NETBALL
NEW ZEALAND

NNZ CONSTITUTION

NETBALL NEW ZEALAND INCORPORATED

September 2026

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PART I: OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be "Netball New Zealand Incorporated" (**NNZ**), which is commonly known as Netball New Zealand.

2 REGISTERED OFFICE

The registered office of NNZ shall be at a place in New Zealand as determined by the Board and as notified to the Registrar of Incorporated Societies as required from time to time.

3 OBJECTS

3.1 Objects of NNZ: The Objects of NNZ are to:

(a) be the national body in New Zealand for the administration, promotion and development of Netball;

(b) promote Netball as an amateur game in New Zealand for the recreation and entertainment of the general public in New Zealand;

(c) be the member representing New Zealand on INF and as such enforce the rules and regulations of INF in New Zealand;

(d) encourage participation and achievement in Netball in New Zealand and internationally;

(e) establish, promote and stage international, national, Zone, and other Netball competitions and matches in New Zealand, and to determine the rules of such competitions and matches;

(f) publish and enforce the Rules of Netball in New Zealand;

(g) promote the health and safety of all participants in Netball;

(h) encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;

(i) maintain and enhance the reputation of NNZ and Netball through the development and promotion of standards and practices which fulfil these Objects;

(j) give, and seek where appropriate, recognition for Members and others involved in Netball to obtain awards or public recognition for Netball or other services to the community;

(k) seek the improvement of facilities for the enjoyment of Netball in New Zealand;

(l) provide information, assistance and resources to its Members and others involved in Netball;

(m) develop and train players, officials (including umpires, coaches and administrators) and other personnel involved in Netball;

(n) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ and Netball, its standards, quality and reputation for the collective and mutual benefit of the Members, Netball and those who are involved in Netball;

(o) at all times operate with, and promote, mutual trust and confidence between NNZ and the Members and others involved in Netball in pursuit of these Objects;

(p) at all times to act on behalf of, and in the interests of, the Members, Netball and those who are involved in Netball; and

(q) develop and grow domestic Netball in New Zealand in order to provide an optimal pathway for players, officials (including umpires, coaches and administrators) and other personnel to perform at an elite/international level.

3.2 Limitations on Objects: For the avoidance of doubt:

(a) the Objects do not include, and NNZ must not be carried on for, any form of financial gain that would contravene the Act; and

(b) NNZ is established, and must be maintained, mainly for the purpose of promoting amateur Netball, conducted for recreation and entertainment of the general public, and must not operate or apply its funds for private pecuniary profit.

3.3 Interpretation of Objects: Unless the context requires otherwise and subject to Rule 3.2, each of the Objects is to be construed independently and is not to be limited by reference to any other Object and each of the Objects is an independent Object of NNZ.

4 POWERS

4.1 Powers of NNZ: The Powers of NNZ are to:

(a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;

(b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way

of mortgage, charge over all or part of any of its real and personal property;

(c) sell, lease, mortgage, charge or otherwise dispose of any property of NNZ and to grant such rights and privileges of such property as it considers appropriate;

(d) construct, maintain and alter any buildings, premises or facilities (including Netball courts) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;

(e) determine, raise and receive money by subscriptions, fees, levies, gate charges, government funding or otherwise;

(f) determine regulations, policies and procedures for the governance and management of Netball;

(g) determine, implement and enforce disciplinary procedures for its Members and others involved in Netball including imposing sanctions;

(h) employ, determine and terminate staff and engage the services of personnel and organisations to work for and with NNZ;

(i) engage, determine, and terminate the services of personnel and organisations to advise NNZ;

(j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of NNZ;

(k) be a member and contribute to the administration and promotion of INF and international Netball;

(l) be a member, affiliate or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of NNZ;

(m) determine who are its Members;

(n) establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;

(o) enforce the Rules of Netball, and where desirable alter or make new rules for the game of Netball in New Zealand;

(p) develop national, Zone and other programmes for playing, coaching and officiating Netball;

(q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events in New Zealand,

including determining the rules for such matches, fixtures, competitions, tournaments and events;

(r) to award, grant or otherwise honour achievement and services to Netball and NNZ;

(s) select New Zealand and other representative Netball teams and squads;

(t) undertake research of and about Netball to fulfil the Objects of NNZ;

(u) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of NNZ and for that purpose, to utilise any of the assets of or held on behalf of NNZ;

(v) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that NNZ may consider desirable for the promotion of its Objects;

(w) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;

(x) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of NNZ, or with which NNZ is authorised to amalgamate or generally for any purpose designed to benefit NNZ;

(y) do any other acts or things which further the Objects of NNZ, including anything that falls within the powers conferred on NNZ as an incorporated society under the Act;

(z) to sanction International Events and Domestic Events involving New Zealand Netball Teams as Sanctioned Events (as contemplated in the INF Regulations); and

(aa) to issue No-Objection Certificates to players who wish to participate in a Domestic Event or International Club Event (as defined in the INF Regulations) that is organised and/or sanctioned by a governing body of Netball other than NNZ (as contemplated in the INF Regulations).

For the avoidance of doubt, the above powers shall not limit the rights and powers of NNZ as an incorporated society under the Act.

4.2 **Limitations on Powers:** For the avoidance of doubt, NNZ's Powers must only be exercised in furtherance of its Objects and in accordance with the limitations set out in Rule 3.2.

4.3 **Interpretation of Powers:** Unless the context requires otherwise and subject to Rule 4.2, each of the powers of NNZ set out in this Constitution is to be construed independently and not limited by reference to any other power recorded in this Constitution, and each of the powers set out in this Constitution is an independent power of NNZ.

PART II: MEMBERSHIP

5 CATEGORIES OF MEMBERS

5.1 Member Categories: The categories of membership of NNZ (collectively called "**Members**") shall be:

(a) **Zone Entities** as described in Rule 6;

(b) **Netball Centres** as described in Rule 7;

(c) **Individual Members** as described in Rule 8;

(d) **Life Members** being persons who have been granted a Life Membership of NNZ (under Rule 9) for outstanding contribution or service to Netball or NNZ; and

(e) **Other categories** being any other category or categories of membership of NNZ determined by the Board, from time to time.

5.2 Consent: In relation to all categories of membership, an entity or other person must consent to becoming a Member of NNZ.

6 ZONES AND ZONE ENTITIES

6.1 Board Determination of Zones: There shall be Zones, as determined by the Board and as described in the Schedule – The Zones and in the Regulations.

6.2 Zones and Zone Entities: There shall be as many Zones as determined by the Board and, subject to Rule 6.7, there shall be a Zone Entity for each Zone and the Zone Entities shall be Members of NNZ.

6.3 Zone Entity Obligations: In addition to the obligations of a Zone Entity as a Member under Rule 11, each Zone Entity shall:

(a) administer, promote and develop Netball in its particular Zone in accordance with the Objects of NNZ;

(b) be named as approved by the Board, after consultation with the Zone Entity, which shall include reference to the name of the Zone;

(c) subject to Rule 6.5, be an incorporated society under the Act;

(d) have as its members Netball Centres, and any other members it considers appropriate;

(e) ensure that, in accordance with any applicable Regulations, the Zone Entity's members and any other category or categories of person holding any position or type of position with, or involved in Netball in connection with, the Zone Entity (as specified in the Regulations):

(i) provide to the Zone Entity, by way of registration with the Zone Entity or otherwise, their name, contact and other details, and authorise NNZ to receive or access such details, for the purpose of furthering NNZ's Objects;

(ii) agree to be bound by the rules and regulations of NNZ and the Zone Entity; and

(iii) if the Zone Entity member or other person is an organisation that has its own members and/or persons holding positions or involved in Netball in connection with the organisation, procure the agreement of those members and/or other persons to provide their details and agree to be bound by the rules and regulations of NNZ and the Zone Entity as contemplated under paragraphs (i) and (ii) above;

(f) appoint two (2) Delegates annually to represent the Zone Entity at Council Meetings;

(g) adopt the Objects of NNZ to the full extent relevant to the Zone and the role of the Zone Entity under this Constitution, and adopt a constitution which meets that requirement and is consistent with this Constitution and the Regulations;

(h) apply its property and capacity in pursuit of the Objects of NNZ, the objects of the Zone Entity and Netball;

(i) do all that is reasonably necessary to enable the Objects of NNZ and the objects of the Zone Entity to be achieved;

(j) act in good faith and with loyalty to NNZ to ensure the maintenance and enhancement of NNZ and Netball, and its reputation, and to do so for the collective and mutual benefit of the Members, Netball and those who are involved in Netball;

(k) operate with, and promote, mutual trust and confidence between NNZ and the Members and others involved in Netball;

(l) at all times act in the interests of the Members, Netball and those who are involved in Netball; and

(m) not affiliate to any Netball organisation other than NNZ.

