



CONSTITUTION OF WAKATIPU NETBALL CENTRE INCORPORATED

Amended March 2019

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

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CONSTITUTION OF WAKATIPU NETBALL CENTRE INCORPORATED

PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be “Wakatipu Netball Centre Incorporated” commonly known as Wakatipu Netball Centre (**WNC**).

2 REGISTERED OFFICE

The registered office of WNC shall be such a place or places as determined by the WNC Committee.

3 OBJECTS

The Objects of the WNC are to:

- (a) be a body within 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 Netball South Zone (**NS**) and Netball New Zealand (**NNZ**) and as such enforce the rules and regulations of NS and NNZ;
- (d) enforce the rules and regulations of IFNA;
- (e) encourage participation and achievement in Netball in the Zone 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 WNC to, and on behalf of the local community;
- (h) enforce the Rules of Netball;
- (i) promote 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 WNC, NS, 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, NS, WNC 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, NS, WNC and the Members in pursuit of these Objects;
- (r) at all times to act on behalf, and in the interests of, the Members and Netball.

4 POWERS

The Powers of WNC 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 WNC and to grant such rights and privileges of such property as it considers appropriate;
- (d) construct, maintain and alter any buildings, premises or facilities (including Netball courts) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) determine, raise and receive money by subscriptions, fees, levies, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- (f) determine regulations, policies and procedures for the governance and management of Netball played under the auspices of the WNC;
- (g) determine, implement and enforce disciplinary procedures for its Members including imposing actions;

- (h) employ, determine the terms and conditions, and terminate staff and engage the services of personnel and organisation's to work for and with WNC;
- (i) engage, determine the terms and conditions, and terminate the services of personnel and organisation to advise WNC;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of WNC;
- (k) be a member and contribute to the administration and promotion of NS, 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 is similar, in whole or in part, to the Objects of WNC;
- (m) determine who are its members;
- (n) establish a Committee, commissions 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 NS 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 NS and NNZ;
- (r) to award, grant or otherwise honour achievement and services to WNC and to Netball generally;
- (s) select Netball teams and squads to represent the WNC;
- (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 WNC and for that purpose, to utilise any of the assets of or held on behalf of WNC;
- (u) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that WNC may consider desirable for the promotion of its Objects and which are consistent with those developed and implemented by NS and NNZ;
- (v) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of NS 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 WNC, or with which WNC is authorised to amalgamate or generally for any purpose designed to benefit WNC;
- (x) do any other acts or things which further the Objects of WNC, provided that the above powers shall not limit the rights and powers of WNC as an incorporated society under the Act.

PART II – MEMBERSHIP

5 CATEGORIES OF MEMBERS

5.1 The categories of membership of WNC, (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 WNC (under Rule 8) for outstanding contribution or service to Netball or WNC.
- (e) Other categories: being any other category or categories of membership of WNC determined by the WNC Committee, 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 WNC, 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 WNC, 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 WNC, a Member Club or Member School, and paying the Membership Fee and/or any other fees due to WNC 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 CLUB 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).

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

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

8 LIFE MEMBERS

8.1 A person shall become a Life Member of WNC, having given a minimum of 15 years of service administration of Netball, either in coaching, umpiring and or committee, by nomination, recommendation and then vote by two-thirds majority of those entitled to vote at a WNC General Meeting. Such process shall be carried out in accordance with the WNC Regulations.

