



Rules of Incorporation

relating to

Netball Wellington Centre Incorporated

As at December 2017

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PART I: GENERAL

1. NAME

The name of the incorporated society shall be **Netball Wellington Centre Incorporated**, commonly known as Netball Wellington Centre, Netball Wellington or NWC.

2. REGISTERED OFFICE

The registered office of Netball Wellington Centre shall be at such place or places as determined by the NWC Board and notified to the Registrar of the Incorporated Societies as required from time to time.

3. DEFINITIONS & INTERPRETATION

3.1 INTERPRETATION

In these ROI unless the context otherwise requires:

- (a) **Defined Expressions:** expressions defined in the main body of these ROI have the defined meaning in the whole of these ROI.
- (b) **Headings:** rule and other headings are for ease of reference only and will not affect the interpretation of these ROI.
- (c) **Negative Obligations:** any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done.
- (d) **Plural and Singular:** words importing the singular number will include the plural and vice-versa.
- (e) **Persons:** reference to persons will 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.
- (f) **Gender:** references to any gender include all genders.
- (g) **Statutes and Legislation:** references to any statutory provision will include any statutory provision which amends or replaces it and any subordinate legislation made under it.
- (h) **Rules and Schedules:** references to Rules and Schedules refer to Rules and Schedules of these ROI.

3.2 DEFINITIONS

The words and phrases used in these ROI shall have the following meanings, unless the context otherwise requires:

Act means the Incorporated Societies Act 1908 and its amendments.

Annual Report means the report described under Rule 18.1.

Appointed Board Member means a person appointed as a Board Member under Rule 15.5.

Appointed Personnel means individuals who are appointed by the NWC Board to positions of responsibility within Netball Wellington Centre and that are unpaid, and includes selectors and examiners.

Associate Member has the meaning given to it in Rule 8.5.

Board Member means the President, each Elected Board Members and each Appointed Board Members elected and appointed to the NWC Board, respectively under Rules 15.4 and 15.5.

Club Official means a person who has been appointed by a Member Club to a position of responsibility within the club and that is unpaid, and includes a President, a member of any committee of the club, a club coach, manager, umpire, or selector.

Defendant means the Member against whom an allegation is made or an appeal is brought under Rule 20.1.

Delegate means a person elected or appointed under Rule 16.4 to represent a Member Club, Member Team, Member School or the NWC Board at a NWC General Meeting.

Elected Board Member means a person elected as a Board Member under Rule 15.4.

Event means:

- (a) any Netball competition held by, or under the auspices of Netball Wellington Centre;
- (b) any other competition, tournament, league or game sponsored by or conducted on behalf of Netball Wellington Centre; and
- (c) any competition, tournament, league or game at which the Netball Wellington Centre is represented;

but does not include a game, competition, tournament, or league held by or on behalf of any Member Club, Member Team or Member School.

Individual Member means each individual described in Rule 7.

INF means the International Federation of Netball Associations or such other name or entity as is determined by IFNA, which administers and promotes netball internationally.

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

Life Members means those individuals described in Rule 9.

Members means the members of Netball Wellington Centre as described in Rule 6.

Member Club means a member of the Netball Wellington Centre as described in Rule 8.1.

Membership Fee means the fee or fees or levies payable to Netball Wellington Centre under Rule 11.

Member School means a member of Netball Wellington Centre as described in Rule 8.3.

Member School Netball Team means a group of players and team personnel (such as coach, manager etc) from a Member School.

Member Team means a member of the Netball Wellington Centre as described in Rule 8.2.

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 by the NWC Board.

Netball Wellington Centre core competition means the winter competition organised by Netball Wellington Centre and that includes but is not limited to premier, senior and/or collegiate grades (by whatever name then called).

Netball Wellington Centre Regulations means the regulations determined under Rule 23.

Netball Wellington Centre Special General Meeting means a NWC General Meeting that is not an NWC AGM as described in Rule 16.2.

Netball Wellington Centre, NWC and Centre are all references to Netball Wellington Centre Incorporated, and include its officers, employees, board members and agents.

NNZ means Netball New Zealand Incorporated and includes its officers, employees, board members and agents.

NNZ Council Meeting means a general meeting of NNZ held under the NNZ rules of incorporation.

NWC AGM means the NWC General Meeting held annually as described in Rule 16.1.

