

**CONSTITUTION OF
MID CANTERBURY
NETBALL
INCORPORATED**

November 1999

Mid Canterbury Netball Inc
November 1999

TABLE OF CONTENTS

Note: words used in this Mid Canterbury Netball Constitution are defined at the end of the Mid Canterbury Netball Constitution in Rule 27

PART I	OBJECTS AND POWERS	1
RULE 1	NAME.....	1
RULE 2	REGISTERED OFFICE.....	1
RULE 3	OBJECTS.....	1
RULE 4	POWERS.....	2
PART II	MEMBERSHIP	4
RULE 5	CATEGORIES OF MEMBERS.....	4
RULE 6	INDIVIDUAL MEMBERS.....	5
RULE 7	MEMBER CLUBS AND MEMBER SCHOOLS.....	5
RULE 8	LIFE MEMBERS & SERVICE AWARDS.....	6
RULE 9	MEMBERSHIP FEES.....	6
RULE 10	MEMBERS RIGHTS AND OBLIGATIONS.....	6
RULE 11	REGISTER OF MEMBERS.....	7
RULE 12	TERMINATION OF MEMBERSHIP.....	7
PART III	OFFICERS AND BOARD	9
RULE 13	OFFICERS.....	9
RULE 14	MID CANTERBURY NETBALL BOARD.....	10
PART IV	MID CANTERBURY NETBALL GENERAL MEETINGS	14
RULE 15	MID CANTERBURY NETBALL GENERAL MEETINGS.....	14
PART V	FINANCIAL MATTERS	17
RULE 16	FINANCIAL YEAR.....	17
RULE 17	ANNUAL REPORT.....	18
RULE 18	COMMON SEAL.....	18
PART VI	DISCIPLINE OF MEMBERS	19
RULE 19	MID CANTERBURY NETBALL JUDICIARY COMMITTEE.....	19
PART VII	MISCELLANEOUS	20
RULE 20	APPLICATION OF INCOME.....	20
RULE 21	ALTERATION TO THE RULES.....	21
RULE 22	MID CANTERBURY NETBALL REGULATIONS.....	21
RULE 23	LIQUIDATION.....	21
RULE 24	INDEMNITY.....	22
RULE 25	COLOURS.....	22
RULE 26	DISPUTES AND MATTERS NOT PROVIDED FOR.....	23
RULE 27	DEFINITIONS.....	23

CONSTITUTION OF MID CANTERBURY NETBALL INCORPORATED

PART I – OBJECTS & POWERS

1 NAME

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

2 REGISTERED OFFICE

The registered office of Mid Canterbury Netball shall be: Mid Canterbury Netball, Middle Road, Ashburton.

3 OBJECTS

The Objects of Mid Canterbury Netball are to:

- (a) be a body within the Region for the administration, promotion and development of Netball;
- (b) promote Netball as an amateur game in the Region for the recreation and entertainment of all New Zealanders;
- (c) be a member of Canterbury Netball and NNZ and as such enforce the rules and regulations of Canterbury Netball and NNZ;
- (d) enforce the rules and regulations of IFNA;
- (e) encourage participation and achievement in Netball in the Region and in New Zealand;
- (f) establish, promote and stage Netball competitions and matches locally and to 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 Mid Canterbury Netball 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 Mid Canterbury Netball, Canterbury Netball, 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 train players, officials and other personnel involved in Netball;
- (p) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ, Canterbury Netball, Mid Canterbury Netball 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, Canterbury Netball, Mid Canterbury Netball and the Members in pursuit of these Objects;
- (r) at all times to act on behalf of, and in the interests of, the Members and Netball.

4 POWERS

The Powers of Mid Canterbury Netball are to:

- (a) purchase, lease, license, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c) sell, lease, mortgage, charge, surrender any lease or otherwise dispose of any property of Mid Canterbury Netball 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 in conjunction with licensee) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) determine, raise and receive money by subscriptions, fees, levies, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- (f) determine regulations, policies and procedures for the governance and management of Netball played under the auspices of the Mid Canterbury Netball;