6.4 **Constitutions:** Each Zone Entity shall provide to NNZ a copy of its constitution and all amendments to it. The Board may require a Zone

Entity to amend its constitution if the constitution or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.

6.5 **Member Registers and Other Details:** Subject to Rule 12, each Zone Entity shall maintain a register of its members in the format determined by the Board. Each Zone Entity shall provide its register of members, and all details contained within it, to NNZ as requested from time to time. In accordance with any applicable Regulations, each Zone Entity shall similarly maintain, and provide to NNZ as requested from time to time, details of any other category or categories of person referred to in Rule 6.3(e) (as specified in the Regulations).

6.6 **NNZ Board Intervention:** The Board may intervene in the management of a Zone Entity in whatever manner it considers appropriate, including appointing a person or persons to act in place of the board of the Zone Entity, if the Board considers that the Zone Entity:

(a) is having significant administrative, operational or financial difficulties;

(b) has breached a term of any agreement entered into between NNZ and the Zone Entity;

(c) has five (5) or fewer Netball Centres as its members;

(d) takes, or has taken against it, any action or proceedings to liquidate it;

(e) enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Zone Entity; or

(f) a mortgagee or other creditor takes possession of any of its assets,

and the Board considers that to do so is in the best interests of NNZ and Netball.

6.7 **No Zone Entity for Zone:** If at any time there is no longer a Zone Entity for a Zone because of the winding up, liquidation and/or dissolution of the Zone Entity for the Zone (as in the case of the Netball Mainland Zone as at the date of approval of this Constitution), then the Netball Centres in the relevant Zone will be entitled to appoint two (2) Delegates to represent the Zone in accordance with Rule 7.5.

7 NETBALL CENTRES

7.1 **Netball Centre Formation and Approval:** A group of persons sufficient to incorporate a society under the Act who wish to form a Netball Centre in a Zone shall apply to the board of the Zone Entity for that Zone, and if that board approves such application, to further apply to the Board for its approval. If there is no Zone Entity for the relevant Zone, the group of

persons who wish to form a Netball Centre shall apply directly to the Board for its approval. Any such application to the Board shall be determined by the Board as specified in the Regulations.

7.2 **Existing Netball Centres:** Every Netball Centre which is either a member of a Zone Entity or, if there is no Zone Entity for a Zone, recognised by the Board as a Netball Centre in the relevant Zone at the date this Constitution comes into force shall be a Netball Centre for the purposes of this Constitution on and from that date.

7.3 **Netball Centre Obligations:** In addition to the obligations of a Netball Centre as a Member under Rule 11, each Netball Centre shall:

(a) administer, promote and develop Netball in its particular Zone or part of the Zone in accordance with the Objects of NNZ and the objects of the relevant Zone Entity (if any);

(b) be named as approved by the Board, after consultation with the Netball Centre and the relevant Zone Entity (if any);

(c) be an incorporated society under the Act;

(d) have as its members Clubs, Schools and/or any other members it considers appropriate;

(e) ensure that, in accordance with any applicable Regulations, the Netball Centre's members and any other category or categories of person holding any position or type of position with, or involved in Netball in connection with, the Netball Centre (as specified in the Regulations):

(i) provide to the Netball Centre, by way of registration with the Netball Centre or otherwise, their name, contact and other details, and authorise NNZ to receive or access such details, for the purpose of furthering NNZ's Objects;

(ii) agree to be bound by the rules and regulations of NNZ, the relevant Zone Entity (if any), and the Netball Centre; and

(iii) if the Netball Centre member or other person is a Club, School or other organisation that has its own members and/or persons holding positions or involved in Netball in connection with the organisation, procure the agreement of those members and/or other persons to provide their details and agree to be bound by the rules and regulations of NNZ, the relevant Zone Entity (if any), and the Netball Centre, as contemplated under paragraphs (i) and (ii) above;

(f) adopt the Objects of NNZ and the objects of the relevant Zone Entity (if any) to the full extent relevant to the Netball Centre

and the role of the Netball Centre under this Constitution, and adopt a constitution which meets that requirement and is consistent with this Constitution and the constitution of the relevant Zone Entity (if any) and the Regulations;

(g) apply its property and capacity in pursuit of the Objects of NNZ, the objects of the relevant Zone Entity (if any), the objects of the Netball Centre and Netball;

(h) do all that is reasonably necessary to enable the Objects of NNZ, the objects of the relevant Zone Entity (if any), and the objects of the Netball Centre to be achieved;

(i) act in good faith and with loyalty to NNZ and the relevant Zone Entity (if any) to ensure the maintenance and enhancement of NNZ, the Zone Entity (if any) and Netball, and its reputation, and to do so for the collective and mutual benefit of the Members, Netball and those who are involved in Netball;

(j) operate with, and promote, mutual trust and confidence between NNZ, the relevant Zone Entity (if any) and the Members and others involved in Netball;

(k) at all times act in the interests of the Members, Netball and those who are involved in Netball; and

(l) not affiliate to any Netball organisation other than NNZ and a Zone Entity (if any).

7.4 **Delegate Representation:** Each Netball Centre may appoint one (1) Delegate annually to represent it at Council Meetings. Failing such appointment by any Netball Centre, the two (2) Delegates appointed to represent the relevant Zone Entity or Zone will represent the Netball Centre at Council Meetings.

7.5 **No Zone Entity for Zone:** If at any time there is no Zone Entity for a Zone, the Netball Centres in the Zone, by consensus or otherwise by majority election or decision (pursuant to a process agreed by the Netball Centres or, if no such agreement can be reached, a process determined by the Board), shall appoint the two (2) Delegates to represent the relevant Zone at Council Meetings.

7.6 **Merger/Amalgamation:** Any Netball Centre that wishes to merge or otherwise amalgamate with any other Netball Centre shall notify and consult with the Board and the board of the relevant Zone Entity (if any) prior to such merger or amalgamation.

7.7 **Constitutions:** Each Netball Centre shall provide to NNZ and the relevant Zone Entity (if any) a copy of its constitution and all amendments to its constitution. The Board may direct a Netball Centre to amend its constitution if the constitution, or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.

7.8 **Member Registers and Other Details:** Subject to Rule 12, each Netball Centre shall maintain a register of its members in the format determined by the Board. Each Netball Centre shall provide its register of members, and all details contained within it, to the relevant Zone Entity (if any) and to NNZ as requested from time to time. In accordance with any applicable Regulations, each Netball Centre shall similarly maintain, and provide to NNZ as requested from time to time, details of any other category or categories of person referred to in Rule 7.3(e) (as specified in the Regulations).

8 INDIVIDUAL MEMBERS

8.1 **Individuals Holding Specified Positions:** An individual shall be an Individual Member if the individual is an Officer or other Appointed Personnel of NNZ.

8.2 **Becoming an Individual Member:** An individual holding a position referred to in Rule 8.1 will become an Individual Member upon being elected or appointed to the relevant position, provided that:

(a) at the same time or subsequently, the individual confirms their consent to becoming a Member of NNZ (which shall be a condition of holding a position referred to in Rule 8.1); and

(b) NNZ receives all information required for NNZ's Register.

9 LIFE MEMBERS

9.1 **Becoming a Life Member:** A person shall become a Life Member of NNZ by nomination, recommendation and then vote at a Council Meeting, such processes to be carried out in accordance with the Regulations, provided that:

(a) the Council Meeting resolution to approve a Life Member of NNZ must be passed by at least a two thirds majority of the votes carried by those Delegates present and entitled to vote at the meeting; and

(b) the person must also consent to becoming a Member of NNZ, and provide all information required for NNZ's Register.

9.2 **Rights/Obligations:** A Life Member of NNZ shall have the same rights and obligations as other Members, except that a Life Member shall have no right to vote at a Council Meeting, unless that Life Member is a Delegate in which case the Life Member has the rights under Rule 19.5.

10 MEMBERSHIP FEES

10.1 **Board Determination of NNZ Fees:** The Board shall determine:

(a) the membership fee and/or other fees ("**the Membership Fee**") payable by Zone Entities and Netball Centres to NNZ;

(b) the due date for the fee(s); and

(c) the manner of payment for the fee(s),

and in determining any fees payable by Zone Entities and Netball Centres the Board shall take into account whether or not there is a Zone Entity for each Zone (for example, Netball Centres in a Zone that does not have a Zone Entity may be required to pay a higher fee).

10.2 Zone Entity and Netball Centre Fees: Zone Entities and Netball Centres shall determine membership and other fees for their members and others involved in Netball, provided that such fees shall comply with the Regulations. The Board may investigate, and if it considers appropriate, request a Zone Entity and/or Netball Centre to alter the nature and/or amount of any fees, in accordance with the Regulations.

