

**CONSTITUTION OF  
WAITAKERE WEST AUCKLAND BASKETBALL INCORPORATED**

**1. NAME**

- 1.1 The organisation shall be called the Waitakere **West Auckland Basketball** Incorporated (Hereinafter referred to as **WWABI**).
- 1.2 **WWABI** shall be incorporated under the Incorporated Society Act.

**2. OBJECTS**

The objects of **WWABI** shall be to:

- 2.1 To develop and maintain a governing structure for Waitakere **West Auckland Basketball Incorporated**
- 2.2 Foster, promote and develop the game of Basketball, and the skill of the participants in the Waitakere Area. In particular to develop Basketball Leagues, competitions, pathways and opportunities for participation in the game of basketball for the people of Waitakere at all levels.
- 2.3 Create opportunities for all participants (eg. Administration, competitors, coaches, officials etc) to reach their potential;
- 2.4 Encourage and develop elite performance;
- 2.5 Encourage and enable mass participation;
- 2.6 To maintain the status of an affiliated association of Basketball New Zealand and represent the interest of basketball and its stakeholders from Waitakere at a national level.
- 2.7 To do such things as **WWABI** in its absolute discretion considers necessary or desirable to attain the objects of **WWABI**
- 2.8 To promote basketball as an amateur game for the recreation and entertainment of all New Zealanders

**3. NON PROFIT**

- 3.1 No member or person associated with a Member of **WWABI** shall derive any income, benefit or advantage from **WWABI** where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
  - (a) Professional services to **WWABI** rendered in the course of business charged at no greater rate than current market rates; or
  - (b) Interest on money lent at no greater rate than current market rates.

- 3.2 Perpetual clause: The provisions and effect of Rule 3.1 shall not be removed from this document and shall be included and implied into any document replacing this document.

#### **4. POWERS OF THE BOARD**

For the purpose of assisting the Association to achieve the objectives specified in clause 2 the Board shall have the following power and authority to:-

- 4.1 Make or alter rules, constitutions, regulations and by-laws by resolution in General Meeting;
- 4.2 Organise and control competitions when necessary;
- 4.3 Develop, organise, deliver and participate in programmes of education and training;
- 4.4 Withdraw, suspend or terminate membership;
- 4.5 Establish and operate judicial procedures and impose sanctions and penalties: and participate in Basketball New Zealand's judicial procedures processes;
- 4.6 Make all arrangements, including the appointment of coaches and of managers and the obtaining of funding (where required) for regional representative teams to compete in regional, national and international competitions;
- 4.7 Establish, maintain a database of basketball participants in Waitakere; and provide a copy to Basketball NZ, associations, clubs or any other party approved by the Board;
- 4.8 Appoint delegates to represent **WWABI** at National level at meetings of Basketball NZ.
- 4.9 All the other powers of a natural person including without limitation the power to lend, invest, borrow, raise or secure the payment of money, fundraise by subscriptions, levies, donations etc, insure property, obtain Public Liability insurance, enter into and/or terminate contracts with athletes, staff members, sponsors, media and other persons, agencies and organisations; develop job descriptions and appoint and terminate the appointment of staff (casual, contract, other); delegate duties, co-opt or appointment sub-committees or individuals and to acquire by purchase, lease or grant any property or property rights and to manage, let, sell, exchange or otherwise deal with property of the organisation.
- 4.10 To do all such other things as are incidental or conducive to the attainment of the Objects and the powers of **WWABI**.

#### **5. MEMBERS**

- 5.1 **Categories:** The membership of **WWABI** shall comprise:
- (a) The Board members;
  - (b) The Operations Manager;
  - (c) Any individual member accepted by the Board pursuant to clause 5.4;
  - (d) All Life Members and Honorary Members of **WWABI**; and

(e) Such other categories of members as may from time to time be determined by the board.

5.2 **Appointed Membership:** For the avoidance of doubt, the persons specified in clauses 5.1(a) & (b) shall, by virtue of their appointment or election, become members of **WWABI** and shall remain members until retirement or until their terms of office or appointment cease.

5.3 **Application for Membership:** Application for membership shall be made in writing, signed by the applicant and shall be in such form and be accompanied by such information in support of the application as the Board from time to time prescribes. The Board shall have absolute discretion to decide whether to accept each application, and, if an application is to be accepted, to which category of membership the applicant will be admitted. In considering the relevant category of membership the criteria specified by the Board pursuant to this constitution for each category shall be applied.

5.4 **Admission to Membership:** The Board, or the Operations Manager acting under the delegated authority of the Board, shall consider and, if appropriate, each application for membership as soon as is reasonably practicable following receipt of any application and the fee applicable for the relevant category of membership.

