



CONSTITUTION OF
HAMILTON CITY NETBALL
CENTRE

INCORPORATED

March 7th 2014

(Updated 22 March 2021)

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Note: words used in this Constitution are defined at the end of the Constitution in Rule 27.

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CONSTITUTION OF HAMILTON CITY NETBALL CENTRE INCORPORATED

PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be “Hamilton City Netball Centre Incorporated” commonly known as Hamilton City Netball Centre (“the Netball Centre”).

2 REGISTERED OFFICE

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

3 OBJECTS

The Objects of the Hamilton City Netball Centre are to:

- (a) be a body within the Waikato Bay of Plenty Zone (“the Zone”) for the administration, promotion and development of netball;
- (b) promote Netball as an amateur game in the Zone for the recreation and entertainment of all New Zealanders;
- (c) be a member of Waikato Bay of Plenty Zone (“the Zone Entity”) and NNZ and as such enforce the rules and regulations of the Zone Entity and NNZ;
- (d) enforce the rules and regulations of INF;
- (e) encourage participation and achievement in Netball in the Centre, Zone and in New Zealand;
- (f) establish and promote Netball competitions and events locally and to determine the rules of such competitions and matches;
- (g) enforce the Rules of Netball;
- (h) promote the health and safety of all participants in Netball;
- (i) encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (j) maintain and enhance the reputation of the Hamilton City Netball Centre, the Zone Entity, NNZ, and Netball through the development and promotion of standards and practices which fulfil these Objects;
- (k) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for their contribution to Netball or other services to the local community;
- (l) seek and obtain improved facilities for the enjoyment of Netball;

- (m) provide information, assistance and resources to its Members;
- (n) develop and train players, officials and other personnel involved in Netball;
- (o) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ, the Zone Entity, the Hamilton City Netball Centre and Netball and their standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (p) at all times operate with, and promote, mutual trust and confidence between NNZ, the Zone Entity, the Hamilton City Netball Centre and the Members in pursuit of these Objects;
- (q) at all times to act on behalf of, and in the interests of, the Members and Netball;
- (r) Recognise and include all aspects of the cultural diversity which makes up the netballing populations with the Centre;
- (s) Develop and resource programmes within the Netball New Zealand guidelines to progress all sectors of the game of netball in the Centre for players, coaches, umpires and administrators.

4 POWERS

The Powers of The Hamilton City Netball Centre are to:

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c) sell, lease, mortgage, charge or otherwise dispose of any property of the Hamilton City Netball Centre 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) of the HCNC 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 Hamilton City Netball Centre;
- (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 the Hamilton City Netball Centre;
- (i) engage, determine the terms and conditions, and terminate the services of personnel and organisations to advise the Hamilton City Netball Centre;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of the Hamilton City Netball Centre;
- (k) be a member and contribute to the administration and promotion of the Zone Entity, 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 the Hamilton City Netball Centre;
- (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 regional and other programmes for playing, coaching and officiating Netball, which are consistent with those of the Zone Entity and NNZ;
- (q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events, including determining the rules for such matches, fixtures, competitions, tournaments and events, which do not conflict with those of the Zone Entity and NNZ;
- (r) to award, grant or otherwise honour achievement and services to the Hamilton City Netball Centre and to Netball generally;
- (s) oversee the selection of Netball teams and squads to represent the Hamilton City Netball Centre;
- (t) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Hamilton City Netball Centre and for that purpose, to utilise any of the assets of or held on behalf of the Hamilton City Netball Centre;
- (u) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that the Hamilton City Netball Centre may consider desirable for the promotion of its Objects and which are consistent with those developed and implemented by the Zone Entity and NNZ;
- (v) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of the Zone Entity 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 the Hamilton City Netball Centre, or with which the Hamilton City Netball Centre is authorised to amalgamate or generally for any purpose designed to benefit the Hamilton City Netball Centre;
- (x) do any other acts which further the Objects of the Hamilton City Netball Centre, provided that the above powers shall not limit the rights and powers of the Hamilton City Netball Centre as an incorporated society under the Act.

