

# **CHRISTCHURCH NETBALL CENTRE (Incorporated)**

## **RULES OF INCORPORATION**

### **PART A**

#### **1. TITLE**

The Centre shall be called the Christchurch Netball Centre (Incorporated).

#### **2. HEADQUARTERS**

The Centre's headquarters shall be at the Netball Centre, South Hagley Park, Christchurch, or such other place in Christchurch as shall be determined by the Board.

#### **3. OBJECT**

The object of the Centre shall be to administer, foster, control, promote and develop the game of netball within the district specified by Netball New Zealand as Christchurch AND to manage and control the Christchurch Netball Centre, South Hagley Park, Christchurch, and any other facilities that come under the jurisdiction of the Centre from time to time.

#### **4. MEMBERSHIP**

The Centre shall consist of individual members and any other members it considers appropriate which are:

- (a) Life Members
- (b) Members of Clubs affiliated to the Centre in accordance with Rule 20
- (c) Board members of the Centre duly elected or appointed in accordance with these Rules.
- (d) Committee members of the Centre duly appointed in accordance with these Rules.
- (e) Affiliated umpires, bench officials and other officials.

#### **5. PATRON**

A Patron shall be elected annually at the Annual General Meeting.

#### **6. AUDITOR**

An Auditor shall be elected annually at the Annual General Meeting and shall not by virtue of such office be deemed to be a member of the Centre. The terms of engagement of the Auditor shall be decided by negotiation between the Auditor and the Board. The Auditor shall be a Chartered Accountant who shall not be a member of the Board.

## **7. ANNUAL GENERAL MEETING**

- (a) All members shall be entitled to be present at each Annual General Meeting of the Centre.
- (b) The Annual General Meeting of the Centre shall held no later than 31 March in each year.
- (c) Written notice of the Annual General Meeting, requests for Remits and Board members nomination forms are to be mailed to all affiliated clubs at least forty days prior to the Annual General Meeting.
- (d) The Notice of Annual General Meeting shall be given to affiliated Clubs, Board members, Committee members and Life members not less than 14 days prior to the date of the meeting. The Notice of Annual General Meeting shall also be advertised via appropriate media (as determined by the Board).
- (e) The purpose of this meeting shall be:
  - i Receipt of the Board Report and Audited Financial Statements for the immediate past financial year, such Report and Financial Statements to be in the hands of each affiliated club at least fourteen days before the date of the Annual General Meeting.
  - ii Election of Board members to any vacant positions for the ensuing year in accordance with Rule 12. Up to three (3) Board members shall be elected at the Annual General Meeting from nominations received from members of the Centre as defined in Rule 4. These nominations are to be received in writing by the Netball Manager no later than twenty-one days prior to the date of the Annual General Meeting and are to be included in the Notice of Meeting circulated to affiliated clubs. All nominations are to be seconded by a member of the Centre and signed by the person being nominated.
  - iii Where the number of nominations received for the Board equals or is less than the number of vacancies the nominees shall be deemed to be elected. Where the number of nominations exceeds the number of vacancies an election shall be held in accordance with Rule 10.
- (f) Remits and notice of business which members wish to be discussed at the Annual General Meeting shall be given in writing and must be received by the Netball Manager no later than twenty-one (21) days prior to the Annual General Meeting.
- (g) Members of the Board and other meeting delegates may represent members at any meeting of the Centre, either in person, or by written proxy provided:
  - i That no delegate shall represent more than one Club, and
  - ii That any delegate may exercise all the votes to which his/her club is entitled.
- (h) The current Chair of the Board shall act as Chair of the Annual or any Special General Meeting. In the Chair's absence a Chair current Board member shall be appointed by the meeting to act as Chair.
- (i) The quorum at any such meeting shall be representation from 10% of affiliated clubs.

## **8. SPECIAL GENERAL MEETINGS**

- (a) All members shall be entitled to be present at each Special General Meeting of the Centre.
- (b) The Centre may hold Special General Meetings from time to time to be convened as provided for in these rules.
- (c) The Netball Manager shall convene a Special General Meeting of the Centre at the request of the Board, or on receiving a requisition setting forth the object of such meeting signed by the Secretaries of at least three affiliated Clubs. Such meeting shall be held within fourteen (14) days of receipt by the Netball Manager of such requisition and at least ten (10) days notice in writing of such meeting, stating the business to be

transacted, shall be given to the Secretary of each affiliated Club and those members as outlined in clause 4. No business other than that stated in the Notice of Meeting shall be transacted at a Special General Meeting. The current Chair of the Board shall act as Chair at the meetings. In the Chair's absence a current Board member shall be appointed by those present at the meeting to act as Chair.

