

Auckland Netball Centre Inc

Trading As Auckland Netball

CONSTITUTION

DELEGATE: nm/sus SAINT KENTIGEN

DELEGATE: Lt-blark PANMURE

DELEGATE: J.J. Jankoff LIVENWIRE

Amendments approved at
Annual General Meeting 7 March 2017

TABLE OF CONTENTS

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

CONSTITUTION OF AUCKLAND NETBALL CENTRE INCORPORATED

PART I - OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be "Auckland Netball Centre Incorporated" commonly known as Auckland Netball Centre ("ANC").

2 REGISTERED OFFICE

The registered office of ANC shall be at 7 Allison Ferguson Drive St Johns, Auckland or such other place as determined from time to time by the ANC Board.

3 OBJECTS

The Objects of ANC 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 Northern Zone Incorporated ("Northern Zone") and Netball New Zealand Incorporated ("NNZ") and as such enforce the rules and regulations of the Northern Zone and NNZ;
- (d) enforce the rules and regulations of IFNA;
- (e) encourage participation and achievement in Netball in the Northern Zone and in New Zealand;
- (f) establish, promote and stage Netball competitions and matches 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 ANC to, and on behalf of, the community,
- (h) enforce the Rules of Netball;
- (i) promote the health and safety of all participants in Netball,
- (j) encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (k) maintain and enhance the reputation of ANC, Northern Zone, NNZ, and Netball through the development and promotion of standards and practices which fulfill 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, Northern Zone, ANC 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, Northern Zone, ANC and the Members in pursuit of these Objects;
- (r) at all times to act on behalf of, and in the interests of, the Members and Netball.

4 POWERS

The Powers of ANC 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, mortgages charge, surrender any lease or otherwise dispose of any property of ANC 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 ANC;
- (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 ANC;
- (i) engage, determine the terms and conditions, and terminate the services of personnel and organisations to advise ANC;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of ANC;
- (k) be a member and contribute to the administration and promotion of Northern Zone, NNZ and Netball in New Zealand;
- (l) be a member, affiliate or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of ANC;
- (m) determine who are its members;
- (n) establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (o) enforce the Rules of Netball;
- (p) develop programmes for playing, coaching, and officiating Netball, which are consistent with those of the Zone and NNZ;
- (q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events, including determining the rules for such matches, fixtures, competitions, tournaments and events, which do not conflict with those of the the Zone and NNZ;
- (r) to award, grant or otherwise honour achievement and services to ANC and to Netball generally;
- (s) select Netball teams and squads to represent the ANC;
- (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 ANC and for that purpose, to utilise any of the assets of or held on behalf of ANC;

- (u) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that ANC may consider desirable for the promotion of its Objects and which are consistent with those developed and implemented by the Zone and NNZ;
- (v) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of Northern Zone and NNZ;
- (w) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of ANC, or with which ANC is authorised to amalgamate or generally for any purpose designed to benefit ANC;
- (x) do any other acts or things which further the Objects of ANC, provided that the above powers shall not limit the rights and powers of ANC as an incorporated society under the Act.

PART II - MEMBERSHIP

5 CATEGORIES OF MEMBERS

- 5.1 The categories of membership of ANC, (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 ANC (under Rule 8) for outstanding contribution or service to Netball or ANC.
 - (e) Other categories: being any other category or categories of membership of ANC determined by the ANC 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 ANC, or
 - (d) a Club Official, or
 - (e) a School Official, or 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 ANC, 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 ANC, a Member Club or a Member School, and paying the Membership Fee and/or any other fees due to ANC and/or that Member Club and/or that Member School; or
 - (b) the individual's election or appointment as an Officer, Appointed Personnel, a Club Official or School Official.

7 MEMBER CLUBS AND MEMBER SCHOOLS

- 7.1 A Member Club is a group of individuals collectively calling themselves a club, and whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise).
- 7.2 A Member School is a school which administers, promotes and develops Netball.
- 7.3 A club or school may become a Member Club or Member School respectively, by making written application to the ANC Board together with payment of the Membership Fee and/or any other fees due to ANC. The ANC Board shall in its discretion decide whether a club or school may become a Member Club or Member School of ANC.

8 LIFE MEMBERS

- 8.1 A person shall become a Life Member of ANC by nomination, recommendation and then vote by two-thirds majority of those entitled to vote at an ANC General Meeting. Such process shall be carried out in accordance with the ANC 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 an ANC General Meeting unless s/he is a Delegate.

