HORNBY NETBALL CLUB CONSTITUTION

HORNBY NETBALL CLUB INCORPORATED

19 JANUARY 2026

TABLE OF CONTENTS

Note: Interpretation provisions and definitions of words used in the Constitution are set out in Rule 24.

RULE		PAGE
TABLE OF CONTENTS		2
PART I: NAME, OBJECTS & POWERS		3
1.	NAME	3
2.	REGISTERED OFFICE	3
3.	OBJECTS	3
4.	POWERS	4
PART II: MEMBERSHIP		4
5.	CATEGORIES OF MEMBERS	4
6.	GENERAL MEMBERS	5
7.	LIFE MEMBERS	6
8.	MEMBERSHIP TERM AND FEES	6
9.	MEMBERS' RIGHTS AND OBLIGATIONS	6
10.	REGISTER OF MEMBERS	7
11.	TERMINATION OF MEMBERSHIP	8
PART III: COMMITTEE & STATUTORY OFFICERS		9
12.	COMMITTEE	9
13.	STATUTORY OFFICERS & CONTACT PERSON(S)	14
PART IV: GENERAL MEETINGS		15
14.	GENERAL MEETINGS	15
PART V: FINANCIAL REPORTING & CONTRACTING MATTERS		19
15.	FINANCIAL YEAR	19
16.	ACCOUNTS AND ANNUAL REPORT	19
17.	METHOD OF CONTRACTING	19
PART VI: DISCIPLINARY AND DISPUTE/COMPLAINT PROCEDURES		20
18.	DISCIPLINARY PROCEDURES CONDUCTED BY JUDICIARY	20
19.	DISPUTE/COMPLAINT PROCEDURES	21
PART VII: MISCELLANEOUS MATTERS		22
20.	APPLICATION OF INCOME/PROPERTY	22
21.	INDEMNIFICATION & INSURANCE	22
22.	ALTERATIONS TO THE CONSTITUTION/RULES	23
23.	LIQUIDATION/WINDING UP/DISSOLUTION	24
24.	INTERPRETATION PROVISIONS & DEFINITIONS	24
25.	TRANSITIONAL MATTERS	27

PART I: NAME, OBJECTS & POWERS

1. NAME

The name of the incorporated society is ***Hornby Netball Club Incorporated,*** and the society is also commonly known as **Hornby Netball Club**

2. REGISTERED OFFICE

The registered office of the Club will be at ***The Hornby Rugby / Netball Clubrooms located at Denton Park, Hornby*** as determined by the Club's Committee and notified to the Registrar from time to time.

3. OBJECTS

3.1 **General Object:** The Club has been established as a membership-based organisation to administer, promote and develop Netball in and for the benefit of the Club's local community, namely Hornby, Christchurch and to do so under and in accordance with the organisational umbrella of NNZ, any relevant Zone Entity, and the Club's Netball Centre.

3.2 **Specific Objects:** In furtherance of the Club's general object under Rule 3.1, the Club's specific objects include:

(a) promoting and developing membership of the Club as means of getting the Club's local community involved in Netball and in supporting and furthering the Club's general and specific objects;

(b) securing and maintaining the Club's membership of the Club's Netball Centre, and complying with and enforcing all applicable rules and regulations of the Club's Netball Centre, any relevant Zone Entity, and NNZ in relation to all aspects of the Club's operation and affairs;

(c) encouraging participation and achievement in Netball, and for that purpose providing opportunities for, and facilitating, involvement in Netball teams, competitions and matches through or in connection with the Club;

(d) promoting the health, safety and wellbeing of those who participate in Netball through or in connection with the Club;

(e) supporting and promoting the provision and improvement of facilities and programmes that facilitate and enhance participation and achievement in, and the safe enjoyment of, Netball;

(f) supporting and promoting the development and training of players, officials and other personnel (including coaches, umpires and administrators) involved in Netball;

(g) providing Netball-related information, assistance and resources to its Members and others involved in Netball;

(h) encouraging and promoting Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs; and

(i) maintaining and enhancing the Club's governance, administration, financial sustainability and reputation, through the development and implementation of appropriate standards and practices in relation to all aspects of the Club's operation and affairs.

(j) Provide gifts and prizes in accordance with the objects of the Club;

(k) Organise social events for Members and the promotion of the Club;

(l) Accept donations and gifts in accordance with the objects of the Club;

3.3 Limitations on Objects: For the avoidance of doubt:

(a) the Club's Objects do not include, and the Club must not be carried on for, any form of financial gain to or for the benefit of its members that would contravene the Act; and

(b) the Club is established, and must be maintained, mainly for the purpose of promoting amateur Netball, conducted for recreation and entertainment of the public, and must not operate or apply any of its funds for private pecuniary profit.