8.2 A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a WNC General Meeting unless she/he is a Delegate.

8.3 Service Awards will be given in recognition of outstanding service to WNC.

9 MEMBERSHIP FEES

9.1 The WNC Committee shall determine:

- (a) the membership fee and/or other fees ("the Membership Fee") payable by Members to WNC;
- (b) the due date for that 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, NS and WNC and they are each bound by the NNZ Constitution, NNZ Regulations, NS Constitution, NS Regulations, this WNC Constitution and WNC Regulations;
- (b) They shall comply with and observe the NNZ Constitution, NNZ Regulations, NS Constitution, NS Regulations, this WNC Constitution and WNC Regulations and any determination, resolution or policy which may be made or passed by the NNZ Board, NS Board or the WNC Committee;
- (c) They are subject to the jurisdiction of NNZ, NS and WNC;
- (d) The NNZ Constitution, NNZ Regulations, NS Constitution, NS Regulations, this WNC Constitution and WNC Regulations are necessary and reasonable for promoting the Objects of NNZ, NS and of WNC;
- (e) The NNZ Constitution, NNZ Regulations, NS Constitution, NS Regulations, this WNC Constitution and WNC Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of NNZ, NS, WNC, and their respective members and Netball;
- (f) They are entitled to all benefits, advantages, privileges and services of membership as conferred by the WNC constitution.

11 REGISTER OF MEMBERS

- 11.1 The Committee Secretary shall keep and maintain a Register in which shall be entered in full name, address, class of membership, (and if an Individual Member), date of birth of each Member, and each Committee Member and any other information that the WNC Committee determines appropriate.
- 11.2 All Individual Members shall provide written notice of any change to the details in Rule 11.1 to the Committee Secretary within fourteen (14) days of such change or as otherwise requested by the Committee Secretary. The Committee Secretary shall then forward such details to the NS in accordance with the NS Constitution.
- 11.3 The Committee Secretary 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 Committee 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 WNC by giving notice in writing to the WNC Committee. Upon payment of any debts or outstanding fees to WNC, that Members membership of WNC will automatically cease.
- 12.2 An Individual Member who withdraws their membership of WNC or has their membership terminated by WNC, shall be deemed to have also withdrawn or terminated their membership of NNZ and NS.
- 12.3 A Member shall its membership of WNC terminated if any fees (including Membership Fees) or other payments to WNC, NS or NNZ re due and outstanding and remain unpaid. Before such termination can occur, WNC, NS 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 WNC, NS and NNZ terminated it:
- (a) the WNC Judiciary Committee decides to do so under Rule 19;
 - (b) the NNZ Board decides to do so under the NNZ Constitution; or
 - (c) the NS Board decides to do so under the NS Constitution; or
 - (d) the WNC Committee, or any sub-committee of WNC committee, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable WNC Committee decision, the NNZ Constitution, NS Constitution, this WNC Constitution, NNZ Regulations or any policies or reasonable directions of the NNZ Board, NS Board or WNC Committee.
- 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 NS Board and/or the WNC Committee (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, NS Board, and/or the WNC Committee 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 WNC 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 WNC General Meeting or NNZ Council Meeting, which ever applies,

does so in favour of such appeal. Where a Member appeals against the decision of the WNC Committee or the WNC Judiciary Committee under this Rule, the decision of the WNC General Meeting shall be final, and Rule 19.3 (appeals) shall not apply.

- 12.7 Membership, which has been terminated under this WNC Constitution, may be re-instated at the discretion of the Members at a subsequent WNC General Meeting, unless the termination was determined by the NNZ or NS in which case the Member may only be re-instated at the discretion of the NNZ at a NNZ Council meeting or at the discretion of NS at a NS General Meeting, which ever applies.
- 12.8 A Member which ceases to be a Member of WNC, NS and/or NNZ shall forfeit all rights in and claims upon WNC, NS and NNZ and their property, and shall not use any property of WNC, NS or NNZ, including Intellectual Property.

PART II – OFFICERS AND COMMITTEE

13 OFFICERS

13.1 The Officers of WNC shall be:

- (a) the President;
- (b) the Past President.

13.2 The President and Past President shall be elected annually at the WNC Annual General Meeting.

13.3 Nominations for the President and Past President shall be made in the same manner and at the same time as nominations for Elected Committee Members under 12.3.2.

13.4 The President may attend and speak at WNC Committee and WNC General Meetings and shall have one vote at each such meeting. The President is entitled to the casting vote.

14 WNC COMMITTEE

14.1 Role of the WNC Committee

The WNC Committee is responsible for determining strategies, polices and financial arrangements of, and for WNC.

