

CONSTITUTION

OF

NETBALL NORTH HARBOUR

INCORPORATED

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Note: words used in this Netball North Harbour Constitution are defined at the end of the Netball North Harbour Constitution in Rule 29

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CONSTITUTION OF NETBALL NORTH HARBOUR INCORPORATED

PART I – OBJECTS & POWERS

1. NAME

The name of the incorporated society shall be “Netball North Harbour Incorporated” commonly known as Netball North Harbour.

2. REGISTERED OFFICE

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

3. OBJECTS

The objects of Netball North Harbour are to:

- (a) be a body within the Northern Zone for the administration, promotion and development of Netball;
- (b) promote Netball as an amateur game in the Northern Zone for the recreation and entertainment of all;
- (c) be a member of the Northern Zone and NNZ and as such enforce the rules and regulations of the Northern Zone and NNZ;
- (d) enforce the rules and regulations of INF;
- (e) encourage participation and achievement in Netball in the Northern Zone and in New Zealand;
- (f) establish, promote and stage Netball competitions and matches locally and determine the rules of such competitions and matches;
- (g) promote and organise social, educational, recreational and other sporting activities in addition to Netball to enhance the services of Netball North Harbour to, and on behalf of, the local community;
- (h) enforce the Rules of Netball;
- (i) promote the health and safety of all participants in Netball;
- (j) 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;
- (k) maintain and enhance the reputation of Netball North Harbour, the Northern Zone, NNZ, and Netball through the development and promotion of standards and practices which fulfil these Objects;
- (l) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Netball or other services to the community;
- (m) seek and obtain improved facilities for the enjoyment of Netball;
- (n) provide information, assistance and resources to its Members;
- (o) develop and grow netball in order to provide pathways for players, officials and other personnel involved in Netball;

- (p) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ, the Northern Zone, Netball North Harbour and Netball and their standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (q) at all times operate with, and promote, mutual trust and confidence between NNZ, the Northern Zone, Netball North Harbour and the Members in pursuit of these Objects;
- (r) at all times act on behalf of, and in the interests of, the Members and Netball.

4. POWERS

The Powers of Netball North Harbour are to:

- (a) purchase, lease, licence, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c) sell, lease, mortgage, charge, surrender any lease or otherwise dispose of any property of Netball North Harbour 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, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- (f) determine regulations, policies and procedures for the governance and management of Netball played under the auspices of Netball North Harbour;
- (g) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
- (h) employ, determine the terms and conditions, terminate staff employment and engage the services of personnel and organisations to work for and with Netball North Harbour;
- (i) engage, determine the terms and conditions, and terminate the services of personnel and organisations whom advise Netball North Harbour;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of Netball North Harbour;
- (k) be a member and contribute to the administration and promotion of the Northern Zone, NNZ and Netball in 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 North Harbour;
- (m) determine who are its members;
- (n) establish a Board, committees and other groups and to delegate its powers and functions to such groups;
- (o) enforce the Rules of Netball;
- (p) develop programmes for playing, coaching and officiating Netball, which are consistent with those of the Northern Zone and NNZ;

- (q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events, including determining the rules for such matches, fixtures, competitions, tournaments and events, which do not conflict with those of the Northern Zone and NNZ;
- (r) to award, grant or otherwise honour achievement and services to Netball North Harbour and to Netball generally;
- (s) select Netball teams and squads to represent Netball North Harbour;
- (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 North Harbour and for that purpose, to utilise any of the assets of or held on behalf of Netball North Harbour;
- (u) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that Netball North Harbour may consider desirable for the promotion of its Objects and which are consistent with those developed and implemented by the Northern Zone and NNZ;
- (v) produce, develop, create, licence and otherwise apply, use and protect Intellectual Property which does not conflict with the intellectual property of the Northern Zone and NNZ;
- (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 North Harbour, or with which Netball North Harbour is authorised to amalgamate or generally for any purpose designed to benefit Netball North Harbour;
- (x) do any other acts or things which further the Objects of Netball North Harbour, provided that the above powers shall not limit the rights and powers of Netball North Harbour as an incorporated society under the Act.

PART II – MEMBERSHIP

5. CATEGORIES OF MEMBERS

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

- (a) **Individual Members:** as described in Rule 6;
- (b) **Member Clubs:** as described in Rule 7.1;
- (c) **Member Schools:** as described in Rule 7.2;
- (d) **Life Members:** being persons who have been granted a Life Membership of Netball North Harbour under Rule 8 for outstanding contribution or service to Netball or Netball North Harbour;
- (e) **Other categories:** being any other category or categories of membership of Netball North Harbour determined by the Netball North Harbour Board from time to time.