- (d) The quorum at such meeting shall be representation from 10% of affiliated clubs.

## **9. DELEGATES**

- (a) Every Club affiliated to the Centre shall, in accordance with its rules elect a delegate or delegates to exercise for them and on their behalf, all rights, powers and privileges pertaining such club as a member of the Centre. Written notice of the appointment of any delegate(s) signed by the Secretary of the Club shall be forwarded to the Netball Manager prior to the commencement of the Annual General Meeting or any Special General Meeting of the Centre.
- (b) Other individuals who are members of that Club are entitled to be present at any such Annual General Meeting or any Special General Meeting but only the registered delegate shall have the right to vote on behalf of the Club or to speak at the meeting. However, the meeting in question may by vote agree to grant speaking rights to non-delegates.

## **10. METHOD OF VOTING**

At any meeting of the Centre, members shall be entitled to vote as follows:-

- (a) Affiliated Clubs:
  - i. Clubs with 1-5 registered teams shall have 2 votes
  - ii. Clubs with 6-10 registered teams shall have 3 votes
  - iii. Clubs with 11-15 registered teams shall have 4 votes
  - iv. Clubs with 16-20 registered teams shall have 5 votes
  - v. Clubs with more than 20 registered teams shall have 6 votes
  - vi. The applicable number of registered teams shall be the number that the Club has registered in the competition at the close of the previous season.
- (b) The Chair of any Annual or Special General Meeting shall have a casting vote.
- (c) Life members are not entitled to vote.
- (d) The Board members of the Centre as defined in Rule 12 are not entitled to vote.
- (e) The current appointed Committee members of the Centre as defined in Rule 12 are not entitled to vote.
- (f) Nothing in these Rules prevents a Life Member or a Board or Committee Member of the Centre from being appointed a delegate of an affiliated Club and thereby being entitled to exercise the votes available to that affiliated Club.
- (g) All voting shall be conducted by ballot and three scrutineers shall be appointed from those present to supervise any ballot that is required unless the majority of the delegates present entitled to vote at the meeting agree to voting being completed by show of hands.
- (h) Where a vote is required to elect new Board members, the nominees shall be ranked in descending order according to the number of votes received and the nominees deemed to be elected shall be the top three on the list.

## **PART B.**

### **11. MANAGEMENT**

- (a) The affairs of the Centre shall be conducted and governed by the Board.
- (b) A Chair of the Board will be elected on an annual basis by those elected and appointed Board members and such election shall be completed at the first Board meeting following the Centre's Annual General Meeting by a preferential voting system.
- (c) Should the Chair be absent from any Board meeting, the Chair of that meeting shall be elected by those present at that meeting.

### **12. BOARD**

The Board of the Centre shall be:

- i. Three (3) elected Board members
  - ii. Two (2) appointed Board members
  - iii. One (1) appointed Board member representing Game Officials Committee.
- (a) Up to three (3) nominated Board members of the Centre shall be elected at the Annual General Meeting of the Centre as outlined in Rule 7 (e) (ii) and (iii) should vacancies occur.
  - (b) Recruitment of two (2) appointed Board members shall be via advertisement and a fair and equitable selection process will be followed by the Board Appointment Panel.
  - (c) Nominees for roles on the Board can be submitted for both processes, but should a nominee be elected at the Annual General Meeting then this nominee is automatically removed from any recruitment/appointment process.
  - (d) Recruitment of one (1) appointed Board member representing Game Officials shall be via advertisement and a fair and equitable selection process will be followed by the Board Appointment Panel.
  - (e) The Board Appointment Panel shall be established by the Board by no later than one (1) month prior to the Annual General Meeting each year. The Board Appointment Panel shall consist of three (3) persons being:
    - i. One nominee from an appropriate professional organization
    - ii. The current Board Chairperson, or his/her nominee, and
    - iii. One other person nominated by the Board.
  - (f) Each Board member (elected or appointed) shall serve for a three (3) year period. All retiring Board members shall be eligible to stand for election or appointment at the end of the three (3) year term, except that the maximum period of continuous service is nine (9) years. Retirements and new elections and appointments shall be deemed to take place simultaneously on conclusion of the relevant Annual General Meeting.
  - (g) The term of office for the Board members shall be staggered so as to ensure rotation by Board members over a two year period. Should a Board member resign prior to the completion of their appointed or elected term of office, the Board may appoint a replacement Board member. The initial term of office for the replacement Board member shall conclude at the date scheduled for the Board member they replaced. This Board member is subsequently eligible for re-election or re-appointment for a maximum of two subsequent and consecutive terms of office, providing that the Board member's total consecutive service does not exceed nine (9) years.