4. POWERS

4.1 General Powers: Subject to this Constitution, the Act and any other applicable law, in order to advance and achieve its Objects the Club has:

(a) full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and

(b) for the purposes of Rule 4.1(a), full rights, powers and privileges.

4.2 Limitations on Powers: For the avoidance of doubt, the Club's Powers must only be exercised in furtherance of, and in a manner that is consistent with, its Objects and in accordance with the limitations set out in Rule 3.3.

PART II: MEMBERSHIP

5. CATEGORIES OF MEMBERS

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

(a) "**General Members**" as described in Rule 6;

(b) "**Life Members**" as described in Rule 7; and

(c) any other category or sub-category of membership as determined by the Committee and set out in the Regulations.

5.2 **Adults and Juniors:** In relation to all categories of membership:

(a) Members who are 18 years of age or older are "**Adult Members**"; and

(b) Members who are under 18 years of age are "**Junior Members**",

and the Committee may also determine any other category or sub-category of membership by age.

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

6. GENERAL MEMBERS

6.1 **Eligible Individuals:** Subject to Rule 6.2, an individual may become a General Member if the individual is, or wishes to be, any one or more of the following:

(a) an individual who, through or in connection with the Club:

(i) plays Netball;

(ii) umpires or officiates Netball;

(iii) coaches or manages any Netball team or players; and/or

(iv) is otherwise involved in Netball; and

(v) who do not wish to participate in the playing activities of the Club, may become a Social Member; and

(b) an Officer or other Appointed Personnel of the Club.

6.2 **Becoming a General Member:** An individual referred to in Rule 6.1 will become a General Member upon meeting all of the following requirements:

(a) the individual registers with or otherwise applies to the Club to become a Member, in accordance with any applicable Regulations, and pays any applicable Membership Fee;

(b) at the same time or subsequently, the individual confirms their consent to becoming a Member;

(c) in the case of a Junior Member, at least one (1) parent or legal guardian consents to the membership and registers with the Club, in accordance with any applicable Regulations; and

(d) the Club receives all information required for the Club's Register in relation to the individual's membership.

7. LIFE MEMBERS

7.1 **Eligible Individuals:** Life membership is reserved for individuals who have made an outstanding contribution or provided outstanding service to Netball in the Club's local community and/or to the Club.

7.2 **Becoming a Life Member:** An individual shall become a Life Member of the Club 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 Members present and entitled to vote at the meeting; and

(b) the individual must also consent to becoming a Member of the Club and provide to the Club all information required for the Club's Register in relation to the individual's membership.

8. MEMBERSHIP TERM AND FEES

8.1 **Term:** For categories of membership other than Life Members, membership may be subject to a term, setting the duration of membership, as determined by the Committee.

8.2 **Fees:** For categories of membership other than Life Members, the Committee shall determine:

(a) any membership fee ("**Membership Fee**") payable by Members, or payable by each category or sub-category of Members if applicable, to the Club;

(b) the due date for payment of such fees; and

(c) the manner of payment for the fee(s),

provided that any such fees must comply with any applicable rules and regulations of the Club's Netball Centre, any Zone Entity, and NNZ.

9. MEMBERS' RIGHTS AND OBLIGATIONS

All Members acknowledge and agree that:

9.1 **Arrangements Binding:** this Constitution constitutes a contract between each of them and the Club, and that they are each bound by the Club's Constitution and Regulations and by the rules and regulations of the Club's Netball Centre, any Zone Entity, and NNZ;

9.2 **Compliance:** they will comply with and observe all applicable requirements of, and all determinations, resolutions and policies made under, the Constitution and Regulations and the other rules and regulations referred to in Rule 9.1;

9.3 **Jurisdiction:** they are subject to the jurisdiction of the Club, the Club's Netball Centre, any Zone Entity, and NNZ;

9.4 **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 Club;

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

9.6 **Provision of Information:** they must provide to the Club, and notify the Club of any changes to the name, contact and other details on the Club's Register as required for the purpose of compliance with the Constitution and Regulations and the other rules and regulations referred to in Rule 9.1, and such information may be provided by the Club to the Club's Netball Centre, any relevant Zone Entity, and NNZ.

10. REGISTER OF MEMBERS

10.1 **Register Required:** The Committee must ensure that the Club keeps and maintains a Register of Members which must contain all information that the Club is required to collect under, or for the purpose of compliance with, the rules and regulation of the Club, the Club's Netball Centre, any Zone Entity and NNZ and the Act.

10.2 **Current and Former Members:** The Register must include all required information regarding current Members and also former Members whose membership ceased within the previous seven (7) years (or any other period specified under the Act).

10.3 **Register Information:** Without limiting Rule 10.1, 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 relevant category of membership; and

(c) the person's contact details, which must include a postal address (including postcode), an email address, and at least one phone number;

(d) for any Junior Member, the contact details (as referred to in paragraph (b)) of at least one (1) parent or legal guardian of the Junior Member;

(e) the date the person became a Member;

(f) if applicable, the date the person ceased to be a Member.

