

CONSTITUTION OF NETBALL TARANAKI INCORPORATED

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Note: Words used in this Constitution are defined at the end of the Constitution in Rule 25.

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CONSTITUTION OF NETBALL TARANAKI INCORPORATED

PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be Netball Taranaki Centre, commonly known as Netball Taranaki.

2 REGISTERED OFFICE

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

3 COLOURS

- 3.1 The colors of Netball Taranaki shall be yellow and black.
- 3.2 Members acknowledge and agree these colours are for the exclusive use of Netball Taranaki representative teams/officials and not for use by Members.
- 3.3 Representative teams shall consist only of active, financial players.

4 OBJECTS

The Objects of Netball Taranaki Centre are to:

- (a) be the body in the Taranaki Region for the administration, promotion, development and playing of the game of netball at the various satellite areas of Taranaki, which are currently New Plymouth, Waitara, Inglewood, Stratford, Opunake and Hawera;
- (b) promote Netball as an amateur game in Taranaki for the recreation and entertainment of all New Zealanders;
- (c) be a member of the Western Netball and Netball NZ and as such enforce the rules and regulations of the Western Netball and Netball NZ;
- (d) enforce the rules and regulations of IFNA;
- (e) encourage participation and achievement in Netball in Taranaki and Western netball;
- (f) establish, promote and stage Taranaki and other Netball competitions and matches in Taranaki, and to determine the rules of such competitions and matches;
- (g) enforce and publish the Rules of Netball;
- (h) promote the health and safety of all participants in Netball;
- (i) 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;

- (j) maintain and enhance the reputation of Netball Taranaki, Western Netball and Netball NZ through the development and promotion of standards and practices which fulfil these Objects;
- (k) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for services to Netball or services to the community;
- (l) seek and obtain improved facilities for the enjoyment of Netball in Taranaki;
- (m) provide information, assistance and resources to its Members;
- (n) develop and train players, officials including umpires, coaches and administrators and other personnel involved in Netball;
- (o) act in good faith and loyalty to ensure the maintenance and enhancement of Netball NZ, Western Netball and Netball Taranaki and their standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (p) at all times operate with, and promote, mutual trust and confidence between Netball New Zealand, Western Netball, Netball Taranaki and the Members in pursuit of these Objects;
- (q) at all times to act on behalf of, and in the interests of the Members and Netball.

5 POWERS

The Powers of Netball Taranaki are to:

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c) sell, lease, mortgage, charge or otherwise dispose of any property of Netball Taranaki and to grant such rights and privileges of such property as it considers appropriate;
- (d) construct, maintain and alter any buildings, premises or facilities (including Netball courts) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) determine, raise and receive money by subscriptions, fees, levies, entry charges, government funding 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 in Taranaki;
- (g) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;

- (h) employ, determine the terms and conditions, and terminate the services of staff and engage the services of personnel and organisations to work for and with Netball Taranaki;
- (i) engage, determine the terms and conditions, and terminate the services of personnel and organisations to advise Netball Taranaki;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of Netball Taranaki;
- (k) be a member and contribute to the administration and promotion of the Western Netball and Netball New Zealand;
- (l) be a member, affiliate or be associated in any other way with any organisation which has objects which are similar, in whole or in part, to the Objects of Netball Taranaki;
- (m) determine who its Members are;
- (n) establish a Board, commissions, committees and other groups and to delegate powers and functions to such groups;
- (o) enforce the Rules of Netball;
- (p) develop regional and other programmes for playing, coaching and officiating Netball;
- (q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events in Taranaki, including determining the rules for such matches, fixtures, competitions, tournaments and events;
- (r) award, grant or otherwise honour achievement and services to Netball Taranaki and to Netball generally;
- (s) select Netball teams and squads to represent Netball Taranaki;
- (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 Netball Taranaki and for that purpose, to utilise any of the assets of or held on behalf of Netball Taranaki;
- (u) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that Netball Taranaki may consider desirable for the promotion of its Objects;
- (v) produce, develop, create, license and otherwise exploit, use and protect Intellectual Property;
- (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 Netball Taranaki, or with which Netball Taranaki is authorised to amalgamate or generally for any purpose designed to benefit Netball Taranaki;
- (x) do any other acts or things which further the Objects of Netball Taranaki, provided that the above powers shall not limit the rights and powers of Netball Taranaki as an incorporated society under the Act.