### 13. POWERS AND DUTIES OF THE BOARD

- (a) The Board of the Centre shall have full power and authority (inter alia):
- i To delegate the control of all netball matches within the Centre as it may think desirable.
  - ii To regulate and control the conduct of all officials and players in connection with the Centre or its objects.
  - iii To implement disciplinary procedures and impose sanctions and penalties.
  - iv To determine all questions or disputes as to the construction or meaning of these rules or expression therein, or as to anything done or omitted by any affiliated Club or member thereof in relation to the game of netball.
  - v To implement such valid Policies as may from time to time be thought necessary for the government of the various competitions, or for any other object not provided by these rules.
  - vi To fill any casual vacancy that may occur from time to time on the Board or any Committee or Sub- Committee.
  - vii To appoint officials and/or subcommittees with specialist expertise for any purpose relating to the affairs of the Centre and to prescribe the duties and powers of any such appointment. Nominations for committee members shall be submitted to the Netball Manager by 1 March each year following distribution of advertisements seeking applications for the roles and appointments will be confirmed by the Board using a fair and transparent appointment process.
  - viii To appoint a committee to hear and determine protests lodged by members. An appeal against the decision of any committee may be made to the Board.
  - ix To employ, determine, implement and terminate staff and engage the services of personnel and organizations to work for and with Christchurch Netball Centre.
- (b) Duties of the Board:
- i The Board shall meet as they shall determine but not less than twelve times each year.
  - ii Any member of the Board who is absent for more than three Board meetings in any one year, without reasonable excuse, shall be deemed to have vacated their position. It shall be at the sole discretion of the Board as to what determines a reasonable excuse.
  - iii Any meeting of the Board may be held in person or by means of audio, audio visual and any other such methods of communication as may be available from time to time as may be decided by the Board.
- (c) The Chair of any meeting of the Board shall have a casting as well as deliberative vote.
- (d) At any meeting of the Board four (4) members shall form a quorum.
- (e) Absentee Board members may nominate a Proxy member to vote in his/her absence for any matters requiring vote at a Board meeting OR absentee Board members may lodge their vote to any issue raised at a Board meeting within 1 week of the Board meeting date.
- (f) Appeal against a resolution of the Board may be made to a special general meeting.

## **PART C**

### **14. POWERS TO BORROW**

The Board shall have power to borrow money in such a manner and upon such security and terms as it shall deem fit.

### **15. FINANCE**

- (a) Affiliation Fees: All affiliated clubs shall pay an annual fee as determined from time to time by the Board and confirmed at the Annual General Meeting. The protest fee, and transfer fee shall be determined by the Board from time to time and affiliated clubs shall be notified.
- (b) If annual fees for the current financial year are not paid by 15 June of that year the club's membership of the Centre may be suspended at the discretion of the Board. If the non-payment continues for a period of more than two months, the Board may terminate the membership to the Centre.
- (c) Clubs reapplying for affiliation after an absence of two playing seasons or more shall be charged an administration fee.
- (d) All accounts for payment by the Centre shall be approved by the delegated Board member.
- (e) All funds of the Centre shall be paid into a registered banking institution to the credit of the Centre.
- (f) Bank signing authority shall be given to at least two (2) members of the current Board and to the Netball Manager of which no less than two signatories from the three or more documented for this purpose are required for all transactions requiring signatories.
- (g) The funds of the Centre shall be devoted solely to the furtherance of the objects of the Centre as set forth in these rules. The Centre shall not be dissolved unless all liabilities have been discharged and a motion has been passed by a majority of two-thirds of the votes recorded at a Special General Meeting convened for the purpose. Upon dissolution any surplus monies remaining after payment of all liabilities shall be paid over to any Club or clubs or sporting organisations with similar objects such as the general meeting by a majority of votes shall decide. No addition to or alteration of the personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department.

### **16. DISPOSITION OF PROPERTY**

In the event of the winding up of the Centre any property of the Centre shall be disposed of in accordance with the directions of the majority of votes, such as the general meeting shall decide.,. No addition to or alteration of the personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department.

### **17. INDEMNITY CLAUSE**

The Board shall be indemnified by the Centre against all losses and expenses incurred in or about the discharge of their duties, except such as happens to be by their own wilful act, neglect, or default. No member of the Board shall be held responsible for any other member of the Board or for any officer, or servant of the Centre by the insufficiency or deficiency of value of, or title to, of any

property or security acquired or taken on behalf of the Centre or by the bankruptcy or any tortuous act of any customer or debtor of the Centre or by anything done in the execution of the duties of their office or in relation thereto or otherwise than their own wilful act or default.