4.2 INDEPENDENT CONSTRUCTION

The objects and powers set out in this Constitution are to be constructed independently and are not to be limited by reference to any other objects or powers recorded in this Constitution. Each of the objects and powers set out in this Constitution are independent objects and powers of HCNC

PART II – MEMBERSHIP

5 CATEGORIES OF MEMBERS

- 5.1 The categories of membership of the Hamilton City Netball Centre, (collectively called “Members”) shall be:
- (a) Individual Members: as described in Rule 6.
 - (b) Members Clubs: as described in Rule 7.1.
 - (c) Member Schools: as described Rule 7.2.
 - (d) Life Members and Service Award Holders: being persons who have been granted a Life Membership or a Service Award of the Hamilton City Netball Centre (under Rule 8) for outstanding contribution or service to the Hamilton City Netball Centre.
 - (e) Other categories: being any other category or categories of membership of the Hamilton City Netball Centre determined by the Hamilton City Netball Centre 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 the Hamilton City Netball Centre , or
- (d) a Club Official, or
- (e) a School Official, or

(f) a High Performance Centre Member

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

- (a) becoming a member of the Hamilton City Netball Centre, a member of the High Performance Centre a Member Club or a Member School and paying the Membership Fee and/or any other fees due to the Hamilton City Netball Centre 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 (Affiliates)

- 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 main activity or otherwise).
- 7.2 A Member School is a school which administers, promotes and develops Netball (whether as its main activity or otherwise).
- 7.3 Any club or school may become a Member Club or Member School respectively by making written application to the Hamilton City Netball Centre Board , together with payment of the Membership Fee and/or any other fees due to the Netball Centre. The Hamilton City Netball Centre Board shall in its discretion decide whether a club or school may become a Member Club or Member School of the Hamilton City Netball Centre.

8 LIFE MEMBERS AND SERVICE AWARDS

- 8.1 A person shall become a Life Member/ Service Award holder of the HCNC by nomination and recommendation to the HCNC Board. The award can only be conferred at the HCNC Annual General Meeting. Such process shall be carried out in accordance with the HCNC Regulations
- 8.2 Nominations for Life Membership and Service Awards shall be made by members only to the Hamilton City Netball Centre Manager no later than the 30th November of any year, and shall set out details of special services rendered.
- 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 the Hamilton City Netball Centre General Meeting, unless s/he is a Delegate.
- 8.4 The holding of a Service Award shall be a prerequisite for Life membership nomination.
- 8.5 The HCNC Life membership and service award committee shall consist of not less than three (3) persons including a chairperson appointed annually (no later than 31 May) by the HCNC Centre Manager.

9 MEMBERSHIP FEES

- 9.1 The Hamilton City Netball Centre Board shall determine:
- a) membership and other fees for their members
 - b) the due date for the payment of the fee(s) and
 - c) the manner of the 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, the Zone Entity and the Hamilton City Netball Centre and they are bound by the NNZ Constitution, NNZ Regulations, the Zone Entity Constitution, the Zone Entity Regulations, this the Hamilton City Netball Centre Constitution and the Hamilton City Netball Centre Regulations;
- (b) They shall comply with and observe the NNZ Constitution, NNZ Regulations, the Zone Entity Constitution, the Zone Entity Regulations, this the Hamilton City Netball Centre Constitution, and the Hamilton City Netball Centre Regulations and any determination, resolution or policy which may be made or passed by the NNZ Board, the Zone Entity or the Hamilton City Netball Centre Board;
- (c) They are subject to the jurisdiction of NNZ, the Zone Entity and the Hamilton City Netball Centre;
- (d) The NNZ Constitution, NNZ Regulations, the Zone Entity Constitution, the Zone Entity Regulations, this the Hamilton City Netball Centre Constitution and the Hamilton City Netball Centre Regulation are necessary and reasonable for promoting the Objects of NNZ, Objects of the Zone Entity and Objects of the Hamilton City Netball Centre;
- (e) The NNZ Constitution, NNZ Regulations, the Zone Entity Constitution, the Zone Entity Regulations, this the Hamilton City Netball Centre Constitution and the Hamilton City Netball Centre Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of NNZ, the Zone Entity, the Hamilton City Netball Centre, and their respective members and Netball;
- (f) They are entitled to all benefits, advantages, privileges and services of membership as conferred by this the Hamilton City Netball Centre Constitution.

11 REGISTER OF MEMBERS

- 11.1 The Administration Officer of the Hamilton City Netball Centre shall keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if an Individual Member), their occupation, the date of entry of each Member, and each Board Member and any other information that the Hamilton City Netball Centre Board determines is appropriate.
- 11.2 All Individual Members shall provide written notice of any change to the details in Rule 10.1 to the Administration Office within fourteen (14) days of such change or as otherwise requested by the Board. The Board shall then forward such details to the Zone Entity in accordance with the Zone Entity Constitution.