6. INDIVIDUAL MEMBERS

6.1 Subject to Rule 6.2, an Individual Member is:

- (a) a person who is a registered financial member of a Member Club; or
- (b) a person who is a registered financial member of a Member School Netball Team; or
- (c) an Officer or other Appointed Personnel of Netball North Harbour; or
- (d) a Club Official; or

- (e) a School Official; or
- (f) an individual who:
 - (i) plays; or
 - (ii) umpires or officiates; or
 - (iii) coaches or manages any netball team competing; or
 - (iv) is a financial member of either a Member Club, Member School, the Northern Zone or Netball North Harbour,

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

6.2 An individual in Rule 6.1 will become an Individual Member upon any of the following:

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

7. MEMBER CLUBS AND MEMBER SCHOOLS

7.1 A Member Club is a group of individuals collectively calling themselves a club, and whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise).

7.2 A Member School is a school, which administers, promotes and develops Netball.

7.3 A club or school may become a Member Club or Member School respectively, by making written application to the Netball North Harbour Board together with payment of the Membership Fee and/or any other fees due to Netball North Harbour. The Netball North Harbour Board shall in its discretion decide whether a club or school may become a Member Club or Member School of Netball North Harbour.

8. LIFE MEMBERS

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

8.2 A Life Member shall have the same rights and obligations as all other Members, except she/he shall have no right to vote at a Netball North Harbour General Meeting unless she/he has the right to vote under Rule 17.9.

9. MEMBERSHIP FEES

9.1 The Netball North Harbour Board shall determine:

- (a) the Membership Fee and/or other fees payable by Members to Netball North Harbour;
- (b) the due date for the Membership Fee(s) or such other fees determined by the Netball North Harbour Board; and
- (c) the manner of payment for the Membership Fee(s) or such other fees determined by the Netball North Harbour Board.

10. MEMBERS RIGHTS AND OBLIGATIONS

10.1 Members acknowledge and agree that:

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

11. REGISTER OF MEMBERS

- 11.1 Netball North Harbour Board 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 and the date of birth, also any other information that the Netball North Harbour Board determines is appropriate.
- 11.2 All Individual Members shall provide written notice of any change to the details recorded in accordance with Rule 11.1 to Netball North Harbour within thirty (30) days of such change or as otherwise requested by Netball North Harbour. Netball North Harbour shall then forward such details to the Northern Zone in accordance with the Northern Zone Constitution.
- 11.3 Netball North Harbour shall, in collecting personal information for the Register under Rule 11.1, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- 11.4 Any entry on the Register shall be available for inspection by Members and Board Members, upon reasonable request and in compliance with the Privacy Act 1993.

12. TERMINATION OF MEMBERSHIP

- 12.1 An Individual Member may withdraw their membership of Netball North Harbour by giving notice in writing to the Netball North Harbour Board. Upon payment of any debts or outstanding fees to Netball North Harbour, that Member's membership of Netball North Harbour will automatically cease.
- 12.2 An Individual Member who withdraws their membership of Netball North Harbour or has their membership terminated by Netball North Harbour, shall be deemed to have also withdrawn or terminated their membership of NNZ and the Northern Zone.
- 12.3 A Member shall have their membership of Netball North Harbour terminated if any fees (including Membership Fees) or other payments to Netball North Harbour, the Northern Zone or NNZ are due and outstanding and remain unpaid. Before such termination can occur, Netball North Harbour, the Northern Zone or NNZ (as the case may be) must give the Member written notice specifying the

payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand, and such payment is not made.