- (g) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
- (h) employ, determine the terms and conditions, and terminate staff and engage the services of personnel and organisations to work for and with Mid Canterbury Netball;
- (i) engage, determine the terms and conditions, and terminate the services of personnel and organisations to advise Mid Canterbury Netball;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of Mid Canterbury Netball;
- (k) be a member and contribute to the administration and promotion of Canterbury Netball, 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 Mid Canterbury Netball;
- (m) determine who are its members;
- (n) establish a Board, commissions, 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 Canterbury Netball 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 Canterbury Netball and NNZ;
- (r) to award, grant or otherwise honour achievement and services to Mid Canterbury Netball and to Netball generally;
- (s) select Netball teams and squads to represent Mid Canterbury Netball;
- (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 Mid Canterbury Netball and for that purpose, to utilise any of the assets of or held on behalf of Mid Canterbury Netball;
- (u) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that Mid Canterbury Netball may consider desirable for the promotion of its Objects and which are consistent with those developed and implemented by Canterbury Netball and NNZ;

- (v) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of Canterbury Netball 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 Mid Canterbury Netball, or with which Mid Canterbury Netball is authorised to amalgamate or generally for any purpose designed to benefit Mid Canterbury Netball;
- (x) do any other acts or things which further the Objects of Mid Canterbury Netball, provided that the above powers shall not limit the rights and powers of Mid Canterbury Netball as an incorporated society under the Act.

PART II – MEMBERSHIP

5 CATEGORIES OF MEMBERS

- 5.1 The categories of membership of Mid Canterbury Netball, (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 Mid Canterbury Netball (under Rule 8) for outstanding contribution or service to Netball or Mid Canterbury Netball.
 - (e) **Other categories:** being any other category or categories of membership of Mid Canterbury Netball determined by the Mid Canterbury Netball 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 member of a Member Club, or
 - (b) a person who is a registered member of a Member School Netball Team, or
 - (c) an Officer or other Appointed Personnel of Mid Canterbury Netball, 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,

in any Netball game held by or under the auspices of Mid Canterbury Netball, 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 Mid Canterbury Netball, a Member Club or a Member School, and paying the Membership Fee and/or any other fees due to Mid Canterbury Netball 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 Mid Canterbury Netball Board together with payment of the Membership Fee and/or any other fees due to Mid Canterbury Netball. The Mid Canterbury Netball Board shall in its discretion decide whether a club or school may become a Member Club or Member School of Mid Canterbury Netball.

8 LIFE MEMBERS & SERVICE AWARDS

- 8.1 (a) The distinction of Life Membership may be conferred for outstanding service to Netball.
The holding of a Netball Centre Service Award being a prerequisite.
- (b) The distinction of a Service Award may be conferred for special services to Netball.

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

8.3 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 Mid Canterbury Netball General Meeting unless s/he is a Delegate.

9 MEMBERSHIP FEES

9.1 The Mid Canterbury Netball Board shall determine:

- (a) the membership fee and/or other fees (“the Membership Fee”) payable by Members to Mid Canterbury Netball;
- (b) the due date for the fee(s), and
- (c) the manner of payment for the fee(s).

10 MEMBERS RIGHTS AND OBLIGATIONS

10.1 Members acknowledge and agree that:

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

11 REGISTER OF MEMBERS

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

12 TERMINATION OF MEMBERSHIP

- 12.1 An Individual Member may withdraw its membership of Mid Canterbury Netball by giving notice in writing to the Mid Canterbury Netball Board. Upon payment of any debts or outstanding fees to Mid Canterbury Netball, that Member's membership of Mid Canterbury Netball will automatically cease.
- 12.2 An Individual Member who withdraws their membership of Mid Canterbury Netball or has their membership terminated by Mid Canterbury Netball, shall be deemed to have also withdrawn or terminated their membership of NNZ and Canterbury Netball.
- 12.3 A Member shall have its membership of Mid Canterbury Netball terminated if any fees (including Membership Fees) or other payments to Mid Canterbury Netball, Canterbury Netball or NNZ are due and outstanding and remain unpaid. Before such termination can occur, Mid Canterbury Netball, Canterbury Netball 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 Mid Canterbury Netball, Canterbury Netball and NNZ terminated if:
- (a) the Mid Canterbury Netball Judiciary Committee decides to do so under Rule 19;
 - (b) the NNZ Board decides to do so under the NNZ Constitution; or
 - (c) the Canterbury Netball Board decides to do so under the Canterbury Netball Constitution; or

- (d) the Mid Canterbury Netball Board, or any sub-committee of Mid Canterbury Netball Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Mid Canterbury Netball Board decision, the NNZ Constitution, Canterbury Netball Constitution, this Mid Canterbury Netball Constitution, NNZ Regulations, Canterbury Netball Regulations, Mid Canterbury Netball Regulations or any policies or reasonable directions of the NNZ Board, Canterbury Netball Board or Mid Canterbury Netball Board.