**5.5 Membership:**

- (a) Members of **WWABI** who are entitled to attend and vote at any general meeting of **WWABI** are those persons who have been accepted for membership in accordance with this constitution and who are financial at the date of the relevant meeting.
- (b) Members are entitled to receive all relevant notices of meetings of **WWABI** and any associated papers and to attend and exercise one vote at meetings of **WWABI**.
- (c) All members of **WWABI** shall be bound by this constitution and by any by-laws or regulations of **WWABI**. Membership of **WWABI** shall not confer on any member, or any other person, any privilege or any estate, interest or proprietary right to or share on the funds and property of **WWABI** nor shall any member be personally liable for any of the liabilities of **WWABI**.

**5.6 Membership Fees:**

- (a) The quantum of the membership fees for each category of membership shall be determined and shall be payable at such time and in such manner as the Board shall for time to time determine.
- (b) Membership shall lapse if the relevant membership fees are not paid within one month of the due date.

**5.7 Resignation of membership:** Any member may, by giving written notice to that effect to the Board, resign from membership of WWABI and/or from any office or appointment with WWABI. Every such resignation shall take effect from the date of receipt by WWABI.

**5.8 Withdrawal, Suspension or Termination of Membership:**

- (a) A membership may be withdrawn, suspended or terminated by the Board pursuant to clause 5.8(b) if the member:
  - (i) Is convicted of an indictable offence; or
  - (ii) Fails to comply with any of the provisions of this constitution; or
  - (iii) Acts in a manner considered to be injurious or prejudicial to the character or interests of WWABI.
- (b) A member may have membership withdrawn, or be suspended or have their membership terminated on a resolution carried by a Special Resolution of the Board passed at a Board meeting called for the purpose.
- (c) The Board shall as soon as reasonably practicable advise the person whose membership is withdrawn, suspended or terminated, of the fact of, and, if deemed appropriate by the Board, the reasons for the withdrawal, suspension or termination.

**5.9 Reinstatement of Membership:** A member may apply to have membership restored at the discretion of the Board.

**5.10 Register of Members:** The Board shall cause a register to be kept in which shall be entered the full name, contact details and category of membership of all persons admitted to membership of WWABI, the date or dates of their admission and shall keep and maintain the register in accordance with the provisions of the Privacy Act 1993.

## 6. LIFE MEMBERS AND HONORARY MEMBERS

6.1 **Life Membership:** At any Annual General Meeting of WWABI a person nominated pursuant to clause 6.2 may be elected, pursuant to a Special Resolution, as a Life Member of WWABI by reason of outstanding service rendered to WWABI and/or the sport of basketball in Waitakere City.

6.2 **Nominations:** Any member may nominate a person to be a Life Member by written notice to the Board not later than 42 days before the next Annual General Meeting. If the nomination is approved by the Board, it shall recommend that Life membership be awarded to the nominee by giving written notice to members not less than 21 days before the Annual General Meeting.

6.3 **Privileges:** Upon election, a Life Member shall be entitled to:

- (a) Complimentary admission to all games and stadia under the jurisdiction of WWABI;
- (b) Receive notice of, attend and vote at all general meetings of WWABI; and
- (c) Such other privileges as may be determined by the Board from time to time.

## 7 MANAGEMENT OF BWCI - BOARD

7.1 **The affairs of WWABI shall be governed by a Board which shall comprise not less than five (5) nor more than nine (9) members, one of whom shall be a person appointed by the Board who is:**

- (a) Not a member of WWABI;**
- (b) Is independent;**
- (c) Has skills/contacts that benefit WWABI;**

7.2 The Board shall meet at least bi monthly.

7.3 At the first Board meeting after the AGM, the Board shall elect, from amongst their number, a Chairperson, who will hold office until the next Board meeting after the next AGM and who may be subsequently re-elected;

7.4 Half the Original Board appointed by BBNZ will hold office for a term of 2 years.

7.5 (a) The number of board members to be elected at the AGM will be advised by the board prior to the AGM

**(b) The members of the board, apart from the independent member appointed, shall be ordinary members of WWABI.**

7.6(a) The members of the Board at any time shall have the power to co-opt further or replace members provided that any person appointed to the Board to fill a casual vacancy, will hold office until the date on which the term of that Board member they have been appointed to replace would have expired or until such time as the board agrees.

**(b)** The rotation for the Board will be as follows:

- (i) All Board members shall each hold office for a term of 2 consecutive years; and
  - (ii) A retiring Board member shall be eligible for re-appointment but can only hold office for a maximum of three (3) consecutive terms.
- (c) Nominations for the board;
- (i) Must be given in writing to the Chairperson at least 14 days before the AGM. The nomination must be accompanied by signed consent of the person being nominated.
  - (ii) Must be nominated by ordinary members and if required can nominate more than one person.