- 11.3 The Administration Officer, in collecting personal information for the Register (in Rule 10.1) 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 the Hamilton City Netball Centre by giving notice in writing to the Administration Officer. In default of such notification, Member Clubs or Member Schools shall be liable for full subscriptions based on the previous season's teams for the ensuing year. Upon payment of any debts or outstanding fees to the Hamilton City Netball Centre, that Member's membership of the Hamilton City Netball Centre will automatically cease.
- 12.2 An Individual Member who withdraws its membership of the Hamilton City Netball Centre or has their membership terminated by the Hamilton City Netball Centre, shall be deemed to have also withdrawn or terminated their membership of the NNZ and of the Zone Entity.
- 12.3 A Member shall have its membership of the Hamilton City Netball Centre terminated if any fees (including Membership fees), fines, levies or other payments to the Hamilton City Netball Centre, the Zone Entity or NNZ are due and outstanding and remain unpaid by the end of the financial year. Before such termination can occur, the Hamilton City Netball Centre, the Zone Entity 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 who is a Life Member, a Zone Representative, an Associate Member, an Officer or an Appointed Personnel, may have its or their membership of the Hamilton City Netball Centre, the Zone Entity and NNZ terminated if:
- (a) the Hamilton City Netball Centre Judiciary Committee decides to do so under Rule 19;
 - (b) the NNZ Board decides to do so under the NNZ Constitution;
 - (c) the Zone Entity Board decides to do so under the Zone Entity Constitution; or
 - (d) the Hamilton City Netball Centre Board, or any sub-committee of the Hamilton City Netball Centre Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Hamilton City Netball Centre Board decision, the NNZ Constitution, the Zone Entity Constitution, this the Hamilton City Netball Centre Constitution, the NNZ Regulations, the Zone Entity Regulations, the Hamilton City Netball Centre Regulations or any policies or reasonable directions of NNZ Board, the Zone Entity Board or the Hamilton City Netball Centre 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 Zone Entity Board and/or the Hamilton City Netball Centre Board (as the case may be) of the intended resolution, and

- (b) have the right to be present, make submissions and be heard at the NNZ Board, the Zone Entity Board and/or the Hamilton City Netball Centre 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 the Hamilton City Netball Centre 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 Hamilton City Netball Centre General Meeting or NNZ Council Meeting, whichever applies, do so in favour of such appeal. Where a Member appeals against a decision of the Hamilton City Netball Centre Board or the Hamilton City Netball Centre Judiciary Committee under this Rule, the decision of the Hamilton City Netball Centre General Special General meeting shall be final, and Rule 19.3 (Appeals) shall not apply.
- 12.7 Membership, which has been terminated under the Hamilton City Netball Centre Constitution, may be reinstated at the discretion of the Members at a subsequent Hamilton City Netball Centre General Meeting, unless the termination was determined by the NNZ or the Zone Entity in which case the Member may be reinstated at the discretion of the NNZ at a NNZ Council Meeting or at the discretion of the Zone Entity at a Zone Entity General Meeting, whichever applies.
- 12.8 A Member which ceases to be a Member of the Hamilton City Netball Centre, the Zone Entity and/or NNZ shall forfeit all rights in and claims upon the Hamilton City Netball Centre, the Zone Entity and NNZ and their property, and shall not use any property of the Hamilton City Netball Centre, the Zone Entity or NNZ, including Intellectual Property.

PART III – OFFICERS AND BOARD

13 OFFICERS

- 13.1 The Officers of the Hamilton City Netball Centre shall be:
- (a) the Patron;
 - (b) the President; and
- 13.2 The Patron shall be elected at the Hamilton City Netball Centre Annual General Meeting in accordance with clause 15.5(e). S/he shall be entitled to attend and speak at the Hamilton City Netball Centre General Meetings but shall have no right to vote. S/he shall hold office for five (5) years.
- 13.3 The President shall be elected at the Hamilton City Netball Centre Annual General Meeting. S/he shall hold office for two (2) years until the conclusion of the next relevant Annual General Meeting. The President shall hold no other office in the Hamilton City Netball Centre. The President may be re-elected for two subsequent and consecutive terms of office
- 13.4 Nominations for the Patron and President shall be made in the approved form and shall be received at the registered office of the Hamilton City Netball Centre by not less than fifteen (15) days before the date set for the Hamilton City Netball Centre Annual General Meeting.

13.4.1 The Elected Patron and President shall be elected by a majority of those entitled to vote at the Hamilton City Netball Centre Annual General Meeting, following nomination by at least one (1) Member Club or Member School.

13.5 The President may attend and speak at the Hamilton City Netball Centre Board and Hamilton City Netball Centre General Meetings, and shall have one vote at each meeting.

14 BOARD

14.1 Role of the Hamilton City Netball Centre Board

14.1.1 The Board is responsible for, determining strategies, policies and financial arrangements of, and for, the Hamilton City Netball Centre.