11 MEMBERS' RIGHTS AND OBLIGATIONS

Members acknowledge and agree that:

11.1 Arrangements Binding: this Constitution constitutes a contract between each of them and NNZ and they are bound by this Constitution and the Regulations;

11.2 Compliance: they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board;

11.3 Jurisdiction: they are subject to the jurisdiction of NNZ;

11.4 Furtherance of Objects: this Constitution and the Regulations are necessary and reasonable for promoting the Objects of NNZ, and they are made in the pursuit of the mutual and collective benefit of NNZ, its Members, Netball and those who are involved in Netball;

11.5 Rights: they are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution, but they have no right, title or interest in, nor any automatic right to use, the property of NNZ;

11.6 Eligibility: to continue as Members and to remain entitled to any benefits, advantages, privileges and services of membership, they must continue to meet the requirements for the relevant category of membership under this Constitution and any applicable Regulations; and

11.7 Provision of Information: they must provide, and notify any changes to, the information relating to them that is required by NNZ under, or for the purpose of compliance with, this Constitution and the Act, and for Zone Entities and Netball Centres this includes the provision of details and notification of changes to details in relation to their respective members and other persons as referred to in Rules 6.3(e), 7.3(e) and 8.2(b).

12 REGISTER OF MEMBERS

12.1 Register Required: NNZ shall keep and maintain a Register which must contain all information that NNZ is required to collect under, or for the purpose of compliance with, this Constitution and the Act in relation to current Members and in relation to former Members whose membership ceased within the previous seven (7) years (or any other period specified under the Act).

12.2 Register Information: Without limiting Rule 12.1, the information to be kept on the Register in relation to a person who is, or was, a Member includes (without limitation):

(a) the person's name;

(b) the person's contact details, which must include a postal address (including postcode), an email address, and at least one phone number;

(c) the date the person became a Member;

(d) the relevant category of membership;

(e) if applicable, the date the person ceased to be a Member; and

(f) for Zone Entities and Netball Centres, the name(s) and contact details of the representative(s) or contact person(s) for the entity.

12.3 Zone Entity and Netball Centre Updates: All Zone Entities and Netball Centres shall provide written notice of any change to the details referred to in Rules 12.1 and 12.2 to NNZ within thirty (30) days of being notified of such change.

12.4 Individual Member Updates: All Individual Members and Life Members shall provide written notice of any change to their details referred to in Rules 12.1 and 12.2 within thirty (30) days of such change.

12.5 Privacy Requirements: The Board, the Zone Entities and the Netball Centres shall, in collecting personal information for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 2020.

12.6 Access to Register: Any entry on the Register shall be available for inspection by Members and Board Members, upon reasonable request and in compliance with the Privacy Act 2020.

13 TERMINATION OF MEMBERSHIP

13.1 Non-payment, Ineligibility or Resignation: A Member shall have their membership of NNZ terminated if:

(a) any fees (including Membership Fees) or other payments to NNZ are due and outstanding. Before such termination can occur NNZ must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand and the Member's membership of NNZ may only be terminated by the Board under this Rule 13.1(a) if payment has not been received by the due date; or

(b) the Board determines that the person has ceased to meet the requirements for the relevant category of membership; or

(c) the person resigns by giving written notice to NNZ.

13.2 Disciplinary Proceedings: In addition to Rule 13.1, a Member may have its or their membership of NNZ terminated by resolution of the Board, if:

(a) the Judiciary Committee recommends such action under Rule 23; or

(b) the Board, or any sub-committee of the Board, after reasonable enquiry, considers that the Member did not, or is unable to, comply with a reasonable Board decision, this Constitution, the Regulations, or any policies or reasonable directions of the Board.

13.3 Right to be Heard: Before any decision under Rule 13.2 is made:

(a) the Member concerned shall be given seven (7) days written notice by the Board of the intended resolution; and

(b) the Member shall have the right to be present, make submissions and be heard at the Board meeting at which the resolution is to be determined.

13.4 Appeal to Council: Any Member whose membership is terminated under Rule 13.2 may appeal the decision to a Special General Meeting called for that purpose. The appeal shall be allowed if a resolution to allow the appeal is passed by at least a two-thirds majority of the votes carried by those Delegates present and entitled to vote at the Special General Meeting. Where a Member appeals a decision of the Board under this Rule, then that decision shall be final, and Rule 23.3 (Appeals) shall not apply.

13.5 Natural Justice/Compliance with Act: The processes set out under Rules 13.2 to 13.4 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.

13.6 **Reinstatement:** Membership which has been terminated under this Constitution may be reinstated at the discretion of the Council at a subsequent Council Meeting.

13.7 **Consequences of Termination:** When a person ceases to be a Member, the Register must be updated and the person shall:

(a) forfeit all rights in and claims upon NNZ and its property;

(b) forfeit all membership rights including any rights to attend, speak and vote at Council Meetings and to appoint any Delegate for that purpose;

(c) not use any property of NNZ, including Intellectual Property, without NNZ's consent;

(d) not hold themselves out, expressly or impliedly, as being a Member or similarly connected or associated with NNZ; and

(e) remain liable to NNZ for any outstanding membership fees or other debts.

PART III: PRESIDENT, BOARD & STATUTORY OFFICERS

14 PRESIDENT

14.1 **Election and Term:** The President shall be elected every two (2) years by Council. The person elected as President shall hold office for two (2) years, until the conclusion of the second Annual General Meeting following their election. The President may be re-elected for one (1) subsequent and consecutive term of office only.

14.2 **Nominations:** Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule 15.3(b).

14.3 **Role:** The President may attend and speak at Board and Council meetings, but shall have no right to vote, unless the President is the Chairperson at a Council Meeting, in which case the President is entitled to the casting vote under Rule 19.13(f).

15 BOARD

15.1 Role of the Board

The Board is responsible for determining strategies, policies and financial arrangements of, and for, NNZ. For the purposes of the Act, the Board is the committee and governing body of NNZ.

15.2 Membership of the Board

(a) The Board shall comprise seven (7) individuals, each a "**Board Member**" and collectively "**Board Members**", consisting of:

(i) three (3) persons elected by the Annual General Meeting, under Rule 15.3(a) ("**Elected Board Members**"); and

(ii) four (4) persons appointed by the Board Appointment Panel, under Rule 15.3(h) ("**Appointed Board Members**"),

(b) A person elected or appointed as a Board Member shall become an Individual Member at the time of election or appointment, in accordance with Rule 8, so that the Board shall entirely consist of individuals who are Members of NNZ.

15.3 Election/Appointment of the Board and Chair

(a) The Elected Board Members shall be elected at an Annual General Meeting, following nomination by at least one (1) Zone Entity or Netball Centre or the Board.

(b) Nominations for President and any Elected Board Member positions that are vacant prior to, or will become vacant at the conclusion of, an Annual General Meeting may be made by Zone Entities, Netball Centres and the Board, and must be received by NNZ not less than thirty (30) days before the date set for the relevant Annual General Meeting.

(c) In relation to the election of the President and Elected Board Members at an Annual General Meeting:

(i) if there is more than one (1) nominee for a vacant position as referred to in Rule 15.3(b), there shall be a vote in relation to that position and the nominee with the highest number of votes shall be elected to fill that position; and

(ii) if there is only one (1) nominee for a vacant position as referred to in Rule 15.3(b) (b)(including where the number of nominees for Elected Board Member positions equals or is less than the number of vacancies), a nominee shall be deemed to be elected without conducting a vote.

(d) The Appointed Board Members shall be appointed by the Board Appointment Panel.

(e) The Board Appointment Panel shall be established by the Board by no later than two (2) months prior to the Annual General Meeting each year, or at such other time as directed by Council following the removal of an Appointed Board Member under Rule 15.11. It shall consist of three (3) persons being:

(i) one (1) individual nominated by the Institute of Directors in New Zealand Incorporated or an equivalent organisation as determined by the Board; and

(ii) two (2) other individuals nominated by the Board.

(f) Applications for Appointed Board Member positions that are vacant, or will soon become vacant, may be made in writing by any person and must be received by NNZ not less than twenty (20) days before an Annual General Meeting for positions vacant prior to or at the conclusion of that meeting, or twenty days (20) before the Board Appointment Panel is due to meet where it is required to determine a replacement for an Appointed Board Member who has been removed (under Rule 15.11). In addition, the Board Appointment Panel may advertise publicly or invite applications for Appointed Board Member positions.

(g) An applicant for an Appointed Board Member position may also be a nominee for an Elected Board Member position, provided that if such nominee is elected as an Elected Board Member at the Annual General Meeting, their application for an Appointed Board Member position shall automatically be withdrawn. The Chief Executive Officer shall forward all applications for Appointed Board Member positions (together with all nominations for Elected Board Member positions) to the Board Appointment Panel.

