

Constitution Rules of the Mangawhai Tennis Club

This constitution replaces all previous constitutions adopted by the club.

1. Introductory rules

1.1 Name

The name of the society is Mangawhai Tennis Club Incorporated (in these Rules referred to as the 'Society').

1.2 Definitions

In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 1908 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 **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'Associated Person' means a person who:

- may obtain a financial benefit from any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**
- may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates
- is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates
- may be interested in the matter because the Society's constitution so provides.

but no such **Member** shall be deemed to have any such interest:

- merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or

- if that **Member's** interest is the same or substantially the same as the benefit or interest of all or most other members of the **Society** due to the membership of those members; or
 - if that **Member's** interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member's** responsibilities under this Act or the **Society's** constitution; or
- if that **Member** is an officer of a union and that **Member's** interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

'Chair/President' means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

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

'Committee Member' means a member of the **Committee**, including the **Chair/President, Secretary** and **Treasurer**.

'Deputy Chair/Vice President' means the **Committee Member** elected or appointed to deputise in the absence of the Chair/President.

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

'Matter' means (a) the **Society'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 into, by the **Society**.

'Member' means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Register of Interests' means the register of interests of **Committee Members** kept under these **Rules**.

'Register of Members' means the register of **Members** kept under these **Rules**.

'Rules' means the rules in this document.

‘Secretary’ means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

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

‘Treasurer’ means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

1.3 Purposes

The primary purposes of the Society are to:

- i) To foster, promote, control and advance the amateur game of tennis and any other related sport the club may, in annual or special general meeting so decide, especially in the Mangawhai district.
- ii) To establish and maintain peripheral facilities for the benefit of members.
- iii) To recognise and practice the rules of the amateur game and maintain correct affiliation with any or all governing bodies, such as the Tennis Northland, New Zealand Tennis Association, that may from time to time be required of the club.

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

- any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or
- returning all or part of the surplus generated by the Society’s operations to Members, in money or in kind, or
- conferring any kind of ownership in the Society’s assets on Members

but the Society will not operate for the financial gain of Members simply if the Society:

- engages in trade,
- for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society’s purposes,
- provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- pays a Member a salary or wages or other payments for services to the Society on arm’s length terms (terms reasonable in the circumstances if the parties were

connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),

- pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.

Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

1.4 Act and Regulations

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

1.5 Power to borrow money

The Society has the power to borrow money.

1.6 Other powers

In addition to its statutory powers, the Society:

- may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- may invest in any investment in which a trustee may lawfully invest.

2. Members

2.1 Minimum number of members

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

2.2. Types of members

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

- i) Senior membership, both male and female, which shall entitle the member to play all games and sports, and use all facilities, as controlled by the club.
- ii) Junior membership, being any male or female member under the age of 19 on October 1st, with the same rights as senior membership except where altered by the committee under this constitution.
- iii) Family membership - As prescribed by the committee from time to time.
- iv) Visitor membership - As prescribed by the committee from time to time.
- v) Associate membership - As prescribed by the committee from time to time.
- vi) Life Member: A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members 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.
- vii) Honorary Member: An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting.
- viii) Membership of any type automatically lapses if the member's current subscription account still remains unpaid 6 months after the annual general meeting.

2.3 Becoming a member: consent

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

2.4 Obligations and rights

Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

2.5 Other obligations and rights

All Members (including Committee Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment

and other property) if all subscriptions and any other fees have been paid to the Society by due date, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and fees for such access or use.

2.6 Ceasing to be a member

A Member ceases to be a Member:

- on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- by resignation from that Member's class of membership by notice to the Secretary, or
- on termination of a Member's membership following a dispute resolution process under these Rules or
- when the annual membership fee is unpaid by the Member.

with effect from the death of the Member or the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under these Rules.

3. General meetings

3.1 Annual General Meetings

An Annual General Meeting shall be held once a year on a date and at a location determined by the Committee and consistent with any requirements in the Act, and the Rules relating to the procedure to be followed at General Meetings shall apply.

3.2 Annual General Meetings: business

The business of an Annual General Meeting shall be to:

- confirm the minutes of previous Society Meeting(s),
- adopt the annual report on Society business,

- adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions,
- consider any general business.

The Committee must, at each Annual General Meeting, present the following information:

- an annual report on the affairs of the Society during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

3.3 Special General Meetings

Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

The Rules 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.

3.4 Procedure

The Committee shall give all Members at least 14 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.

The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

All financial Members may attend, speak and vote at General Meetings:

- in person, or
- 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 Secretary before the commencement of the General Meeting, or

- through the authorised representative of a body corporate as notified to the Secretary, and
- No other proxy voting shall be permitted.

No General Meeting may be held unless at least 8 eligible financial Members attend. This will constitute a quorum.

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 Chair/President of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

- General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Deputy or Vice Chair/President shall chair that meeting.
- The Committee may put forward motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 14 Clear Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

3.5 Voting

Only financial senior members and the financial parent/partner members of family members shall be entitled to vote at annual meetings and/or special general meetings. Junior members and other restricted types of membership do not have voting right. One member may, at any type of meeting, demand a secret ballot, provided 2 scrutinizers are appointed.

3.6 Financial Review

A review of the end of year account will be done by an independent suitably qualified person.

3.7 Minutes

Minutes must be kept by the Secretary of all General Meetings.

