15(b) reflects requirements that will apply under the ISA 2022.

Note that the ISA 2022 also includes further general provisions relating to member requests for society information and the grounds upon which such requests may be refused.

PART V: FINANCIAL REPORTING & CONTRACTING MATTERS

17. FINANCIAL YEAR

The financial year of the Centre shall commence on **[insert date/month, eg 1 December]** and end on **[insert date, eg 30 November]** in the next year.

18. ANNUAL REPORT

18.1 Preparation of Report: The Board shall prepare a report for presentation to each Annual General Meeting and provision to NNZ and the Zone Entity for the Zone (if any), referred to as the "**Annual Report**", which must contain:

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

18.2 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 **18.1(a)** shall be audited by a suitably qualified auditor appointed by the Board.

19. COMMON SEAL & METHOD OF CONTRACTING

19.1 Common Seal: If the Centre 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,.

19.2 Contracting: Whether or not the Centre has a common seal, contracts and other enforceable obligations may be entered into by the Centre:

- (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 Centre; or
 - (ii) by a duly authorised Board Member signing the deed under the name of the Centre, provided that the signature must be witnessed;
 - (iii) by one (1) or more duly authorised attorneys appointed by the Centre signing the deed under the name of the Centre; or

Commented [SG57]: If this Centre constitution is approved/adopted for ISA 2022 re-registration purposes only, the ISA 2022 does not require a society to have a common seal and common seal provisions could be omitted altogether.

Note also that, even now, deeds and other documents can be executed by societies without using a common seal (unless use of a common seal is mandatory under the society's rules).

If this Centre constitution is approved/adopted for filing under the ISA 1908 before re-registration under the ISA 2022, then it must include a common seal provision.

- (iv)** in addition to complying with one of subparagraphs (i) to (iii), by properly affixing the Centre's common seal (if any) as determined by the Board in accordance with Rule 19.1; 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 Centre's express or implied authority signing or otherwise agreeing the contract or other obligation on behalf of the Centre.

PART VI: DISCIPLINE OF MEMBERS AND OTHERS**20. JUDICIARY COMMITTEE PROCEDURES**

20.1 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 the Board or by an Individual Member, Officer, Appointed Personnel, Member Club, Member School, Club Official, School Official, or Life Member that a person falling within any of those categories has:
 - (i) breached or failed, refused or neglected to comply with a provision of the NNZ Constitution, the NNZ Regulations, the Zone Entity Constitution, the Zone Entity Regulations, this Constitution, the Regulations, or any other policy, resolution or determination of the NNZ Board, the Zone Entity Board, a General Meeting, or 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 for the Zone (if any), the Centre and/or Netball; or
 - (iii) brought NNZ, the Zone Entity for the Zone (if any), the Centre, and/or Netball into disrepute; or
- (b) an appeal from a decision of a Member Club or Member School by an individual who has received a penalty or an adverse finding in disciplinary proceedings conducted by that club or school, provided that the individual has first exhausted all avenues of appeal available under the constitution or other rules or regulations of the club or school;

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

20.2 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 annually by the Board on an 'as needed'

Commented [SG58]: s 26 of the ISA 2022 requires a society's constitution to provide procedures for resolving disputes, including how complaints can be made, and the procedures must be consistent with the rules of natural justice.

Rule 20 partly addresses this requirement. The provisions only deal with certain types of dispute/complaint, not the full range of disputes/complaints contemplated under the ISA 2022.

Rule 27 deals with other types of disputes/complaints.

basis. The Board shall appoint a Chairperson from one of the members appointed to the Judiciary Committee. No Board Member is eligible to sit on the Judiciary Committee.

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

20.3 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 Zone Entity Judiciary Committee in accordance with the Zone Entity Constitution and Zone Entity Regulations or, if there is no Zone Entity for the Zone, to the NNZ Judiciary Committee in accordance with the NNZ Constitution and NNZ Regulations.