(h) Following assessment, and if necessary after considering further information obtained from the applicants, the Board Appointment Panel shall determine appointments to fill Appointed Board Member positions vacant prior to or at the conclusion of an Annual General Meeting no later than fourteen (14) days after the Annual General Meeting. The Board Appointment Panel shall determine the Appointed Board Member where an Appointed Board Member has been removed (under Rule 15.11), within sixty (60) days of the Council meeting at which the removal resolution was passed.

(i) Following the election and appointment of Board Members under Rules 15.3(a) and 15.3(h) in connection with an Annual General Meeting, the Board Members shall at the next Board meeting following the Annual General Meeting, appoint a Chairperson of the Board.

15.4 Term of Office of Board Members

(a) Subject to Rule 15.4(b), the term of office for an Elected Board Member shall run from the date of their election to the conclusion of the third Annual General Meeting following their election, and the term of office for an Appointed Board Member shall run for a maximum of three (3) years from the date of their appointment, as determined by the Board at the time of the appointment.

(b) The Board must use reasonable endeavours to ensure that the terms of office of all or a majority of Board Members do not come to an end at the same time. For that purpose, the term of office of a Board Member or Board Members may be reduced by agreement of the Board and the Board Member concerned, or failing such agreement by majority vote of the Board.

(c) Any Board Member may be re-elected (under Rule 15.3(a)) or re-appointed (under Rule 15.3(h)) to the Board for a maximum of two (2) subsequent and consecutive terms of office, provided that the Board members' total service does not exceed nine (9) years.

15.5 Rights of Board Members

Unless this Constitution or the Act provides otherwise, all Board Members shall have the right to attend, speak and vote at all Board meetings.

15.6 Vacancies on the Board

(a) Unless this Constitution provides otherwise and subject to 15.6(b), any vacancy on the Board which occurs during any Board Member's term of office may be filled, for the remainder of that term of office, by a person appointed by the Board.

(b) Where the vacancy in Rule 15.6(a) is an Elected Board Member, the term of office for the Board Member appointed to fill such vacancy shall expire at the conclusion of the next Annual General Meeting at which time the person to fill the vacancy shall be determined by election under Rule 15.3(a).

15.7 Functions and Powers of the Board

The Board shall have the power to:

(a) develop and implement strategies, policies and procedures for the administration, promotion and development of Netball in New Zealand;

(b) develop and implement prudent policies to protect and enhance NNZ's finances and property;

(c) control and invest the funds of NNZ, and adopt appropriate Regulations and procedures for this purpose;

(d) employ the Chief Executive Officer, determine the terms and conditions of employment, and, if necessary, terminate such employment;

(e) establish, appoint and determine the composition of subcommittees and/or entities under Rules 16 and 17;

(f) appoint such persons as it considers appropriate to represent the Board on any other Board, entities or any other equivalent body as and when required and if necessary, terminate such appointments.

(g) establish such other commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities;

(h) establish such corporate and other entities to carry on and conduct all or any part of the affairs of NNZ;

(i) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;

(j) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;

(k) publish and enforce the Rules of Netball;

(l) determine the yearly calendar for international, national and Zone tournaments, events and competitions in New Zealand;

(m) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for national representative Netball teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;

(n) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within NNZ, (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;

(o) select New Zealand representative Netball teams and squads;

(p) subject to this Constitution, fill vacancies of the Board, any commissions, committees and other groups which are established by it;

(q) determine the conditions and rules of national and Zone tournaments, events and competitions, held by or under its auspices;

(r) appoint and administer the Judiciary Committee;

(s) discipline Members and others as specified under Rules 13 and 23;

(t) develop national programmes for playing, coaching, umpiring and officiating Netball;

(u) resolve and determine any disputes or matters not provided for in this Constitution; and

(v) do all other acts and things which are within the Powers and Objects of NNZ and which the Board considers appropriate, including anything that falls within the powers conferred on the Board as the committee and governing body of NNZ as an incorporated society under the Act.

15.8 Meetings of the Board

(a) The Board shall meet at such places and times, and in such manner, as it shall determine.

(b) The Chairperson shall chair Board meetings, or in the Chairperson's absence any other Board Member determined by the Board. The person chairing a Board Meeting will regulate the proceedings at that meeting.

(c) A resolution in writing, signed or assented to by email or other form of visible or other electronic communication by all the Board Members, shall be as valid and effectual as if it had been passed at a meeting of Board Members. Any such resolution may consist of several documents in like form each signed or assented to by one or more Board Members.

(d) A meeting of the Board may be held where all or one or more of the participating Board Members is not physically present at any physical venue for the meeting (and for the purpose of this Constitution, any such Board Member shall be treated as attending and present at the meeting), provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously, whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Board and such notice specifies that Board Members are not required to be present in person at any physical venue for the meeting; and

(iii) if a failure in communications prevents Rule 15.8(d)(i) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until Rule 15.8(d)(i) is satisfied again. If Rule 15.8(d)(i) is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated at the time of the failure.

(e) A Board Member who is absent from two (2) consecutive a Board Meetings without prior approval or without reasonable explanation (as determined by the Board), shall be deemed to have vacated their office as a Board Member.

(f) The Board must ensure that minutes are kept in relation to all Board meetings and that the Board minutes or other records include a record of all resolutions of the Board.

15.9 Voting at Board Meetings

(a) Each attending Board Member shall have one vote on matters decided at Board Meetings, provided that the Board Member is not precluded from deliberations and voting on the relevant matter on account of any conflict of interest in relation to the matter under the Act.

(b) All decisions and resolutions of the Board at a Board Meeting must be approved by a majority of Board Members present and entitled to vote on the relevant matter at the meeting. Subject to Rule 15.8(c), voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member). If votes are otherwise tied, the Chairperson shall have the casting vote.

15.10 Quorum for Board Meetings

There shall be no less than five (5) Board Members present at a Board Meeting (including a meeting held with one or more Board Members not physically present under Rule 15.8(d)) to constitute a quorum for commencing, and conducting business at, the meeting.

15.11 Suspension and removal of Board Members

(a) The Board may suspend any Board Member who, in the opinion of the Board, has failed to comply with the duties of a Board Member or whose conduct has been prejudicial to the Board or to the interests of NNZ, and must notify the Board Member of the suspension.

(b) Upon notification of such suspension, the Board Member affected shall be given the opportunity prior to, and at, the next Board meeting, to make submissions in writing and/or verbally to the Board, about the suspension. The Board shall then either confirm or revoke the suspension.

(c) Subject to Rules 15.11(d) and 15.11(e), the Council in a Special General Meeting, called for this purpose, may by resolution remove any Board Member on any ground or grounds that the Council considers sufficient to warrant removal, before the expiration of their term of office. Where that removed Board Member was an Appointed Board Member, the Council shall request the Board Appointment Panel (under Rule 15.3(e)) to appoint another person in their place and to hold office until the expiration of the term of the removed Board Member. Where that removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 15.6.

(d) Upon the Chief Executive Officer receiving a request for a Special General Meeting as specified in Rule 19.11 for the purpose of removing a Board Member under Rule 15.11(c),

the Chief Executive Officer shall send the notice in Rule 19.12 to the Board Member concerned, in addition to the Board, the Zone Entities and Netball Centres, as required under Rule 19.12.

(e) Following notification under Rule 15.11(d), and before voting on the resolution to remove a Board Member under Rule 15.11(c) , the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to the Board, the Zone Entities and Netball Centres about the proposed resolution.

(f) The processes set out under this Rule 15.11 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.

15.12 Board Member Cessation of Office:

A person shall cease to hold office as a Board Member and shall be deemed to have retired if that person:

(a) resigns from office;

(b) becomes bankrupt or insolvent;

(c) is convicted of an indictable offence;

(d) becomes incapable of acting (in which case, and for the avoidance of doubt, a majority decision of two thirds of the Board (excluding the person being voted on) shall be determinative, notwithstanding who appointed such Board Member);

(e) dies;

(f) is removed by resolution pursuant to 15.11; or

(g) becomes disqualified from acting as an officer of an incorporated society under the Act.

16 AUDIT AND RISK COMMITTEE

The Board shall establish a permanent committee which shall provide advice to the Board on finance, audit and risk matters. The composition, powers, functions and procedures of such committee shall be made available to Members either by being specified in the Regulations, or by publication on a NNZ authorised and accessible platform such as the NNZ website.

17 OTHER COMMITTEES

The Board may form a committee or other entity from time to time for the purpose of advice on any aspect related to Netball. The composition, powers, functions and procedures of such committee, entity or entities shall made be available to Members by being specified in the Regulations, or by publication on a NNZ authorised and accessible platform such as the NNZ website.