4. Committee

4.1 Composition

The Committee will consist of at least 4 Committee Members who are:

- Members; and
- natural persons; and
- not disqualified by these Rules or the Act.

The Committee will include:

- a President,
- a Vice President,
- a Secretary and a Treasurer, who may be the same person, and

not fewer than 1 or more than 5 other Committee Members.

4.2 Election or appointment

The election of Committee Members shall be conducted as follows

- a. Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member 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 a Committee Member by these Rules or the Act).
- b. A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, shall be received by the Secretary at least 5 Clear 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.
- c. 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).
- d. Two Members (who are not nominees) or non-Members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.

- e. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- f. 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).

4.3 Term

The term of office for all Committee Members shall be 1 year(s), expiring at the end of the Annual General Meeting In the year corresponding with the last year of each Committee Member's term of office.

No Committee Member shall serve for more than 15 consecutive terms.

No Chair/President shall serve for more than 3 consecutive years as Chair/President.

4.4 Duties of Secretary

The Secretary shall-

- i) Keep an accurate, faithful record of all business transacted at any type of meeting, in a permanent book or computer file.
- ii) Keep a proper copy of this constitution and bylaws promulgated by the club from time to time in the back of the club minute book or computer file.
- iii) Keep a proper register of members, names, addresses, and telephone numbers.
- iv) Attend to all correspondence as resolved by the committee.
- v) Call meetings as required under this constitution.
- vi) Attend to such other business and records which may be legitimately required by, or of, the club.

4.5 Duties of Treasurer

The Treasurer shall: -

- i) Invoice, collect, account for and bank all subscriptions and income
- ii) Pay club accounts under resolution of the committee.
- iii) Keep proper records of club accounting
- iv) Produce annual statements of affairs as required by the constitution, including the audit thereof
- v) Control, manage the club's bank account and present such bank balance at each and every committee meeting.

- vi) Make available financial records to the committee as required by the committee.
- vii) File, pay any returns required by law.
- viii) Any other duties reasonably required by the committee.

5. Committee meetings

5.1 Procedure

The quorum for Committee meetings is at least half the number of Committee Members.

6. Records

6.1 Register of members

The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.

7. Finances

7.1 Control and management

The funds and property of the Society shall be:

- controlled, invested and disposed of by the Committee, subject to these Rules, and
- devoted solely to the promotion of the purposes of the Society.

7.2 Balance date

The Society's financial year shall commence on 01/08 of each year and end on 31/07 (the latter date being the Society's balance date).

8. Dispute resolution

8.1 Raising disputes

Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

8.2 Investigating disputes

This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the Committee may:

- appoint a sub-committee to deal with the same, or
- refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- shall consider whether to investigate and deal with the grievance or complaint, and
- may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
- The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.

- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
- The Member complained against must be given an adequate time to prepare a response.
- The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

8.3 Resolving disputes

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
- uphold a complaint and:
 - reprimand or admonish the Member, and/or
 - suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
 - order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

8.4 Expulsion/Suspension

The committee may expel and/or suspend a member for any serious misconduct (inline with the definition in NZ legislation), provided such member is given reasonable notice of any such action and reasonable opportunity to offer an explanation to the committee.

9. Winding up

9.1 Surplus assets

The winding up of the club must first be preceded by proper notice to members as outlined in the constitution, either by way of special general meeting or annual meeting, provided the provisions of the Incorporated Societies Act are strictly observed, and all liabilities are first discharged.

If upon the winding up or dissolution of the club there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the club. Such remaining property shall be given or transferred to some other approved, amateur sports promoter having objectives similar to the objectives of this club, or for some, other charitable purpose such as the Mangawhai Domain Board and the Mangawhai Endowment Society provided such bodies have been approved by the Inland Revenue as exempt from Income tax, within New Zealand.

In the event of default by the committee the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.

10. Private Profit and Exceptions

Nothing expressed or implied in this constitution shall permit the activities of this club to be carried on for the personal pecuniary profit of any member or individual, nor shall any distribution, whether by way of money, property or otherwise be made to any member or individual, provided always.

No member or person associated with a member of the club shall derive any income, benefit or advantage from the club where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:-

- 1 professional services to the club rendered in the course of business, charged at no greater than current market rates, or
- 2 interest on money lent at no greater rate than current market rates:-

And, all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the committee, and shall take no part, whatsoever, in the matter before the committee, other than as a member of the committee.

11. Alterations to the Rules

11.1 Amending these Rules

The Society may amend or replace these Rules at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

Any proposed motion to amend or replace these Rules shall be signed by at least 5 per cent of eligible Members and given in writing to the Secretary at least 14 Clear Days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

At least 14 Clear Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

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.

No addition, alteration or rescission of the constitution shall be permitted if it effects either the pecuniary profit (clause 10) or winding up clauses (clause 9).

12. Other

12.1 Common seal

The common seal of the Society must be kept in the custody of: A Committee Member

The common seal may be affixed to any document:

- a. by resolution of the Committee, and must be countersigned by two Committee Members or by one Committee Member and: the Secretary
- b. by such other means as the Committee may resolve from time to time.

12.2 Contact person

The Society's Contact Officer must be:

- At least 18 years of age, and
- A Committee Member, and

- At all times be resident in New Zealand, and
- Not disqualified under the Statute from holding that office

and shall be the President or Treasurer.

Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Society becoming aware of the change.