10.4 **Format and Sharing of Register:** The format of the Register must comply with any applicable rules and regulations of the Club's Netball Centre, any Zone Entity, and NNZ, and the Club will make the Register available to those

organisations on request to enable them to further their respective objects in relation to Netball.

10.5 **Changes to Register Information:** All Members shall provide written notice of any change to the details referred to in Rules 10.1 and 10.3 to the Club within thirty (30) days of such change.

10.6 **Privacy Requirements:** The Club shall, in collecting personal information for the Register which may be shared in accordance with Rule 10.3, seek the consent of the individual concerned and at all times comply with the Privacy Act 2020.

10.7 **Access to Register:** Any entry on the Register shall be available for inspection by Members and Committee Members, upon reasonable request and in compliance with the Privacy Act 2020.

11. TERMINATION OF MEMBERSHIP

11.1 **Expiry of Term, Ineligibility or Resignation:** A Member shall have their membership of the Club terminated by the Committee if:

(a) any applicable term setting the duration of their membership expires and the person has not renewed their membership; or

(b) the Committee determines that the person has ceased to meet the requirements for the relevant category or sub-category of membership; or

(c) the person resigns by giving written notice to the Club.

11.2 **Non-Payment of Fees:** A Member may have their membership of the Club terminated by the Committee if any Membership Fee or other amount payable by or for the Member to the Club, the Club's Netball Centre, any Zone Entity or NNZ is due and outstanding. Before such termination can occur, the Club or other organisation 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 Club may only be terminated under this Rule 11.2 if such payment is not made by the due date.

11.3 **Disciplinary Proceedings:** A Member may also have their membership of the Club terminated by the Committee if such action is recommended or required under disciplinary or other dispute or complaints procedures under this Constitution, any applicable Regulations, or any applicable rules and regulations of the Club's Netball Centre, any Zone Entity or NNZ, and the Member has not appealed, or has unsuccessfully appealed, the relevant decision.

11.4 **Right to be Heard:** Before any decision to terminate membership is made under Rule11.3, the Member must have been given as part of the relevant procedures, or otherwise must be given by the Committee, a reasonable opportunity to be heard and make submissions regarding their position. The member must also be allowed to bring a support person with them while having the right to be heard by the Committee.

11.5 Natural Justice/Compliance with Act: The processes set out under procedures referred to in 11.3 and 11.4 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.

11.6 Consequences of Termination: When a person ceases to be a Member, the Register must be updated, and if required the Club's Netball Centre must be notified, within thirty (30) days, and the person shall:

(a) forfeit all rights in and claims upon the Club and its property;

(b) forfeit all membership rights including any rights to attend, speak and vote at General Meetings;

(c) not use any property of the Club with the Club's consent;

(d) not hold themselves out, expressly or impliedly, as being a Member or similarly connected or associated with the Club; and

(e) remain liable to the Club for any outstanding membership fees or other amounts including the returning of their club uniform.

PART III: COMMITTEE & STATUTORY OFFICERS

12. COMMITTEE

12.1 Role of the Committee: The Committee is the governing body of the Club for the purposes of the Act. The Committee is responsible for the governance of the Club and for the exercise of the Club's Powers to advance and achieve the Club's Objects in accordance with this Constitution and all applicable rules and regulations of the Club's Netball Centre, any Zone Entity and NNZ.

12.2 General Powers: Subject to this Constitution, the Act and any other applicable law, the Committee has all of the powers necessary to carry out its role under Rule 12.1 and to manage, or direct and supervise the management of, all aspects of the operation and affairs of the Club, including control and investment of Club funds.

12.3 Specific Powers: For the avoidance of doubt and without limiting Rule 12.2, the Committee's powers include the power to:

(a) adopt and amend binding regulations for the Club and its operation and affairs (which may include bylaws, policies, codes or other form of regulation supplementing this Constitution), provided that any such regulations must be consistent with this Constitution, any directives given by a General Meeting, and any applicable rules and regulations of the Club's Netball Centre, any Zone Entity, and NNZ, and must be published or otherwise available to Members upon request; and

(b) establish, oversee, and support, and disestablish, any subcommittee or other such group of persons, including any one (1) or more Committee Members, in relation to any aspect of the operation and affairs of the Club, as determined by the Committee.

