



# WAIATA-EPSOM TENNIS CLUB INCORPORATED

## CONSTITUTION

(These rules rescind all previous rules)

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## 1. NAME

The name of the club is Waiata-Epsom Tennis Club Incorporated (in this Constitution referred to as the "Club").

## 2. DEFINITIONS

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meaning:

**'Act'** means the Incorporate Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**'Annual General Meeting'** means a meeting of the Members of the Club held once per year which, among other things, will receive and consider reports on the Club's activities and finances.

**'Chairperson'** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Club

**'Committee'** means the Club's governing body.

**'Constitution'** means the rules in this document.

**'Deputy Chairperson'** means the Officer elected or appointed to deputise in the absence of the Chairperson.

**'Financial Member'** means a member who has paid all required fees or dues by the due date, thereby maintaining their membership and associated rights and privileges.

**'General Meeting'** means either an Annual General Meeting or a Special General Meeting of the Members of the Club.

**'Interested Member'** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

**'Interests Register'** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

**'Matter'** means:

- a) The Club's performance of its activities or exercise of its powers; or
- b) An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered, by the Club.

**'Member'** means a person who has consented to become a Member of the Club and has been properly admitted to the Club who has not ceased to be a Member of the Club.

**'Notice'** to Members includes any notice given by email, post, or courier.

**'Officer'** means a natural person who is:

- a) A member of the Committee that allows them to exercise significant influence over the management of the club.

**'Register of Members'** means the register of Members kept under this Constitution as required by section 79 of the Act.

**'Secretary'** means the Club Manager responsible for the matters specifically noted in this Constitution.

**'Society'** or **'Incorporated Society'** is a non-profit legal entity formed by a group of individuals with a common purpose or vision.

**'Special General Meeting'** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

**'Working Days'** as defined by the Legislation Act 2019. Examples of Days that are not Working Days include, but not limited to: Saturday, Sunday, Waitangi Day, Good Friday, ANZAC Day, Labour Day.



### **3. INTERPRETATION**

3.1.1 A decision of the Committee on the construction or interpretation of this Constitution or any by-laws, policies, rules of the Club made pursuant to this Constitution or any matters arising therefrom, shall be conclusive and binding on all members, subject to such construction or interpretation being varied or revised by the members at general meeting.

### **4. PURPOSE**

4.1.1 The purpose of the Club will be to:

- (i) Promote, develop and manage the sport of tennis.
- (ii) Foster sport and recreation generally.
- (iii) Provide and maintain courts, grounds, and playing areas, the clubhouse, other buildings and other amenities and facilities.
- (iv) Take such steps, from time to time, for the purpose of procuring funds, sponsorships, annual subscriptions and support for the Club.
- (v) Do all such other lawful things as are relevant or conducive to the attainment of those aims.

4.1.2 The Club must not operate for the purpose of, or with the effect of:

- (i) Distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its members (whether in money or in kind.)
- (ii) Having capital that is dividend into shares or stock held by its members.
- (iii) Holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Club or otherwise)

### **5. ACT AND REGULATIONS**

5.1.1 Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

### **6. RESTRICTIONS ON CLUB POWERS**

6.1.1 The Club must not be carried on for the financial gain of any of its members.

6.1.2 The Club's capacity, rights, powers, and privileges are subject to the following restrictions (if any)

- (i) The Club does not have the power to borrow money.

### **7. REGISTERED OFFICE**

7.1.1 The registered office of the Club shall be at such place in New Zealand as the Committee from time to time determines.

7.1.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- (i) At least 5 working days before the change of address for the registered office is due to take effect.
- (ii) In a form and as required by the Act.



## 8. CONTACT PERSON

- 8.1.1 The Club shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 8.1.2 The Club's contact person must be:
  - (i) At Least 18 years of age.
  - (ii) Ordinary resident in New Zealand.
- 8.1.3 A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
- 8.1.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
  - (i) Physical address or an electronic address and Telephone number.
- 8.3.1 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Club becoming aware of the change.

## 9. SUBSCRIPTIONS AND FEES

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting.