NWC Board means the board of directors as defined in Rule 15.2.

NWC Board Appointment Panel means the panel of persons established under Rule 15.5(b) to determine the Appointed Board Members.

NWC General Meeting means the NWC AGM or a Netball Wellington Centre Special General Meeting held under Rule 16.1 or 16.2 respectively.

NWC Judicial Committee means a committee formed in accordance with Rule 20.

Objects means the objects of Netball Wellington Centre described under Rule 3.

Patron means the individual appointed under Rule 14.2.

Person means an individual living human being.

Powers means the powers of the Centre described under Rule 5.

President means the individual elected under Rule 14

Register means the register of Members specified in Rule 12.

Rule means a rule of these Netball Wellington Centre Rules of Incorporation.

Rules of Incorporation and **ROI** mean these rules of incorporation of Netball Wellington Centre.

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

School Official means a person appointed by a Member School to a position of responsibility within the school for Netball.

Zone means:

- (a) in terms of area, the geographical area described as the “netball central zone” defined in the NNZ Regulations; and
- (b) when describing an entity, the Netball Central Zone Incorporated.

Zone Constitution means the rules of incorporation of the Zone.

Zone Judiciary Committee has the meaning given to that term in the Zone Constitution and Zone Regulations.

Zone Regulations means the regulations of the Zone.

PART II: OBJECTS AND POWERS

4. OBJECTS

The Objects of Netball Wellington Centre are:

- (a) at all times to act on behalf of, and in the interests of, its Members and Netball;
- (b) to be the primary body for the administration, promotion, development and delivery of Netball in Wellington city;
- (c) to establish, promote and stage Netball competitions and matches locally and to determine the rules of such competitions and matches;
- (d) to promote the health and safety of all participants in Netball;
- (e) to promote Netball as an amateur game in the Centre for the recreation and entertainment of the general public in its area;
- (f) to encourage and promote Netball as a sport to be played in a manner that upholds the principles of fair play and is free from performance enhancing drugs;
- (g) to encourage participation and achievement in Netball in the Centre, and accordingly in the Zone and in New Zealand;
- (h) to develop and train players, officials and other personnel involved in Netball in its geographical area;
- (i) to provide information, assistance and resources to its Members;
- (j) to seek and obtain improved facilities for the enjoyment of Netball;
- (k) to give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Netball or other services to the community;
- (l) to be a body within the Zone for the administration, promotion and development of Netball in its geographical area;
- (m) to be a member of the Zone and NNZ and, subject to these ROI, to act in accordance with the reasonable rules and regulations of the Zone and NNZ;
- (n) to play its part in the maintenance and enhancement of the reputation of Netball Wellington Centre and Netball through the development and promotion of standards and practices that fulfil these Objects;
- (o) at all times to operate with, and promote, mutual trust and confidence between NNZ, the Zone, Netball Wellington Centre and the Members in pursuit of these Objects; and
- (p) to promote and organise social, educational, recreational and other sporting activities in addition to Netball to enhance the services of Netball Wellington Centre to, and on behalf of, the local community,

in descending order of priority.

5. POWERS

5.1 The Powers of Netball Wellington Centre are:

- (a) to purchase, lease, license, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) to 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) to sell, lease, mortgage, charge, surrender any lease or otherwise dispose of any property of Netball Wellington Centre and to grant such rights and privileges of such property as it considers appropriate;
- (d) to 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) to determine, raise and receive money by subscriptions, fees, levies, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- (f) to determine regulations, policies and procedures for the governance and management of Netball played under the auspices of Netball Wellington Centre;
- (g) to determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
- (h) to employ, determine the terms and conditions, and terminate staff and engage (and disengage) the services of personnel and organisations to work for and with Netball Wellington Centre;
- (i) to contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of Netball Wellington Centre;
- (j) to be a member of the Zone, and, through it, NNZ and to contribute to the administration and promotion of Netball in its area and, through that, in New Zealand;
- (k) to be a member, affiliate or be associated in any other way with, any organisation that has objects that are similar, in whole or in part, to the Objects of Netball Wellington Centre;
- (l) to determine who are its members;
- (m) to establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (n) subject to these ROI, to enforce the rules and regulations of INF and Netball New Zealand;
- (o) to enforce the Rules of Netball;
- (p) to develop programmes for playing, coaching and officiating Netball that are not inconsistent with those of the Zone and NNZ;