12.4 Number of Committee Members: The Committee shall comprise *five (5) to ten (10)* individuals, each a "**Committee Member**" and collectively "**Committee Members**", as follows:

(a) the "**President**", responsible for representing and leading the Committee and anything else specified under this Constitution or any Regulations or as determined by the Committee ;

(b) the "**Secretary**", responsible for overseeing and reporting to the Committee on compliance with this Constitution and the Act and anything else specified under this Constitution or any Regulations or as determined by the Committee;

(c) the "**Treasurer**", responsible for overseeing and reporting to the Committee on financial matters and anything else specified under this Constitution or any Regulations or as determined by the Committee; and

(d) the"**General Committee Members**", responsible for contributing to the Committee's governance of the Club and anything else specified under this Constitution or the Regulations or as determined by the Committee.

12.5 Club Membership and Eligibility:

(a) An individual must already be an Adult Member at the time they become a Committee Member or otherwise become an Adult Member upon or immediately after becoming a Committee Member, so that all Committee Members will be Adult Members of the Club.

(b) To be eligible to become, and to remain, a Committee Member, an individual must consent to holding office and must not be disqualified from holding office under the Act or any other applicable legislation.

12.6 Election of the Committee:

(a) The Club must call for nominations for Committee Member positions not less than twenty (20) days before the date set for an Annual General Meeting by notifying all Members (with notice of the Annual General Meeting or otherwise).

(b) Nominations, supported by at least one (1) Member, must be notified to the Club not less than twenty (20) days before the date set for the Annual General Meeting.

(c) A list of confirmed nominees will be included with the notified agenda for the Annual General Meeting.

(d) If the number of nominees for a position or positions exceeds the position or positions to be filled, then:

(i) an election is to be held by secret ballot or any other method of voting as determined by the Committee;

(ii) the nominee or nominees with the highest number of votes in their favour to fill the vacant position(s) shall be declared elected; and

(iii) 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.

(e) If the number of nominees for a position or positions is equal to or less than the position or positions to be filled, then:

(i) a vote will still be held in relation to each nominee, by secret ballot or any other method of voting as determined by the Committee; and

(ii) a nominee shall be declared elected provided that their election is supported by at least 3 votes.

12.7 **Term of Elected Committee Members**: The term of office for all elected Committee Members shall run from the conclusion of the Annual General Meeting at which they are elected to the conclusion of the next Annual General Meeting. An individual may be re-elected as a Committee Member from or following the expiry of their term, to the same position or a different position on the Committee.

12.8 **Vacancies on the Committee:** Any vacancy on the Committee which occurs due to lack of nominees for election or any Committee Member ceasing to hold officer before the end of their term may be filled, until the conclusion of the next Annual General Meeting, by an eligible individual appointed by the Committee. Any such vacancy must be filled if it would cause the Committee to have fewer than (5) members. In the case of any vacancy of the Chair, Secretary or Treasurer positions (which must be held by different individuals, unless there are not enough members wishing to take up those positions needed), the Committee may choose to appoint a current Committee Member to the relevant position.

12.9 **Rights of Committee Members:** Unless this Constitution or the Act provides otherwise, all Committee Members shall have the right to attend, speak and vote at all Committee meetings.

12.10 **Committee Meetings:**

(a) The Committee shall meet at such times, and in such manner, as the Committee shall determine, provided that the Chair or any three (3) or more Committee Members may call a Committee Meeting at any time and all Committee Members must be given not less than ten (10) *days'* notice of any Committee Meeting (unless the requirement for such notice is waived by all Committee Members).

(b) A Committee 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 Committee Meeting for which the method of participation set out in Rule 12.10(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 Committee Member participating in the meeting using that method is deemed to attend and be present at the meeting;

(iii) all Committee 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 12.10(c)(iii) from being satisfied, the meeting shall be suspended until Rule 12.10(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 Chair, or in their absence any other Committee Member determined by the Committee, shall chair Committee meetings. The person chairing a Committee Meeting will regulate the proceedings at that meeting.

(e) To establish a quorum, which is required to commence a Committee Meeting and to conduct any business at a Committee Meeting, the number of Committee Members present at the meeting must be at least four (4) and must be greater than 50% of the total number of Committee Members].

(f) Each Committee Member attending a Committee Meeting shall have one (1) vote on any matter decided at the meeting, provided that the Committee 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 Committee at a Committee Meeting must be approved by a majority of Committee 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 Committee Member). If votes are otherwise tied, the person chairing the meeting shall have a casting vote.

12.11 Written Resolutions in lieu of Committee Meetings: A resolution in writing, signed or assented to by email or other form of visible or other electronic communication by all Committee Members shall be as valid and effectual as if it had been passed at a Committee Meeting, provided that a majority of the Committee does not have any conflict of interest in relation to any matter included in the resolution. Any such resolution may consist of several documents in like form each signed or assented to by one or more Committee Members.

12.12 Committee Meeting/Resolution Minutes: The Committee must ensure that minutes are kept in relation to all Committee Meetings and that the Committee minutes and other records include a record of all resolutions, including written resolutions, of the Committee.