12.5 Before any decision under Rule 12.4 is made:

- (a) the Member concerned shall be given seven (7) days written notice by the NNZ Board and/or the Canterbury Netball Board and/or the Mid Canterbury Netball 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, Canterbury Netball Board and/or Mid Canterbury Netball 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 decision to a Mid Canterbury Netball 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 called for that purpose. The appeal in either case shall be allowed if two-thirds majority of those entitled to vote at the Mid Canterbury Netball General Meeting or NNZ Council Meeting, whichever applies, do so in favour of such appeal. Where a Member appeals against a decision of the Mid Canterbury Netball Board or the Mid Canterbury Netball Judiciary Committee under this Rule, the decision of the Mid Canterbury Netball General Meeting shall be final, and Rule 19.3 (Appeals) shall not apply.

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

12.8 A Member which ceases to be a Member of Mid Canterbury Netball, Canterbury Netball and/or NNZ shall forfeit all rights in and claims upon Mid Canterbury Netball, Canterbury Netball and NNZ and their property, and shall not use any property of Mid Canterbury Netball, Canterbury Netball or NNZ, including Intellectual Property.

PART III – OFFICERS AND BOARD

13 OFFICERS

13.0 The Officers of Mid Canterbury Netball shall be:

13.1 The Patron

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

The President

The President shall be elected annually at the Mid Canterbury Netball Annual General Meeting. S/he shall hold office for two(2) years until the conclusion of the next Mid Canterbury Netball Annual General Meeting. The President may be re-elected for subsequent and consecutive terms of office

Nominations for the President shall be made in the same manner and at the same time as nominations for Board Members under Rule 14.3.2.

The President shall attend and speak at Mid Canterbury Netball Board and Mid Canterbury Netball General Meetings, and shall have one vote at each such meeting.

13.3 Finance Officer

Nominations for Finance Officer shall be made in the same manner and at the same time as nominations for Board Members under Rule 14.3.2

13.4 Board Members

Four Board Members shall be elected by the Mid Canterbury Netball Annual General Meeting under Rule 14.3.1

14 MID CANTERBURY NETBALL BOARD

14.1 Role of the Mid Canterbury Netball Board

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

14.2 Membership of Mid Canterbury Netball Board

The Mid Canterbury Netball Board shall consist of:

- (a) The President
- (b) The Finance Officer
- (c) Four (4) Board Members

14.3 Election/Appointment of the Mid Canterbury Netball Board

14.3.1 The Board Members shall be elected by a majority of those entitled to vote at an Mid Canterbury Netball Annual General Meeting, following nomination by at least one (1) Member Club or Member School.

14.3.2 Nominations for Board Members may be made in the approved form and shall be received at the registered office of Mid Canterbury Netball by not less than twenty (20) days before the date set for the Mid Canterbury Netball Annual General Meeting.

14.3.3 The Administrator shall be appointed by the Mid Canterbury Netball Board on terms and conditions which the Mid Canterbury Netball Board considers appropriate.

14.3.4 No person who is employed by, or otherwise provides services for reward to, Mid Canterbury Netball may be a Board Member.

14.4 Term of Office of Board Members

14.4.1 Subject to Rule 14.4.2, the term of office for all Board Members including the President and Finance Officer shall be two (2) years, expiring at the conclusion of the relevant Mid Canterbury Netball Annual General Meeting. Any Board Member may be re-elected (under Rule 14.3.1) to the Mid Canterbury Netball Board for subsequent and consecutive terms of office.

14.4.2 For the period from the commencement of this Mid Canterbury Netball Constitution to the conclusion of the Mid Canterbury Netball Annual General Meeting in the year 2001, the terms of office for the inaugural Board Members shall be between one (1) and two(2) years so as to ensure the rotation of Board Members. The terms of office shall be determined by agreement of the Mid Canterbury Netball Board and failing such agreement by ballot by the Mid Canterbury Netball Board. Thereafter the terms of office of Board Members shall be for two (2) years.