- (q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events, including determining the rules for such matches, fixtures, competitions, tournaments and events, which do not conflict with those of the Zone and NNZ;
- (r) to award, grant or otherwise honour achievement and services to Netball Wellington Centre and to netball generally;
- (s) to select Netball teams and squads to represent Netball Wellington Centre;
- (t) to establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Netball Wellington Centre and for that purpose, to utilise any of the assets of or held on behalf of Netball Wellington Centre;
- (u) to print and publish any newspapers, periodicals, books, leaflets or electronic communications and develop and/or implement any computer systems or software packages that Netball Wellington Centre may consider desirable;
- (v) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property that does not conflict with the intellectual property of the Zone and NNZ;
- (w) 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 Netball Wellington Centre, or with which Netball Wellington Centre is authorised to amalgamate or generally for any purpose designed to benefit Netball Wellington Centre; and
- (x) do any other acts or things that further the Objects of Netball Wellington Centre, provided that the above powers shall not limit the rights and powers of Netball Wellington Centre as an incorporated society under the Act.

5.2 It is declared that the objects and powers set out in these ROI are to be constructed independently and are not to be limited by reference to any other objects or powers recorded in these ROI. Each of the objects and powers set out in these ROI is an independent object or power of Netball Wellington Centre.

PART III: MEMBERSHIP

6. CATEGORIES OF MEMBERS

The categories of membership of Netball Wellington Centre (collectively called **Members**) shall be:

- (a) **Individual Members:** as described in Rule 7.
- (b) **Member Clubs:** as described in Rule 8.1.
- (c) **Member Teams:** as described in Rule 8.2.
- (d) **Member Schools:** as described in Rule 8.3.
- (e) **Life Members:** being persons who have been granted a Life Membership of Netball Wellington Centre (under Rule 9) for outstanding contribution or service to Netball or Netball Wellington Centre.
- (f) **Associate Member:** as described in Rule 8.5.
- (g) **Other categories:** being any other category or categories of membership of Netball Wellington Centre determined by the NWC Board, from time to time.

7. INDIVIDUAL MEMBERS

7.1 Subject to Rule 7.2, an Individual Member is:

- (a) a person who is a registered member of a Member Club or Member Team; or
- (b) a person who is a registered member of a Member School Netball team; or
- (c) an Appointed Personnel of Netball Wellington Centre; or
- (d) an umpire or official who is affiliated to Netball Wellington Centre; or
- (e) a Club Official; or
- (f) a School Official; or
- (g) an individual whom, in any Netball game held by or under the auspices of Netball Wellington Centre:
 - (i) plays; or
 - (ii) umpires or officiates; or
 - (iii) coaches or manages any Netball Team.

7.2 An individual in Rule 7.1 will become an Individual Member upon, any of the following:

- (a) becoming a member of Netball Wellington Centre, a Member Club, a Member Team or a

Member School, and paying the Membership Fee and/or any other fees due to Netball Wellington Centre, that Member Club, that Member Team and/or that Member School; or

(b) the individual's election or appointment as an Appointed Personnel.

- 7.3 An Individual Member shall have the same rights and obligations as other Members, except as defined in these ROI and, in particular, she or he shall have no right to vote at a NWC General Meeting unless she or he is a Delegate.

8. MEMBER CLUBS, MEMBER TEAMS, MEMBER SCHOOLS AND ASSOCIATE MEMBERS

- 8.1 A Member Club is a group of individuals collectively calling themselves a club and affiliating two or more teams to Netball Wellington Centre, whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise).
- 8.2 A Member Team is a group of individuals collectively calling themselves a team and affiliating that one team to Netball Wellington Centre and participating in the Netball Wellington centre core competition.
- 8.3 A Member School is a school affiliating school Netball teams to Netball Wellington Centre that administers, promotes and develops Netball.
- 8.4 A club, team or school may become a Member Club, Member Team or Member School respectively, by making written application to the NWC Board together with payment of the Membership Fee and/or any other fees due to Netball Wellington Centre. The NWC Board shall in its discretion decide whether a club, team or school may become a Member Club, Member Team or Member School of Netball Wellington Centre. A Member Team that increases in size to meet the requirements of a Member Club shall automatically be deemed a Member Club on payment of the relevant Membership Fees.
- 8.5 An Associate Member is any associated netball organisation that supports the Objects of Netball Wellington Centre and that affiliates to Netball Wellington. An organisation may become an Associate Member by making written application to the NWC Board, together with payment of the applicable fees. The NWC Board shall, in its discretion, decide whether an organisation will become an Associate Member. An Associate Member shall have the same rights and obligations as other Members, except as defined in these ROI and, in particular, it shall have no right to vote at a NWC General Meeting.