9 MEMBERSHIP FEES

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

10 MEMBERS RIGHTS AND OBLIGATIONS

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

11 REGISTER OF MEMBERS

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

12 TERMINATION OF MEMBERSHIP

- 12.1 An Individual Member may withdraw her/his membership of ANC by giving notice in writing, to the ANC Board. Upon payment of any debts or outstanding fees to ANC, that Member's membership of ANC will automatically cease.
- 12.2 An Individual Member who withdraws her/his membership of ANC or has her/his membership terminated by ANC, shall be deemed to have also withdrawn or terminated her/his membership of NNZ and Northern Zone.
- 12.3 A Member shall have its membership of ANC terminated if any fees (including Membership Fees) or other payments to ANC, Northern Zone or NNZ are due and outstanding and remain unpaid. Before such termination can occur, ANC, Northern Zone or NNZ (as the case may be) must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand, and such payment is not made.
- 12.4 In addition to Rules 12.2 and 12.3, a Member may have their membership of ANC, Northern Zone and NNZ terminated if:
- (a) the ANC Judiciary Committee decides to do so under Rule 19;
 - (b) the NNZ Board decides to do so under the NNZ Constitution; or
 - (c) the Northern Zone Board decides to do so under the Northern Zone Constitution; or
 - (d) the ANC Board, or any sub-committee of ANC Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable ANC Board decision, the NNZ Constitution, Northern Zone Constitution, this ANC Constitution, NNZ Regulations, Northern Zone Regulations, ANC Regulations or any policies or reasonable directions of the NNZ Board, Northern Zone Board or ANC 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 Northern Zone Board and/or the ANC Board (as the case may be) of the proposed resolution, and

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

PART III - OFFICERS AND BOARD

13 OFFICERS

- 13.1 The Officers of ANC shall be:
 - (a) the Patron,
 - (b) Vice-Patrons; and
 - (c) The President
- 13.2 The Patron and Vice-Patrons shall be invited by the ANC Board to be Patron and Vice-Patrons respectively. The number of Vice-Patrons shall be determined by the ANC Board from time to time. They shall be entitled to attend and speak at ANC General Meetings but shall have no right to vote.
- 13.3 The President shall be elected every two years at an ANC Annual General Meeting, S/he shall hold office for two (2) years. The President may be re-elected for one (1) subsequent and consecutive term of office only.
- 13.4 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule 14.3.2.
- 13.5 Any vacancy in the President position shall be filled by the ANC Board until the next ANC Annual General Meeting at which time a new President shall be elected under Rule 14.3.2.
- 13.6 The President may attend and speak at ANC Board and ANC General Meetings but shall have no right to vote unless s/he is the Chairperson at an ANC General Meeting in which case s/he is entitled to the casting vote in accordance with 15.10.3.

14 ANC BOARD

14.1 Role of the ANC Board

The ANC Board is responsible for determining strategies, policies and financial arrangements of, and for, ANC.

14.2 Membership of the ANC Board

The ANC Board shall consist of:

- (a) Three (3) persons elected by the ANC Annual General Meeting, under Rule 14.3.1 (together called "Elected Board Members"), and
- (b) Four (4) persons appointed by the ANC Board Appointment Panel, under Rule 14.3.7 ("Appointed Board Members"), collectively called "Board Members".

14.3 Election/Appointment of the ANC Board

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

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

14.3.3 The Appointed Board Members shall be appointed by the ANC Board Appointment Panel, under Rule 14.3.7.

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

14.3.5 Subject to Rule 14.11, applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of ANC by no later than fifteen (15) days before the ANC Annual General Meeting or fifteen (15) days before the ANC 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 14.11). In addition the ANC Board Appointment Panel may advertise publicly or invite applications for Appointed Board Members.

14.3.6 An applicant for an Appointed Board Member may also be a nominee for an Elected Board Member, provided that if such nominee is elected as an Elected Board Member at the ANC Annual General Meeting, s/his application as an Appointed Board Member shall automatically be withdrawn. The CEO shall forward all applications for Appointed Board Members (together with all nominations for Elected Board Members) to the ANC Board Appointment Panel.

14.3.7 Subject to Rule 14.11, following assessment, and if necessary considering further information obtained from the applicants, the ANC Board Appointment Panel shall determine, within fourteen (14) days after the ANC 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 ANC General Meeting in which that resolution was passed.

14.3.8 Following the election and appointment of Board Members under Rules 14.3.1 and 14.3.7, the ANC Board Members shall, within one (1) month of the end of the ANC Annual General Meeting, appoint a Chairperson of the ANC Board from within their number.