20.4 Natural Justice and Requirements under Act: The processes set out under this Rule 20 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

21. APPLICATION OF INCOME

- 21.1 Promotion of Objects:** The income and property of the Centre shall be applied solely towards the promotion of the Centre's Objects, and shall not be applied for financial gain or private pecuniary profit in contravention of this Constitution or the Act.
- 21.2 No Impermissible Member/Officer Benefits:** Except as provided in this Constitution:
- (a) no portion of the income or property of the Centre shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member, or other Officer; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Centre to any Member, Board Member or other Officer.
- 21.3 Permitted Member/Officer Benefits:** Nothing in Rules 21.2(a) and 21.2(b) shall prevent payment in good faith of or to any Member, Board Member or Officer for:
- (a) any services actually rendered to the Centre whether as an employee or otherwise;
 - (b) goods supplied to the Centre 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 Centre; or
 - (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of the Centre;

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.

22. ALTERATIONS TO THE CONSTITUTION/RULES

- 22.1 General Meeting Approval of Alterations:** Subject to Rules 22.2 to 22.6 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 and the Zone Entity for the Zone (if any).

Commented [SG59]: s 26 of the ISA 2022 requires a society's constitution to provide for the method by which the society's constitution may be amended. Rule 22 meets this requirement.

Under the ISA 2022, the Centre constitution will need to continue to include all mandatory provisions and must not purport to permit the Centre to operate for any unlawful purpose or for impermissible financial gain of its members.

The additional restrictions under Rule 22 relate to NNZ Board directions to alter the constitution and the intended tax-exempt status of the Centre.

The restrictions relating to tax-exempt status focus on ensuring that the Centre should remain tax-exempt as an amateur sport promoter, rather than as a charity.

(The restrictions may need to be tightened if a Centre is Charities Act registered and intends to maintain such registration, or intends to seek such registration, in order to qualify for charity income tax exemptions and donation tax incentives.)

22.2 Notice of Proposed Alterations: Any Member proposal to alter this Constitution or any of its Rules must be notified in writing to the Centre 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.

22.3 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 **22.1** and **22.2**, 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**.

Commented [SG60]: Under the ISA 2022, minor alterations of a society's constitution as described in Rule 21.3 will be permissible.

22.4 NNZ or Zone Entity Directions: The NNZ Board or Zone Entity Board may direct the Centre'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 or Zone Entity Board determines that the Constitution or any of its Rules is inconsistent or in conflict with the NNZ Constitution, NNZ Regulations, Zone Entity Constitution or Zone Entity Regulations.

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

- (a) any alteration that would allow the Centre 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 Centre 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 **22.5(a)**,

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

22.6 Alterations Effective on Registration: Any permitted alteration of the Constitution or any of its Rules approved in accordance with this Rule **22** shall take effect from the date of its registration under the **Act**.

Commented [SG61]: The ISA 2022 expressly provides that constitutional changes take effect upon registration (and the same position also generally applies under the ISA 1908), and Rule 21.6 reflects this.

23. REGULATIONS

- 23.1 Board Determination:** The Board may determine and amend such regulations for the Centre 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, the Zone Entity Constitution and Zone Entity Regulations, this Constitution and the Centre's Objects, and any directives given by a General Meeting.
- 23.2 Regulations Binding:** All Regulations shall be binding on the Centre and its Members.
- 23.3 Notification:** All Regulations and any amendments to them shall be notified to all Members in writing, electronically or otherwise, as approved by the Board.

24. LIQUIDATION/WINDING UP/DISSOLUTION

- 24.1 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 Centre 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 Centre'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.
- 24.2 Liquidation Under Act:** Upon appointment of a liquidator, the relevant provisions of the Act relating to liquidation shall apply to the liquidation of the Centre.
- 24.3 Distribution of Surplus Assets:** Upon liquidation, winding up or dissolution, any surplus assets of the Centre, 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 22.5(a). The not-for-profit entity (or entities) may be or include NNZ, the Zone Entity for the Zone (if any), another Netball Centre in the Zone, or any other appropriate not-for-profit entity.

Commented [SG62]: s 26 of the ISA 2022 requires a society's constitution to nominate a not-for-profit entity (as defined in the Act) or a class or description of not-for-profit entities to which any surplus assets should be distributed upon the liquidation or dissolution (removal from the register) of the society. Rule 24.3 should meet this requirement.

24.4 Decision on Surplus Assets: The entity or entities referred to in Rule 24.3 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 to decide, the entity or entities shall be determined by the NNZ Board (after consulting with the Zone Entity Board, if any) or otherwise by the liquidator (if applicable) or by the Registrar.