PART II - MEMBERSHIP

6 CATEGORIES OF MEMBERS

The membership of Netball Taranaki shall consist of the following classes of members:

- a) Life Members
- b) Players, Coaches and Officials of Clubs and Schools
- c) Members of Netball Taranaki's Board and Committees
- d) Members of Satellite Game Committee
- e) Registered Coaches, Umpires and Bench Officials

7 LIFE MEMBERS/SERVICE AWARD/SATELLITE VOLUNTEER AWARD;

- 7.1 A person shall become a life member by nomination, recommendation and then vote by two thirds majority of those entitled to vote and the Annual General Meeting. Such process shall be carried out in accordance with the External Policy.
- 7.2 A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a General Meeting unless that Life Member is a Delegate in which case s/he has the rights under Rule 14.1.5
- 7.3 A person shall be granted a Service Award by nomination, recommendation and then vote by two thirds majority of those entitled to vote at the Annual General Meeting. Such process shall be carried out in accordance with the External Policy.
- 7.4 A person shall be granted a Satellite Volunteer Award by nomination, recommendation and then vote by two thirds majority of those entitled to vote at the Annual General Meeting. Such process shall be carried out in accordance with the External Policy.

8 MEMBERSHIP FEES

- 8.1. The Netball Taranaki Board shall determine:
 - (a) The membership fee and/or other fees ("the Membership Fee") payable by members to Netball Taranaki;
 - (b) The due date for the fee(s), and
 - (c) The manner of payment of the fee(s).

9 MEMBERS RIGHTS AND OBLIGATIONS

9.1 All netball clubs and schools in Taranaki shall be affiliated to Netball Taranaki. Members acknowledge and agree that:

- (a) They shall comply with the rules lawfully made on behalf of Netball Taranaki, the rules of netball and shall comply with all reasonable directions and instructions given by Netball Taranaki, the Western Netball and Netball NZ.

They are entitled to all benefits, advantages, privileges and services of membership as conferred by this Netball Taranaki Constitution.

10 REGISTER OF MEMBERS

- 10.1 The **Game Administrator** of Netball Taranaki shall keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if an Individual Member), their occupation, the date of entry of each Member, and each Board Member and any other information that the Board determines is appropriate.
- 10.2 Members shall provide written notice of any change to the details in Rule **10.1** to the **Game Administrator** within fourteen (14) days of such change or as otherwise requested by the **Game Administrator**. The **Game Administrator** shall then forward such details to the Western Netball in accordance with the Western Netball Constitution.
- 10.3 The **Game Administrator** shall, in collecting personal information for the Register (in Rule **10.1**) seek the consent of the member concerned and at all times comply with the Privacy Act 1993.
- 10.4 Any entry on the Register shall be available for inspection by Members and Board Members, upon reasonable request and in compliance with the Privacy Act 1993

11 TERMINATION OF MEMBERSHIP

- 11.1 A Member may resign their membership of Netball Taranaki by giving notice in writing to the Board. Upon payment of any debts or outstanding fees to Netball Taranaki that Member's membership of Netball Taranaki will automatically cease.
- 11.2 A Member who withdraws their membership of Netball Taranaki shall be deemed to have also withdrawn or terminated their membership of Netball NZ and the Western Netball;
- 11.3 A Member shall have their membership of Netball Taranaki terminated if any fees (including Membership fees) or other payments to Netball Taranaki, Western Netball or Netball NZ are due and outstanding and remain unpaid. Before such termination can occur, Netball Taranaki, Western Netball or Netball NZ (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.

PART III - OFFICERS AND BOARD

12 OFFICERS

12.1 The Officers of Netball Taranaki shall be:

- (a) the Patron,
- (b) the **President**

12.2 The Patron shall be invited by the Netball Taranaki Board to be Patron. S/he shall be entitled to attend and speak at Netball Taranaki General Meetings but shall have no right to vote.

12.3 The **President** shall be elected bi-annually at the Netball Taranaki Annual General Meeting. S/he shall hold office for two (2) years. The President may be re-elected for one (1) subsequent and consecutive term of office only.