- 9.1.1 Except for those under clauses 10.3.1 (viii) (xi), every member shall pay a subscription.
- 9.1.2 The annual subscription will be payable for the period from 1 September in one year to 31 August of the following year ("the subscription year"). Any other subscription will be payable for such part of the subscription year may determine.
- 9.1.3 Subscriptions shall be payable within 30 calendar day(s) from the start of "the subscription year". Any member failing to pay the annual subscription shall be considered as nonfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Club activity or to access or use the Club's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 2 calendar months of the start of "the subscription year", any other fees, or levy the Committee may terminate the membership of the member without being required to give prior notice.
- 9.1.4 The amount of the subscription shall be fixed by the committee within 10 days after the Annual General Meeting and in any event not less than 10 days before the Subscription is payable.
- 9.1.5 The committee shall fix the amount of the annual subscription for each class of member, having regard to the privileges to which that member will be entitled.
- 9.1.6 The committee may levy all members or members of a specified class for any special purpose, having regard to the privileges to which those members are entitled and the purpose of the levy.
- 9.2.1 The committee may remit all or any part of the subscription of a member who:
  - (i) Provides services, goods or other supplies or carries out duties which are of appropriate benefit to the Club.
  - (ii) Suffers hardship which warrants that remission.
  - (iii) Shows other good reason to be the committee's satisfaction.



## 10. MEMBERS

### Minimum number of members

10.1.1 The Club shall maintain the minimum number of Members required by the Act.

### Types of members

10.3.1 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- (i) Senior – Members who play more than once a week, on weekends and/or playing Senior weekend Interclub who's ages do not fall under clauses 10.3.1 (iv) (v) (vi).
- (ii) Midweek – Members who are only entitled to play on any weekday including midweek Interclub.
- (iii) Veteran – Members who are 60 years or over on the 1<sup>st</sup> of September of the subscription year.
- (iv) Intermediate – Members who are aged 18 years or under on September 1<sup>st</sup> of the subscription year.
- (v) Junior – Members who are aged 11 years or under on September 1<sup>st</sup> of the subscription year.
- (vi) Tiny Tennis – Members who are aged 8 years or under on September 1<sup>st</sup> of the subscription year.
- (vii) Family – A membership that consists of 2 Adult (Parent or Caregiver) memberships (defined in clauses 10.3.1 (i) (ii) (iii) and up to 3 Child memberships (defined in clauses 10.3.1 (iv) (v) (vi).
- (viii) Student – Members who, at 1<sup>st</sup> of September of the subscription year, are in engaged in full-time Tertiary Education.
- (ix) Card Holder – Members who will be entitled to play tennis once per week, on a weekday other than when the courts are required for official club or interclub play. They are not members of the club and are not entitled to benefit from members' rights and privileges.
- (x) Social – Members who are not entitled to play tennis but otherwise will be entitled to the benefit of the Club's activities.
- (xi) Life Member – A Life Member is a person honoured for highly valued services to the Club. Elected as a Life Member by resolution of a General Meeting passed by a simple majority of those present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.

10.5.1 Senior, Veteran and life members will be entitled to play tennis at all times.

10.5.2 Other Members will be entitled to play tennis on the day and at the times determined by the committee.

10.5.3 Notwithstanding the above provisions, members will not be entitled to use courts which are required for Interclub play, club events or a particular purpose the committee determines is in the interests of the club.

10.5.4 A member of the club shall be entitled to such privileges as the committee may from time to time determine to be appropriate for their class of membership. The committee will have regard to but will not be bound by the wording in clause 9 relating to the members' class of membership.

### Becoming a member: Consent

10.6.1 Every applicant for membership must consent in writing to becoming a member.



## Becoming a member: Process

- 10.7.1 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a member on acceptance of that application by the Committee.
- 10.7.2 The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.
- 10.7.3 The signed written consent of every Member to become a Club Member shall be retained in the Club's membership records.
- 10.7.4 A member may at any time by giving notice in writing resign his or her membership of the Club but will continue to be liable for any subscriptions, fees, levies or other monies due and unpaid at the time of resignation.

## Members' obligations and rights

- 10.8.1 Every Member shall provide the Club in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Club in writing of any changes to those details.
  - (i) All Members shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
  - (ii) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Club's premises, facilities, equipment and other property, and participating in Club activities) if all subscriptions and any other fees have been paid to the Club by their respective due dates, but no Member or Life Member is liable for an obligation of the Club by reason only of being a Member.