- 12.4 In addition to Rules 12.2 and 12.3, a Member may have their membership of Netball North Harbour, the Northern Zone and NNZ terminated if:
- (a) the Netball North Harbour Judiciary Committee resolves to do so under Rule 21; or
 - (b) the NNZ Board resolves to do so under the NNZ Constitution; or
 - (c) the Northern Zone Board resolves to do so under the Northern Zone Constitution; or
 - (d) the Netball North Harbour Board, or any sub-committee of the Netball North Harbour Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Netball North Harbour Board resolution, the NNZ Constitution, the Northern Zone Constitution, this Netball North Harbour Constitution, NNZ Regulations, the Northern Zone Regulations, Netball North Harbour Regulations or any policies or reasonable directions of the NNZ Board, the Northern Zone Board or the Netball North Harbour Board.
- 12.5 Before any resolution under Rule 12.4 is made:
- (a) the Member concerned shall be given seven (7) days written notice by the NNZ Board and/or the Northern Zone Board and/or the Netball North Harbour Board (as the case may be) of the proposed resolution; and
 - (b) have the right to be present, make submissions and be heard at the NNZ Board, the Northern Zone Board and/or Netball North Harbour Board meeting(s) in which the resolution is to be determined.
- 12.6 Any Member whose membership is terminated under Rule 12.4(d) may appeal the resolution to a Netball North Harbour General Meeting called for that purpose. Any Member whose membership is terminated under Rule 12.4(b) or (c) may appeal the decision to a NNZ Council Meeting or a Northern Zone General Meeting called for that purpose. The appeal in either case shall be allowed if two-thirds majority of those entitled to vote at the Netball North Harbour General Meeting, or NNZ Council Meeting or a Northern Zone General Meeting, whichever applies, do so in favour of such appeal. Where a Member appeals against a decision of the Netball North Harbour Board or the Netball North Harbour Judiciary Committee under this Rule, the decision of the Netball North Harbour General Meeting shall be final, and Rule 21.3 (Appeals) shall not apply.
- 12.7 Any membership, which has been terminated in accordance with this Constitution, may be reinstated at the discretion of the Members at a subsequent Netball North Harbour General Meeting, unless the termination was determined by NNZ or the Northern Zone in which case the Member may only be reinstated at the discretion of NNZ at a NNZ Council Meeting or at the discretion of the Northern Zone at a Northern Zone General Meeting, whichever applies.
- 12.8 A Member who ceases to be a Member of Netball North Harbour, the Northern Zone and/or NNZ shall forfeit all rights in and claims upon Netball North Harbour, the Northern Zone and NNZ and their property, and shall not use any property of Netball North Harbour, the Northern Zone or NNZ, including Intellectual Property.

PART III – OFFICERS, NETBALL NORTH HARBOUR BOARD AND COMMITTEES

13. OFFICERS

- 13.1 The Officers of Netball North Harbour shall be:
- (a) the President; and
 - (b) the Board Members elected or appointed under Rule 15. 3.

14. PRESIDENT

- 14.1 The President shall be elected every two (2) years by the members at the Netball North Harbour Annual General Meeting. She / he shall hold office for two (2) years until the conclusion of the Annual General Meeting. The President may be re-elected for two (2) subsequent and consecutive terms of office only.
- 14.2 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule 15.3(a).
- 14.3 The President may attend and speak at meetings of the Netball North Harbour Board, and may attend and speak at Netball North Harbour General Meetings, but shall have no voting rights.

15. NETBALL NORTH HARBOUR BOARD

15.1 Role of the Netball North Harbour Board

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

15.2 Membership of the Netball North Harbour Board

The Netball North Harbour Board shall consist of:

- (a) three (3) persons elected by the Netball North Harbour Annual General Meeting, under Rule 15.3(a); and
- (b) four (4) persons appointed by the Netball North Harbour Board Appointment Panel, under Rule 15.3(f) provided that one of such persons shall be appointed as chair of the finance sub-committee and shall hold accounting qualifications or if no such qualifications are held, may be appointed at the discretion of the Netball North Harbour Board.

15.3 Netball North Harbour Board

- (a) The Elected Board Members shall be elected by a majority of those entitled to vote at a Netball North Harbour Annual General Meeting, following nomination by at least one (1) individual Member, Member Club or Member School not less than twenty (20) days before the date of the applicable Netball North Harbour Annual General Meeting. Nominations shall be made in writing and delivered to the Chief Executive Officer.
- (b) The Appointed Board Members shall be appointed by the Board Appointment Panel, under Rule 15.3 (f)
- (c) The Netball North Harbour Board Appointment Panel shall be appointed by the Board.
- (d) Applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of Netball North Harbour no later than twenty (20) days before the Board Appointment Panel is due to meet.
- (e) An applicant for an Appointed Board Member may also be a nominee for an Elected Board Member, provided that if such nominee is elected as an Elected Board Member at the Annual General Meeting their application for an Appointed Board Member shall automatically be withdrawn. The Chief Executive Officer shall forward all applications for the Appointed Board Members (together with all nominations for Elected Board Members) to the Board Appointment Panel.
- (f) The Netball North Harbour Board Appointment Panel shall determine , the Appointed Board Member/s where an Appointed Board Member/s has been removed (under Rule 15.11), within thirty (30) days of the Netball North Harbour General Meeting in which that resolution was passed. The number of Appointed Board Members shall be such number to maintain four (4) Appointed Board Members on the Board.

- (g) Following the election and appointment of Board Members under Rules 15.3(a) and 15.3(f), the Netball North Harbour Board shall, at the next Board meeting following the Netball North Harbour Annual General Meeting, appoint a Chairperson of the Netball North Harbour Board.
- (h) The Chief Executive Officer shall be appointed by the Netball North Harbour Board on terms and conditions which the Netball North Harbour Board considers appropriate. No employee of Netball North Harbour shall be entitled to be a Board Member.