12.4 Nominations for the **President** shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule **13.3.2**.

12.5 The **President** may attend and speak at Board and General Meetings, and shall have one vote at each meeting.

13 BOARD

13.1 Role of the Board

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

13.2 Membership of the Board

The Board shall consist of:

- (a) The **President**, elected by the Netball Taranaki Annual General Meeting under Rule **12.3**
- (b) Two (2) persons elected by the Annual General Meeting, under Rule **13.3.1** (together called "Elected Board Members"). Elected Board Members will be elected bi-annually on a rotational basis so as only one (1) Elected Board member's seat will be available for election. Each Elected Board member may be re-elected for **two (2)** subsequent and consecutive term of office only.
- (c) Two (2) persons appointed by the Board Appointment Panel, under Rule 13.3.5 ("Appointed Board Members"). Appointed Board Members will be appointed bi-annually on a rotational basis so as only one (1) Appointed Board member's seat will be available for appointment. Each Appointed Board member may be re-appointed for **two (2)** subsequent and consecutive term of office only. (Collectively called "Board Members").

13.3 Election/Appointment of the Board

- 13.3.1 The available rotated elected Board Member position shall be elected by a majority of those entitled to vote at the Netball Taranaki Annual General Meeting.
- 13.3.2 Applications for Elected Board Members may be made on the approved form and shall be received at the registered office of Netball Taranaki by January 31 of each year.
- 13.3.3 The Appointed Board Members shall be appointed by the Netball Taranaki Board Appointment Panel, under Rule **13.3.5**.
- 13.3.4 Subject to Rule 13.4, the Netball Taranaki Board Appointment Panel shall be established by the Netball Taranaki Board no later than 14 days prior to the Netball Taranaki Annual General Meeting each year or at such other time as directed by a Netball Taranaki General Meeting following removal of an Appointed Board member under Rule **13.10**. It shall consist of three (3) persons being:
- (a) one (1) nominees of Sport Taranaki or an equivalent organisation, as determined by the Netball Taranaki Board,
 - (b) the **President**, or his/her nominee, and
 - (c) one (1) other person nominated by the Netball Taranaki Board, but who may not apply for a position as an Appointed Board Member.
- 13.3.5 Applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of Netball Taranaki by no later than fifteen (15) days before the Netball Taranaki Annual General Meeting or fifteen (15) days before the Board Appointment Panel is due to meet where it is required to determine a replacement for an Appointed Board Member who has been removed (**under Rule 13.10**) In addition the Netball Taranaki Board Appointment Panel may advertise publicly or invite applications for Appointed Board Members.
- 13.3.6 Following assessment, and if necessary considering further information obtained from the applicants, the Netball Taranaki Board Appointment Panel shall determine, within fourteen (14) days after the Netball Taranaki Annual General Meeting, the Appointed Board Members or where an Appointed Board member has been removed (**under rule 13.10**), within fourteen (14) days of the Netball Taranaki General Meeting in which that resolution was passed.
- 13.3.7 The General Manager shall be appointed by the Netball Taranaki Board on terms and conditions the Netball Taranaki Board considers appropriate.
- 13.3.8 No person who is employed by or otherwise provides services for reward to Netball Taranaki may be a Board Member.

13.4 Rights of Board Members

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

13.5 Vacancies on the Netball Taranaki Board

Any vacancy in the Netball Taranaki Board may be filled by the Netball Taranaki Board.

13.6 Powers of the Board

The Netball Taranaki Board shall have the power to:

- (a) develop and implement Netball Taranaki Regulations, strategies, policies and procedures for the administration, promotion and development of Netball Taranaki and Netball played under its auspices;
- (b) develop and implement policies and Netball Taranaki Regulations to prudently manage, protect and enhance Netball Taranaki's finances and property;
- (c) employ staff, determine the terms and conditions of employment, and, if necessary, terminate such employment;
- (d) 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;
- (e) establish such corporate and other entities to carry on and conduct all or any part of the affairs of Netball Taranaki;
- (f) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Netball Taranaki Board;
- (g) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (h) enforce the Rules of Netball;
- (i) determine the yearly calendar for tournaments, events and competitions held under the auspices of Netball Taranaki which do not conflict with the yearly calendar of the Western Netball and Netball NZ;
- (j) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for Netball Taranaki's representative netball teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within Netball Taranaki, (except as otherwise specified in this Netball Taranaki Constitution or the Netball Taranaki Regulations), and, if necessary, terminate such appointments;
- (l) select Netball Teams and squads to represent Netball Taranaki;
- (m) subject to this Netball Taranaki Constitution, fill vacancies of the Board, any commissions, committees and other groups which are established by it;
- (n) determine the conditions and rules of Taranaki tournaments, events and competitions, held by or under its auspices;

- (o) appoint and administer the Netball Taranaki Judiciary Committee;
- (p) discipline Members as specified under Rule 18;
- (q) develop programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by Netball NZ, and the Western Netball together with national and regional programmes for Taranaki;
- (r) resolve and determine any disputes or matters not provided for in this Netball Taranaki Constitution;
- (s) do all other acts and things which are within the Powers and Objects of Netball Taranaki and which the Netball Taranaki Board considers appropriate.