18 STATUTORY OFFICERS AND CONTACT PERSONS

18.1 Officers Include Board Members and Others: For the purposes of the Act and any other legislation under which NNZ may be registered from time to time, the Officers of NNZ are the Board Members, the Chief Executive Officer, and any other person who is deemed to be an Officer of NNZ under the relevant legislation.

18.2 Officer Qualification and Compliance: To become an Officer, an individual must consent in writing to be an Officer and certify that they are not disqualified from holding office as an Officer, and all Officers must comply with their duties and other requirements under this Constitution, the Act and any other relevant legislation.

18.3 Interests Register and Disclosures: The Board must ensure that it keeps and maintains a register of disclosures of interests made by Officers, and the Board and each Officer must comply with their respective obligations relating to conflicts of interest, in accordance with the Act.

18.4 Contact Person(s): As required under the Act and any other legislation under which NNZ may be registered from time to time, the Board must appoint at least one (1) and up to three (3) contact persons for NNZ for the purposes of the relevant legislation, who may be the Chief Executive Officer and/or any other person as determined by the Board. Any individual appointed as a contact person must not be disqualified from holding that position and must comply with their duties and other requirements under this Constitution, the Act and any other relevant legislation.

18.5 Disqualification/Removal: A person is not permitted to act, or to continue to act, as an Officer as referred to in Rule 18.1 or as a contact person as referred to in Rule 18.3 if the person is, or becomes, disqualified from holding such a position under the Act or other relevant legislation.

PART IV: COUNCIL & COUNCIL MEETINGS

19 COUNCIL

19.1 Role of the Council

The Council is the stakeholder body of NNZ that has the powers set out in Rule 19.6 and elsewhere in this Constitution.

19.2 Composition of Council

The Council shall be the Delegates and the President.

19.3 Meetings of Council

(a) The Council shall meet annually which shall be at the Annual General Meeting of NNZ. It may also meet at any other time in a Special General Meeting, called under this Constitution. All references to a Council Meeting in this Constitution mean an Annual General Meeting or a Special General Meeting.

(b) The method of holding a Council Meeting will be determined by the Board, and a Council Meeting may be held by:

(i) attendees assembling at a physical venue designated for the meeting;

(ii) attendees participating by audio or audio-visual link or other electronic communication designated for the meeting; or

(iii) a combination of the methods set out in paragraphs (i) and (ii) above.

(c) In relation to any Council Meeting for which any method of participation referred to in Rule 19.3(b)(ii) is designated:

(i) for the purpose of this Constitution, a person participating in the meeting using that method is deemed to attend and be present at the meeting;

(ii) all those participating in the meeting who are entitled to speak and vote at the meeting must be able to hear, and effectively communicate with, each other throughout the meeting (as required to conduct the business of the meeting); and

(iii) if a failure in communications prevents Rule 19.3(c)(ii) from being satisfied, the meeting shall be suspended until Rule 19.3(c)(ii) is satisfied. If Rule 19.3(c)(ii) is not satisfied within 30 minutes from the interruption, the meeting shall be deemed to have terminated at the

time of the failure, or may be adjourned by the person designated to chair the meeting.

19.4 Chairperson

The Chairperson of a Council Meeting shall be the President, or the President's nominee. The Chairperson will regulate the proceedings at that meeting.

19.5 Delegates and Other Attendees

(a) The Delegates for a Council Meeting shall be:

(i) two (2) individuals appointed to represent each Zone (being the two (2) Delegates appointed either by the relevant Zone Entity as referred to in Rule 6.3(e) or, if there is no Zone Entity, by the Netball Centres in the Zone as referred to in Rules 6.7 and 7.5);

(ii) one (1) individual elected or appointed by each Netball Centre, if any; and

(iii) one (1) Board Member appointed by the Board.

(b) The President and the Chief Executive Officer cannot act as Delegates.

(c) No individual shall act as a Delegate for more than one (1) Zone or one (1) Netball Centre at the same Council Meeting.

(d) The names of the Delegates elected or appointed under Rule 19.5(a), shall be forwarded to the Chief Executive Officer by a date and time determined by the Board, prior to the commencement of each Council Meeting.

(e) Subject to Rule 19.13 each Delegate shall represent and vote on behalf of their Zone, Netball Centre or the Board, as the case may be.

(f) In addition to the Delegates:

(i) All Members (except Life Members) are entitled to attend Council Meetings as observers but shall not be entitled to speak or vote.

(ii) Life Members are entitled to attend and speak at Council Meetings, but shall have no right to vote, unless the Life Member is a Delegate in which case the Life Member has the rights under Rule 19.5.

(iii) The Board may approve General Meeting attendance by any other person, to observe and/or speak at the General Meeting, unless overruled by the Council.

19.6 Conduct and Powers of Council

The Council shall act in accordance with the Objects and for the mutual and collective benefit of NNZ, the Members, Netball and those who involved in Netball. The Council shall have power in Council Meetings to:

(a) determine major strategic directions of NNZ;

(b) alter this Constitution;

(c) review NNZ's performance;

(d) be the final arbiter on matters referred to it under this Constitution; and

(e) elect the President and the Elected Board Members.

19.7 Annual General Meetings

(a) An Annual General Meeting of NNZ shall be held no later than six (6) months after NNZ's financial reporting balance date, and no later than fifteen (15) months after NNZ's previous Annual General Meeting.

(b) All Council Meetings other than Annual General Meetings shall be Special General Meetings and shall be held in accordance with this Constitution.

19.8 Notice of Annual General Meetings

Not less than sixty (60) days written notice shall be given by the Chief Executive Officer to the Board, the Zone Entities, the Netball Centres and other Members of:

(a) the date and place for, and any other details for attendance at, the Annual General Meeting,

(b) the closing date for nominations of elections and items of business (under Rule 19.9) to be submitted.

19.9 Nominations and Agenda Items

Not less than thirty (30) days before the date set for the Annual General Meeting, agenda items (including any proposed motions, and any proposed alterations to this Constitution) and nominations under Rule 15.3(a) must be received in writing by the Chief Executive Officer from Zone Entities, Netball Centres and the Board.

19.10 Agenda and Business to be Discussed

(a) The business which must be discussed at the Annual General Meeting includes:

(i) the Board's presentation of the Annual Report of NNZ for the most recently completed financial year;

(ii) items of business of which notice has been given under Rule 19.9;

(iii) elections of the President and Elected Board Members;

(iv) any proposed, properly notified alterations to this Constitution; and

(v) any other business required to be conducted at Annual General Meetings in accordance with any applicable requirements under the Act, including, if applicable, notice of any Officer disclosures of interest in respect of matters relating to NNZ for the most recently completed financial year.

(b) An agenda containing the business to be discussed at an Annual General Meeting together with a list of Delegates attending, shall be forwarded to the Board, and to all Zone Entities and Netball Centres, by no later than twenty one (21) days before the date of the meeting.

(c) Any additional items of business not listed on the agenda may only be discussed if general business is included on the agenda or if approved by a resolution passed by a majority of the votes carried by those Delegates present and entitled to vote at the meeting.

19.11 Special General Meetings

(a) Special General Meetings of NNZ may be called at any time by a minimum of three (3) Zone Entities, or by the Board, by written notice to the Chief Executive Officer. The business to be discussed at a Special General Meeting shall be limited to the item(s) of business included in the notice of the meeting.

(b) Without limiting the application of Rule 19.11(a), the Board must call a Special General Meeting to consider and determine a matter if a NNZ decision needs to be made on the matter and 50% or more of the Board Members are precluded from voting on the matter due to conflicts of interest under the Act.

19.12 Notice of Special General Meetings

Subject to Rule 15.11(d) (removal of Board Member), where a Special General Meeting is called under Rule 19.11:

(a) the Chief Executive Officer must notify the meeting in accordance with Rule 19.12(c) within thirty (30) days of the Chief Executive Officer's receipt of the relevant notice calling the meeting under Rule 19.11;

(b) the scheduled date of the meeting must be not less than twenty one (21) days and not more than thirty (30) days after the date of the Chief Executive Officer's notice under Rule 19.12(c); and

(c) the Chief Executive Officer must give not less than twenty one (21) days' written notice of the meeting to the Board, the Zone Entities, the Netball Centres and other Members, and the notice must include:

(i) the date and place for, and any other details for attendance at, the Special General Meeting; and

(ii) the specific item(s) of business to be considered as the meeting.

19.13 Voting at Council Meetings

(a) Each Zone represented at a Council Meeting by its Delegates present at the meeting shall be entitled (jointly in the case of two (2) Delegates for a Zone being present at the meeting) to forty (40) votes **less** the number of Delegates of Netball Centres from within that Zone who are present at the meeting.