15.4 Term of office of Board Members

The term of office for all Board Members shall be three (3) years, expiring at the conclusion of the relevant Netball North Harbour Annual General Meeting. Any Board Member may be re-elected (under Rule 15.3(a)) or re-appointed (under Rule 15.3(f)) to the Netball North Harbour Board for a maximum of two (2) subsequent and consecutive terms of office unless otherwise determined by resolution of the Netball North Harbour Board.

15.5 Rights of Board Members

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

15.6 Vacancies on the Netball North Harbour Board

- (a) Subject to Rule 15.6(b), any vacancy on the Netball North Harbour Board, which occurs during any Board Member's term of office, may be filled by the Netball North Harbour Board.
- (b) Where the vacancy in Rule 15.6(a) is an Elected Board Member, the term of office for the Netball North Harbour Board Member appointed to fill such vacancy shall expire at the conclusion of the next Netball North Harbour Annual General Meeting at which time the person to fill the vacancy shall be elected under Rule 15.3(a).

15.7 Powers of the Netball North Harbour Board

The Netball North Harbour Board shall have the power to:

- (a) develop and implement Netball North Harbour Regulations, strategies, policies and procedures for the administration, promotion and development of Netball North Harbour and Netball played under its auspices;
- (b) develop and implement policies and Netball North Harbour Regulations to prudently manage, protect and enhance Netball North Harbour's finances and property;
- (c) appoint the Chief Executive Officer, determine the terms and conditions of their appointment, and, if necessary, terminate such appointment;
- (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 North Harbour;
- (f) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Netball North Harbour 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 North Harbour and use its best endeavours to avoid conflict with the yearly calendars of the Northern Zone and NNZ;
- (j) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for Netball North Harbour'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 North Harbour, (except as otherwise specified in this Netball North Harbour Constitution or Netball North Harbour Regulations), and, if necessary, terminate such appointments;
- (l) approve or disapprove Netball teams and squads selected to represent Netball North Harbour;
- (m) subject to this Netball North Harbour Constitution, fill vacancies of the Netball North Harbour Board, any commissions, committees and other groups which are established by it;
- (n) determine the conditions and rules of tournaments, events and competitions, held by or under its auspices;
- (o) appoint and administer the Netball North Harbour Judiciary Committee;
- (p) discipline Members as specified under Rules 12 and 21;
- (q) develop programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ, and the Northern Zone together with national and regional programmes for the Northern Zone;
- (r) resolve and determine any disputes or matters not provided for in this Netball North Harbour Constitution;
- (s) do all other acts and things which are within the Powers and Objects of Netball North Harbour and which the Netball North Harbour Board considers appropriate;
- (t) appoint and remove trustees of the Netball Charitable Trust in accordance with its Trust Deed.
- (u) Fill any casual vacancy which may occur among the honorary officers, the Netball North Harbour Board and executive committees.

15.8 Meetings of the Netball North Harbour Board

- (a) The Netball North Harbour Board shall meet at such places and times, and in such manner, as it shall determine.
- (b) A resolution in writing, signed or assented to by facsimile, email or other form of visible communication by all the Netball North Harbour Board Members shall be as valid and effectual as if it had been passed at a meeting of the Netball North Harbour Board. Any such resolution may consist of several documents in like form each signed by one or more Board Members.
- (c) A meeting of the Netball North Harbour Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;

- (ii) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Netball North Harbour Board and such notice specifies that Board Members are not required to be present in person at the meeting;
 - (iii) if a failure in communications prevents Rule 15.8(a) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until Rule 15.8(a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned.
- (d) Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present, and if no Board Member is there present, the meeting shall be deemed to be held at the place where the President or the Chairperson of the meeting is located.
- (e) A Board Member who is absent from a Netball North Harbour Board meeting without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.

15.9 Voting at Netball North Harbour Board Meetings

Each Board Member shall have one vote at Netball North Harbour Board Meetings. The Chairperson shall have a deliberative as well as casting vote. All decisions and resolutions of the Netball North Harbour Board shall be determined by a vote of a majority of Board Members present at a Netball North Harbour Board Meeting. Subject to Rule 15.8(b), voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).

15.10 Quorum for Netball North Harbour Board Meetings

There shall be no less than five (5) Board Members present at a Netball North Harbour Board meeting (including a meeting held under Rule 15.8(c)) to constitute a quorum.