13.7 Meetings of the Board

13.7.1 The Netball Taranaki Board shall meet at such places and times, and in such manner, as it shall determine.

13.7.2 **Following the election and appointment of a President and Board Members under rules 12.2, 13.3.2 & 13.3.5 the Board Members shall within one (1) month of the Annual General Meeting annually appoint a Chairperson of the Board.** The Chairperson shall chair Netball Taranaki Board meetings, or in his/her absence any other Board Member determined by the Netball Taranaki Board.

13.7.3 A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Netball Taranaki Board Members shall be as valid and effectual as if it had been passed at a meeting of Netball Taranaki Board Members. Any such resolution may consist of several documents in like form each signed by one or more Board Members.

13.7.4 A Board Member who is absent from a Board Meeting without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.

13.8 Voting at Board Meetings

Each Board Member shall have one vote at Board Meetings. All decisions and resolutions of the Board shall be determined by a vote of a majority of Board Members present at a Board Meeting.

13.9 Quorum for Board Meetings

There shall be no less than three (3) Board Members present at a Board Meeting. The voting may be verbal, by show of hands or secret ballot (if requested by any Board Member). The Chairperson shall have the casting vote.

13.10 Removal of Board Member

- 13.10.1 The Members in a Special General Meeting, called for this purpose, may by resolution remove any Board Member. Where that removed Board Member was an Appointed Board Member, the General Meeting shall request the Board Appointment Panel (under Rule **13.3.4**) to appoint another person in their place. Where that removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule **13.3.3**.
- 13.10.2 Upon the General Manager receiving a request for a Special General Meeting as specified in Rule **14.2** for the purpose of removing a Board Member under Rule **13.10.1**, s/he shall send the notice to the Board Member concerned.
- 13.10.3 Upon the General Manager receiving a request for a Special Meeting as specified in Rule **14.2** for the purpose of removing a Board Member under Rule **13.10.1**. s/he shall send the notice to the Board Member concerned.

13.11 Remuneration to Board

A remuneration of \$950 will be paid to the Chairperson and \$250 be paid each to the President and the four Board Members of Netball Taranaki.

PART IV - GENERAL MEETINGS

14 GENERAL MEETINGS

14.1 Annual General Meetings

- 14.1.1 The Annual General Meeting of Netball Taranaki shall be held no later than 31 March in each year.
- 14.1.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.
- 14.1.3 The business of the Annual General Meeting shall be:
Roll Call
Confirmation of Minutes
Presentation of Annual Report & Balance Sheet
Remuneration to Chairperson, President & Board Members
Remits
Election of Patron
Election of **President** bi-annually and elected Board member seat up for election as per the rotation policy.
- 14.1.4 Fourteen (14) days written notice shall be given of every General Meeting to the Secretary of each Affiliated Club, School, all officers and appointed personnel and Life Members/Service Award

holders of Netball Taranaki. Such notice shall clearly setting out the business to be transacted at such meeting.

The notice of the Annual General Meeting shall also be placed in a local newspaper as determined by the Netball Taranaki Board, as a means of advising all members who are not listed above.

- 14.1.5 Voting at General Meetings of Netball Taranaki:
Each Netball Club and School shall have one vote
Board and committee members shall have one vote
The **President** shall have a deliberative and a casting vote.
Voting may be by a show of hands, or if requested by two (2) delegates present at the meeting, by secret ballot
25% of the total voting power shall constitute a Quorum.
- 14.1.6 Proxy votes must be in writing and be signed by both parties. Proxy votes must be received 24 hours before the General Meeting at the Registered Office of Netball Taranaki.
- 14.1.7 Where the Board considers it appropriate to do so, voting for a General Meeting may occur by post. For the purpose of this rule "post" includes facsimile, electronic mail or other form of visible or other electronic communication.
- 14.1.8 **Any Board Member or Affiliated Club or School shall submit remits to Netball Taranaki 30 days prior to the Annual General Meeting**
- 14.1.9 Election Process: The Annual General Meeting shall elect a **President** bi-annually, plus the one elected Board Member who is up for re-election as per the rotation of elected Board Member.