14.3.9 No person who is employed by ANC may be a Board Member (but this shall not disqualify a person who from time to time has a contract for services with ANC).

14.4 Term of Office of Board Members

14.4.1 The term of office for all Board Members shall be three (3) years, expiring at the conclusion of the relevant ANC Annual General Meeting. Any Board Member may be re-elected (under Rule 14.3.1) or re-appointed (under Rule 14.3.7) to the ANC Board for a maximum of two (2) subsequent and consecutive terms of office.

14.4.2 The Board shall determine the schedule of rotation of the Board Members and shall advise the Chief Executive Officer (who will in turn shall advise the Members) of the vacancies arising in Board Member positions at the ANC Annual General Meeting.

14.5 Rights of Board Members

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

14.6 Vacancies on the ANC Board

14.6.1 Subject to Rule 14.6.2, any vacancy in the ANC Board, which occurs during any Board Member's term of office, may be filled by the ANC Board.

14.6.2 Where the vacancy in Rule 14.6.1 is an Elected Board Member, the term of office for the ANC Board Member appointed to fill such vacancy shall expire at the conclusion of the next ANC 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 ANC Board

The ANC Board shall have the power to:

- (a) develop and implement ANC Regulations, strategies, policies and procedures for the administration, promotion and development of ANC and Netball played under its auspices;
- (b) develop and implement policies and ANC Regulations to prudently manage, protect and enhance ANC's finances and property;
- (c) appoint the Chief Executive Officer, determine the terms and conditions of appointment, and, if necessary, terminate such appointment;
- (d) establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities and to receive and deal with reports and recommendations from such commissions, committees and groups-

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

14.8 Meetings of the ANC Board

- 14.8.1 The ANC Board shall meet at such places and times, and in such manner, as it shall determine.
- 14.8.2 The Chairperson shall chair ANC Board meetings, or in his/her absence any other Board Member determined by the ANC Board.
- 14.8.3 A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the ANC Board Members shall be as valid and effectual as if it had been passed at a meeting of ANC Board. Any such resolution may consist of several documents in like form each signed by one or more Board Members.
- 14.8.4 A meeting of the ANC Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the ANC Board and such notice specifies that Board Members are not required to be present in person at the meeting;
- (c) if a failure in communications prevents Rule 14.9.4(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 the interruption the meeting shall be deemed to have terminated or adjourned.

14.8.5 Any meeting, held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting, provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

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

14.9 Voting at ANC Board Meetings

Each Board Member shall have one vote at ANC Board Meetings. All decisions and resolutions of the ANC Board shall be determined by a vote of a majority of Board Members present at an ANC Board Meeting. Subject to Rule 14.8.3, voting, may be verbal, by show of hands, or secret ballot (if requested by any Board Member).

14.10 Quorum for ANC Board Meetings

There shall be no less than five (5) Board Members present at a ANC Board meeting (including a meeting held under Rule 14.8.4) to constitute a quorum.

14.11 Removal of Board Member

14.11.1 Subject to Rules 14.11.2 and 14.11.3 the Members in a ANC Special General Meeting, called for this purpose, may by resolution remove any Board Member, before the expiration of their term of office. Where that removed Board Member was an Appointed Board Member, the ANC General Meeting shall request the ANC Board Appointment Panel (under Rule 14.3.4) to appoint another person in their place and to hold office until the expiration of the term of the ANC Board Member which s/he is replacing. Where that removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 14.6.2.

14.11.2 Upon the Chief Executive Officer receiving a request for a ANC Special General Meeting as specified in Rule 15.2 for the purposes of removing a Board Member under Rule 14.11.1, s/he shall send the notice in accordance with Rule 15.9 and to the Board Member concerned.

14.11.3 Following notification under Rule 14.11.2, and before voting, on the resolution to remove a Board Member under Rule 14.11.1, the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the ANC Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule 15.9 about the proposed resolution.

PART IV - ANC GENERAL MEETINGS

15 ANC GENERAL MEETINGS

15.1 ANC Annual General Meetings

15.1.1 The annual general meeting of ANC (called the "ANC Annual General Meeting") shall be held before 31 March in each year.

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

15.2 ANC Special General Meetings

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

15.3 Chairperson

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

15.4 Delegates

15.4.1 The delegates for an ANC General Meeting, shall be:

- (a) one (1) individual elected or appointed by each Member Club,
- (b) one (1) individual appointed by each Member School, and
- (c) one (1) Board Member appointed by the ANC Board, (called "Delegates")

15.4.2 The President and the Chief Executive 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 ANC General Meeting but all Delegates must be individual members as described in Rule 6.