15.11 Removal of Board Member

- (a) Subject to Rules 15.11(b) and 15.11(c) the Members at a Netball North Harbour Special General Meeting, called for this purpose, may by resolution, remove any Board Member before the expiration of their term of office. The vacancy created by the Board Member who is removed shall be filled in accordance with Rule 15.6.
- (b) Upon the Chief Executive Officer receiving a request for a Netball North Harbour Special General Meeting under Rule 17.2 for the purposes of removing a Board Member under Rule 15.11(a), the Chief Executive Officer shall send notice of a meeting in accordance with Rule 17.8 and to the Board Member concerned.
- (c) Following notification under Rule 15.11(b), and before voting on the resolution to remove a Board Member under Rule 15.11(a), the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Netball North Harbour Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule 17.8 about the proposed resolution.

15.12 Cessation of a Board Member

A Board Member shall cease to hold office and shall be deemed to have retired if that Board Member;

- (a) resigns from office;
- (b) becomes bankrupt;
- (c) is convicted of an indictable offence;
- (d) becomes incapable of acting (in which case, and for the avoidance of doubt, a majority decision of two thirds of the Board (excluding the person being voted on) shall be determinative, notwithstanding who appointed such Board Member);
- (e) dies; or
- (f) is removed by resolution pursuant to Rule 15.11.

15.13 Suspension of a Board Member

The Board may suspend a Board Member who, in the opinion of the Board, has failed to comply with the duties of the Board Members or whose conduct has been prejudicial to the Board or to the interests of Netball North Harbour.

16. ELECTION/APPOINTMENT OF NETBALL NORTH HARBOUR EXECUTIVE COMMITTEES

16.1 The Executive Committees shall be:

- (a) a Games Committee consisting of the Convener, ten executive members, and a representative appointed by the Umpires' Committee; and
- (b) an Umpires' Committee consisting of the Convener and eight members.

16.2 The Conveners and members of each Executive Committee shall be nominated, seconded and elected by the members entitled to vote at each Netball North Harbour Annual General Meeting.

16.3 Nominations for Executive Committee members may be made by any Member in writing and shall be in the hands of the Chief Executive Officer not less than twenty (20) days before the date of the applicable Netball North Harbour Annual General Meeting. In the event of insufficient or no nominations being received for any of the positions available, nominations may be called for at the Netball North Harbour Annual General Meeting. Failure to fill all positions referred to in 16.1 shall not annul the elections of the Executive Committees and any places not filled may be filled as a casual vacancy by the Netball North Harbour Board.

16.4 The Chairperson of the Netball North Harbour Board shall be ex-officio on all Executive Committees with full voting rights.

16.5 Additional members or assistants may be co-opted on to any of the Executive Committees for specific purposes and for such periods of time as may be required by the committees. Voting rights to be determined by the committees at the time of co-opting.

16.6 The powers and responsibilities of each of the Executive Committees shall be as laid down in their respective terms of reference.

16.7 The Chief Executive Officer or a person nominated by him or her, shall attend meetings of the Netball North Harbour Board and the Executive Committees, but shall have no right to vote.

16.8 Such other employed personnel as the Netball North Harbour Board sees fit may be requested to attend meetings of the Netball North Harbour Board and/or Executive Committees.

PART IV – NETBALL NORTH HARBOUR GENERAL MEETINGS

17. NETBALL NORTH HARBOUR GENERAL MEETINGS

17.1 Netball North Harbour Annual General Meetings

- (a) The Netball North Harbour Annual General Meeting shall be held during the month of March after the NNZ Annual General Meeting in each year at a date, place and time to be set by the Board.
- (b) All Netball North Harbour General Meetings other than the Netball North Harbour Annual General Meeting shall be Netball North Harbour Special General Meetings and shall be held in accordance with this Netball North Harbour Constitution.

17.2 Netball North Harbour Special General Meetings

Netball North Harbour Special General Meetings may be called at any time by a minimum of three (3) Member Clubs or Member Schools (but not Life Members), or by the Netball North Harbour Board, by written notice to the Chief Executive Officer.

17.3 Chairperson

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

17.4 Powers of Netball North Harbour General Meeting

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

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

17.5 Notice of Annual General Meeting

- (a) Not less than thirty (30) days written notice shall be given by the Chief Executive Officer to:
 - (i) Officers and Appointed Personnel of Netball North Harbour;
 - (ii) Member Clubs;
 - (iii) Member Schools;
 - (iv) Life Members; and
 - (v) The registered offices of NNZ and the Northern Zone,
 of:
 - (vi) the date and place for the Netball North Harbour Annual General Meeting; and
 - (vii) the closing date for nominations of Netball North Harbour Board and Executive Committee members, and items of business (under Rule 17.6) to be submitted.
- (b) Notice may be given under this Rule 17.5 and Rule 17.8 by prepaid post, facsimile or email.