14.2 Membership of the WNC Committee

The WNC Committee shall consist of:

- (a) The President, Past President, Secretary and Treasurer elected at the WNC Annual General Meeting, under Rule 13.3;

- (b) No less than five and up to ten persons elected at the WNC Annual General Meeting, under Rule 14.3.1. No more than 2 of these elected members may be members of any one Member Club. The Office Bearers and the persons elected pursuant to this sub-clause will together be called the ‘Elected Committee Members’;

14.3 Election of the WNC Committee

- 14.3.1 The Elected Committee Members shall be elected by a Majority of those entitled to vote at a WNC Annual General Meeting, following nomination by at least one (1) Member Club or Member School.
- 14.3.2 Nominations for Elected Committee Members may be made in the approved form and shall be received at the registered office of the WNC by not less than fourteen (14) days before the date set for the WNC Annual General Meeting.

14.4 Term of Office of Committee Members

- 14.4.1 The term of office for all Committee Members shall be one (1) year, expiring at the conclusion of the relevant WNC Annual General Meeting. Any Committee Member may be re-elected (under Rule 14.3.1) to the WNC Committee.

14.5 Rights of Committee Members

All Committee Members shall have the right to attend, speak and vote at all WNC Committee Meetings.

14.6 Vacancies on the WNC Committee

- 14.6.1 Subject to Rule 14.6.2, any vacancy in the WNC Committee, which occurs during any Committee Member’ term of office, may be filled by the WNC Committee.
- 14.6.2 Where the vacancy in Rule 14.6.1 is an Elected Committee Member, the term of the office for the WNC Committee Member appointed to fill such vacancy shall expire at the conclusion of the next WNC 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 WNC Committee

The WNC Committee shall have the power to:

- (a) develop and implement WNC Regulations, strategies, policies and procedures for the administration, promotion and development of WNC and Netball played under its auspices;
- (b) develop and implement policies and WNC Regulations to Prudently manage, protect and enhance WNC finances and property;

- (c) 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;
- (d) establish such corporate and other entities to carry on and conduct all or any part of the affairs of WNC;
- (e) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the WNC Committee;
- (f) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (g) enforce the Rules of Netball;
- (h) determine the yearly calendar for tournaments, events and competitions held under the auspices of WNC which do not conflict with the yearly calendars of NS and NNZ;
- (i) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for WNC representative netball teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (j) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles with WNC, (except as otherwise specified in the WNC Constitution or WNC Regulations), and if necessary, terminate such appointments;
- (k) select Netball Teams and squads to represent the WNC;
- (l) subject to this WNC Constitution, fill vacancies of the WNC Committee, any commissions, committees and other groups which are established by it;
- (m) determine the conditions and rules of tournaments, events and competitions, held by or under its auspices;
- (n) appoint and administer the WNC Judiciary Committee;
- (o) discipline Members as specified under Rule 12 and 19;
- (p) develop programmes for playing, coaching, umpiring and officiating Netball, and implement them as agreed by NNZ, and NS together with National and Zone programmes for the Zone;
- (q) resolve and determine any disputes or matters not provided for in this WNC Constitution;

- (r) do all other acts and things which are the Powers and Objects of WNC and which the WNC considers appropriate.

14.8 Meetings of the WNC Committee

- 14.8.1 The WNC Committee shall meet at such places and times, and in such a manner, as it shall determine.
- 14.8.2 The President shall chair WNC Committee meetings, or in his/her absence any other Committee Member determined by the WNC Committee.
- 14.8.3 A Resolution in writing, signed or assented to by facsimile, or other form of visible or electronic communication by all the WNC Committee Members shall be valid and effectual as if it had been passed at a meeting of the WNC Committee. Any such resolution may consist of several documents in like form each signed by one or more Committee Members.
- 14.8.4 A meeting of the WNC Committee may be held where one or more of the Committee Members is not physical 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 Committee Members in accordance with the procedures agreed from time to time by the WNC Committee and such notice specifies that the Committee Members are not required to be present in person at a meeting;
 - (c) if a failure in communications prevent Rule 14.9.4(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 interruption the meeting shall be deemed to have terminated or adjourned.
- 14.8.5 Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting provided a Committee Member is present and if no Committee 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 Committee Member who is absent from a WNC Committee meeting without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Committee Member.