14.2 Special General Meetings

Special General Meetings of Netball Taranaki may be called at any time by a minimum of three (3) Member Netball Clubs or Schools, or by the Board, by written notice to the General Manager. Not less than 14 days written notice must be given to those members listed in Rule **14.1.4** by the General Manager of

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

14.3 President

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

14.4 Committees

The Board shall establish committees from time to time. All committees are appointed by and accountable to the Board.

PART V – FINANCIAL MATTERS

15 FINANCIAL YEAR

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

16 ANNUAL REPORT

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

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

16.2 The annual financial statement in Rule **16.1(a)** shall be audited by an auditor appointed by the Board.

17 COMMON SEAL

17.1 Netball Taranaki shall have a common seal.

17.2 The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Act.

PART VI - DISCIPLINE OF MEMBERS

18 JUDICIARY COMMITTEE

18.1 Matters which may be referred to Judiciary Committee

Without limiting the Board's powers under **Rule 13**, the following matters may be referred for investigation and determination by the Judiciary Committee for the sole discretion of the Board:

- (a) an allegation by an individual or organisation that a Member, an Officer, Club Official or School Official has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Netball Taranaki Constitution, Netball Taranaki Regulations, any other policy, resolution or determination of a Netball Taranaki General Meeting, the Netball Taranaki Board or any committee, or under any rules of an Event; except where such breach, failure, refusal or neglect is of the NNZ Anti-Doping Regulations in which case it shall be referred to the Sports Dispute Tribunal of NZ for determination as set out in the Regulations.
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of Netball Taranaki and/or Netball; or
 - (iii) brought Netball Taranaki or Netball into disrepute;
- (b) An appeal by a member from a decision of Netball Taranaki, which or who has received a penalty or an adverse finding in disciplinary proceedings conducted by that Member, provided that Netball Taranaki or the member has

first exhausted all avenues of appeal available under the Constitution of Netball Taranaki

18.2 Referral to Judiciary Committee

- 18.2.1 The Board may commence investigatory or disciplinary proceedings ("Proceedings") against a Member by referring the matter to the Judiciary Committee to hear a matter or matters under the Regulations.
- 18.2.2 The Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Board.
- 18.2.3 Any referral to the Judiciary Committee shall be made and determined in accordance with the Regulations and in accordance with natural justice.

18.2 Appeals

(refer to Netball NZ's Constitution Rule **22.3** - Appeals)

18.3 Sports Disputes Tribunal of New Zealand

(Refer to Netball NZ's Constitution Rule **22.4** - Sports Disputes Tribunal of New Zealand.)

PART VII - MISCELLANEOUS

19 APPLICATION OF INCOME

- 19.1 The income and property of Netball Taranaki shall be applied solely towards the promotion of the Objects.
- 19.2 Except as provided in this Constitution:
- (a) no portion of the income or property of Netball Taranaki shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member, or Officer, and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by Netball Taranaki to any Member, Board Member or Officer.
- 19.3 Nothing in Rules **19.2(a)** or (b) shall prevent payment in good faith of, or to any, Member, Board Member or Officer for:
- (a) any services actually rendered to Netball Taranaki whether as an employee or otherwise;
 - (b) goods supplied to Netball Taranaki in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member, Board Member or Officer;
 - (d) rent for premises demised or let by any Member, Board Member or Officer to Netball Taranaki;

- (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of Netball Taranaki or any other reason;

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

20 ALTERATION TO THIS CONSTITUTION

- 20.1 Subject to Rule **20.2**, this Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a General Meeting.
- 20.2 No alteration to Rule 4 (Objects), Rule **19** (Application of Income) or Rule **22**, (Liquidation) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Constitution and shall be included and implied into any constitution replacing this Constitution.
- 20.3 Notice of an intention to alter this Constitution must be given by at least three members of the Board to the General Manager no later than twenty (20) days prior to a General Meeting.

21 REGULATIONS

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

22 LIQUIDATION

- 22.1 Netball Taranaki may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those entitled to vote at a General Meeting passes a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held no later than thirty (30) working days after the date on which the resolution was passed.
- 22.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of Netball Taranaki.

22.3 Any surplus assets of Netball Taranaki, after payment of all costs, debts, and liabilities, shall subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to some body or bodies having objects similar to the Objects.