17.6 Agenda items for Annual General Meeting

Agenda items (including any proposed alterations to this Netball North Harbour Constitution), must be in the hands of the Chief Executive Officer not less than twenty (20) days before the date set for the applicable Netball North Harbour Annual General Meeting.

17.7 Agenda and Business to be discussed at Annual General Meeting

- (a) The business that must be discussed at the Netball North Harbour Annual General Meeting includes:
 - (i) the Annual Report of Netball North Harbour;
 - (ii) items of business of which notice has been given under Rule 17.6;
 - (iii) elections of the President, Elected Board Members and Executive Committee members;
 - (iv) any alterations to this Netball North Harbour Constitution.
- (b) An agenda containing the business to be discussed at the Netball North Harbour Annual General Meeting shall be forwarded to those Members listed in Rule 17.5(a) by no later than seven (7) days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those persons entitled to vote at the meeting.
- (c) The notice of Netball North Harbour Annual General Meeting shall also be placed in a local newspaper as determined by the Netball North Harbour Board at least 14 days before the date of the meeting, as a means of advising all Members who are not listed in Rule 17.5(a).

17.8 Notice of Netball North Harbour Special General Meetings

Upon receipt of a request for a Netball North Harbour Special General Meeting under Rule 17.2 not less than twenty (20) days written notice must be given to those Members listed in Rule 17.5(a) by the Chief Executive Officer of:

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

17.9 Voting

(a) Board and Executive Meetings

- (i) Each member of the Netball North Harbour Board shall be entitled to one vote at Board Meetings.
- (ii) Each member of an Executive Committee shall be entitled to one vote at their respective Executive Meetings.
- (iii) The Chairperson shall have a deliberative as well as casting vote.
- (iv) At all meetings of the Netball North Harbour Board and Executive Committees the vote of the majority shall rule, except in the case of discipline which shall be decided by a two-thirds majority of the voting power of the meeting.
- (v) Voting on any question shall be by ballot if desired by any member present and entitled to vote.
- (vi) All Board Members and Executive Committee members have the right to attend and speak at any Board and/or Executive Committee meetings but not to vote unless qualified.

(b) Annual or Special General Meetings:

- (i) At any Netball North Harbour General Meeting the following shall be entitled to vote:
 - (A) Board Members and Executive Committee members – 1 vote each.
 - (B) Member Clubs – 1 vote for every 3 registered teams or part thereof with a maximum of 5 votes per club.
 - (C) Member Schools – 1 vote each.
 - (D) Associate Organisations who pay fee/levies to Netball North Harbour – 1 vote each.
- (ii) The Chairperson shall have a deliberative as well as casting vote.
- (iii) All Members are entitled to attend and speak at Netball North Harbour General Meetings, but shall have no right to vote, unless otherwise authorised to vote by this Constitution.
- (iv) Voting shall be by a majority of those present except for alterations to this Netball North Harbour Constitution (under Rule 23) and the appointment of a liquidator, (under Rule 25) which shall be by two-thirds of the majority of those entitled to vote.
- (v) Voting may be by a show of hands, or if requested by secret ballot.
- (vi) Members entitled to vote are to vote in person.

17.10 Postal votes

Where the Netball North Harbour Board considers it appropriate to do so, voting at a Netball North Harbour 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.

17.11 Quorum

At all Netball North Harbour General Meetings twenty-five (25) Members entitled to vote shall form a quorum. No business shall be transacted at any Netball North Harbour General Meeting unless the quorum requisite is present at the commencement of business. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such other day and at such other time and place as the Netball North Harbour Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

PART V – FINANCIAL MATTERS

18. FINANCIAL YEAR

The financial year of Netball North Harbour shall end on the 30th day of November in each year, and may be altered from time to time by the Netball North Harbour Board.

19. ANNUAL REPORT

19.1 The Netball North Harbour Board shall prepare an Annual Report for presentation to the Netball North Harbour 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.

19.2 The annual financial statements in Rule 19.1(a) shall be audited by an auditor appointed by the Netball North Harbour Board.

20. COMMON SEAL

20.1 Netball North Harbour shall have a common seal.

20.2 The Netball North Harbour Board shall determine when and by whom the common seal is to be used and make provision for its safe custody.