14.5 Rights of Board Members

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

14.6 Vacancies on the Mid Canterbury Netball Board

14.6.1 Any vacancy in the Mid Canterbury Netball Board, which occurs during any Board Member's term of office, may be filled by the Mid Canterbury Netball Board.

14.7.2 Where a vacancy occurs in the Mid Canterbury Netball Board, the term of office for the Mid Canterbury Netball Board Member appointed to fill such vacancy shall expire at the conclusion of the next Mid Canterbury Netball Annual General Meeting at which time the person to fill the vacancy shall be elected under Rule 14.3.1.

14.7 Powers of the Mid Canterbury Netball Board

The Mid Canterbury Netball Board shall have the power to:

- (a) develop and implement Mid Canterbury Netball Regulations, strategies, policies and procedures for the administration, promotion and development of Mid Canterbury Netball and Netball played under its auspices;
- (b) develop and implement policies and Mid Canterbury Netball Regulations to prudently manage, protect and enhance Mid Canterbury Netball's finances and property;
- (c) appoint the Administrator, determine the terms and conditions of 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 Mid Canterbury Netball;

- (f) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Mid Canterbury Netball 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 Mid Canterbury Netball which do not conflict with the yearly calendars of Canterbury Netball and NNZ;
- (j) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for Mid Canterbury Netball'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 Mid Canterbury Netball, (except as otherwise specified in this Mid Canterbury Netball Constitution or Mid Canterbury Netball Regulations), and, if necessary, terminate such appointments;
- (l) select Netball Teams and squads to represent Mid Canterbury Netball ;
- (m) subject to this Mid Canterbury Netball Constitution, fill vacancies of the Mid Canterbury Netball 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 Mid Canterbury Netball Judiciary Committee;
- (p) discipline Members as specified under Rules 12 and 19;
- (q) develop programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ, and Canterbury Netball together with national and regional programmes for the Region;
- (r) resolve and determine any disputes or matters not provided for in this Mid Canterbury Netball Constitution;
- (s) do all other acts and things which are within the Powers and Objects of Mid Canterbury Netball and which the Mid Canterbury Netball Board considers appropriate.

14.8 Meetings of the Mid Canterbury Netball Board

- 14.8.1 The Mid Canterbury Netball Board shall meet at such places and times, and in such manner, as it shall determine.
- 14.8.2 The President shall chair Mid Canterbury Netball Board meetings, or in his/her absence any other Board Member determined by the Mid Canterbury Netball Board.
- 14.8.3 A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the Mid Canterbury Netball Board Members shall be as valid and effectual as if it had been passed at a meeting of Mid Canterbury Netball Board. Any such resolution may consist of several documents in like form each signed by one or more Board Members.
- 14.8.4 A meeting of the Mid Canterbury Netball Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Mid Canterbury Netball Board and such notice specifies that Board Members are not required to be present in person at the meeting;
 - (c) if a failure in communications prevents Rule 14.8.4(a) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned.
- 14.8.5 Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.
- 14.8.6 A Board Member who is absent from a Mid Canterbury Netball Board meeting without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.
- 14.9 **Voting at Mid Canterbury Netball Board Meetings**
Each Board Member shall have one vote at Mid Canterbury Netball Board Meetings. All decisions and resolutions of the Mid Canterbury Netball Board shall be determined by a vote of a majority of Board Members present at a Mid Canterbury Netball Board Meeting. Subject to Rule 14.8.3, voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).
- 14.10 **Quorum for Mid Canterbury Netball Board Meetings**
There shall be no less than four Board Members present at a Mid Canterbury Netball Board meeting (including a meeting held under Rule 14.8.4) to constitute a quorum.

14.12 Removal of Board Member

- 14.12.1 Subject to Rules 14.12.2 and 14.12.3 the Members in a Mid Canterbury Netball Special General Meeting, called for this purpose, may by resolution remove any Board Member, (except the Administrator), before the expiration of their term of office. The vacancy shall be filled in accordance with Rule 14.6.2.
- 14.12.2 Upon the Administrator receiving a request for a Mid Canterbury Netball Special General Meeting as specified in Rule 15.2 for the purposes of removing a Board Member under Rule 14.12.1, s/he shall send the notice in accordance with Rule 15.9 and to the Board Member concerned.
- 14.12.3 Following notification under Rule 14.12.2, and before voting on the resolution to remove a Board Member under Rule 14.12.1, the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Mid Canterbury Netball Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule 15.9 about the proposed resolution.