12.13 Suspension and Removal of Committee Members:

(a) The Committee may suspend any Committee Member who, in the opinion of the Committee, has failed to comply with their duties as a Committee Member or whose conduct has been prejudicial to the Committee or to the interests of the Club, and must notify the Committee Member of the suspension.

(b) Upon notification of such suspension, the Committee Member affected shall be given the opportunity prior to, and at, the next Committee Meeting, to make submissions in writing and/or verbally to the Committee, about the suspension. The Committee shall then either confirm or revoke the suspension.

(c) Subject to prior compliance with Rule 12.13(b). the Committee may remove a suspended Committee Member from office on the grounds set out in Rule 12.13(a).

(d) Subject to Rules 12.13(e) and 12.13(f),the Members in a Special General Meeting, called for this purpose, may by resolution remove any Committee 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. The vacancy shall be filled in accordance with Rule 12.8.

(e) Upon the Club receiving a request for a Special General Meeting for the purpose of removing a Committee Member under Rule 12.13(d), notice of the meeting will be issued in accordance with Rule 14.8 and to the Committee Member concerned.

(f) Following notification under Rule 12.13(e), and before voting on the resolution to remove a Committee Member under Rule 12.13(d), the Committee 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 12.13 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.

12.14 Committee Member Cessation of Office: A person shall cease to hold office as a Committee Member if that person:

(a) resigns from office;

(b) 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.

(c) becomes incapable of acting (determined, if necessary, by a majority decision of two thirds of the Committee (excluding the person being voted on), which shall be determinative);

(d) is absent from three (3) consecutive Committee Meetings without leave or reasonable explanation (as determined by the Committee);

(e) is removed by resolution pursuant to Rule 12.13; or

(f) dies.

13. STATUTORY OFFICERS & CONTACT PERSON(S)

13.1 Officers Include Committee Members and Others: For the purposes of the Act and any other legislation under which the Club may be registered from time to time, the Officers of the Club are the Committee Members and any other person who is deemed to be an officer of the Club under the relevant legislation.

13.2 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.

13.3 Interests Register and Disclosures: The Committee must ensure that it keeps and maintains a register of disclosures of interests made by Officers, and the Committee and each Officer must comply with their respective obligations relating to conflicts of interest, in accordance with the Act.

13.4 Contact Person(s): As required under the Act and any other legislation under which the Club may be registered from time to time, the Committee must appoint at least one (1) and up to three (3) contact persons for the Club for the purposes of the relevant legislation. 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.

13.5 Disqualification/Removal: A person is not permitted to act, or to continue to act, as an Officer as referred to in Rule 13.1 or as a contact person as referred to in Rule 13.4 if the person is, or becomes disqualified from holding such a position under the Act or other relevant legislation.

ART IV: GENERAL MEETINGS

14. GENERAL MEETINGS

14.1 Annual General Meetings and Special General Meetings:

(a) An annual general meeting of the Club (called the "**Annual General Meeting**" or "**AGM**") shall be called by the Committee each year and must be held no later than six (6) months after the Club's financial reporting balance date, and no later than fifteen (15) months after the Club's previous Annual General Meeting.

(b) Any General Meeting of the Club other than any Annual General Meeting shall be a "**Special General Meeting**" or "**SGM**".

(c) A Special General Meeting shall be called by the Committee if such a meeting is requisitioned at any time by a minimum of ten (10) Members who are entitled to vote, by written notice to the Club, or if the Committee decides to call such a meeting.

(d) The Committee must also call a Special General Meeting to consider and determine a matter if a Club decision needs to be made on the matter and 50% or more of the Committee Members are precluded from voting on the matter due to conflicts of interest under the Act.

14.2 Method of Holding General Meetings:

(a) The method of holding a General Meeting will be determined by the Committee, 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 14.2(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 Committee considers that exceptional circumstances apply;

(ii) for the purpose of this Constitution, a person participating in the meeting using that method is deemed to attend and be present at the meeting;

(iii) all those participating in the meeting who are entitled to speak and vote at the meeting must be able to hear, and effectively

communicate with, each other throughout the meeting (as required to conduct the business of the meeting); and

(iv) if a failure in communications prevents Rule 14.2(b)(iii) from being satisfied, the meeting shall be suspended until Rule 14.2(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.

14.3 General Meeting Chair: The chair of a General Meeting shall be the Chair of the Committee or their nominee, if present at the meeting, or otherwise a Committee Member as determined by the Committee. The person chairing a General Meeting will regulate the proceedings of that meeting.

14.4 General Meeting Attendees: Every Member, and the parent(s) and/or legal guardian(s) of every Junior Member, shall be entitled to attend and speak at a General Meeting. The Committee, and the Members at a General Meeting, may also permit any other person to attend and speak at a General Meeting.