14.9 Voting at WNC Committee Meetings

Each Committee Member shall have one vote at WNC Committee Meetings. All decisions and resolutions of the WNC Committee shall be determined by a vote of a majority of Committee

Members present at a WNC Committee Meeting. Subject to Rule 14.8.3, voting may be verbal, by show of hands, or secret ballot (if requested by any Committee Member).

14.10 Quorum for WNC Committee Meetings

There shall be no less than 55% of Committee Members present at a WNC Committee meeting (including a meeting held under Rule 14.8.4) to constitute a quorum.

14.11 Removal of Committee Member

- 14.11.1 Subject to Rules 14.11.2 and 14.11.3 the Members in a WNC Special General Meeting, called for this purpose, may by resolution remove any Committee Member, before the expiration of their term of office. The vacancy shall be filled in accordance with Rule 14.6.2.
- 14.11.2 Upon President receiving a request for a WNC Special General Meeting as specified in Rule 15.2 for the purposes of removing a Committee Member under Rule 14.11.1, s/he shall send the notice in accordance with Rule 15.9 and to the Committee Member concerned.
- 14.11.3 Following notification under Rule 14.11.2, and before voting on the resolution to remove a Committee Member under Rule 14.11.1, the Committee Member affected by the proposed resolution shall be given the opportunity prior to, and at, the WNC Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule 15.9 about the proposed resolution.

PART IV – WNC GENERAL MEETINGS

15 WNC GENERAL MEETINGS

15.1 WNC Annual General Meetings

- 15.1.1 The annual general meeting of WNC (called the “WNC Annual General Meeting”) shall be held no later than 28th February in each year.
- 15.1.2 All WNC General Meetings other than the WNC Annual General Meeting shall be WNC Special General Meetings and shall be held in accordance with this WNC Constitution.

15.2 WNC Special General Meetings

WNC Special General Meetings may be called at any time by The President or a minimum of three (3) Member Clubs or three (3) Member Schools (but not Life Members), or by the WNC Committee, by written notice to the Committee Secretary.

15.3 Chairperson

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

15.4 Delegates

15.4.1 The delegates for a WNC General Meeting shall be:

- (a) two (2) individuals elected or appointed by each Member Club / Member Schools, (called "Delegates")

15.4.2 The President and the Committee Secretary cannot act as Delegates.

15.4.3 No individual shall act as a Delegate for more the one (1) Member Club or for more than one (1) Member School at the same WNC General Meeting.

15.4.4 The names of the Delegates shall be advised to the Committee Secretary prior to the commencement of each WNC 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.

15.4.6 All Members are entitled to attend and speak at WNC 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 WNC General Meeting

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

- (a) determine major strategic directions of WNC;
- (b) alter this Constitution;
- (c) review WNC performance;
- (d) be the final arbiter on matters referred to it under this WNC Constitutions, and
- (e) elect the President and the Elected Committee Members.

15.6 Notice of AGM

15.6.1 Not less than 14 days written notice shall be given by the Committee Secretary to:

- (a) Officers and Members of the WNC Committee;
- (b) Member Clubs;
- (c) Member Schools;
- (d) Life Members; and

(e) The registered offices of NS,

of:

- (i) the date and place for the WNC 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 WNC Annual General Meeting shall also be placed in a local newspaper and / or bulletin as determined by the WNC Committee 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 fourteen (14) days before the date set for the WNC Annual General Meeting, agenda items (including any proposed alterations to this WNC Constitution) and nominations under Rule 14.3.1 must be received by the Committee Secretary.