(b) Each Netball Centre present at a Council Meeting by its Delegate shall be entitled to one (1) vote.

(c) The Delegate of the Board present at a Council Meeting shall be entitled to one (1) vote.

(d) The person chairing the meeting shall have a casting vote.

(e) The majority required for passing resolutions shall be a majority of the votes carried by those Delegates present and entitled to vote, unless this Constitution requires otherwise as in the case of alterations to this Constitution (under Rule 25) and the appointment of a liquidator (under Rule 27) for which the required majority shall be at least two thirds of the votes carried by those Delegates present and entitled to vote. In the event that half of the votes carried by those Delegates present and entitled to vote are in favour of a resolution, the resolution shall be passed if the casting vote of the person chairing the meeting is in favour of the resolution.

(f) Voting may be by a show of hands, or if requested by two (2) Delegates present at the meeting, by secret ballot. The method of voting shall be as specified in the Regulations or otherwise as determined by the person chairing the meeting.

(g) There shall be no proxy voting.

19.14 Remote Votes

(a) Notwithstanding Rule 19.13, where the Board considers it appropriate to do so, voting for a Council Meeting or any item(s) of business for a Council Meeting may occur wholly or in part by physical mail, electronic mail, or other form of visible or other electronic communication prior to the Council Meeting, with the results of such voting being announced at the meeting. The procedure for such voting shall be as specified in the Regulations.

(b) In relation to any such voting, a Delegate or Delegates casting their vote or votes remotely shall be treated, in relation to the remote vote, as if they were present and voting at the Council Meeting for the purpose of establishing a quorum and conducting the business covered by the remote vote (and the number of votes for Delegates representing a Zone in relation to the remote vote shall be determined accordingly).

19.15 Quorum

At least 51% of the total voting strength of the Delegates (the total voting strength being: (the number of Zones x 40) + 1) must be present at a Council Meeting to constitute a quorum for the purpose of commencing and conducting business at the Council Meeting.

19.16 No Written Resolutions in lieu of Council Meetings

Written resolutions in lieu of Council Meetings are not permitted.

19.17 Minutes/Records

(a) The Board must ensure that minutes are kept in relation to all Council Meetings and that the Council minutes or other records include a record of all Council Meeting resolutions and any written resolutions.

(b) NNZ shall make available to any Member upon request and without charge the minutes of the most recent Council Meeting and the Annual Report presented at the most recent Annual General Meeting, within a reasonable period after receiving the request from the Member.

PART V: FINANCIAL REPORTING & CONTRACTING MATTERS

20 FINANCIAL YEAR

The financial year of NNZ shall commence on the 1st of December and end on the 30th day of November in the next year, and may be altered from time to time by the Board.

21 ANNUAL REPORT

21.1 Preparation of Report: The Board shall prepare an Annual Report for presentation to the Annual General Meeting which contains:

(a) the audited annual financial statements, prepared and audited in accordance with all applicable requirements under the Act, for the most recently completed financial year prior to the Annual General Meeting; and

(b) an annual report on the operation and affairs of NNZ during that financial year,

collectively known as the "**Annual Report**".

21.2 Audit Requirement: The annual financial statements in Rule 21.1(a) shall be audited by an auditor appointed by the Board. The auditor shall be a practising chartered accountant.

22 COMMON SEAL & METHOD OF CONTRACTING

22.1 Common Seal: If NNZ is required or chooses to have a common seal (as determined by the Board), the Board shall determine when and by whom any common seal is to be used and make provision for its safe custody.

22.2 Contracting: Whether or not NNZ has a common seal, contracts and other enforceable obligations may be entered into by NNZ:

(a) in the case of deeds:

(i) by any two (2) or more duly authorised Board Members signing the deed under the name of NNZ; or

(ii) by the Chief Executive Officer or a duly authorised Board Member signing the deed under the name of NNZ, provided that the signature must be witnessed; or

(iii) by one (1) or more duly authorised attorneys appointed by NNZ signing the deed under the name of NNZ; or

(iv) in addition to complying with one of subparagraphs (i) to (iii), by properly affixing NNZ's common seal (if any) as determined by the Board in accordance with Rule 22.1; and

(b) in the case of contracts and other obligations not in deed form, by any Board Member or other Officer or person, acting under NNZ's express or implied authority, signing or otherwise agreeing the contract or other obligation on behalf of NNZ.

PART VI: DISCIPLINE OF MEMBERS AND OTHERS

23 JUDICIARY COMMITTEE PROCEDURES

23.1 Matters which may be Referred to Judiciary Committee

Without limiting the Board's powers under Rule 13, the following matters may be referred for investigation and determination by the Judiciary Committee in the sole discretion of the Board:

(a) an allegation by an individual or organisation that a Zone Entity, Netball Centre, National Representative, Officer, Life Member or Appointed Personnel has:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, any other policy, resolution or determination of the Council, Board or any committee, or under any rules of an Event, except where such breach, failure, refusal or neglect is of the NNZ Anti-Doping Regulations in which case it shall be referred to the Sports Tribunal of New Zealand for determination as set out in the Regulations;

(ii) acted in a manner unbecoming of a Member or of a person having the relevant status or position referred to in paragraph (a) or prejudicial to the Objects and interests of NNZ and/or Netball; or

(iii) brought NNZ or Netball into disrepute; or

(b) an appeal from a decision of a Zone Entity or Netball Centre by a person who is a member of, or holds a position with, or is involved in Netball in connection with the Zone Entity or Netball Centre respectively, being a person who has received a penalty or an adverse finding in disciplinary proceedings conducted by the relevant Zone Entity or Netball Centre, provided that the person has first exhausted all avenues of appeal available under the constitution of the relevant Zone Entity or Netball Centre,

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

23.2 Referral to Judiciary Committee

(a) The Board may commence investigatory or disciplinary proceedings ("**Proceedings**") in relation to a Defendant's position by referring the matter to the Judiciary Committee to hear a matter or matters under the Regulations.

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

(c) Any referral to the Judiciary Committee shall be made and determined in accordance with the Regulations.

23.3 Appeals

(a) Any party to any proceedings under Rule 23.1(a) of this Constitution may appeal ("the Appellant") a decision of the Judiciary Committee to the Sports Tribunal of New Zealand.

(b) An appeal under Rule 23.3(a) may only be made on one or more of the following grounds:

(i) that natural justice was denied;

(ii) that the Judiciary Committee acted outside of its powers and/or jurisdiction (i.e. acted ultra vires);

(iii) that substantially new evidence has become available after the decision, which is being appealed, was made; or

(iv) in respect of a decision relating to misconduct involving the appellant, that the penalty was either excessive or inappropriate.

(c) Any appeal under Rule 23.3(a) shall be filed within 10 working days from the date the Appellant was notified of the decision of the Judiciary Committee and in all other respects shall be in accordance with the rules of the Sports Tribunal of New Zealand (copies of which are available from NNZ). The decision of the Sports Tribunal of New Zealand shall be final and there shall be no further right of appeal.

(d) There is no right of appeal from a decision of the Judiciary Committee made under Rule 23.1(b) of this Constitution.

23.4 Sports Tribunal of New Zealand

(a) NNZ recognises the Sports Tribunal of New Zealand as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal.

(b) Subject to the rights and procedures set out in this Constitution (including in particular Rules 23 and 30), any Member or other person who or which has a sports related dispute with NNZ or another Member, may refer such dispute to the Tribunal with

the written agreement of the Board of NNZ and the other party to the dispute (if any), in accordance with the rules of the Tribunal.

(c) NNZ may provide for additional rights and procedures regarding the referral of other sports related disputes to the Tribunal, in any Regulations made under Rule 26 of this Constitution, provided that such rights and procedures are not inconsistent with this Constitution.

(d) Where not specifically provided for in this Constitution or the Regulations, the Board of NNZ may agree to refer certain sports related disputes to the Tribunal as set out in the rules of that Tribunal.

23.5 Natural Justice and Requirements under Act

The processes set out under this Rule 23 shall be conducted in a manner consistent with, and any related Regulations shall comply and be consistent with, the rules of natural justice and any applicable requirements under the Act.

PART VII: MISCELLANEOUS MATTERS

24 APPLICATION OF INCOME

24.1 **Promotion of Objects:** The income and property of NNZ shall be applied solely towards the promotion of the Objects, and shall not be applied for financial gain or private pecuniary profit in contravention of this Constitution or the Act.

24.2 **No Impermissible Member/Officer Benefits:** Except as provided in this Constitution:

(a) no portion of the income or property of NNZ shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member or Officer; and

(b) no remuneration or other benefit in money or money's worth shall be paid or given by NNZ to any Member, Board Member or Officer.