"Provided however any fixed assets distributed to and received by the Society from any constitute Netball Association Inc. which exists as at March 2000, together with any others completed or added to thereafter, shall be offered first to any other entity (or collection of the same) then still otherwise using or wishing to use the same, subject to reimbursing Netball Taranaki Incorporated on an agreed basis (if no agreement can be reached then as determined by a registered valuer appointed by the then Chairperson of the Taranaki District Law Society) for all or any improvements (as against maintenance) made by Netball Taranaki Incorporated between March 2000 and the date of liquidation.

22.4 The body or bodies in Rule **22.3** must prohibit the distribution of its or their income and property among its or their members to at least the same or greater an extent as is imposed on Netball Taranaki under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.

22.5 The body or bodies in Rules **22.3** and **22.4** shall be determined by the Members in a General Meeting at or before the time of liquidation. If the Members are unable to decide the body or bodies shall be determined by the liquidator.

23 INDEMNITY

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

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

24 DISPUTES AND MATTERS NOT PROVIDED FOR

24.1 Subject to Rule **24.2**, if any dispute arises out of the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, then such dispute or matter shall be referred in writing to the Board, whose decision shall be final and binding.

24.2 If the dispute or matter in Rule **24.1** is between the Board and a Member, or between any one (1) or more Board Members, ("the parties") the dispute or matter shall be resolved by the following process:

- (a) By the parties acting in good faith to seek an agreement; or failing such agreement,
- (b) By a party or the parties appointing an independent third person to mediate between them; or failing agreement at such mediation,

- (c) By arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the Chairperson of the Taranaki District Law Society. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

25 DEFINITIONS

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

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

"Annual Report" means the report described under Rule **16.1** (a) and (b).

"Annual General Meeting" means the General Meeting held annually as described in Rule **14.1**.

"Appointed Board Member" means a person appointed as a Board Member under Rule **13.3.3**.

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

"Board" means the Board as defined in Rule **13.2**

"Board Appointment Panel" means the panel of persons established under Rule **13.3.4** to determine the Appointed Board Members.

"Board Members" means the Elected Board Members and the Appointed Board Members elected and appointed, respectively under Rules **13.3.1** and **13.3.5**.

"General Manager" means the General Manager of Netball Taranaki for the time being appointed under Rule **13.3.7** or such other title as is used to describe the equivalent position in Netball Taranaki.

"Club" means a group of individuals in Taranaki collectively calling themselves a club, whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise) in Taranaki and which is a member of Netball Taranaki.

"Club Official" means a person who has been appointed by a Member Club to a position of responsibility within the club and which is unpaid, and includes a Chairperson, a member of any committee of the club, a club coach, manager, umpire, or selector.

"Constitution" and "this Netball Taranaki Constitution" means the constitution of Netball Taranaki.

"Delegate" means a person elected or appointed to represent a club or school at a General Meeting under Rule **14**.

"Elected Board Member" means a person elected as a Board Member under Rule **13.3.1**.

"Event" means:

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

"General Meeting" means the Annual General Meeting or a Special General Meeting of Netball Taranaki held under **Rule 14.1 or 14.2** respectively.

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

"Judiciary Committee" means a committee of the Board as set out in **Rule 18**.

"Life Members" means those individuals described in **Rule 7**.

"Members" mean the members of Netball Taranaki as described in **Rule 6**.

"Membership Fee" means the fee or fees payable to Netball Taranaki 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 by the Netball NZ Board.

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

"Objects" means the objects of Netball Taranaki described under **Rule 4**.

Objects of Netball NZ "means the objects of Netball NZ as described in the Netball NZ Constitution.

"Officer" means the individuals appointed under **Rule 13.3**

"Patron" means the individual appointed under **Rule 12.1**

"Chairperson" means the individual elected under **Rule 13.7.2**

"President" means the individual elected under Rule 12.3.

"Region" means the geographical area as defined in the Netball NZ Regulations and as described as the "Western Netball Region".

"Representative" means a player or other member of a Netball Team or Netball squad who has been selected to play Netball in an event or competition as a representative of Netball Taranaki, and includes an umpire selected to represent the Region.

"Register" means the registers of Members held by the Netball Centre.

"Regulations" means the regulations determined under **Rule 21** (By Laws)

"Rule" means a rule of this Constitution.

"Rules of Netball" means the rules of the game of Netball determined and published from time to time by IFNA and Netball NZ.

"Satellite" means an area in Taranaki where competition netball is played.

"School Team" means a Netball Team representing a school

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

"Netball Taranaki Centre" means the incorporated society registered as "Netball Taranaki".