15.8 Agenda and Business to be discussed

15.8.1 The business which must be discussed at the WNC Annual General meeting includes:

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

15.8.2 An agenda containing the business to be discussed at the WNC Annual General Meeting shall be forwarded to those Members listed in Rule 15.6.1 by no later than seven (7) days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those persons entitled to vote at the meeting.

15.9 Notice of WNC Special General Meetings

Upon receipt of a request for a WNC 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 Committee Secretary of:

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

15.10 Voting at WNC General Meetings

15.10.1 Each Delegate present at a WNC General Meeting shall be entitled to one (1) vote.

15.10.2 Voting shall be by a majority of those Delegates present except for alterations to this WNC 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 by any Delegate by secret ballot. The Chairperson of the meeting shall have the casting vote. There shall be no proxy votes. The method of voting shall be as specified in the WNC Committee Regulations.

15.11 Postal Votes

Where the WNC Committee considers it appropriate to do so, voting for a WNC 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 WNC Regulations.

15.12 Quorum

At least 40% Delegates must be present at a WNC General Meeting to constitute a quorum.

PART V – FINANCIAL MATTERS

16 FINANCIAL YEAR

16.1 The Financial year of WNC shall end on the 30th day of November in each year, and may be altered from time to time by the WNC Committee.

17 ANNUAL REPORT

17.1 The committee shall prepare an Annual Report for presentation to the WNC Annual General Meeting which contains:

- (a) the annual financial statements as required under the Act, and
 - (b) an annual report of the years activities (The President’s Report);
- (collectively known as the “Annual Report”)

17.2 The annual financial statement in Rule 17.1(a) shall be reviewed by a Chartered Accountant appointed by the WNC Committee.

18 COMMON SEAL

18.1 WNC Committee does not have a common seal.

PART VI – DISCIPLINE OF MEMBERS

19 WNC JUDICIARY COMMITTEE

19.1 Matters which may be Referred to WNC Judiciary Committee

Without limiting the WNC Committee's powers under Rule 12, the following matters may be referred for investigation and determination by the WNC Judiciary Committee in the sole discretion of the WNC Committee:

- (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 WNC Constitution, NS Constitution, the WNC Regulations, the NS Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the NS Board, a WNC General Meeting, the WNC Committee 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 NS and/or WNC and/ or Netball; or
 - (iii) brought NNZ, NS and/or WNC or Netball into disrepute; or

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

19.2 Referral to WNC Judiciary Committee

19.2.1 The Committee may commence investigatory or disciplinary proceedings ("Proceedings") against a defendant by referring the matter to the WNC Judiciary Committee to hear a matter or matters under the WNC Regulations.

19.2.2 The WNC Judiciary Committee shall consist of not less than three (3) persons appointed annually by the WNC Committee. The Committee shall appoint a Chairperson from one of the members appointed to the WNC Judiciary Committee. No Committee Member is eligible to sit on the WNC Judiciary Committee.

19.2.3 Any referral to the WNC Judiciary Committee shall be made and determined in accordance with the WNC Regulations.

19.3 Appeals

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

PART VII – MISCELLANEOUS

20 APPLICATION OF INCOME

20.1 The Income and property of the WNC shall be applied solely towards the promotion of the Objects.

20.2 Except as provided in this WNC Constitution:

- (a) no portion of the income or property of WNC shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Committee Member; or Officer, and,
- (b) no remuneration or benefit in money or money's worth shall be paid or given by WNC to any Member, Committee Member or Officer.

20.3 Nothing in Rule 20.2(a) or (b) shall prevent payment in good faith of, or to any, Member, Committee Member or Officer for:

- (a) any services actually rendered to WNC whether as an employee or otherwise;
- (b) goods supplied to WNC in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member, Committee Member or Officer;
- (d) rent for premises demised or let by any Member, Committee Member or Officer to WNC;
- (e) any out-of-pocket expenses incurred by the Member, Committee Member or Officer on behalf of WNC or any other reason;
- (f) 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 WNC Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a WNC 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 WNC Constitution and shall be included and implied into any constitution replacing this WNC Constitution.