PART VI - DISCIPLINE OF MEMBERS

21. NETBALL NORTH HARBOUR JUDICIARY COMMITTEE

21.1 Matters which may be referred to Netball North Harbour Judiciary Committee

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

- (a) an allegation by an individual or organisation that an Individual Member, Officer, Appointed Personnel, Club Official or School Official has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Netball North Harbour Constitution, the Northern Zone Constitution, NNZ Constitution, the Netball North Harbour Regulations, the Northern Zone Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the Northern Zone Board, a Netball North Harbour General Meeting, the Netball North Harbour Board or any committee, or under any rules of an Event; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects of NNZ, the objects of the Northern Zone and/or Netball North Harbour and/or Netball; or
 - (iii) brought NNZ, the Northern Zone and/or Netball North Harbour or Netball into disrepute; or

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

21.2 Referral to Netball North Harbour Judiciary Committee

- (a) Subject to Rule 21.1 the Netball North Harbour Board may commence investigatory or disciplinary proceedings against a Defendant by referring the matter to the Netball North Harbour Judiciary Committee.
- (b) The Netball North Harbour Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Netball North Harbour Board. The Netball North Harbour Board shall appoint one of the members of the Netball North Harbour Judiciary Committee to act as the Netball North Harbour Judiciary Committee's chairperson.
- (c) Any referral to the Netball North Harbour Judiciary Committee shall be made and determined in accordance with the Netball North Harbour Regulations.

21.3 Appeals

Subject to Rule 12.5, a Defendant, any other party to the Proceedings, or the Netball North Harbour Board may, within fourteen (14) days of receiving the decision of the Netball North Harbour Judiciary Committee, appeal that decision to the Northern Zone Judiciary Committee, in accordance with the Northern Zone Constitution and the Northern Zone Regulations.

PART VII - MISCELLANEOUS

22. APPLICATION OF INCOME

- 22.1 The income and property of Netball North Harbour shall be applied solely towards the promotion of the Objects.
- 22.2 Except as provided in this Netball North Harbour Constitution:
- (a) no portion of the income or property of Netball North Harbour shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member or Officer; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by Netball North Harbour to any Member, Board Member or Officer.
- 22.3 Nothing in Rules 22.2(a) or (b) shall prevent payment in good faith of, or to any, Member, Board Member or Officer for:
- (a) any services actually rendered to Netball North Harbour whether as an employee or otherwise;
 - (b) goods supplied to Netball North Harbour in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member, Board Member or Officer;
 - (d) rent for premises demised or let by any Member, Board Member or Officer to Netball North Harbour;
 - (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of Netball North Harbour or any other reason,
 - (f) an honorarium may be paid to Board Members and Conveners annually,

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

23. ALTERATION TO THIS CONSTITUTION

- 23.1 Subject to Rule 23.2, this Netball North Harbour Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a Netball North Harbour General Meeting.
- 23.2 No alteration to Rule 3 (Objects), Rule 22 (Application of Income) or Rule 25, (Liquidation) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Netball North Harbour Constitution and shall be included and implied into any constitution replacing this Netball North Harbour Constitution.
- 23.3 Notice of an intention to alter this Netball North Harbour Constitution must be given by at least three (3) Members (but not Life Members) or the Netball North Harbour Board, to the Chief Executive Officer no later than twenty (20) days prior to the applicable Netball North Harbour General Meeting.

24. REGULATIONS

- 24.1 The Netball North Harbour Board may determine and amend such Netball North Harbour Regulations as it considers necessary or desirable. Such Netball North Harbour Regulations must be consistent with the NNZ Constitution, the Northern Zone Constitution and the Objects of this Netball North Harbour Constitution and any directives given by a Netball North Harbour General Meeting.
- 24.2 All Netball North Harbour Regulations shall be binding on the Members.

24.3 All Netball North Harbour Regulations and any amendments to them, shall be advised to all Members in writing or electronically as approved by the Netball North Harbour Board.

25. LIQUIDATION

25.1 Netball North Harbour may voluntarily be put into liquidation if:

- (a) a two-thirds majority vote of those entitled to vote at a Netball North Harbour General Meeting pass a resolution appointing a liquidator; and
- (b) such resolution is confirmed in a subsequent Netball North Harbour Special General Meeting, called for that purpose, and held not later than thirty (30) days, after the date on which the resolution was passed.

25.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of Netball North Harbour.

25.3 Upon the liquidation of Netball North Harbour, all facilities shall revert to the local authority for continued use by the community.

25.4 Any surplus assets of Netball North Harbour, 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.

26. INDEMNITY

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

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

26.2 No such officer or servant shall be responsible for any act, neglect or default of any other officer or servant (including a co-member of any committee or the Netball North Harbour Board) or for any loss caused through or by the insufficiency or deficiency of value of or title to, any property or security acquired or taken on behalf of Netball North Harbour or by the bankruptcy or any tortuous act of any other person, or by anything done in the execution of his/her duties of his/her office or in relation thereto, or otherwise than his/her own wilful act, neglect or default.