## Ceasing to be a member

- 10.9.1 A Member ceases to be a member:
  - (i) By resignation from that Member's class of membership by written notice signed by that Member to the Committee.
  - (ii) On termination of a member's membership following a dispute resolution process under this Constitution.
  - (iii) On death.
- 10.9.2 By resolution of the Committee where:
  - (i) The Member has failed to pay a subscription, levy or other amount due to the Club within 1 month of the due date for payment.
  - (ii) In the opinion of the Committee the Member has brought the Club into disrepute.
  - (iii) The member has breached any rules of the Club.
- 10.9.3 With effect from (as applicable):
  - (i) The date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation)
  - (ii) The date of termination of the Member's membership under this Constitution.
  - (iii) The date of death of the Member.
  - (iv) The date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.



## **Obligations once membership has ceased**

10.10.1 A Member who has ceased to be a Member under this Constitution:

- (i) Remains liable to pay all subscriptions and other fees to the Club's next balance date.
- (ii) Shall cease to hold himself or herself out as a Member of the Club.
- (iii) Shall return to the Club all material provided to Members by the Club (including any membership certificate, badges, handbooks and manuals).
- (iv) Shall cease to be entitled to any of the rights of a Club Member.

## **Becoming a member again**

10.11.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.

10.11.2 If a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by resolution passed at a General Meeting on the recommendation of the Committee.

## **11. GENERAL MEETINGS**

### Procedures for all General Meetings

11.1.1 The Committee shall give all Members at least 14 days written Notice of any General Meeting and of the business to be conducted at that General Meeting.

11.1.2 That Notice will be addressed to the Member at the contact address notified to the Club and recorded in the Club's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

11.1.3 Only financial Members may attend, speak and vote at General Meetings either:

- (i) In person.
- (ii) By a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee 3 days before the commencement of the General Meeting. No other proxy voting shall be permitted.

11.1.4 No General Meeting may be held unless at least 6 eligible financial Members attend throughout the meeting, and this will constitute a quorum.

11.1.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Club, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

11.1.6 Any decisions made when a quorum is not present are not valid.

11.1.7 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present, by secret ballot.

11.1.8 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

11.1.9 The Club may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the eligible financial Members voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).



- 11.3.1 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 11.3.2 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the meeting to chair that meeting.
- 11.3.3 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 11.3.4 The Committee may propose motions for the Club to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- 11.3.5 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the President or Committee at least 14 Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the President or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

### Minutes

- 11.4.1 The Club must keep minutes of all General Meetings.

### Annual General Meetings:

- 11.5.1 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the meeting to chair that meeting.
- 11.5.2 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- 11.5.3 The Annual General Meeting must be held no later than the earlier of the following:
  - (i) 6 months after the balance of the Club
  - (ii) 15 months after the previous annual meeting
- 11.5.4 Any Committee Members term ending at the Annual General Meeting expires once the meeting is closed.

### Annual General Meetings: Procedure

- 11.6.1 The business of an Annual General Meeting shall be to:
  - (i) Confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting.
  - (ii) Adopt the Annual report on the operations and affairs of the Club.
  - (iii) Adopt the Committee's report on the finances of the Club and the annual financial statements.
  - (iv) Elect officers and members of the Committee in place of those retiring.
  - (v) Set any Subscriptions of the current financial year.
  - (vi) Consider any motions of which prior notice has been given to Members with notice of the Meeting.
  - (vii) Consider any general business.
- 11.6.2 The Committee must, at each Annual General Meeting, present the following information:
  - (i) An annual report on the operation and affairs of the Club during the most recently completed accounting period.
  - (ii) Notice of any disclosures of conflicts of interest made by officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

### Special General Meetings

- 11.8.1 Special General Meetings may be called at any time by the Committee by resolution.



- 11.8.2 The Committee must call a Special General Meeting if it receives a request by at least 10 of financial Members. This request must give full details of the business to be considered at the Special General Meeting.
- 11.8.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 11.8.4 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

## **12. COMMITTEE**

### **Committee composition**

- 12.1.1 All officers on the Committee must be financial members of the Club.
- 12.1.2 The officers of the Club shall consist of a President, Secretary and Treasurer and include at least four Senior members.
- 12.1.3 The officers of the Club, the committee, shall be elected at the Annual General Meeting or otherwise as soon as possible after the Annual General Meeting.