14.1.2 The Administration Officer will be appointed by the Board,

14.1.3 To present a complete audited Statement of Accounts to the Hamilton City Netball Centre Annual General Meeting.

14.2 Membership of the Board

The Hamilton City Netball Centre Board shall consist of:

- (a) The President, elected by the Hamilton City Netball Centre Annual General Meeting, under Rule 13.3;
- (b) Six (6) persons appointed by the Hamilton City Netball Centre Appointment Panel, under Rule 14.3.3 (Appointed Board Members), collectively called Board members..

14.3 Appointment of the Board

14.3.1 The Appointed Board Members shall be appointed by the Board Appointment Panel, under Rule 14.3.3.

14.3.2 Subject to Rule 14.4, the Board Appointment Panel shall be established by the Board by no later than four weeks prior to the Annual General Meeting each year or at such other time as directed by an Annual Meeting following a removal of an Appointed Board member under Rule 14.12. It shall consist of up to four (4) persons nominated by the Board but who may not apply for a position as an appointed Board Member

14.3.3 Subject to Rule 14.12, applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of by no later than twenty one (21) days before the Annual General Meeting or twenty one (21) days before the Board Appointment Panel is due to meet where it is required to determine a replacement for an Appointed Board Member who has been removed (under Rule 14.12). In addition the Board Appointment Panel may advertise publicly or Invite applications for Appointed Board Members.

- 14.3.4 Subject to Rule 14.12, following assessment, and if necessary considering further information obtained from the applicants, the Board Appointment Panel shall determine, within fourteen (14) days after the Annual General Meeting, the Appointed Board Members or where an Appointed Board member has been removed (under Rule 14.12), within fourteen (14) days of the General Meeting in which that resolution was passed.
- 14.3.5 Following the appointment of Board Members under Rules 14.3.1 and 14.3.7, the Board Members shall, within one (1) month of the end of the Annual General Meeting, appoint a Chairperson of the Board from within their number.
- 14.3.6 The Centre Manager shall be appointed by the Board on terms and conditions which the Board considers appropriate
- 14.3.7 No person who is employed by may be a Board Member (but this shall not disqualify a person who from time to time has a contract for services with HCNC)

14.4 Establishment of Inaugural Board

- 14.4.1 The first Board Members under this Constitution shall hold office for a maximum term of six months and shall be formed from the existing Executive Committee at the 2008 Annual General Meeting. Such members shall take office on the commencement date of this constitution.
- 14.4.2 For the appointment of the first appointed Board Members under this Constitution, the Board Appointment Panel shall be established as soon as possible after the commencement date of this Constitution by the President and the Board Members. Applications for Appointed Board Members for the Inaugural Board may be made in writing by any person and shall be received at the registered office of by no later than twenty eight (28) days after the commencement of the appointment board selection process. Following assessment and if necessary considering further information obtained from the applicants the Board appointment panel shall determine within 28 days after conclusion of the appointment panel process the Appointed Board Members.
- 14.4.3 The Board of the HCNC holding office as at the date of the Annual General Meeting at which this Constitution is adopted shall cease to hold office on the date of commencement of this Constitution.

14.5 Term Of Office Of Board Members

- 14.5.1 Subject to Rule 14.7.2, the term of office for all Board Members shall be three (3) years, expiring at the conclusion of the relevant HCNC Annual general Meeting. Any Board Member may be re-appointed (under Rule 14.3.3) to the Board for a maximum of two (2) subsequent and consecutive terms of office.
- 14.5.2 For the period from the commencement of this Constitution to the conclusion of the Appointment panel process, the term of office for the inaugural board members shall not exceed six (6) months. Thereafter the terms of office of Board Members shall be three (3) years.

14.6 Rights of Board Members

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

14.7 Vacancies on the Board

14.7.1 Any vacancy in the Board, which occurs during any Board Member's term of office, may be filled by the Board Appointment Panel.

14.7.2 Where the vacancy in Rule 14.7.1 is of the President, the term of office for the Board Member appointed to fill such a Vacancy shall expire at the conclusion of the next Annual General Meeting at which time the person to fill the vacancy shall be elected under rule 13.3

14.8 Powers of the Hamilton City Netball Centre Board

The Hamilton City Netball Centre Board shall have the power to:

- (a) develop and implement the Hamilton City Netball Centre Regulations, By Laws, strategies, policies and procedures for the administration, promotion and development of Hamilton City Netball Centre;
- (b) develop and implement policies to prudently, protect and enhance the Hamilton City Netball Centre's finances and property;
- (c) employ a Centre Manager and/or other personnel, and delegate appropriate powers, determine the terms and conditions of employment, and, if necessary, terminate such employment;
- (d) establish and delegate appropriate powers to such commissions, sub-committees and groups as it considers appropriate to assist it to carry out its Objects and to receive and deal with reports and recommendations from such commissions, subcommittees and groups;
- (e) approve the Annual Plan;
- (f) approve the terms and conditions of a selection committee, coaches, managers, umpires, captains and other support personnel for the Hamilton City Netball Centre representative netball teams;
- (g) appoint and administer the Hamilton City Netball Centre Judiciary Committee;
- (h) discipline Members as specified under Rules 12 and 19;
- (i) resolve and determine any disputes or meaning of the rules or matters in relation to the game of netball which is not provided for in this the Hamilton City Netball Centre Constitution;
- (j) do all other acts which are within the Powers and Objects of the Hamilton City Netball Centre and which the Hamilton City Netball Centre Board considers appropriate.

14.9 Meetings of the Hamilton City Netball Centre Board

14.9.1 The Board shall meet at least four (4) times per year at such places and times, and in such manner, as it shall determine.

14.9.2 The Chairperson shall chair the Board meetings. In his/her absence appoints a Chairperson.

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

14.9.4 A Board Member who is absent from the Board Meeting without prior approval or without reasonable explanation, shall be deemed to have vacated his/her office as a Board Member.

14.10 Voting at the Board Meetings

14.10.1 Each Board Member shall have one vote at the Board Meetings. All decisions and resolutions of the Board shall be determined by a vote of a majority of Board Members present at a Board Meeting. Subject to Rule 14.9.3, voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).

14.10.2 The Chairperson of the Hamilton City Netball Centre Meetings shall have a casting vote.

14.11 Quorum for Board Meetings

There shall be no less than four (4) Board Members present at a Hamilton City Netball Centre Board Meeting.

14.12 Removal of Board Member

14.12.1 Subject to Rules 14.12.2 and 14.12.3, the Members in the Hamilton City Netball Centre Special General Meeting, called for this purpose, may by resolution remove any Board Member, before the expiration of his/her term of office.

14.12.2 Upon the Administration Officer receiving a request for a Hamilton City Netball Centre 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 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 Hamilton City Netball Centre Special General Meeting, to make submissions in writing and/or verbally to the Board about the proposed resolution.

PART IV – GENERAL MEETINGS

15 THE HAMILTON CITY NETBALL CENTRE GENERAL MEETINGS

15.1 Annual General Meetings

15.1.1 The Annual General Meeting of the Hamilton City Netball Centre shall be held no later than 31 March in each year.

15.1.2 All Hamilton City Netball Centre General Meetings other than the Annual General Meeting shall be Hamilton City Netball Centre Special General Meetings and shall be held in accordance with this the Hamilton City Netball Centre Constitution.

15.2 Special General Meetings

15.2.1 Special General Meetings of the Hamilton City Netball Centre 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 Hamilton City Netball Centre Board, by written notice to the Administration Officer.

15.2.2 There shall be no less than twenty (20) Members present at a Special Meeting to constitute a quorum.

15.3 Chairperson

The Chairperson of a Hamilton City Netball Centre General Meeting shall be the President, or his/her nominee.

15.4 Delegates

15.4.1 The Delegates for the Hamilton City Netball Centre General Meeting shall be:

- (a) one (1) individuals elected or appointed by each Member Club;
- (b) one (1) individuals appointed by each Member School, and one (1) Board Member appointed by the Hamilton City Netball Centre Board.

15.4.2 The President and the employed personnel of the Board, including the Administration Officer, 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) Member School at the same Hamilton City Netball Centre General Meeting.

15.4.4 The names of the Delegates elected or appointed under Rule 15.4.1, shall be forwarded to the Administration Officer by a date and time determined by the Board, prior to the commencement of each the Hamilton City Netball Centre General Meetings.

- 15.4.5 All Members are entitled to attend the Hamilton City Netball Centre General Meetings as observers but shall not be entitled to speak or vote. Life Members are entitled to attend and speak at General Meetings, but shall have no right to vote, unless the Life Member is a Delegate in which case s/he has the rights under Rule 15.4.

15.5 Powers of Hamilton City Netball Centre General Meeting

The Delegates at the Hamilton City Netball Centre General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of the Hamilton City Netball Centre, the members, and Netball. The Delegates shall have power in General Meetings to:

- (a) determine major strategic directions of the Hamilton City Netball Centre;
- (b) alter this the Hamilton City Netball Centre Constitution;
- (c) review the Hamilton City Netball Centre's performance;
- (d) be the final arbiter on matters referred to it under this the Hamilton City Netball Centre Constitution, and
- (e) elect the Patron, President, Honorary Auditor and Solicitor

15.6. Notice of AGM

- 15.6.1 Not less than thirty (30) days notice shall be given by the Administration Officer to:

- (a) Officers and Appointed Personnel of the Hamilton City Netball Centre;
- (b) Member Clubs;
- (c) Member Schools;
- (d) Life Members; and
- (e) The registered Offices of NNZ and the Zone Entity, of:
 - i. the date and place for the Hamilton City Netball Centre Annual General Meeting,
 - ii. the closing date for nominations of elections and items of business (under Rule 15.8) to be submitted.