9. LIFE MEMBERS

- 9.1 A Life Member is a person who has been granted a Life Membership of Netball Wellington Centre for outstanding contribution or service to netball and/or Netball Wellington Centre.
- 9.2 A person shall become a Life Member of Netball Wellington Centre by nomination, recommendation and then vote by two thirds majority of those entitled to vote and voting at a NWC General Meeting. Such process shall be carried out in accordance with the Netball Wellington Centre Regulations.
- 9.3 A Life Member shall have the same rights and obligations as all other Members, except as defined in these ROI, and in particular she or he shall have no right to vote at a NWC General Meeting unless she or he is a Delegate.

10. MEMBERSHIP FEES

The NWC Board shall determine:

- (a) the membership fee and other fees, fines, levies, subscriptions and payments payable by Members to Netball Wellington Centre;
- (b) the due date for each of the fees; and
- (c) the manner of payment for each of the fees.

11. MEMBERS RIGHTS AND OBLIGATIONS

11.1 Members acknowledge and agree that:

- (a) these ROI constitute a contract between each of them and Netball Wellington Centre and they are each bound by these ROI and Netball Wellington Centre Regulations;
- (b) they shall comply with and observe these ROI and Netball Wellington Centre Regulations and any reasonable determination, resolution or policy that may be made or passed by the NWC Board;
- (c) they are subject to the jurisdiction of Netball Wellington Centre;
- (d) these ROI and the Netball Wellington Centre Regulations are necessary and reasonable for promoting the Objects of Netball Wellington Centre and are made in the pursuit of a common object, namely the mutual and collective benefit of Netball Wellington Centre, the Zone, NNZ and their respective members and Netball; and
- (e) they are entitled to all benefits, advantages, privileges and services of membership as conferred by these ROI.

12. REGISTER OF MEMBERS

12.1 Netball Wellington Centre shall keep and maintain a Register in which shall be entered the full name, address, class of membership, the year of entry and any other information deemed appropriate by the NWC Board of each:

- (a) player, coach and manager of each Member Club, Member Team and Member School;
- (b) affiliated umpire and bench official;
- (c) Netball Wellington Board Member; and
- (d) person or class of persons where the NWC Board determines it appropriate.

12.2 All Individual Members shall provide written notice of any change to the details in Rule 12.1 to the Netball Wellington Centre within 14 days of such change or as otherwise requested by Netball Wellington Centre. Netball Wellington Centre shall then forward such details to the Zone in accordance with the Zone Constitution.

- 12.3 Netball Wellington Centre shall, in collecting personal information for the Register referred to in Rule 12.1, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- 12.4 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.