25. INDEMNIFICATION & INSURANCE

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

25.1 Board Members and Others Covered: the Centre 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, 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 Centre; and

25.2 Coverage Extends to Officer Duties: the Centre's indemnification and insurance under and in accordance with this Rule 25 is permitted to extend to any liability (other than criminal liability), and related costs, in respect of a failure to comply with any duty imposed on a person in their capacity as an officer of the Centre under the Act or otherwise.

Commented [SG63]: Under the ISA 2022, the type of indemnification and insurance coverage described in Rule 25.2 is not allowed unless it is expressly permitted by a society's constitution.

26. COLOURS

26.1 Description in Regulations: The colours of the Centre shall be as described in Regulations.

26.2 Member Compliance: All Members acknowledge and agree to abide by any Regulations relating to the colours of the Centre, including any Regulations relating those colours being used, or not used, by Members.

27. INTERPRETATION ISSUES, MATTERS NOT PROVIDED FOR & OTHER DISPUTES/COMPLAINTS

27.1 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 Zone Entity Board or, if there is no Zone Entity or if so determined by the Zone Entity Board, to the NNZ Board, and the decision of the Zone Entity Board or NNZ Board on the issue or matter shall be final and binding.

27.2 Resolution of Disputes/Complaints: If any dispute or complaint arises in respect of the Centre or any aspect of its operations or affairs, being a dispute or complaint for which the Act requires the Centre to have procedures and which is not covered by procedures prescribed elsewhere in this Constitution (for example, under Rule 20), 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 or Zone Entity 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 27.2 may apply, the person must notify the Centre in writing and the Board shall determine whether the matter is covered by procedures prescribed elsewhere in this Constitution or this Rule 27.2 and the matter shall then be progressed accordingly.

28. INTERPRETATION PROVISIONS & DEFINITIONS

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

28.2 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 under 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

Commented [SG64]: s 26 of the ISA 2022 requires a constitution to include procedures for resolving disputes, including providing for how complaints can be made, and the procedures must be consistent with the rules of natural justice. Rule 27.2 is intended to meet that requirement without having to incorporate prescriptive/lengthy dispute/complaint procedures into the Constitution (leaving the details to be set out in regulations). The Companies Office's position in relation to this particular approach is still to be tested/confirmed.

Note that in relation to the dispute/complaint procedures required by the ISA 2022:

- The dispute/complaint concepts are very broad (covering Member/Member, Member/Society, Member/Officer, Officer/Officer, Officer/Society and Member/Officer/Society disagreements or conflicts), so existing Centre Constitution dispute/complaint provisions are unlikely to cover all of the required ground.
- The ISA 2022 requires dispute/complaint procedures to be consistent with the rules of natural justice.
- Sch 2 of the ISA 2022 provides a set of generic/template procedures that are deemed to be consistent with the rules of natural justice, so those procedures could be used as a base or reference for more detailed Centre dispute/complaint procedures.

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; and
- (j) **Rules and Schedules:** references to Rules and any Schedule refer to Rules and Schedules of this Constitution.

28.3 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 and held annually in accordance with Rule 16.1;

Annual Report means the report described under Rule 18;

Appointed Board Member means a person appointed as a Board Member under Rule 14.4(h);

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

Board means the Board as defined in Rule 14;

Board Appointment Panel means the panel of persons established under Rule 14.4(e) to appoint the Appointed Board Members;

Board Members means the Elected Board Members and the Appointed Board Members elected and appointed to the Board, respectively under Rules 14.4(a) and 14.4(h);

Chairperson means the Board Member who is appointed from within the Board, by the Board Members, to chair the Board;

Club Official means a person who has been elected or appointed to or holds a position of responsibility within a Member Club, including any President of the club, any member of the board or any committee of the club, and any club coach, manager, umpire or selector;

Commented [SG65]: The "Act" definition in Rule 28.3 assumes that this Centre constitution would be approved for re-registration under the ISA 2022 only, not prior filing under the ISA 1908.

If the constitution is to be filed under the ISA 1908 first, then the definition should also refer to the ISA 1908 (for so long as the Centre is registered under and governed by the ISA 1908).