PART IV – MID CANTERBURY NETBALL GENERAL MEETINGS

15 MID CANTERBURY NETBALL GENERAL MEETINGS

15.1 Mid Canterbury Netball Annual General Meetings

- 15.1.1 The annual general meeting of Mid Canterbury Netball (called the “Mid Canterbury Netball Annual General Meeting”) shall be held no later than 20 December in each year.
- 15.1.2 All Mid Canterbury Netball General Meetings other than the Mid Canterbury Netball Annual General Meeting shall be Mid Canterbury Netball Special General Meetings and shall be held in accordance with this Mid Canterbury Netball Constitution.

15.2 Mid Canterbury Netball Special General Meetings

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

15.3 Chairperson

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

15.4 Delegates

15.4.1 The delegates for a Mid Canterbury Netball General Meeting shall be:

- (a) two (2) individuals elected or appointed by each Member Club,
- (b) one (1) individual appointed by each Member School, and
- (c) one (1) Board Member appointed by the Mid Canterbury Netball Board,

- 15.4.2 The President and the Administrator cannot act as Delegates.
- 15.4.3 No individual shall act as a Delegate for more than one (1) Member Club or for more than one (1) School Member at the same Mid Canterbury Netball General Meeting.
- 15.4.4 The names of the Delegates shall be advised to the Administrator prior to the commencement of each Mid Canterbury Netball General Meeting.
- 15.4.5 Subject to Rule 15.11 each Delegate shall represent and vote on behalf of their Member Club, their Member School or the Board, as the case may be.
- 15.4.6 All Members are entitled to attend and speak at Mid Canterbury Netball General Meetings, but shall have no right to vote, unless the Member is represented by a Delegate in which case s/he has the rights of a Delegate under Rule 15.4.

15.5 Powers of Mid Canterbury Netball General Meeting

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

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

15.6 Notice of AGM

15.6.1 Not less than thirty (30) days written notice shall be given by the Administrator to:

Officers and Appointed Personnel of Mid Canterbury Netball;

Member Clubs;

- (a) Member Schools;
- (b) Life Members; and
- (c) The registered offices of NNZ and Canterbury Netball,
 - (i) the date and place for the Mid Canterbury Netball Annual General Meeting,
 - (ii) the closing date for nominations of elections and items of business (under Rule 15.8) to be submitted.

15.6.2 The notice of Mid Canterbury Netball Annual General Meeting shall also be placed in a local newspaper as determined by the Mid Canterbury Netball Board as a means of advising all Members who are not listed in Rule 15.6.1.

15.7 **Nominations and Agenda Items**

Not less than twenty (20) days before the date set for the Mid Canterbury Netball Annual General Meeting, agenda items (including any proposed alterations to this Mid Canterbury Netball Constitution) and nominations under Rule 14.3.1 must be received by the Administrator.

15.8 **Agenda and Business to be discussed**

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

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

15.8.2 An agenda containing the business to be discussed at the Mid Canterbury Netball Annual General Meeting shall be forwarded to those Members listed in Rule 15.6.1 by no later than fourteen (14) days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those persons entitled to vote at the meeting.

15.9 **Notice of Mid Canterbury Netball Special General Meetings**

Upon receipt of a request for a Mid Canterbury Netball Special General Meeting under Rule 15.2 not less than twenty (20) days written notice must be given to those Members listed in Rule 15.6.1 by the Administrator of:

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

15.10 **Voting at Mid Canterbury Netball General Meetings**

15.10.1 Each Member Club or member School present at a Mid Canterbury Netball General Meeting shall be entitled to one(1) vote as will the President and one Board Member..

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

15.10.3 Voting may be by a show of hands, or if requested any Delegate by secret ballot. The Chairperson of the meeting shall have a casting vote. There shall be no proxy votes. The method of voting shall be as specified in the Mid Canterbury Netball Regulations.