13. TERMINATION OF MEMBERSHIP

- 13.1 The membership of any person or entity shall be deemed to have terminated by non-renewal of that person or entity's affiliation to Netball Wellington Centre or to a Member Club, Member Team or Member School or by that person no longer qualifying as an Individual Member in accordance with these ROI.
- 13.2 An Individual Member may give written notice to the NWC Board of its intention to withdraw its membership of Netball Wellington Centre. Upon payment of any debts or outstanding fees to Netball Wellington Centre and performance of any outstanding obligations owed by the Member to Netball Wellington Centre, that Member's membership of Netball Wellington Centre will cease.
- 13.3 An Individual Member who withdraws their membership of Netball Wellington Centre or has his or her membership terminated by Netball Wellington Centre, shall be deemed to have also withdrawn or terminated his or her membership of NNZ and the Zone.
- 13.4 A Member shall have its membership of Netball Wellington Centre terminated if any fees (including Membership Fees) or other payments or obligations to Netball Wellington Centre are due and outstanding and remain unpaid. Before such termination can occur, Netball Wellington Centre must give the Member written notice specifying the payment due and obligation owed and demanding payment or performance by a due date, being not less than seven days from the date of the demand, and the relevant entity may only terminate the membership if such payment is not made or obligation is not performed.
- 13.5 In addition to Rules 13 to 13.4, a Member may have its membership of Netball Wellington Centre, the Zone and NNZ terminated if:
- (a) the NWC Judicial Committee decides to do so under Rule 20; or
 - (b) the NWC Board, or any sub-committee of NWC Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable NWC Board decision, these ROI, the Netball Wellington Centre Regulations or any policies or reasonable directions of the NWC Board.
- 13.6 Before any decision under Rule 13.5 is made:
- (a) a resolution must be put to the NWC Board to terminate the Member's membership;
 - (b) the Member concerned shall be given seven days' prior written notice by the NWC Board of the proposed resolution; and
 - (c) the Member concerned must have the right to be present, make submissions and be heard at the NWC Board meeting(s) at which the resolution is to be determined.
- 13.7 Any Member whose membership is terminated under Rule 13.5(b) may appeal the decision to a NWC General Meeting called for that purpose. Where a Member appeals against a decision of the NWC Board or the NWC Judicial Committee under this Rule, the decision of the NWC General Meeting

shall be final, and Rule 20.3 (Appeals) shall not apply.

- 13.8 Membership, which has been terminated under these ROI, may be reinstated at the discretion of the NWC Board.
- 13.9 A Member that ceases to be a Member of Netball Wellington Centre shall forfeit all rights in and claims upon Netball Wellington Centre, the Zone and NNZ and their property, and shall not use any property of Netball Wellington Centre, the Zone or NNZ, including Intellectual Property. Where a Member ceases to be a Member they shall also forfeit all rights to be present at or represented at a NNZ Council Meeting or a General Meeting.

PART IV: PRESIDENT, PATRON

14. PRESIDENT & PATRON

- 14.1 Unless otherwise determined by the NWC Board from time to time, Netball Wellington Centre shall have:
- (a) a Patron; and/or
 - (b) a President.
- 14.2 The Patron shall be invited by the NWC Board to be Patron for a term to be determined by the NWC Board from time to time. She or he shall be entitled to attend and speak at NWC General Meetings but shall have no right to vote.
- 14.3 The President shall be appointed by the NWC Board to be President for a term to be determined by the NWC Board from time to time. She or he shall be entitled to attend and speak at NWC General Meetings and Board Meetings and will have the casting vote at a NWC General Meeting as required.
- 14.4 Nominations for the President shall be made in the same manner and at the same time as nominations for appointed board members under Rule 15.4. A vacancy in the President position at any time may be filled in accordance with Rule 15.8.

PART V: BOARD

15. NETBALL WELLINGTON CENTRE BOARD

15.1 Role of NWC Board

The NWC Board is responsible for determining strategies, policies and financial arrangements of, and for, Netball Wellington Centre.

15.2 Membership of NWC Board

The NWC Board shall consist of:

- (a) the President and the Chair, appointed by the NWC AGM under Rule 15.5
 - (b) up to three persons elected by the NWC AGM, under Rule 15.4 (together called **Elected Board Members**); and
 - (c) up to three persons appointed by the NWC Board Appointment Panel, under Rule 15.5 (**Appointed Board Members**), and
 - (d) one person appointed by the NWC Board Appointment Panel under Rule 15.5 who shall chair the Board (**Chairperson**),
- (collectively called **Board Members**).

No person who is employed by, or otherwise provides services for reward to, Netball Wellington Centre may be a Board Member.

15.3 **Board secretary**

The NWC Board shall appoint a board secretary on terms and conditions it considers appropriate. The board secretary shall not be deemed to be a Board member.