### **Functions of the committee**

- 12.3.1 From the end of each Annual General Meeting until the end of the next, the Club shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

### **Powers of the committee**

- 12.4.1 The Committee has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Club, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

## **13. COMMITTEE MEETINGS**

### **Procedure**

- 13.1.1 The quorum for Committee meetings is at least half the number of members of the Committee.
- 13.1.2 A meeting of the Committee may be held either:
  - (i) By a number of the members of the Committee who constitute a quorum, being assembled at the place, date and time appointed for the meeting.
  - (ii) By means of audio, or audio and visual communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
  - (iii) A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution.
  - (iv) The Chairperson shall default to the President of the Committee.
  - (v) The President in their sole discretion can nominate a member of the committee to take the role of Chairperson for a specified length of time agreed by both parties.
  - (vi) Any person chairing a Committee Meeting has a deliberative and, in the event of a tied vote, a casting vote. All other officers of the Committee shall have one vote.
  - (vii) If at a meeting of the Committee, the chairperson is not present, the members of the Committee present may choose one of their number to be chairperson of the meeting.
  - (viii) Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.



## **Frequency**

- 13.3.1 At the request of the Chairperson, the Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson.
- 13.3.2 The Secretary or other Committee member (nominated by the Committee) shall give all Committee members no less than 7 Days' notice of Committee meetings.
- 13.3.3 In cases of urgency or emergency, a shorter period of notice shall suffice. What constitutes as a urgent matter or an emergency shall be at the sole discretion of the Chairperson.
- 13.3.4 The Secretary or other Committee member (nominated by the Committee) shall give notice in writing or verbally, stating the time and place of the meeting to the Committee.
- 13.3.5 The Secretary or other Committee member (nominated by the Committee) must call for the Committee meeting within 3 days of the receipt of a written request signed by at least 5 members of the Committee.

## **14. OFFICERS**

### **Qualifications of officers**

- 14.1.1 Every Officer must be a natural person who:
  - (i) Has consented in writing to be an officer of the Club and is a current financial member.
  - (ii) Must certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
  - (iii) Any officer who is found to be disqualified after being elected to the committee will be removed from office immediately.
- 14.1.2 Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Club, namely:
  - (i) A person who is under 16 years of age.
  - (ii) A person who is undischarged bankrupt.
- 14.1.3 A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.
- 14.1.4 A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005.
- 14.1.5 A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  - (i) An offence under subpart 6 of Part 4 of the Act.
  - (ii) A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - (iii) An offence under section 143B of the Tax Administration Act
  - (iv) An offence, in a country other than New Zealand, that is substantially similar to an offence specified in in subclauses (i) to (iii) of clause 14.1.6
  - (v) A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- 14.1.6 A person subject to:
  - (i) A banning order under subpart 7 of Part 4 of the Act.
  - (ii) An order under section 108 of the Credit Contracts and Consumer Finance Act 2003.
  - (iii) A forfeiture order under the Criminal Proceeds (Recovery) Act 2009.
  - (iv) A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.



14.1.7 A person who is subject to an order that is substantially similar to an order referred to in clause 14.1.6 under a law of a country, state or territory outside New Zealand that is a country, State or territory prescribed by the regulations (if any) of the Act.

### Officers' duties

14.3.1 At all times each Officer:

- (i) Shall act in good faith and in what he or she believes to best interests of the Club.
- (ii) Must exercise all powers for a proper purpose.
- (iii) Must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution.

14.3.2 When exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account but without limitation:

- (i) The nature of the club.
- (ii) The nature of the decision.
- (iii) The position of the Officer and the nature of the responsibilities undertaken by him or her.

14.5.1 Must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors.

14.5.2 Must not agree to the Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

### Election or appointment of officers

14.6.1 The election of Officers shall be conducted as follows:

- (i) Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in Clause 14.1.1 to 14.1.9 above). Any such appointment must be ratified at the next Annual General Meeting.
- (ii) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in Clause 14.1.1 to 14.1.9 above) shall be received by the Club at least 14 Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- (iii) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- (iv) Two Members (who are not nominees) or non-members appointed by the Chairperson shall act as scrutineers for the counting of votes and destruction of any voting papers.
- (v) The failure for any reason of any financial Member to receive such notice of the General Meeting shall not invalidate the election.
- (vi) In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Club. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in clauses 14.1.1 to 14.1.9 above).