14.5 Notice of AGMs:

(a) The Club must give all Members not less than twenty (20) days written notice of:

(i) the date of, and the place and/or other details for attendance at, the Annual General Meeting; and

(ii) the closing date for election nominations and agenda items (under Rule 14.6) to be notified to the Club.

(b) The Club may also display, publish or otherwise distribute such notice, as determined by the Committee, as a means of advising prospective attendees of the Annual General Meeting.

14.6 AGM Agenda Items and Nominations: Members must notify any election nominations and any proposed agenda items (including any proposed motions and any proposed alterations to this Constitution) to the Club not less than twenty (20) days before the date set for the Annual General Meeting.

14.7 AGM Business/Agenda:

(a) The business which must be conducted at an Annual General Meeting includes:

(i) the Committee's presentation of the Annual Report of the Club for the most recently completed financial year;

(ii) the election of Committee Members;

(iii) items of business included on the notified agenda, whether raised by the Committee or notified by Members in accordance with Rule 14.6;

(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 Club for the most recently completed financial year.

(b) An agenda containing the business to be discussed at an Annual General Meeting shall be notified in writing to all Members no later than ten (10) days before the date of the meeting.

(c) Any item of business not on the notified agenda for an Annual General Meeting 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 present and entitled to vote at the meeting.

14.8 Notice of SGMs: Subject to Rule 12.13(e), if a Special General Meeting is called under Rule 14.1 the Club must give all Members not less than twenty (20) days written notice of:

(a) the date of, and the place and/or other details for attendance at, the Special General Meeting; and

(b) the item(s) of business to be conducted at the meeting,

14.9 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.

14.10 Quorum for General Meetings: At least half of the current committee or five (5) Members who are entitled to vote must be present at a General Meeting to establish a quorum, which is required for the purpose of commencing and conducting any business at the General Meeting. If a quorum is not established within 30 minutes after the scheduled start of a General Meeting:

(a) in the case of an Annual General Meeting, the meeting shall be adjourned as determined by the Chair, and if a quorum is not established within 30 minutes after the scheduled resumption of the adjourned meeting the Members present shall be deemed to constitute a quorum; and

(b) in the case of a Special General Meeting, the meeting shall be cancelled.

14.11 Voting at General Meetings:

(a) Each Adult Member 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 23), the majority required for passing resolutions at General Meetings shall be a simple majority of the votes carried by those Members present and entitled to vote and if half of the votes carried by those 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, show of hands, or other suitable means, as specified in any applicable Regulations or otherwise as determined by the person chairing the meeting. Voting on a matter must be by secret ballot if required under any applicable Regulations or otherwise determined by the person chairing the meeting, or if requested by two (2) or more Members present at the meeting.

(d) There shall be no proxy voting.

14.12 Remote Votes:

(a) Notwithstanding Rule 14.11, where the Committee 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, and/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 specified in the Regulations.

(b) In relation to any such voting, a Member 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).

14.13 Written Resolutions in lieu of General Meetings:

(a) Written and or electronic resolutions in lieu of General Meetings are permitted.

(b) Subject to 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 by 75% or more of the Club's Members who are entitled to vote at General Meetings at the relevant time shall be as valid and effectual as if it had been passed by that majority 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 Members.

(c) Any proposed resolution under Rule 14.13(b) must be:

(i) notified to all Members, 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 14.13(c)(i);

(iii) signed/approved in writing in accordance with Rule 14.13(b) within three months of the circulation date of the proposed resolution (otherwise the proposed resolution will lapse); and

(iv) if the proposed resolution is signed/approved in writing in accordance with Rule 14.13(b) notified to all Members as an approved resolution in lieu of a General Meeting.

14.14 Minutes/Records:

(a) The Committee 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 Club 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.

ART V: FINANCIAL REPORTING & CONTRACTING MATTERS

15. FINANCIAL YEAR

The financial year of the Club shall commence on 1st January and end on 31st December of that same year.

16. ACCOUNTS AND ANNUAL REPORT

The Committee shall prepare a report for presentation to each Annual General Meeting, referred to as the "**Annual Report**", which must contain:

16.1 Accounts: the annual financial statements for the Club, prepared and if applicable audited or reviewed in accordance with all applicable requirements under the Act and any other applicable legislation, for the most recently completed financial year; and

16.2 Annual Report: a report on the operation and affairs of the Club during that financial year.

17. METHOD OF CONTRACTING

Subject to any applicable requirements or limitations under the Act or any other relevant legislation, contracts and other enforceable obligations may be entered into by the Club:

17.1 Deeds: in the case of deeds:

(i) by any two (2) or more duly authorised Committee Members or other Officers signing the deed under the name of the Club; or

(ii) by a duly authorised Committee Member or other Officer signing the deed under the name of the Club, provided that the signature must be witnessed; or

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

and, in addition to complying with one of subparagraphs (i) to (iii), the Club's common seal (if it has one) may also be affixed but only if this is specifically required by the Committee or any applicable Regulations.