## **PART D**

### **18. LIFE MEMBERSHIP OF THE CENTRE**

- (a) An Annual General Meeting of the Centre shall have the power, subject to recommendation from the Board, to confer a Life Membership of the Centre to persons who have provided outstanding service to the Centre, Entity and/or netball in New Zealand as outlined in the criteria for Life Membership available from the Centre's website or by request to the Netball Manager.
- (b) The privileges of life membership shall be determined from time to time by the Board.
- (c) Nominations for life membership of the Centre shall be forwarded to the Netball Manager of the Centre who shall submit these for consideration and approval by the Board.

### **19. SERVICE AWARD OF CENTRE**

- (a) An Annual General Meeting shall have power subject to approval from the Board, to confer a Service Award of the Centre to persons who have given special service to the Centre as outlined in the criteria for Service Award available on the Centre's website or by request to the Netball Manager.
- (b) The privileges of service award shall be determined from time to time by the Board.
- (c) Nominations for Service Awards shall be forwarded to the Netball Manager of the Centre who shall submit these for consideration and approval by the Board.

### **20. AFFILIATION**

Applications for affiliation shall be made in writing to the Centre by a Club or School wishing to join the Centre. The applicable Affiliation Fee must accompany the application. It shall be at the discretion of the Board to accept or reject an application for affiliation.

Each Club on affiliation shall be supplied by the Netball Manager with a copy of these rules, one copy of the rules of play, one copy of all policies and appropriate documentation by all of which its members shall be bound by.

### **21. APPEALS**

- (a) An individual member or affiliated club who is aggrieved by a decision or ruling of a committee or sub-committee of the Centre may appeal against such decision or ruling to the Board.
- (b) Notice of an appeal by a member shall be given in writing to the Board within seven (7) days of the decision of the committee or subcommittee that is being appealed.

- (c) The Board or a duly appointed committee delegated to act on behalf of the Board shall hear and determine the appeal at such date, time and place as the Board shall determine.
- (d) The decision of the Board or its duly appointed committee as the case may be, shall be final.
- (e) In cases of reference to the Judicial Committee that procedure will be followed as documented for such issues. This document is available on request to the Netball Manager.

## **22. PROTESTS**

All protests shall be made in writing to the Netball Manager within 48 hours of the occurrence of the incident regarding which the protest is made, and protest shall be accompanied by a protest fee which shall be forfeited should such protest be deemed frivolous. The Netball Manager will research the matter and make a recommendation to the Board for approval prior to notification being made to the protestor.

## **23. TRANSFERS**

No player shall play for more than one Christchurch Netball Centre Club during a season without the consent of the Netball Manager following recommendation from the Competitions Committee. Any player wishing to transfer at any time from one Christchurch Netball Centre Club to another shall apply for a transfer on the official form provided and must obtain the written sanction of the previous Club and also that of the Club to which the transfer is to be made. This application shall then be forwarded to the Netball Manager with the appropriate fee. Notification will be made by the Netball Manager to the player and clubs concerned.

## **24. REGISTRATION OF UNIFORM**

Each Club shall on affiliation register the uniform to be worn by the teams, which uniform shall be approved by the Netball Manager and thereafter shall not be worn by any other club.

## **25. REPRESENTATIVE COLOURS , PLAYERS AND TEAM OFFICIALS**

- (a) The representative colours of the Centre shall be determined by the Board.
- (b) The representative teams of the Centre shall consist only of players registered as such by the Centre as hereinafter provided and no player shall be selected who is not an active and financial member of an affiliated Club.
- (c) Nominations for representative team officials may be called for from affiliated clubs.

## **26. SPONSORSHIP**

Any Club affiliated to the Centre that negotiates to arrange sponsorship, shall obtain the prior approval of the Board before the proposed sponsorship is finalised. The Board in arriving at its decision shall take into account the objects of the Centre and any sponsorship arranged or being arranged by the Centre, Region or Netball New Zealand.

## **27. ALTERATION OF THE RULES OF THE CENTRE**

No alteration of, or addition to, any part of the rules may be made except by consent of 75% of those present at the Annual General Meeting or at the Special General Meeting specially called for the purpose. At least fourteen days notice of any proposed alteration or addition must be given to members. No alteration of, or addition to the objects, personal clause or winding-up clause shall be approved without the Inland Revenue Department's prior approval.

### **DEFINITIONS**

Netball Manager	-	manages the operations of the Centre
Game Officials Committee	-	Committee appointed to represent all game officials
Clubs	-	includes affiliated schools
Board members	-	elected and appointed

Amended and passed AGM 20 February 2006

Amended and passed AGM 16 February 2009

Amended and passed SGM 8 February 2011