## Term

14.7.1 The term of office for all Officers elected to the Committee shall be 3 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

## Removal of officers

14.8.1 An Officer shall be removed as an Officer by resolution of the Committee or the Club where in the opinion of the Committee or the Club:

- (i) The Officer elected to the Committee has been absent from 3 committee meetings without leave of absence from the Committee.
- (ii) The Officer has brought the Club into disrepute.
- (iii) The Officer has failed to disclose a conflict of interest.
- (iv) The Committee passes a vote of no confidence in the Officer, with effect from (as applicable) the date specified in a resolution of the Committee or Club.

14.8.2 The removal of an Officer via resolution shall be at a Special General Meeting.

## Ceasing to hold office

14.8.3 An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die or otherwise vacate office in accordance with section 50(1) of the Act

14.8.4 Each Officer shall within 5 Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Club held by such former Officer.

## 15. CONFLICTS OF INTEREST

15.1.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (i) To the Committee and or sub-committee.
- (ii) In an interests Register kept by the Committee.

15.1.2 Disclosure must be made as soon as practicable after the Officer or member of a subcommittee becomes aware that they are interested in the Matter.

15.1.3 An officer or member of a sub-committee who is an Interested Member regarding a Matter:

- (i) Must not vote or take part in the decision of the Committee and/or subcommittee relating to the Matter unless all members of the Committee who are not interested in the Matter consent.
- (ii) Must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent.
- (iii) May take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or subcommittee decides otherwise).

15.1.4 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

15.1.5 Where 50% or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

15.1.6 Where 50% or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.



## 16. RECORDS

### Register of Members

16.1.1 The Club shall keep an up-to-date Register of Members.

16.1.2 For each current Member, the information contained in the Register of Members shall include:

- (i) Their name.
- (ii) The date on which they became a member (if there is no record of the date they joined, this date will be recorded as 'Unknown')
- (iii) Their contact details, including a physical or electronic address and telephone number.
- (iv) What subscription the Member has registered for, including if they are financial or non-financial

16.1.3 Every current Member shall promptly advise the Club of any change of the Member's contact details.

16.1.4 The Club shall also keep a record of the former Members of the Club. For each Member who ceased to be a member within the previous 7 years, the Club will record:

- (i) The former Member's name.
- (ii) The date the former Member ceased to be a member.

### Interests Register

16.3.1 The Committee shall always maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

### Access to information for members

16.4.1 A Member may at any time make a written request to the Club for information held by the Club. The request must specify the information sought in sufficient detail to enable the information to be identified.

16.4.2 The Club must, within a reasonable time after receiving the request:

- (i) Provide the information.
- (ii) Agree to provide the information within a specified period.
- (iii) Agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information.
- (iv) Refuse to provide the information, specifying the reasons for the refusal.

16.4.3 Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if:

- (i) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons.
- (ii) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its members
- (iii) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether that person supplied the information to the Club.
- (iv) The information is not relevant to the operation or affairs of the Club.
- (v) Withholding the information is necessary to maintain legal professional privilege.
- (vi) The disclosure of the information would, or would be likely to, breach an enactment.
- (vii) The burden to the Club in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information.
- (viii) The request for the information is frivolous or vexatious.
- (ix) The request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.



16.4.4 If the Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Club:

- (i) That the Member will pay the charge.
- (ii) That the Member considers the charge to be unreasonable.

16.4.5 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 17. FINANCES

### Control and management

17.1.1 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

17.1.2 The funds and property of the Club shall be:

- (i) Controlled, invested and disposed of by the Committee, subject to this Constitution.
- (ii) Devoted solely to the management, promotion of the purposes of the Club.

17.1.3 The Committee shall maintain bank accounts in the name of the Club.

17.1.4 All accounts paid for payment over the value of \$3000 shall be submitted to the Committee for approval of payment. Payments under this amount may be approved by the Treasurer or Secretary.

17.1.5 The Committee must ensure that there are kept at all times accounting records that:

- (i) Correctly record the transactions of the Club.
- (ii) allow the Club to produce financial statements that comply with the requirements of the Act.

17.1.6 The Committee must establish and maintain a satisfactory system of control of the Club's resources and accounting records.

17.1.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Club.