17.2 Other Contracts/Obligations: in the case of contracts and other obligations not in deed form, by any Committee Member or other Officer or person acting under the Club's express or implied authority signing or otherwise agreeing the contract or other obligation on behalf of the Club.

PART VI: DISCIPLINARY AND DISPUTE/COMPLAINT PROCEDURES

18. DISCIPLINARY PROCEDURES CONDUCTED BY JUDICIARY

18.1 Matters which may be referred to Judiciary: Without limiting the Committee's powers under Rule 11, the Committee may refer to the Club's Judiciary, for investigation and determination, any allegation by the Committee or by any Member, Committee Member, Officer, or Appointed Personnel that a person falling within any of those categories (the "**Defendant**") has:

(a) breached or failed, refused or neglected to comply with this Constitution, any Regulations, or any rules or regulations of the Club's Netball Centre, any Zone Entity, or NNZ, or any policy, resolution or determination made under any of those rules or regulations or any rules of an Event; or

(b) acted in a manner unbecoming of a Member or of a person having the Defendant's status or position with the Club, or prejudicial to the Club's Objects or the objects of the Club's Netball Centre, any Zone Entity, or NNZ, or to Netball; or

(c) brought the Club, the Club's Netball Centre, any Zone Entity, NNZ, or Netball into disrepute;

and the Defendant will be subject to the jurisdiction, procedures, penalties and appeal mechanisms of the Club as set out in the Regulations.

18.2 Referral to Judiciary:

(a) The Committee may commence investigatory or disciplinary proceedings ("**Proceedings**") in relation to a Defendant's position by referring the matter to the Judiciary to hear a matter or matters under the Regulations.

(b) The Judiciary shall consist of not less than three (3) persons, with no conflict of interest in relation to the Proceedings, appointed by the Committee on an 'as needed' basis. The Committee shall appoint a Chairperson from one of the members appointed to the Judiciary.

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

18.3 Appeals: A Defendant, any other party to the Proceedings, or the Committee may, within fourteen (14) days of receiving the decision of the Club's Judiciary, appeal that decision to the judiciary of the Club's Netball Centre in accordance with the Netball Centre's rules and regulations.

18.4 Natural Justice and Requirements under Act: The processes set out under this Rule 18 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.

19. DISPUTE/COMPLAINT PROCEDURES

19.1 Resolution of Disputes/Complaints: If any dispute or complaint arises in respect of the Club or any aspect of its operations or affairs, being a dispute or complaint for which the Act requires the Club to have procedures and which is not covered by procedures prescribed elsewhere in this Constitution (for example, under Rule 18), 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 rules and regulations of the Club's Netball Centre, any Zone Entity, or NNZ, which must be consistent and conducted in accordance with the rules of natural justice and any applicable requirements under the Act; or, in the absence of any such procedures

(c) in accordance with the procedures set out in Schedule 2 of the Act.

19.2 Notice of Disputes/Complaints: If any Member or other person wishes to raise a dispute or complaint to which Rule 19.1 may apply, the person must notify the Club in writing and the Committee shall determine whether the matter is covered by procedures prescribed elsewhere in this Constitution or Rule 19.1 and the matter shall then be progressed accordingly.

PART VII: MISCELLANEOUS MATTERS

20. APPLICATION OF INCOME/PROPERTY

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

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

(a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Committee Member, Officer, or Appointed Personnel; and

(b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member, Committee Member, Officer or Appointed Personnel.

20.3 Permitted Member/Officer Payments: Nothing in Rules 20.2(a) and 20.2(b) shall prevent the Club, acting good faith and in furtherance of its Objects, from making any payment to or for any Member, Committee Member, Officer or Appointed Personnel in relation to:

(a) any services actually rendered to the Club, whether as an employee or otherwise;

(b) any goods supplied to the Club in the ordinary and usual course of operation;

(c) any interest on money borrowed by the Club from the person;

(d) rent for premises demised or let by the person to the Club; or

(e) any out-of-pocket expenses incurred by the person on behalf of the Club; a receipt must be produced to have the remuneration reimbursed.

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

21. INDEMNIFICATION & INSURANCE

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

21.1 Committee Members and Others Covered: the Club shall indemnify, and may insure (as determined by the Committee), its Committee 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 Committee Member, Officer, or Appointed Personnel performed or made whilst acting on behalf of and with the authority, express or implied, of the Committee; and

(b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Club; and

21.2 **Coverage Extends to Officer Duties:** the Club's indemnification and insurance under and in accordance with this Rule 21 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 Club under the Act or otherwise.

22. ALTERATIONS TO THE CONSTITUTION/RULES

22.1 **General Meeting Approval of Alterations:** Subject to Rules 22.2 to 22.5 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 present and entitled to vote at the General Meeting.