- 21.3 Notice of an intention to alter the WNC Constitution must be given by at least three (3) Members (but not Life Members) or the WNC Committee, to the Committee Secretary no later than ten (10) days prior to a WNC General Meeting.

22 REGULATIONS

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

23 LIQUIDATION

- 23.1 WNC may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those entitled to vote at a WNC General Meeting pass a resolution appointing a liquidator, and
 - (b) such resolution is confirmed in a subsequent WNC Special General Meeting, called for that purpose, and held not later than thirty (30) 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 WNC.
- 23.3 Any surplus assets of the WNC, 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 income and property among its or their members to at least the same or a greater extent as is imposed on WNC under this WNC 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 Rule 23.3 and 23.4 shall be determined by the Members in a WNC 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

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

- (a) in the case of a Committee Member, Officer, or Appointed Personnel performed or made whilst acting on behalf of and with the authority, expressed or implied, of the WNC Committee, and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the WNC.

25 COLOURS

- 25.1 The colours of WNC shall be determined by the WNC Committee from time to time as it sees fit.
- 25.2 Members acknowledge and agree these colours are for the exclusive use of WNC and not for use by Members.

26 DISPUTES AND MATTERS NOT PROVIDED FOR

- 26.1 Subject to Rule 25.2, if any dispute arises out of the interpretation of this WNC Constitution or WNC Regulations, or any matters arises which is not provided for in this WNC Constitution or the WNC Regulations, then such dispute or matter shall be referred in writing to NNZ, whose decision shall be final and binding.
- 26.2 If any case occurs which in the opinion of the NNZ Board is not provided for in this Constitution it will be determined by NNZ in such a manner as it deems expedient.

27 DEFINITIONS

The words and phrases used in this WNC 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 WNC Committee to positions of responsibility within WNC and which are unpaid, and includes selectors and examiners.

“Committee Members” means the Elected Committee Members elected to the WNC Committee, under Rules 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, umpire, or selector.

“Constitution” and “this WNC Constitution” means the constitution of WNC.

“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 or Member School at a WNC General Meeting.

“Elected Committee Member” means a person elected as a Committee Member under Rule 14.3.1.

“Event” means:

- (a) any Netball competition held by, or under the auspices of WNC;
- (b) any other competition, tournament, league, or game sponsored by or conducted on behalf of WNC; and
- (c) any competition, tournament, league or game at which the WNC 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.

“INFA” means the International Federation of Netball Associations or such other name or entity as is determined by INFA, 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 WNC or any event, or any competition or Netball activity or programme of our conducted, promoted or administered by WNC.

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

“ Members” means the members of WNC as described in Rule 5.

“ Members Club” means a member of the WNC as described in Rule 7.1.

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

“Member School” means a member of WNC 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.

“WNC Annual General Meeting” means the WNC General meeting held annually as described in Rule 15.1.

“WNC Committee” means the Committee of directors as defined in Rule 14.2

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

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

“WNC Regulations” means the regulations determined under Rule 22.

“WNC Special General Meeting” means a WNC General Meeting which is not a WNC 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 WNC Committee.

“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 the WNC described under the Rule 3.

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

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

“Officer” means the individuals appointed under Rule 13.1.

“Powers” means the powers of WNC as described in Rule 4.

“President” means the individual elected under Rule 13.3.

“NS” means the incorporated society known as “Netball South Zone” and which is a member of NNZ.

“NS Board” means the Board of NS as defined in the NS Constitution.

“NS Constitution” means the constitution of the NS.

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

“NS Regulations” means the regulations of the NS.

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

“Rule” means as a rule of this WNC Constitution.

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

“Committee Secretary” means the secretary of WNC for the time being elected under Rule 14.2.a, or such other title as is used to describe the equivalent position in WNC.

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

“Zone” means the geographical area described as Netball South Zone defined in the NNZ regulations and zonal has same meaning.