**(d) The independent board member referred to in clause 7.1 shall:**

- (a) Be appointed by the Board at a board meeting;**
- (b) Be a member for a 1 year term from the date of appointment, or the next AGM, whichever is the earlier;**
- (c) Be a full-voting board member**

7.7 The quorum for the Board meetings shall be a majority of the number then appointed to the Board.

7.8 (a) For the purpose of this constitution the contemporaneous linking together by telephone or other means of instantaneous audio (or audio and visual) communication of a number of the Board members not less than the quorum of a meeting of the Board, whether or not any one or more of the Board members is out of New Zealand, shall be deemed to constitute a meeting of the Board and all the provisions in this constitution as to meetings of the Board shall apply to such meetings so long as the following conditions are met;

- (i) all the Board members for the time being entitled to receive notice of a meeting shall be entitled to notice of the meeting by phone or other means of communication and to be linked by telephone or such other means for the purpose of such meeting: notice of any such meeting may be given on the telephone or by other means of communication at least twelve (12) hours before the time of commencement of the meeting.

(ii) each of the Board members taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear each of the other Board members taking part; and

(iii) At the commencement of the meeting each Board member must acknowledge his or hers presence for the purpose of a meeting of the Board to all the other Board members taking part.

(b) Communication between the board members by written correspondence (ie; email or fax), may be used as official board meeting minutes subject to the following conditions being met:

(i)The initial correspondence must be circulated to all current board members.

(ii)The majority of board members reply in kind to all board members within 7 days of the initial correspondence.

(iii)All written replies shall include a copy of the initial correspondence and be signed by the board member (either personally or electronically).

(iv)The chairperson will reply to all board members upon receipt of their correspondence and provide a compilation summary of the correspondence to all board members.

(v) Hard copies of the correspondence shall be made available to all board members at the next board meeting and treated as official board minutes to be read and agreed and seconded.

(vi) Until the minutes are agreed and seconded, they are to be treated as confidential and should not be distributed outside of board members unless prior consent has been given by board majority.

7.9 All Board members shall have one standard vote each. The Chairperson of the Board will have a casting vote if there is an impasse.

7.10 At all meetings of the Board the vote of the majority present shall rule.

7.11 The society shall have the power to cancel the appointment of the Board or to remove from office an Officer of the Board by resolution passed by the majority of two-thirds (2/3) of the votes cast at a General Meeting of which due notice has been given of the intention to propose such a resolution.

## **8. MEETINGS OF WWABI**

### **8.1 Annual and General Meetings**

(a) The annual general meeting of WWABI shall be open to all financial members and held within three months of the close of the financial year. Twenty one (21) days written notice of the AGM shall be sent to the Board, members and contact persons of associations and clubs including an agenda of all business to be enacted.

8.2 The business of the Annual General Meeting shall be:

(a) Apologies

- (b) Confirmation of the minutes of the last AGM;
  - (c) Presentation of annual report and audited balance sheet;
  - (d) Election of Board members;
  - (e) Fixing of levies payable by members of **WWABI**;
  - (f) Appointment of auditor, who cannot be a Board member;
  - (g) Notices of motion (if any);
  - (h) General Business (if any). Any special business may be considered at the AGM provided that notice thereof is given to **WWABI** fourteen (14) days prior to the date of the meeting. **WWABI** shall post such notice to the secretaries of all other members.
- 8.3 Fourteen (14) days clear notice in writing shall be given of every other general meeting to the secretary of the associations, clubs and the Board. Such notice shall clearly set forth the business to be transacted at such meetings.
- 8.4 Each affiliated association, club and other organisation shall be entitled to send up to two representatives to the annual general meeting as non –voting representatives of their association, club and other organisation.
- 8.5 Voting at Annual General Meetings and Special Meetings
- (a) Unless otherwise provided by these Rules, at AGM
    - (i) except for votes to alter these Rules, as provided in clause 10, every question, matter or resolution shall be decided by a majority of votes of the members present;
    - (ii) every member who is **18 years of age or over**, present and entitled to vote shall be entitled to a maximum of one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote;
    - (iii) **Parents or legal guardians of members aged 17 years old or under are entitled to vote on behalf with a maximum of one vote per family.**
    - (iv) A life member shall be entitled to attend any meeting of the association, to take part in any discussion, and shall be entitled to vote on any matter put to the meeting;
- 8.6 Voting at General Meetings
- (i) At all general meetings of **WWABI** the Chairperson, or in his/her absence, a Board Member shall be the chairperson of such meeting;
  - (ii) At any general meeting the voting power will be one (1) for each member of the Board present.