15.7 Nominations and Agenda Items

Not less than fifteen (15) days before the date set for the Hamilton City Netball Centre Annual General Meeting, agenda items (including any proposed alterations to this the Hamilton City Netball Centre Constitution) and nominations under Rule 15.3.1 must be received by the Administration Officer.

15.8 **Agenda and Business to be discussed**

- 15.8.1 The business which must be discussed at the Hamilton City Netball Centre Annual General Meeting includes:
- (a) the Annual Report of the Hamilton City Netball Centre,
 - (b) items of business of which notice has been given under Rule 15.7,
 - (c) elections of the Patron and President.
 - (d) any alterations to this the Hamilton City Netball Centre Constitution.
- 15.8.2 An agenda containing the business to be discussed at the Hamilton City Netball Centre 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 if submitted in writing no later than the day of the meeting.

15.9 **Notice of Hamilton City Netball Centre Special General Meetings**

Upon receipt of a request for a Hamilton City Netball Centre Special General Meeting under Rule 15.2 not less than fourteen (14) days written notice must be given to those Members listed in Rule 15.6.1 by the Administration Officer of:

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

15.10 **Voting at Hamilton City Netball Centre General Meetings**

- 15.10.1 Each Delegate of a Member Club or Member School present at a Hamilton City Netball Centre General Meeting shall be entitled to one vote per team registered to play at the Hamilton City Netball Centre, up to a maximum of six (6) votes. New Member Clubs or Member Schools shall be entitled to one (1) vote only until the next Hamilton City Netball Centre General Meeting.
- 15.10.2 A Delegate of the Umpires and Coaches Committee present at a Hamilton City Netball Centre General Meeting shall be entitled to one (1) for every ten (10), or part thereof, of full financial members.
- 15.10.3 Voting shall be by a majority of those Delegates present and entitled to vote, except for alterations to this the Hamilton City Netball Centre 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.
- 15.10.4 Voting may be by a show of hands, or if requested by two (2) Delegates present at the meeting, 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 Hamilton City Netball Centre Regulations.

15.11 Postal Votes

- 15.11.1 Where the Hamilton City Netball Centre Board considers it appropriate to do so, voting for a Hamilton City Netball Centre 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 Hamilton City Netball Centre Regulations.

15.12 Quorum

At least twenty (20) of the Delegates present at a Hamilton City Netball Centre General Meeting constitutes a quorum.

PART V – FINANCIAL MATTERS

16 FINANCIAL YEAR

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

17 ANNUAL REPORT

- 17.1 The Board shall prepare an Annual Report for presentation to the Hamilton City Netball Centre Annual General Meeting which contains:
- (a) the audited annual financial statements as required under the Act, and
 - (b) an annual report of the year’s activities,
- (collectively known as the “Annual Report”).
- 17.2 The annual financial statement in Rule 17.1(a), shall be audited by an auditor appointed at the Hamilton City Netball Centre Annual General Meeting. The auditor shall be a chartered accountant.

18 COMMON SEAL

- 18.1 The Hamilton City Netball Centre shall have a common seal.
- 18.2 The Hamilton City Netball Centre Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Act.

PART VI - DISCIPLINE OF MEMBERS

19 THE HAMILTON CITY NETBALL CENTRE JUDICIARY COMMITTEE

19.1 Matters which may be referred to Hamilton City Netball Centre Judiciary Committee

Without limiting the Hamilton City Netball Centre Board's powers under Rule 14, the following matters may be referred for investigation and determination by the Hamilton City Netball Centre Judiciary Committee in the sole discretion of the Hamilton City Netball Centre Board:

- (a) an allegation by an individual or organisation that an Individual Member, Officer, Appointed Personnel, Club Official, School Official, or Member Club or Member School supporter has:
 - (i) breached, failed, refused or neglected to comply with a provision of this the Hamilton City Netball Centre Constitution, the Zone Entity Constitution, NNZ Constitution, the Hamilton City Netball Centre Regulations or By Laws, The Zone Entity Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the Zone Entity Board, the Hamilton City Netball Centre General Meeting 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 and interests of NNZ, the Objects of the Waikato Bay of Plenty Zone and/or the Hamilton City Netball Centre and/or Netball; or
 - (iii) behaved in an abusive manner, both verbal and/or physical, assaulted, threatened or harassed another Member, Officer, Appointed Personnel, Club or School Official or supporter while at the Hamilton City Netball Centre;
 - (iv) brought NNZ, the Zone Entity and/or the Hamilton City Netball Centre or Netball into disrepute;

and any such Member ("Defendant") will be subject to the jurisdiction, procedures, penalties and appeal mechanisms of the Hamilton City Netball Centre set out in the Hamilton City Netball Centre Disciplinary Regulations.