24.3 **Permitted Member/Officer Benefits:** Nothing in Rules 24.2(a) or (b) shall prevent payment in good faith of or to any Member, Board Member or Officer for:

(a) any services actually rendered to NNZ whether as an employee or otherwise;

(b) goods supplied to NNZ in the ordinary and usual course of operation;

(c) interest on money borrowed from any Member, Board Member or Officer;

(d) rent for premises demised or let by any Member, Board Member or Officer to NNZ; or

(e) any out-of-pocket expenses incurred by the Member, Board Member, or Officer on behalf of NNZ for any other reason,

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

25 ALTERATIONS TO THE CONSTITUTION/RULES

25.1 **General Meeting Approval of Alterations:** Subject to Rules 25.2 to 25.5 and compliance with the Act, this Constitution and any of its Rules may be altered (i.e. amended, added to, repealed or replaced) by a resolution passed at a Council Meeting by at least a two-thirds majority of the votes carried by those Delegates present and entitled to vote at the Council Meeting.

25.2 **Inland Revenue Approval:** No alteration to Rule 3 (Objects), Rule 24 (Application of Income) or Rule 27 (Liquidation) shall commence until approved by the Inland Revenue Department (for the purpose of confirming the continued tax-exempt status of NNZ). This Rule, and the effect of it, shall not be removed from this Constitution and shall be included and implied into any Constitution replacing this Constitution.

25.3 **Notice of Proposed Alterations:** Notice of any proposal to alter this Constitution or any of its Rules must be given by a Zone Entity or a Netball Centre or the Board to the Chief Executive Officer no later than thirty (30) days prior to the Council Meeting at which the alteration is to be considered and determined.

25.4 **Minor Alterations by Board:** If permitted under the Act, and in accordance with any applicable requirements under the Act, the Board may make minor or technical alterations to this Constitution or any of its Rules, provided that any such alteration must be notified to all Members in writing, electronically or otherwise, and shall not proceed or become effective if any Member objects to the alteration within twenty (20) working days of that notice.

25.5 **Alterations Effective on Registration:** Any permitted alteration of the Constitution or any of its Rules approved in accordance with this Rule 25 shall take effect from the date of its registration under the Act.

26 REGULATIONS

26.1 **Board Determination:** The Board may determine and amend such regulations for NNZ and its operation and affairs (which may include bylaws, policies, codes or other forms of regulation) as it considers necessary or desirable. Such Regulations must be consistent with the Objects and this Constitution, and any directives given by Council.

26.2 **Regulations Binding:** All Regulations shall be binding on NNZ and the Members.

26.3 **Notification:** All Regulations and any amendments to them, shall be advised to all Members in writing, electronically or otherwise, as approved by the Board.

27 LIQUIDATION/WINDING UP/DISSOLUTION

27.1 **Council Meeting Approval:** Subject to, and without limiting the application of, the provisions of the Act relating to liquidation or any other form of winding up or dissolution, NNZ may voluntarily be put into liquidation or otherwise wound up or dissolved if:

(a) a resolution to appoint a liquidator or approve winding up or dissolution, which may include distribution of NNZ's surplus assets, is notified for consideration and determination at a Council Meeting;

(b) the resolution is passed at a Council Meeting by at least a two-thirds majority of the votes carried by those Delegates present and entitled to vote at the Council Meeting; and

(c) the resolution is confirmed at a subsequent Special General Meeting, called for that purpose, and held not later than thirty (30) working days after the date on which the resolution was passed.

27.2 Liquidation Under Act: Upon appointment of a liquidator, the relevant provisions of the Act relating to liquidation shall apply to the liquidation of NNZ.

27.3 Distribution of Surplus Assets: Upon liquidation, winding up or dissolution, any surplus assets of NNZ, after payment of all costs, debts, and liabilities and subject to any trust affecting the surplus assets, shall be disposed of by distributing, giving or transferring them to a not-for-profit entity or entities having objects similar to the Objects.

27.4 Eligible Recipient(s): The not-for-profit entity or entities referred to in Rule 27.3:

(a) must qualify for receipt of NNZ's surplus assets, and the disposal of assets to the entity or entities must comply with any other applicable requirements, under the Act;

(b) must prohibit the distribution of its or their income and property among its or their members to at least the same or greater an extent as is imposed on NNZ under this Constitution;

(c) must not be carried on for profit; and

(d) must have an approved tax exemption.

27.5 Decision on Distribution: The entity or entities referred to in Rules 27.3 and 27.4 shall be determined by the Members in a Council Meeting at or before the time of liquidation, winding up or dissolution. If the Members are unable to decide, the entity or entities shall be determined by the liquidator (if applicable) or otherwise by the Registrar.

28 INDEMNIFICATION & INSURANCE

Subject to any applicable requirements or limitations under the Act and any other relevant legislation:

28.1 Board Members and Others Covered: NNZ shall indemnify, and may insure (as determined by the Board), its Board Members, other Officers, Appointed Personnel, and employees against all damages and costs (including legal costs) for which any such person may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct, where the act or omission is:

(a) in the case of a Board Member or other Officer or Appointed Personnel, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board; and

(b) in the case of an employee, performed or made in the course of, and within the scope of their employment by NNZ; and

28.2 Coverage Extends to Officer Duties: NNZ's indemnification and insurance under and in accordance with this Rule 28 is permitted to extend to any liability (other than criminal liability), and related costs, for a failure to comply with any duty imposed on a person in their capacity as an officer of NNZ under the Act or otherwise.

29 COLOURS

29.1 Description in Regulations: The colours of NNZ shall be, with the silver fern leaf emblem, as described in the Regulations**.**

29.2 Member Compliance: Members acknowledge and agree to abide by any Regulation relating to the colours of NNZ.

30 INTERPRETATION ISSUES, MATTERS NOT PROVIDED FOR & DISPUTES/COMPLAINTS

30.1 Interpretation Issues and Matters Not Provided For: If any issue arises in relation to the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, then such issue or matter shall be referred in writing to the Board, whose decision on the issue or matter shall be final and binding.

30.2 Resolution of Disputes/Complaints: If any dispute or complaint arises in respect of NNZ or any aspect of its operations or affairs, being a dispute or complaint for which the Act requires NNZ to have procedures and which is not covered by procedures prescribed elsewhere in this Constitution (for example, under Rule 23), the dispute or complaint shall be handled and resolved:

(a) by the relevant parties acting in good faith to seek an agreement; or failing such agreement,

(b) by the relevant parties following dispute/complaint procedures set out in the Regulations, which must be consistent and conducted in accordance with the rules of natural justice and any applicable requirements under the Act and may provide for referral of the matter to the Sports Tribunal of New Zealand in accordance with its rules and/or as directed by such Tribunal.

If any Member or other person wishes to raise a dispute or complaint to which this Rule 30.2 may apply, the person must notify NNZ in writing and the Board shall determine whether the matter is covered by procedures prescribed elsewhere in this Constitution or this Rule 30.2 and the matter shall then be progressed accordingly.

31 INTERPRETATION PROVISIONS & DEFINITIONS

31.1 Relationship with Act

This Constitution is to be interpreted in light of the Act and as subject to, and overridden by, any mandatory requirements of the Act that are contrary to any Rule set out in this Constitution.

31.2 Interpretation

In this Constitution, unless the context otherwise requires:

(a) **Defined Terms/Expressions:** terms and expressions that are given a defined meaning anywhere in this Constitution have the defined meaning in the whole of this Constitution;

(b) **Incorporated Society Terms/Expressions:** incorporated society law terms and expressions used in this Constitution have the same meaning as those terms and expressions have in the Act;

(c) **Headings**: rule and other headings are for ease of reference only and do not affect the interpretation of this Constitution;

(d) **Negative Obligations**: any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;

(e) **Plural and Singular:** words importing the singular number will include the plural and vice-versa;

(f) **Persons**: references to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;

(g) **Writing:** reference to writing or anything written include words visibly presented by email or other electronic means;

(h) **Gender:** references to any gender include all genders;

(i) **Statutes and Legislation:** references to any statute or statutory provision include any statute or statutory provision which amends or replaces the statute or provision referred to and any subordinate legislation made under the statute or provision referred to or under any amendment or replacement statute or provision; and

(j) **Rules and Schedules:** references to Rules and Schedules refer to Rules and Schedules of this Constitution.

31.3 Definitions

In this Constitution, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 2022 and includes any regulations made under that Act.

"Annual General Meeting" means the Council meeting held annually as described in Rule 19.7.

"Annual Report" means the report described under Rule 21.1(a) and (b).

"Appointed Board Member" means a person appointed as a Board Member under Rule 15.3(h).

"Appointed Personnel" means individuals who are appointed by the Board to positions of responsibility within NNZ and which may be paid or unpaid, and includes national selectors and examiners.