15.4.4 Subject to Rule 15.11 each Delegate shall represent and vote on behalf of their Member Club, s/his Member School or the Board, as the case may be.

15.4.5 All Members are entitled to attend and speak at ANC General Meetings, but voting at ANC General Meetings shall be in accordance with Rules 15.10 and 15.4.1 of this Constitution.

15.5 Powers of ANC General Meeting

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

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

15.6 Notice of AGM

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

- (a) Officers and Appointed Personnel of ANC;
- (b) Member Clubs;
- (c) Member Schools;
- (d) Life Members; and
- (e) The registered offices of NNZ and Northern Zone,

of:

- (i) the date and place for the ANC 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 twenty (20) days before the date set for the ANC Annual General Meeting, agenda items (including any proposed alterations to this ANC Constitution) and nominations under Rule 14.3.1 must be received by the Chief Executive Officer.

15.8 Agenda and Business to be discussed

15.8.1 The business which must be discussed at the ANC Annual General Meeting includes:

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

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

15.9 Notice of ANC Special General Meetings

Upon receipt of a request for a ANC 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 Chief Executive Officer of:

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

15.10 Voting at ANC General Meetings

15.10.1 Each Delegate present at an ANC 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 ANC Constitution (under Rule 21) and the appointment of a liquidator, (under Rule 23) which shall be by two-thirds of the majority of those entitled to vote.

15.10.3 Voting may be by a show of hands, or if requested any Delegate by secret ballot. The Chairperson of the Meeting may, in his or her discretion, have a casting vote. There shall be no proxy votes. The method of voting shall be as specified in the ANC Regulations.

15.11 Postal Votes

Where the ANC Board considers it appropriate to do so, voting, for an ANC 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. Only delegates appointed under Rule 15.4.1 of this Constitution shall be entitled to vote. The procedure for postal voting shall be as specified in the ANC Regulations.

15.12 Quorum

At least 20 Delegates must be present at a ANC General Meeting to constitute a quorum or if a postal vote is conducted under Clause 15.11 at least 20 valid votes must be received by the Board to constitute a quorum in respect of any such postal vote.

PART V - FINANCIAL MATTERS

16 FINANCIAL YEAR

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

17 ANNUAL REPORT

17.1 The Board shall prepare an Annual Report for presentation to the ANC 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 reviewed by a Reviewer appointed by the ANC Board. The Reviewer shall be a person who in the opinion of the Board is a suitably qualified person.

18 COMMON SEAL

18.1 ANC shall have a common seal.

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

PART VI - DISCIPLINE OF MEMBERS

19 ANC JUDICIARY COMMITTEE

19.1 Matters which may be referred to ANC Judiciary Committee

Without limiting, the ANC Board's powers under Rule 12, the following matters may be referred for investigation and determination by the ANC Judiciary Committee in the sole discretion of the ANC Board 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 ANC Constitution, Northern Zone Constitution, NNZ Constitution, the ANC Regulations, the Northern Zone Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the Northern Zone Board, a ANC General Meeting, the ANC Board or any committee, or under any rules of an Event; or
- (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects of NNZ, the objects of Northern Zone and/or ANC and/or Netball; or
- (iii) brought NNZ, Northern Zone and/or ANC or Netball into disrepute; or
and any such Member ("Defendant") will be subject to the jurisdiction, procedures, penalties and appeal mechanisms of ANC set out in the ANC Regulations.

19.2 Referral to ANC Judiciary Committee

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

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

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

19.3 Appeals

19.3.1 Subject to Rule 12.6, a Defendant or any other party to the Proceedings, may within fourteen (14) days of receiving the decision of the ANC Judiciary Committee, appeal that decision to the ANC Board. Any determination of the ANC Board may be appealed to the Northern Zone Judiciary Committee, in accordance with the Northern Zone Constitution and Northern Zone Regulations.

PART VII - MISCELLANEOUS

20 APPLICATION OF INCOME

20.1 The income and property of ANC shall be applied solely towards the promotion of the Objects.

20.2 Except as provided in this ANC Constitution:

- (a) no portion of the income or property of ANC 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 ANC 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 ANC whether as an employee or otherwise;
- (b) goods supplied to ANC 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 ANC;
- (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of ANC or any other reason;

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

21 ALTERATION TO THIS CONSTITUTION

- 21.1 Subject to Rule 21.2, this ANC Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a ANC General Meeting.
- 21.2 Notice of an intention to alter this ANC Constitution must be given by at least three (3) Members (but not Life Members) or the ANC Board, to the Chief Executive Officer no later than twenty (20) days prior to a ANC General Meeting.