19.2 Referral to Hamilton City Netball Centre Judiciary Committee

- 19.2.1 The Board may commence investigatory or disciplinary proceedings against a Defendant by referring the matter to the Hamilton City Netball Centre Judiciary Committee to hear a matter or matters under the Regulations. In order for disciplinary proceedings to commence a written complaint about the incident must be made to the registered office of the Hamilton City Netball Centre within seven (7) days of it occurring.
- 19.2.2 The Hamilton City Netball Centre Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Hamilton City Netball Centre Board. The Board shall appoint a Chairperson from one of the members

appointed to the Hamilton City Netball Centre Judiciary Committee. No HCNC Board Member is eligible to sit on the Hamilton City Netball Centre Judiciary Committee.

- 19.2.3 Any referral to the Hamilton City Netball Centre Judiciary Committee shall be made and determined in accordance with the Hamilton City Netball Centre Disciplinary Regulations.

19.3 Appeals

- 19.3.1 Subject to Rule 14.8, a Defendant, any other party to the Proceedings, or the Hamilton City Netball Centre Board may, within fourteen (14) days of receiving the decision of the Judiciary Committee, appeal that decision to the Regional Entity Judiciary Committee, in accordance with the Zone Entity Constitution and the Zone Entity Regulations.

PART VII - MISCELLANEOUS

20 APPLICATION OF INCOME

- 20.1 The income and property of the Hamilton City Netball Centre shall be applied solely towards the promotion of the Objects.
- 20.2 Except as provided in this the Hamilton City Netball Centre Constitution:
- (a) no portion of the income or property of the Hamilton City Netball Centre 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 the Hamilton City Netball Centre 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 the Hamilton City Netball Centre whether as an employee or otherwise;
 - (b) goods supplied to the Hamilton City Netball Centre in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member, Board Member or Officer;
 - (d) rent for premises demised or let by any Member , Board Member or Officer to the Hamilton City Netball Centre;
 - (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of the Hamilton City Netball Centre 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 THE RULES

- 21.1 Subject to Rule 21.2, this the Hamilton City Netball Centre Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a Hamilton City Netball Centre General Meeting and will come into force immediately.
- 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 the Hamilton City Netball Centre Constitution and shall be included and implied into any constitution replacing this Hamilton City Netball Centre Constitution.
- 21.3 Notice of an intention to alter this the Hamilton City Netball Centre Constitution must be given by a least three (3) Members (but not Life Members) or the Hamilton City Netball Centre Board, to the Administration Officer no later than twenty-one (21) days prior to a General Meeting.

22 REGULATIONS

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

23 LIQUIDATION

- 23.1 The Hamilton City Netball Centre may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those entitled to vote at a Hamilton City Netball Centre General Meeting passes a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Hamilton City Netball Centre 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 the Hamilton City Netball Centre.
- 23.3 Any surplus assets of the Hamilton City Netball Centre, 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 (in this instance the NNZ Association) or some charitable 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 the Hamilton City Netball Centre under this the Hamilton City Netball Centre 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 the Hamilton City Netball Centre 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

The Hamilton City Netball Centre 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 their own willful misconduct, neglect or default:

- (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 Hamilton City Netball Centre Board, and
- (b) in the case of employed personnel, performed or made in the course of, and within the scope of their employment by the Hamilton City Netball Centre.

25 COLOURS

- 25.1 The representative colours of the Hamilton City Netball Centre shall be Navy, Teal and White, as described in Regulations.
- 25.2 Members acknowledge and agree these colours are for the exclusive use of the Hamilton City Netball Centre 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 the Hamilton City Netball Centre Constitution or the Hamilton City Netball Centre Regulations, or any matter arises which is not provided for in this the Hamilton City Netball Centre Constitution or the Hamilton City Netball Centre Regulations, then such dispute or matter shall be referred in writing to the Board, whose decision shall be final and binding.
- 26.2 If the dispute or matter in Rule 26.1 is between the Hamilton City Netball Centre Board and a Member, or between any one(1) or more Board Members, (“the parties”) the dispute or matter shall be resolved by the following process:
- (a) By the parties acting in good faith to seek an agreement; or failing such agreement,

- (b) By a party or the parties appointing an independent third person to mediate between them; or failing agreement at such mediation,
- (c) By arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Hamilton City Netball Centre Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the Waikato/Bay of Plenty 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 Constitution shall mean as follows:

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

“Administration Officer” means the Centre Manager of the Hamilton City Netball Centre for the time being appointed under clause 14.3.6, or such other title as is used to describe the equivalent position in the Hamilton City Netball Centre.