15.11 **Postal Votes**

Where the Mid Canterbury Netball Board considers it appropriate to do so, voting for a Mid Canterbury Netball General Meeting may occur by post. For the purpose of this Rule “post” includes facsimile, electronic mail, or other form of visible or other electronic

communication. The procedure for postal voting shall be as specified in the Mid Canterbury Netball Regulations.

15.12 Quorum

At least 60% Delegates must be present at a Mid Canterbury Netball General Meeting to constitute a quorum.

PART V – FINANCIAL MATTERS

16 FINANCIAL YEAR

16.1 The financial year of Mid Canterbury Netball shall end on the 30th day of September in each year, and may be altered from time to time by the Mid Canterbury Netball Board.

17 ANNUAL REPORT

17.1 The Board shall prepare an Annual Report for presentation to the Mid Canterbury Netball 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,

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

18 COMMON SEAL

18.1 Mid Canterbury Netball shall have a common seal.

18.2 The Mid Canterbury Netball Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, provided that any contract made between Mid Canterbury Netball and an individual must be in writing and signed by a person authorised by the Mid Canterbury Netball Board and sealed with the common seal.

PART VI - DISCIPLINE OF MEMBERS

19 MID CANTERBURY NETBALL JUDICIARY COMMITTEE

19.1 Matters which may be Referred to the Mid Canterbury Netball Judiciary Committee

Without limiting the Mid Canterbury Netball Board's powers under Rule 12, the following matters may be referred for investigation and determination by the Mid Canterbury Netball Judiciary Committee in the sole discretion of the Mid Canterbury Netball 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 Mid Canterbury Netball Constitution, Canterbury Netball Constitution, NNZ Constitution, the Mid Canterbury Netball Regulations, the Canterbury Netball Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the Canterbury Netball Board, a Mid Canterbury Netball General Meeting, the Mid Canterbury Netball 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 Canterbury Netball and/or Mid Canterbury Netball and/or Netball; or
 - (iii) brought NNZ, Canterbury Netball and/or Mid Canterbury Netball or Netball into disrepute; or

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

19.2 Referral to Mid Canterbury Netball Judiciary Committee

- 19.2.1 The Board may commence investigatory or disciplinary proceedings (“Proceedings”) against a Defendant by referring the matter to the Mid Canterbury Netball Judiciary Committee to hear a matter or matters under the Mid Canterbury Netball Regulations.
- 19.2.2 The Mid Canterbury Netball Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Mid Canterbury Netball Board. The Board shall appoint a Chairperson from one of the members appointed to the Mid Canterbury Netball Judiciary Committee. No Board Member is eligible to sit on the Mid Canterbury Netball Judiciary Committee.
- 19.2.3 Any referral to the Mid Canterbury Netball Judiciary Committee shall be made and determined in accordance with the Mid Canterbury Netball Regulations.

19.3 Appeals

- 19.3.1 Subject to Rule 12.6, a Defendant, any other party to the Proceedings, or the Mid Canterbury Netball Board may, within fourteen (14) days of receiving the decision of the Mid Canterbury Netball Judiciary Committee, appeal that decision to the Canterbury Netball Judiciary Committee, in accordance with the Canterbury Netball Constitution and Canterbury Netball Regulations.

PART VII - MISCELLANEOUS

20 APPLICATION OF INCOME

- 20.1 The income and property of Mid Canterbury Netball shall be applied solely towards the promotion of the Objects.
- 20.2 Except as provided in this Mid Canterbury Netball Constitution:
- (a) no portion of the income or property of Mid Canterbury Netball 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 Mid Canterbury Netball to any Member, Board Member or Officer.
- 20.3 Nothing in Rules 20.2(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 Mid Canterbury Netball whether as an employee or otherwise;
 - (b) goods supplied to Mid Canterbury Netball 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 Mid Canterbury Netball;
 - (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of Mid Canterbury Netball or any other reason;

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

21 ALTERATION TO THIS CONSTITUTION

- 21.1 Subject to Rule 21.2, this Mid Canterbury Netball Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a Mid Canterbury Netball General Meeting.
- 21.2 No alteration to Rule 3 (Objects), Rule 20 (Application of Income) or Rule 23, (Liquidation) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Mid Canterbury Netball Constitution and shall be included and implied into any constitution replacing this Mid Canterbury Netball Constitution.