### Indemnity and insurance

17.3.1 The Committee shall have the power to indemnify every person who is or has been a Committee Member, Officer, employee or volunteer of the Club ("Indemnified Person") against all liabilities, costs, expenses, losses, damages and claims, including legal costs on a solicitor-client basis, reasonably incurred by that Indemnified Person in respect of any act or omission done in good faith in the performance or purported performance of their duties, or in the exercise or purported exercise of their powers, as a Committee Member, Officer, employee or volunteer of the Club.

17.3.2 The indemnity shall not apply where the liability, cost, expense, loss, damage or claim arises from:

- (i) Wilful misconduct.
- (ii) Gross Negligence.
- (iii) Fraud.
- (iv) A breach of a duty under the Incorporated Societies Act 2022 (or other applicable legislation) that cannot be lawfully indemnified.
- (v) Criminal wrongdoing.

17.3.3 The Committee may affect and maintain insurance, at the expense of the Club, for any liability covered by the indemnity provided by clause 17.3.1, including (but not limited to) insurance covering legal costs, officer or committee member liability, and any other relevant liability to which the Indemnified Persons are exposed in their capacities with the Club.



- 17.3.4 To the fullest extent permitted by law, no Committee Member, Officer, employee or volunteer of the Club shall be personally liable for any loss, damage or expense incurred by the Club or its Members arising out of any act or omission carried out in good faith in the performance or purported performance of their duties.
- 17.3.5 If any part of this clause is found to be invalid, unenforceable or in conflict with the Incorporated Societies Act 2022 or any other law, that part shall be severed and the remainder of this clause shall continue to apply.

### **Balance date**

- 17.4.1 The Club's financial year shall commence on the 1<sup>st</sup> September of each year and ends on 31<sup>st</sup> August (the latter date being the Club's balance date).

## **18. DISPUTE RESOLUTION**

### **Meanings of dispute and complaint**

- 18.1.1 A dispute is a disagreement or conflict involving the Club and/or its members in relation to specific allegations set out below.
- 18.1.2 The disagreement or conflict may be between any of the following persons:
  - (i) 2 or more Members.
  - (ii) 1 or more Members and the Club.
  - (iii) 1 or more Members and 1 or more Officers.
  - (iv) 2 or more Officers
  - (v) 1 or more Officers and the Club
- 18.1.3 The disagreement or conflict relates to any of the following allegations:
  - (i) A Member or an Officers has engaged in misconduct.
  - (ii) A Member or an Officer has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act.
  - (iii) The Club has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act.
  - (iv) A Member's rights or interests as a member have been damaged or Member's rights or interests generally have been damaged.

### **How complaint is made**

- 18.3.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:
  - (i) States that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution.
  - (ii) Sets out the allegation or allegations to which the dispute relates and whom the allegation is against.
  - (iii) Sets out any other information reasonably required by the Club.
- 18.3.2 The Club may make a complaint involving an allegation or allegations against a member or an Officer by giving to the Member or Officer a notice in writing that:
  - (i) States that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution.
  - (ii) Set out the allegation to which the dispute relates.
- 18.3.3 The information given under sub clause 18.1.4 (ii) or 18.1.5(ii) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 18.3.4 A complaint may be made in any other reasonable manner permitted by the Club's Constitution.



### **Right to be heard**

- 18.4.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 18.4.2 If the Club makes a complaint:
  - (i) The Club has a right to be heard before the complaint is resolved or any outcome is determined.
  - (ii) An Officer may exercise that right on behalf of the Club.
- 18.4.3 Without limiting the Member, Officer, or Club may be given the right to be heard, they must be taken to have been given the right if:
  - (i) They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held)
  - (ii) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing.
  - (iii) An oral hearing (if any) is held before the decision maker.
  - (iv) The Members' / Officers' / Club's written or verbal statement or submissions (if any) are considered by the decisions maker.

### **Investigating and determining dispute**

- 18.5.1 The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 18.5.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 18.5.3 The Committee may appoint a disciplinary committee consisting of 3 members to investigate and determine any breaches of the provisions of this Constitution, rules, policies and misconduct reported to the Club.