"Board" means the Board as defined in Rule 15.2.

"Board Appointment Panel" means the panel of persons established under Rule 15.3(e) to determine the Appointed Board Members.

"Board Members" means the Elected Board Members and the Appointed Board Members elected and appointed, respectively, under Rules 15.3(a) and 15.3(h).

"Chief Executive Officer" means the Chief Executive Officer of NNZ for the time being appointed under Rule 15.7(c).

"Club" means a group of individuals calling themselves a club, whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise) in a Zone.

"Constitution" and **"this Constitution"** means this constitution of NNZ, including any Schedule, setting out the Rules of NNZ.

"Council Meeting" means an Annual General Meeting or a Special General Meeting of NNZ held under Rule 19.3.

"Defendant" means the Member or other person against whom an allegation is made or an appeal is brought under Rule 23.1.

"Delegate" means a person elected or appointed to be a representative at a Council meeting under Rule 19.5.

"Elected Board Member" means a person elected as a Board Member under Rule 15.3(a).

"Event" means:

(a) any national Netball competition held by, or under the auspices of NNZ;

(b) any other competition, tournament, league or game sponsored by or conducted on behalf of NNZ; and

(c) any international competition, tournament, league or game at which NNZ is represented;

but does not include a game, competition, tournament, or league held by or on behalf of any Zone Entity or Netball Centre.

"INF" means the International Netball Federation, trading as World Netball (or using any other name, as determined by that entity), or any equivalent successor or replacement entity, which administers and promotes Netball internationally.

"Individual Member" means those individuals described in Rule 8.

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

"Judiciary Committee" means the committee as set out in Rule 23.

"Life Members" means those individuals described in Rule 9.

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

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

"National Representative" means a player or other member of a Netball Team or Netball squad which has been selected to play Netball in an event or competition as a representative of New Zealand, and includes an umpire selected to represent New Zealand.

"Netball" means the game of netball played under the Rules of Netball, or any other similar or modified Netball game the rules of which are determined or approved by the Board.

"Netball Centre" means a Netball Centre as described in Rule 7.

"**Netball Team"** means up to twelve (12) Netball players, a coach, a manager, and up to three other support personnel, unless otherwise specified by the Board.

"NNZ" means Netball New Zealand Incorporated (NZBN 9429042676188, Act Incorporation Number 307290) and, if the context requires, includes its officers, employees, Board Members and agents.

"Objects" means the objects of NNZ described under Rule 3.

"Officer" means the individuals referred to in Rule 18.1.

"President" means the individual elected under Rule 14.1.

"Register" means the register of Members specified in Rule 12.

"Regulations" means the regulations determined under Rule 26.

"Rule" means a rule of this Constitution.

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

"Schedule" means a schedule to this Constitution.

"School" means a school which administers, promotes and develops Netball in a Zone.

"Sports Tribunal of New Zealand" or **"Tribunal"** means the tribunal under the Sport and Recreation New Zealand Act 2002, and continued under the Sports Tribunal Act 2006, to hear and determine sports related disputes, including appeals.

"Zone" means a geographical area of New Zealand (being an area that together with other Zones covers all of New Zealand and that does not overlap with any other Zone) as determined by NNZ from time to time, and as at the date of adoption of this Constitution means a geographic area shown in Schedule 1 – The Zones.

"Zone Entity" means an entity, and in particular an incorporated society under the Act, recognised by NNZ as the entity responsible for the promotion, development and growth of Netball in a Zone.

32 TRANSITIONAL MATTERS

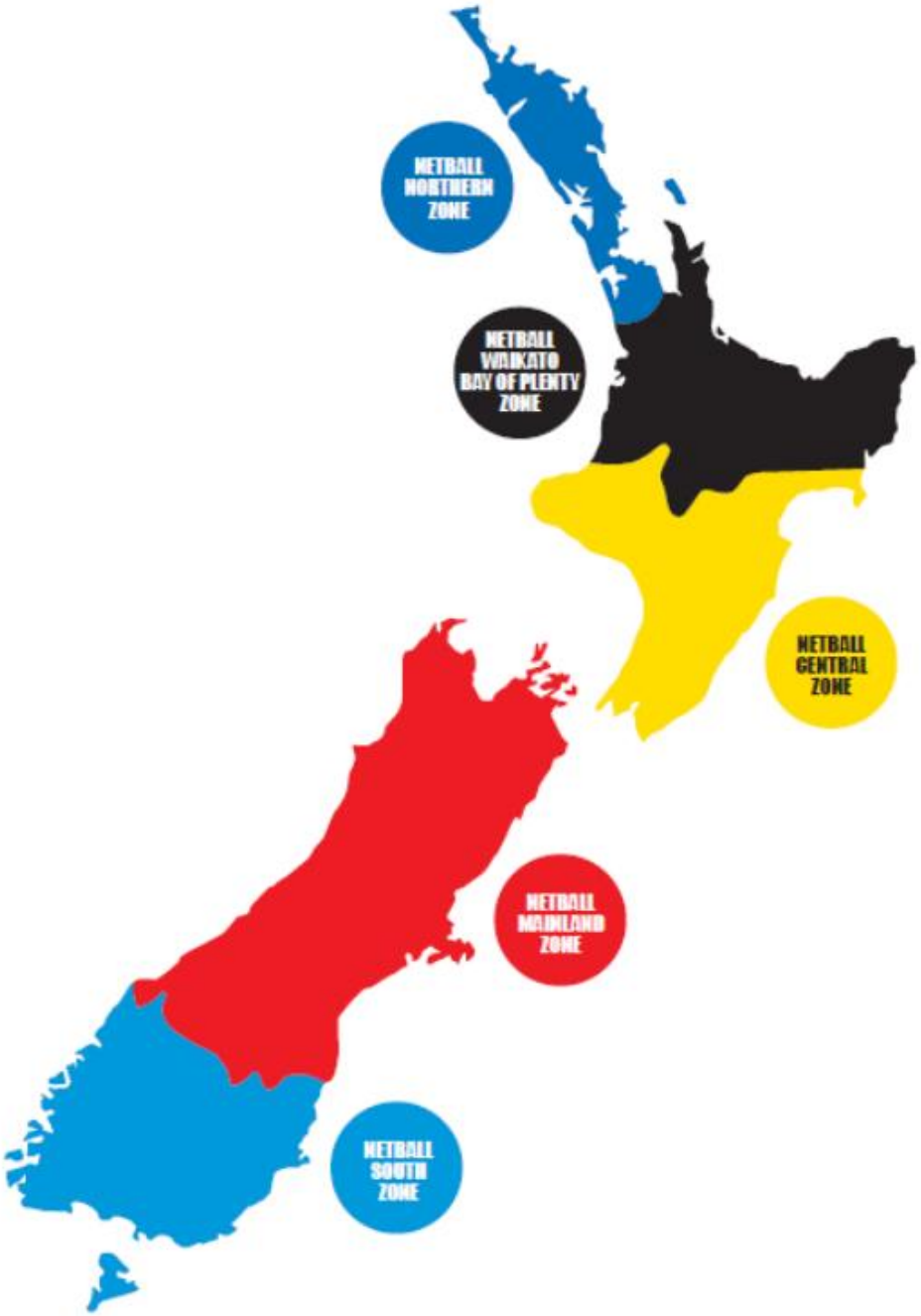
32.1 Constitution Effective on Registration: This Constitution comes into effect once it has been registered under the Act following its approval in accordance with NNZ's previous constitution, and this Constitution repeals and replaces the previous constitution in its entirety.

32.2 Transition of Membership, Board and Other Matters: In relation to the transition to this Constitution at the time it comes into effect, unless the context requires otherwise:

(a) all members of NNZ under NNZ's previous constitution immediately prior to this Constitution coming into effect will continue to be Members under this Constitution, under the same membership category, as if they had attained their membership under this Constitution, except that any individual falling within any of the categories of individual membership

referred to in rules 8.1(a), (b), (d) and (e) of NNZ's previous constitution (and not rule 8.1(c) or rule 9 of that constitution) will not be a Member under this Constitution unless and until they become a Member under this Constitution;

(b) all board members and other officers under NNZ's previous constitution immediately prior to this Constitution coming into effect will continue as Board Members and Officers under this Constitution (provided that they are eligible to do so under the Act), and for this purpose the relevant individuals will be treated as if they had been elected or appointed under this Constitution at the time that they were elected or appointed under the previous constitution; and

(c) all things done, including all contractual and other arrangements entered into, all decisions and appointments made, any regulations adopted, and any proceedings commenced under NNZ's previous constitution remain valid and effective and, if applicable, may be continued and completed under and in accordance with this Constitution.

Schedule – The Zones