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 Club either not less than twenty (20) 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 Committee 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 Committee:** In accordance with the Act, the Committee 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.

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

(a) any alteration that would allow the Club 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 Club 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 22.4(a),

without the Committee having first circulated to all Members advice regarding the effect of the proposed alteration in relation to the Club's eligibility to benefit from any relevant tax concession.

22.5 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.

23. LIQUIDATION/WINDING UP/DISSOLUTION

23.1 General Meeting Approval: Subject to, and without limiting the application of, the provisions of the Act relating to liquidation or any other form of winding up or dissolution, the Club 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 Club'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 present and entitled to vote at the General Meeting; and

(c) the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not later than thirty (30) working days after the date on which the resolution was passed.

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

Distribution of Surplus Assets: Upon liquidation, winding up or dissolution, any surplus assets of the Club, after satisfying 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 any local sporting body for the benefit of the public and not for private pecuniary profit as referred to in Rule 22.4(a). The not-for-profit entity (or entities) must be another local sporting club in the Hornby area as determined by majority of votes at a Special General Meeting.

23.3 Decision on Surplus Assets: The entity or entities referred to in Rule 1 shall be determined by resolution at a General Meeting at or before the time of liquidation, winding up or dissolution, or otherwise by the liquidator (if applicable) or by the Registrar.

24. INTERPRETATION PROVISIONS & DEFINITIONS

24.1 Relationship with Act and other Rules: This Constitution and any Regulations must be interpreted in light of the Act and the rules and regulations

of the Club's Netball Centre, any Zone Entity and NNZ and as subject to, and overridden by, any mandatory requirements under the Act and any of those rules and regulations that are contrary to any aspect of this Constitution or any Regulation.

24.2 Interpretation Issues and Matters Not Provided For: Subject to Rule 24.1, if any issue arises in relation to the interpretation of this Constitution or any Regulations, or if any matter arises which is not provided for in this Constitution or any Regulations, the Committee shall determine the matter and the Committee's determination shall be final and binding.

24.3 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 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.

24.4 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;

Adult Member means a Member 18 years of age or older;

Annual General Meeting or **AGM** means one of the General Meetings called and held annually in accordance with Rule 14.1;

Annual Report means the report described under Rule 16;

Appointed Personnel means individuals who are appointed by the Committee to positions of responsibility within the Club, whether paid or unpaid;

Chair means the Committee Member who is elected as Chair;

Committee means the Committee constituted under Rule 12;

Committee Members means the Committee Members elected and appointed to the Committee under Rule 12;

Constitution means this constitution of the Club, including any Schedule, setting out the Rules of the Club;

Defendant means the Member or other person against whom an allegation is made or by whom an appeal is brought under Rule 18;

Event means:

(a) any Netball competition held by or under the auspices of the Club;

(b) any other competition, tournament, league or game sponsored by or conducted on behalf of the Club; and

(c) any competition, tournament, league or game at which the Club is represented;

but does not include a game, competition, tournament, or league held by or on behalf of the Club's Netball Centre, any Zone Entity, or NNZ;

General Meeting means an Annual General Meeting or a Special General Meeting of the Club called and held in accordance with Rule 14;

General 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.

Judiciary means the Judiciary as set out in Rule 18;

Junior Member means a Member under 18 years of age;

Life Members means those individuals described in Rule 8;

Members means the Members of the Club as described in Rule 5;

Membership Fee means any fee or fees or levies payable by a Member to the

Club under Rule 8;

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 Committee;

Netball Centre means, as the context requires, a Netball Centre as referred to under the NNZ Constitution or the Netball Centre (referred to as the "**Club's Netball Centre**") of which the Club is a Member;

NNZ means Netball New Zealand Incorporated (NZBN 9429042676188, Act Incorporation Number 307290);

NNZ Constitution means the constitution of NNZ;

Objects means the objects of the Club as described under Rule 3;

Officers means the individuals referred to in Rule 13.1;

Powers means the capacity and rights, powers, and privileges of the Club described under Rule 4;

Register means the register of Members specified in Rule 10;

Registrar means the Registrar of Incorporated Societies under the Act;

Regulations means any regulations of the Club adopted by the Committee under Rule 12.3(a);

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;

Special General Meeting means a General Meeting that is not an Annual General Meeting and is called in accordance with Rule 14.1; and

Zone Entity means any Zone Entity as referred to under the NNZ Constitution of which the Club's Netball Centre is a Member.

25. TRANSITIONAL MATTERS

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

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

(a) all members of the Club under the Club'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, provided that they have consented to membership and provided all information required for the Register;

(b) all Committee members and other officers under the Club's previous constitution immediately prior to this Constitution coming into effect will continue as Committee 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 Club's previous constitution remain valid and effective and, if applicable, may be continued and completed under and in accordance with this Constitution.