### **Club may decide not to proceed further with complaint**

- 18.6.1 Despite the 'Investigating and determining dispute' rule above, the Club may decide not to proceed further with a complaint if it is considered to be trivial.
- 18.6.2 The complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) That a member or an Officer has engaged in material misconduct.
  - (ii) That a Member, an Officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's Constitution or bylaws or the Act.
  - (iii) That a Member's rights or interests or Members' rights or interests generally have been materially damaged.
  - (iv) The complaint appears to be without foundation or there is no apparent evidence to support it.
  - (v) The person who makes the complaint has an insignificant interest in the matter.
  - (vi) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution.
  - (vii) There has been an undue delay in making the complaint.

### **Club may refer complaint**

- 18.7.1 The Club may refer a complaint to:
  - (i) A subcommittee or an external person to investigate and report.
  - (ii) A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 18.7.2 The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).



## Decision makers

18.8.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (i) Impartial.
- (ii) Able to consider the matter without a predetermined view.

## 19. LIQUIDATION AND REMOVAL FROM THE REGISTER

### Resolving to put Club into liquidation

19.1.1 The Club may be liquidated in accordance with the provisions of Part 5 of the Act.

19.1.2 The Committee shall give 30 Days written notice to all Members of the proposed resolution to put the Club into liquidation.

19.1.3 The Committee shall also give written notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

19.1.4 Any resolution to put the Club into liquidation must be passed by a two- thirds majority of all Members' present and voting.

### Resolving to apply for removal from the register

19.3.1 The Club may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

19.3.2 The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Club from the Register of Incorporated Societies.

19.3.3 The Committee shall also give written notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228(4) of the Act.

19.3.4 Any resolution to remove the Club from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members' present and voting.

### Surplus assets

19.4.1 If the Club is liquidated, dissolved, wound up or removed from the Register of Incorporated Societies, and there remains any property of any nature, after the satisfaction of all debts and liabilities, that property shall not be paid to or distributed among members of the Club, but shall be transferred to one or more of the following as shall be determined by the Club in general meeting prior to or at the time of winding up or distribution:

- (i) Tennis Auckland, its successor or then equivalent body.
- (ii) Some other incorporated body actively and essentially involved in Auckland.

19.4.2 In each case so that such property or the proceeds shall be applied to promote the game of Tennis in the local area, particularly amongst young people so that the property and proceeds thereof shall not merge in the general funds of some other body but shall always identifiable as having emanated from the Club and used on special trusts. However, in any resolution under this rule, the Club may approve a different distribution, at a General Meeting, to a different not-for-profit entity from that specified above, so long as the Club complies with this Constitution and the Act in all other respects.



## 20. ALTERATIONS TO THE CONSTITUTION

- 20.1.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 20.1.2 The Club may amend or replace the Constitution at a General Meeting by a resolution passed by a two-thirds of majority of those financial members' present and voting.
- 20.1.3 A minimum of 40% of financial members must be present at the General Meeting for any resolution to be tabled.
- 20.1.4 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.
- 20.1.5 Any proposed resolution to amend or replace this Constitution shall be signed by at least 5 per cent of eligible Members and given in writing to the Committee at least 7 Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 20.1.6 At least 14 Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.
- 20.1.7 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

### Change of Rules

- 20.3.1 No rule shall be amended or replaced if the result would change to the significant disadvantage of the Club. It's taxable, charitable, or other status under legislation, regulation or ruling.
- 20.3.2 The ruling, consent or approval of the Inland Revenue Department, Charities Commission, Registrar of Incorporated Societies or other appropriate person or body shall, where appropriate, be sufficient evidence that the amendment or replacement would not so disadvantage the Club.
- 20.3.3 Not addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

### Bylaws

- 20.4.1 The Committee may call a Special General Meeting to make and amend bylaws, and policies for the conduct and control of Club activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

## 21. GENERAL

- 21.1.1 Every member shall be bound and must comply with the provisions of this Constitution, the policies and the by-laws of the Club.
- 21.1.2 An employee of the Club shall not vote at any meetings of the Club or at any election of committee members or hold office as a member of a committee.

## 22. AMALGAMATION

- 22.1.1 The Club will act in accordance with section 184 of the Act in the event it decides to amalgamate with any other Club or sporting body. Such decision shall be made by the members at a General Meeting.



WB Masters

(President)

Date 23/12/2025

S. Smith

(Treasurer)

Date 23/12/2025

JBA

(Secretary)

Date 23/12/2025