“Affiliated Association” means an incorporated society which prior to the commencement of this Constitution was, and under the NNZ Constitution is still deemed to be, a member of NNZ and was known as an Affiliated Association.

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

“Annual General Meeting” means the General Meeting held annually as described in Rule 16.1.

“Appointed Board Member” means a person appointed as a Board Member under Rule 14.3.3 or 14.7.1.

“Appointed Personnel” means individuals who are appointed by the Hamilton City Netball Centre Board to positions of responsibility within the Hamilton City Netball Centre and which are unpaid, and includes Zone selectors and examiners.

“Board Member” means those Appointed Board members appointed to the HCNC Board under Rules 14.3.1, 14.3.3, 14.7.1, 14.7.2

“Board Appointment Panel” means the panel of persons established under Rule 14.2 to determine the Appointed Board Members

“Club” means a group of individuals in the Zone collectively calling themselves a club, whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise) in the Zone and which is a member of the Hamilton City Netball Centre.

“Club Official” means a person who has been appointed by a Member Club to a position of responsibility within the Hamilton City Netball Centre 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 Constitution”** means the constitution of the Hamilton City Netball Centre.

“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 to be a representative at a General Meeting under Rule 15.4.

“Event” means:

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

“General Meeting” means the Annual General Meeting or a Special General Meeting of the Hamilton City Netball Centre held under Rule 15.1 or 15.2 respectively.

“Hamilton City Netball Centre Incorporated” means the incorporated society registers as “Hamilton City Netball Centre Incorporated”.

“President” means the individual elected under Rule 13.3.

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

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

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

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

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

“Members” means the member of the Hamilton City Netball Centre as described in Rule 5.

“Member Club” means a member of the Hamilton City Netball Centre as described in Rule 7.1.

“Member School” means a member of the Hamilton City Netball Centre as described in Rule 7.2.

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

“Membership Fee” means the fee or fees payable to the Hamilton City Netball Centre under Rule 9.

“the Netball Centre Annual General Meeting” means the Netball Centre General Meeting held annually as described in Rule 15.1.

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

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

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

“the Netball Centre Special General Meeting” means a the Netball Centre General Meeting which is not the Netball Centre 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 NNZ Board.

“Netball Team” means up to twelve (12) Netball players, a coach, a manager, and up to two other support personnel, unless otherwise specified by the NNZ 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 Delegate” means a person appointed as a delegate to attend and vote at a NNZ Council Meeting and as described 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 the Hamilton City Netball Centre described under Rule 3.

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

“Object so the Zone Entity” means the objects of Waikato Bay Of Plenty Zone as described in the Constitution of Waikato Bay Of Plenty Zone.

“Officer” means the individuals appointed under Rule 13.1.

“Patron” means the individual appointed under Rule 13.2.

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

“President” means the individual elected under Rule 13.3.

“Zone” means the geographical area as defined in the NNZ Regulations and as described as Waikato Bay Of Plenty Zone has the same meaning.

“Zone Entity” means the incorporated society known as Waikato Bay Of Plenty Zone and which is a member of NNZ.

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

“the Zone Entity Constitution” means the constitution of the **Zone** Entity.

“the Zone Entity Judiciary Committee” means the judiciary committee as defined in the **Zone** Entity Constitution.

“the Zone Entity Regulations” means the regulations of the **Zone** Entity.

“Zone Representative” means a player or other member of a Netball Team or Netball squad which has been selected to play Netball in an event or competition as a representative of Waikato Bay Of Plenty Zone, and includes an umpire selected to represent the Zone.

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

“Regulations” means the regulations determined under Rule 22.

“Rule” means a rule of this the Netball Centre 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.

“School Team” means a Netball Team representing a school in a Zone.

“Sponsor” means any person or organisation which sponsors (whether by money or otherwise) or otherwise provides funding to the Hamilton City Netball Centre or of any of its products and services including matches, competitions and events.

“Union” means an incorporated society which prior to the commencement of this Constitution was, and under the NNZ Constitution is still deemed to be, a member of NNZ and was known as a registered Union.