22 REGULATIONS

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

23 LIQUIDATION

- 23.1 ANC may voluntarily be put into liquidation if:
 - (a) a two-thirds majority vote of those entitled to vote at a ANC General Meeting pass a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent ANC 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 ANC.

- 23.3 Any surplus assets of ANC, 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 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 ANC under this ANC Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.
- 23.5 The body or bodies in Rules 23.3 and 23.4 shall be determined by the Members in a ANC 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

ANC 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 willful misconduct:

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

25 DISPUTES AND MATTERS NOT PROVIDED FOR

- 25.1 Subject to Rule 25.2, if any dispute arises out of the interpretation of this ANC Constitution or the ANC Regulations, or any matter arises which is not provided for in this ANC Constitution or the ANC Regulations, then such dispute or matter shall be referred in writing to the ANC Board, whose decision shall be final and binding.
- 25.2 If the dispute or matter in Rule 25.1 is between the ANC Board and a Member, or between any one (l) or more Board Members, ("the parties") the dispute or matter shall be resolved by the following process:
- (a) by the parties acting in good faith to seek an agreement; or failing such agreement;
 - (b) by a party or the parties appointing an independent person to mediate between them; or failing agreement at such mediation;
 - (c) by arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the ANC Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the Auckland District Law Society or its successor. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

26 DEFINITIONS

The words and phrases used in this ANC 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 Board Member" means a person appointed as a Board Member under Rule 14.3.7 or Rule 14.4.3.

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

"Board Members" means the Elected Board Members and the Appointed Board Members elected and appointed to the ANC Board, respectively under Rules 14.3.1 and 14.3.7.

"Chief Executive Officer" means the Chief Executive Officer of ANC or such other title as is used to described to equivalent position in ANC.

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

"Constitution" and "this ANC Constitution" means the constitution of ANC.

"Defendant" means the Member against whom an allegation is made or an appeal is brought under Rule 19. 1.

"Delegate" means a person elected or appointed under Rule 15.4 to represent a Member Club, Member School or the ANC Board at a ANC General Meeting

"Elected Board Member" means a person elected as a Board Member under Rule 14.3 1.

"Event" means:

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

"ANC Annual General Meeting" means the ANC General Meeting held annually as described, in Rule 15. 1.

"ANC Board" means the board of directors as defined in Rule 14.2.

"ANC Board Appointment Panel" means the panel of persons established under Rule 14.3.4 to determine the Appointed Board Members.

"ANC General Meeting" means the ANC Annual General Meeting or a ANC Special General Meeting, of ANC held under Rule 15.1 or 15.2 respectively.

"ANC Judiciary Committee" means a committee of the ANC Board as set out in Rule 19.

"ANC Regulations" means the regulations determined under Rule 22.

"ANC Special General Meeting" means an ANC General Meeting which is not an ANC Annual General Meeting, as described in Rule 15.2.

"Individual Member" means those individuals described in Rule 6.

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

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

"Life Members" means those individuals described in Rule 8.

"Members" means the members of ANC as described in Rule 5.

"Member Club" means a member club described in Rule 7.1.

"Membership Fee" means the fee or fees or levies payable to ANC under Rule 10.

"Member School" means a member school described in Rule 7.2.

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

"Netball" 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 ANC Board.

"Northern Zone" means the incorporated society known as "Netball Northern Zone Incorporated" and which is a member of NNZ.

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

"Northern Zone Constitution" means the constitution of the Northern Zone.

"Northern Zone Judiciary Committee" means the judiciary committee as defined in the Northern Zone Constitution.

"Northern Zone Regulations" means the regulations of the Northern Zone.

"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 ANC described under Rule 3.

"Objects of NNZ" means the objects of NNZ as described in the NNZ Constitution.

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

"Officer" means the individuals appointed under Rule 13.1.

"Patron" means the individual appointed under Rule 13.2.

"Powers" means the powers of ANC described under Rule 4.

"President" means the individual elected under Rule 13.3.

"Register" means the register of Members specified in Rule 1.1.

"Rule" means a rule of this ANC Constitution.

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

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

"Zone" means the geographical area described as Northern Zone defined in the NNZ Regulations and "Zonal" has the same meaning.