- 21.3 Notice of an intention to alter this Mid Canterbury Netball Constitution must be given by at least three (3) Members (but not Life Members) or the Mid Canterbury Netball Board, to the Administrator no later than twenty (20) days prior to a Mid Canterbury Netball General Meeting.

22 REGULATIONS

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

23 LIQUIDATION

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

- 23.5 The body or bodies in Rules 23.3 and 23.4 shall be determined by the Members in a Mid Canterbury Netball General Meeting at or before the time of liquidation. If the Members are unable to decide the body or bodies shall be determined by the liquidator.

24 INDEMNITY

Mid Canterbury Netball 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:

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 Mid Canterbury Netball Board, and

in the case of an employee, performed or made in the course of, and within the scope of their employment by Mid Canterbury Netball.

25 COLOURS

25.1 The colours of Mid Canterbury Netball shall be Green/Gold/Brown and as described in Regulations.

25.2 Members acknowledge and agree these colours are for the exclusive use of Mid Canterbury Netball and not for use by Members.

26 DISPUTES AND MATTERS NOT PROVIDED FOR

26.1 Subject to Rule 26.2, if any dispute arises out of the interpretation of this Mid Canterbury Netball Constitution or the Mid Canterbury Netball Regulations, or any matter arises which is not provided for in this Mid Canterbury Netball Constitution or the Mid Canterbury Netball Regulations, then such dispute or matter shall be referred in writing to the Mid Canterbury Netball Board, whose decision shall be final and binding.

26.2 If the dispute or matter in Rule 26.1 is between the Mid Canterbury Netball 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 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 Mid Canterbury Netball Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the Canterbury *District Law Society*. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

27 DEFINITIONS

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

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

“**Annual Report**” means the report described under Rule 17.1 (a) and (b).

“**Appointed Personnel**” means individuals who are appointed by the Mid Canterbury Netball Board to positions of responsibility within Mid Canterbury Netball and which are unpaid, and includes selectors and examiners.

“**Board Members**” means the Board Members elected to the Mid Canterbury Netball Board, respectively under Rule 14.3.1.

“**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 “**this Mid Canterbury Netball Constitution**” means the constitution of Mid Canterbury Netball.

“**Defendant**” means the Member against whom an allegation is made or an appeal is brought under Rule 19.1.

“**Delegate**” means a person elected or appointed under Rule 15.4 to represent a Member Club, Member School or the Mid Canterbury Netball Board at a Mid Canterbury Netball General Meeting.

“**Event**” means:

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

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

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

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

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

“Members” means the members of Mid Canterbury Netball as described in Rule 5.

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

“Membership Fee” means the fee or fees or levies payable to Mid Canterbury Netball under Rule 10.

“Member School” means a member of Mid Canterbury Netball 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.

“Mid Canterbury Annual General Meeting” means the Mid Canterbury netball General Meeting held annually as described in Rule 15.1.

“Mid Canterbury Netball Board” means the board of directors as defined in Rule 14.2.

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

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

“Mid Canterbury Netball Regulations” means the regulations determined under Rule 22.

“Mid Canterbury Netball Special General Meeting” means a Mid Canterbury Netball General Meeting which is not a Mid Canterbury Netball Annual General Meeting as described in Rule 15.2.

“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 Mid Canterbury Netball 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 a 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.

“Objects” means the objects of Mid Canterbury Netball described under Rule 3.

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

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

“Officer” means the individuals appointed under Rule 13.

“Patron” means the individual appointed under Rule 13.1.

“Powers” means the powers of Mid Canterbury Netball described under Rule 4.

“President” means the individual elected under Rule 132.

“Region” means the geographical area described as Mid Canterbury defined in the NNZ Regulations and “Regional” has the same meaning.

“Canterbury Netball” means the incorporated society known as “[Canterbury Netball Incorporated” and which is a member of NNZ.

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

“Canterbury Netball Constitution” means the constitution of the Canterbury Netball.

“Canterbury Netball Judiciary Committee” means the judiciary committee as defined in the Canterbury Netball Constitution.

“Canterbury Netball Regulations” means the regulations of the Canterbury Netball.

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

“Rule” means a rule of this Mid Canterbury Netball Constitution.

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

“Administrator” means the secretary of Mid Canterbury Netball for the time being appointed under Rule 14.3.9. or such other title as is used to describe the equivalent position in Mid Canterbury Netball.

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