- (iii) The quorum shall be five (5) members present. The General meeting will be reconvened fourteen (14) days later if the quorum is not present within fifteen (15) minutes of the scheduled starting time. A quorum of 3 is necessary for the second meeting and if this does not occur within fifteen (15) minutes of the scheduled starting time, a third meeting may be held after seven (7) days with two or more members present forming a quorum.

#### 8.7 Special General Meetings

- (a) Requisition:

The Chairperson shall convene a special general meeting:

- (v) When directed to do so by the Board; or
  - (vi) On the requisition in writing signed by not less than one third of the members of the Board or on receiving a requisition to that effect setting forth the object of such meeting, signed by the secretaries of at least two Associations and or clubs or other organisations affiliated with **WWABI** or a minimum of fifteen (15) current financial members. Such requisition shall clearly state the reasons why such meeting is being convened and the nature of the business to be transacted thereat.
- (b) Such meetings shall be called within 14 days of receipt of requisition.

#### 9. BY LAWS

The Board may from time to time make, amend or repeal by-laws and regulations, not inconsistent with these Rules, for the internal management of **WWABI** and any by-law or regulation may be set aside by a general meeting of members.

#### 10. ALTERATION OF THE CONSTITUTION

- 10.1 Subject to the provisions of the Incorporated Societies Act 1908, these Rules may be amended, rescinded or added to from time to time by a special resolution carried by two thirds majority of the Members present at a general meeting.
- 10.2 Notice of such resolution shall be circulated to members not less than fourteen days prior to the meeting at which the resolution will be considered.
- 10.3 No addition to or alteration of the Objects, especially the non-profit ones, personal benefit clause or winding up clause shall be approved without written approval of the Inland Revenue Department.
- 10.4 The provisions of Rule 10.3 shall not be removed from this document and shall be included and implied into any document replacing this document.

## **11. COMMON SEAL AND CONTRACTS**

- 11.1 **WWABI** shall have a common Seal and for its safe custody. Subject to the Incorporated Societies Act 1908, the Board shall determine when the common seal is used and make provision for its safe custody.
- 11.2 Contracts and other enforceable obligations requiring the signature of **WWABI** must be signed on behalf of **WWABI** by the Chairperson, or a person delegated by the chairperson and one other member of the Board.

## **12. FINANCES**

### **12.1 Audited Accounts**

- (a) As soon as practicable after the end of each financial year the Chairperson shall cause to be prepared a statement containing particulars of:
- (i) the income and expenditure for the financial year ended; and
  - (ii) the assets and liabilities of **WWABI** at the close of that year.
- (b) All such statements shall be examined by the auditor who shall present a report upon such audit to the chairperson prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

### **12.2 Financial Year**

The financial year of the Association shall end on 31<sup>st</sup> December in each year.

### **12.3 Banking**

The funds of **WWABI** must be kept in the name of the association in a financial institution decided by the Board.

All moneys shall be deposited as soon as practicable after receipt thereof.

### **12.4 Bookkeeping**

Proper books and accounts shall be kept and maintained either in written or printed form showing correctly the financial affairs of BWCI and the particulars usually shown in the books of a like nature.

### **12.5 Authorities**

Cheques and/or electronic payments shall be signed/authorised by both a board member and the operations manager.

## **13. DOCUMENTS**

The Board shall provide for the safe custody of books, documents, instruments of title and securities of **WWABI**.

## 14. LIQUIDATION

14.1 No addition to alteration of the objects, personal benefit clause or winding up clause shall be approved without the written approval from the **Charities Commission or its successor.**

14.2 The provisions of this clause 14 shall not be removed from this document and shall be included and applied into any document replacing this document.

14.3 **WWABI** may be voluntarily wound up if:

- (d) The Members in a General Meeting pass a resolution requiring **WWABI** to be so wound up;
- (e) That a simple majority of those present and entitled to vote carry such resolution; and
- (f) Such resolution is confirmed by a subsequent General Meeting, called for the purpose as held not earlier than 30 days after the General Meeting at which such resolution was passed.

14.4 Upon the winding up of **WWABI**, the funds and property of **WWABI** shall be applied firstly in payment of the costs and expenses of the winding up, secondly in payment of all security debts of **WWABI** and thirdly in payment of all unsecured debts and liabilities of **WWABI**. Any balance then remaining shall be divided equally between the charitable Associations clubs and other organisations then affiliated to **WWABI** as at the date of the winding up, or if there are no such financial affiliated Associations then to Basketball New Zealand.

## 15. UNFORSEEN MATTERS

If any matter should arise for which provisions has not been made in this constitution, the Board shall take whatever action as is necessary to protect the interests of **WWABI**.