Constitution and **"this Constitution"** means this constitution of the Centre, including any Schedule, setting out the Rules of the Centre;

Defendant means the Member or other person against whom an allegation is made or by whom an appeal is brought under Rule 20.1;

Delegate means, as the context requires, a person elected or appointed to represent a Member Club, Member School or the Board at a General Meeting, or a person appointed to represent the Centre at a Zone Entity General Meeting or NNZ Council Meeting;

Elected Board Member means a person elected as a Board Member under Rule 14.4(h);

Event means:

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

but does not include a game, competition, tournament, or league held by or on behalf of NNZ or the Zone Entity for the Zone (if any) or any Member Club or Member School;

General Meeting means an Annual General Meeting or a Special General Meeting of the Centre called and held in accordance with Rule 16;

Individual Members means those individuals described in Rule 6;

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, patents or service marks relating to the Centre or any event, or any competition or Netball activity or programme of or conducted, promoted or administered by the Centre;

Judiciary Committee means the committee as set out in Rule 20;

Life Members means those individuals described in Rule 8;

Members means the members of the Centre as described in Rule 5;

Member Club means a member of the Centre as described in Rule 7.1;

Membership Fee means any fee or fees or levies payable by a Member to the Centre under Rule 9;

Member School means a member of the Centre as described in Rule 7.2;

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

Netball means the game of netball played under the Rules of Netball, or any other similar or modified Netball game the rules of which are determined or approved by the Board;

Netball Centre means a Netball Centre as referred to under the NNZ Constitution and any Zone Entity Constitution that is a member of NNZ and the Zone Entity for the Zone (if any) and complies with all relevant requirements for Netball Centres under the NNZ Constitution and any Zone Entity Constitution;

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 Centre as described under Rule 3;

Objects of NNZ means the objects of NNZ as described in the NNZ Constitution;

Objects of the Zone Entity means the objects of the Zone Entity for the Zone (if any) as described in the Zone Entity Constitution;

Officers means the individuals referred to in Rule 15.1;

[Patron means the individual appointed under Rule 13.2;]

Powers means the powers of the Centre described under Rule 4;

[President means the individual elected under Rule 13.3;]

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

Registrar means the Registrar of Incorporated Societies under the Act;

Regulations means the regulations of the Centre under **Rule 23**;

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;

School Official means a person who has been appointed or holds to a position of responsibility within a Member School for Netball, including any school Netball coordinator, administrator, coach, manager, umpire or selector;

Special General Meeting means a General Meeting that is not an Annual General Meeting and is called in accordance with **Rule 16.1**;

Zone means the geographical area of New Zealand in which the Centre operates, 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 Zone Entity for the Zone (if any) as referred to under the NNZ Constitution and, if the context requires, includes its officers, employees, board members and **agents**;

Zone Entity Board means the board of Zone Entity as defined in the Zone Entity Constitution;

Zone Entity Constitution means the constitution of the Zone Entity;

Zone Entity Judiciary Committee means the judiciary committee of the Zone Entity as defined in the Zone Entity Constitution; and

Zone Entity Regulations means the regulations of the Zone Entity under the Zone Entity Constitution.

29. TRANSITIONAL MATTERS

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

29.2 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:

Commented [SK66]: Note a change to this definition to ensure the template is the same for all Centres (previously was adjusted to fit the Mainland Centres).

Commented [SG67]: These transitional provisions in Rule 29 are intended to clarify key aspects of the transition from the Centre's previous constitution to this Constitution.

Importantly the provisions assume, in particular, that:

- all of the existing membership categories would be carried over; and
- all of the existing Board Member and other positions would be carried over.

The transitional provisions may need to be tailored for a particular Centre, especially if either of those assumptions is incorrect.

- (a) all members of the Centre under the Centre'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, except that any individual whose membership under the previous constitution was based on any provision under that constitution for which there is no equivalent or corresponding provision under this Constitution will not be a Member under this Constitution unless and until they become a Member under this Constitution;
- (b) all board members and other officers under the Centre's previous constitution immediately prior to this Constitution coming into effect will continue as Board Members and Officers under this Constitution (provided that they are eligible to do so under the Act), and for this purpose the relevant individuals will be treated as if they had been elected or appointed under this Constitution at the time that they were elected or appointed under the previous constitution; 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 Centre's previous constitution remain valid and effective and, if applicable, may be continued and completed under and in accordance with this Constitution.

Commented [NB SG68]: This is intended to cover off the possibility that a Centre may change from having a broad individual membership to a narrow individual membership.

SCHEDULE – THE ZONE AND NETBALL CENTRES IN THE ZONE