27. COLOURS

27.1 The colours of Netball North Harbour shall be cardinal red (maroon), black and white.

27.2 Members acknowledge and agree these colours are for the exclusive use of Netball North Harbour and not for use by Members.

28. DISPUTES AND MATTERS NOT PROVIDED FOR

28.1 Subject to Rule 28.2, if any dispute arises out of the interpretation of this Netball North Harbour Constitution or the Netball North Harbour Regulations, or any matter arises which is not provided for in this Netball North Harbour Constitution or the Netball North Harbour Regulations, then such dispute or matter shall be referred in writing to the Netball North Harbour Board, whose decision shall be final and binding.

- 28.2 If the dispute or matter in Rule 28.1 is between the Netball North Harbour Board and a Member, or between any one (1) or more Board Members, (“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 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 Netball North Harbour Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the Auckland District Law Society. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

29. DEFINITIONS

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

“**Act**” means the Incorporated Societies Act 1908 and its amendments.

“**Annual Report**” means the report described under Rule 19.1 (a) and (b).

“**Appointed Board Member**” means a person appointed as a Board Member under Rule 15.3(f).

“**Appointed Personnel**” means individuals who are appointed by the Netball North Harbour Board to positions of responsibility within Netball North Harbour and which are unpaid, and, without limitation, includes selectors and examiners.

“**Board Members**” means the Elected Board Members and the Appointed Board Members elected and appointed to the Netball North Harbour Board, respectively under Rules 15.3(a) and 15.3(f).

“**Chairperson**” means the individual appointed to that role under Rule 15.3(g).

“**Chief Executive Officer**” means the chief executive officer appointed by the Netball North Harbour Board pursuant to clause 15.3(h).

“**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 president, a member of any committee of the club, a club coach, manager, umpire, or selector.

“**Constitution**” and “**Netball North Harbour Constitution**” means this constitution of Netball North Harbour as amended from time to time pursuant to Rule 23.

“**Defendant**” means the Member against whom an allegation is made or an appeal is brought under Rule 21.1.

“**Elected Board Member**” means a person referred to in Rule 15.2(a) and elected as a Board Member under Rule 15.3(a).

“**Event**” means:

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

“Executive Committees” means the committees established under Rule 16.2.

“Individual Member” means those individuals described in Rule 6.

“INF” means the International Netball Federation or such other name or entity as is determined by INF, which administers and promotes netball internationally.

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

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

“Members” means the members of Netball North Harbour as described in Rule 5.

“Member Club” means a member of the Netball North Harbour as described in Rule 7.1.

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

“Member School ” means a member of Netball North Harbour as described in Rule 7.2.

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

“Netball North Harbour Annual General Meeting” means the Netball North Harbour General Meeting held annually as described in Rule 17.1.

“Netball North Harbour Board” means the board of directors as defined in Rule 15.2,

“Netball North Harbour Board Appointment Panel” means the panel of persons established under Rule 15.3(c) to determine the Appointed Board Members.

“Netball North Harbour General Meeting” means the Netball North Harbour Annual General Meeting or a Netball North Harbour Special General Meeting of Netball North Harbour held under Rule 17.1 or 17.2 respectively.

“Netball North Harbour Judiciary Committee” means a committee of the Netball North Harbour Board as set out in Rule 21.

“Netball North Harbour Regulations” means the regulations determined under Rule 24.

“Netball North Harbour Special General Meeting” means a Netball North Harbour General Meeting which is not a Netball North Harbour Annual General Meeting as described in Rule 17.2.

“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 North Harbour Board.

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

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

“NNZ Constitution” means the Constitution of NNZ.

“NNZ Council Meeting” means an Annual General Meeting of NNZ held under the NNZ Constitution.

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

“NNZ Regulations” means the Regulations of NNZ.

“Northern Zone” means the northern geographical area of New Zealand defined in the NNZ Regulations and ‘Zone’ has the same meaning

“Northern Zone Board” means the board of the Northern Zone as defined in the Northern Zone Constitution.

“Northern Zone Constitution” means the Constitution of the Northern Zone.

“Northern Zone Judiciary Committee” means the Judiciary Committee as defined in the Northern Zone Constitution.

“Northern Zone Regulations” means the Regulations of the Northern Zone.

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

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

“Objects of the Northern Zone” means the objects of the Northern Zone as described in the Northern Zone Constitution.

“Officer” means the individuals appointed under Rule 13.1.

“Powers” means the powers of Netball North Harbour described under Rule 4.

“President” means the individual elected under Rule 14.

“Proceedings” means disciplinary proceedings commenced in accordance with Rule 21.2

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

“Rule” means a rule of this Netball North Harbour Constitution.

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

“School Official” means a person appointed by a Member School to a position of responsibility within the school for Netball.