15.4 **Election of NWC Board Members**

- (a) Nominations for Elected Board Members may be made in the approved form and shall be received at the registered office of Netball Wellington Centre by not less than 20 days before the date set for the NWC AGM. Each nomination must be made by at least one Member Club, Member Team or Member School or by the NWC Board.
- (b) The Elected Board Members shall be elected by a vote at an NWC AGM, except where the number of nominations received is equal to or fewer than the number of positions vacant, in which case the relevant nominees shall be deemed elected without a vote. Where more than one nomination has been received for the position of President, the person who receives the most votes shall be deemed elected. Where more nominations than vacant positions have been received for Elected Board Member positions, the following process shall apply:
 - (i) each Delegate shall be entitled to its voting entitlement set out in Rule 16.4(d) multiplied by the number of vacant positions being voted on;
 - (ii) the vote shall be undertaken by written poll;
 - (iii) all vacant positions shall be voted on in one written poll;
 - (iv) each Delegate shall be entitled to split its votes (but in whole votes only) across the nominees it wishes to vote for; and
 - (v) nominees shall be ranked according to the total number of votes received, and the top ranked nominee shall be elected to the first vacant position, the second ranked nominee shall be elected to the second vacant position and so on until all vacant Elected Board Member positions are filled.
- (c) Where fewer nominations are received than the number of positions that are vacant, after the duly nominated nominee is deemed elected, nominations may be called from the floor. Each nomination must be made by at least one Member Club, Member Team or Member School or by the NWC Board. On nomination from the floor, the voting procedures set out in Rule 15.4(b) shall again apply, except that where the number of nominations from the floor is equal to or fewer than the number of available positions, the election of each such nominee from the floor shall require a majority vote in favour of that nominee's appointment.

15.5 **Appointment of NWC Board Members**

- (a) The Appointed Board Members, The President and the Chairperson shall be appointed by the NWC Board Appointment Panel.
- (b) The NWC Board Appointment Panel shall be established by the NWC Board by no later than two weeks prior to the NWC AGM each year. It shall consist of three persons, with at least one person being external to Netball Wellington Centre.

- (c) Subject to Rule 15.14, applications for any vacancy in Appointed Board Members, President or Chairperson may be made in writing by any person and shall be received at the registered office of Netball Wellington Centre by no later than 20 days before the NWC AGM. In addition the NWC Board Appointment Panel may advertise publicly or invite applications for Appointed Board Members or the President or the Chairperson before the NWC AGM, or after the NWC AGM if positions are vacant at that time.
- (d) An applicant for an Appointed Board Member may also be a nominee for an Elected Board Member, provided that if such nominee is elected as an Elected Board Member at the NWC AGM, their application as an Appointed Board Member shall automatically be withdrawn. The board secretary shall forward all applications for Appointed Board Members, the President and the Chairperson to the NWC Board Appointment Panel.
- (e) Following assessment, and if necessary considering further information obtained from the applicants, the NWC Board Appointment Panel shall determine, within 21 days after the NWC AGM, the Appointed Board Members, the President and the Chairperson. The number of appointed Board Members shall be such number as is necessary to maintain three Appointed Board Members on the Board.

15.6 Term of office of Board Members

- (a) The term of office for all Board Members (except the President and Chairperson) shall be two years, expiring at the conclusion of the relevant NWC AGM. Any Board Member may be re-elected (under Rule 15.4) or re-appointed (under Rule 15.5) to the NWC Board for a maximum of two further consecutive terms of office. A person may be subsequently reappointed or re-elected, provided there has been a period of absence from the Board following the expiry of the three consecutive terms.
- (b) If the rotation of the Board Members is affected due to a vacancy on the Board or any other reason, the term of a Board Member or 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) The term of office for each of the President and the Chairperson shall be as determined by the NWC Board from time to time.

15.7 Rights of Board Members

All Board Members shall have the right to attend, speak and vote at all NWC Board meetings.

15.8 Vacancies on the NWC Board

- (a) Subject to Rule 15.8(b), any vacancy in the NWC Board that occurs during any Board Member's term of office may be filled by the NWC Board.
- (b) Where the vacancy in Rule 15.8(a) is an Elected Board Member or the President, the term of office for the NWC Board Member appointed to fill such vacancy shall expire at the conclusion of the next NWC AGM, at which time the person to fill the vacancy shall be elected under Rule 15.4.
- (c) Where the vacancy in Rule 15.8(a) is an Appointed Board Member, the person appointed to fill the vacancy shall be appointed for the remainder of that replaced Appointed Board Member's term.

15.9 Powers of NWC Board

The NWC Board shall have the power:

- (a) to develop and implement Netball Wellington Centre Regulations, strategies, policies and procedures for the administration, promotion and development of Netball Wellington Centre and Netball played under its auspices;
- (b) to develop and implement prudent policies and Netball Wellington Centre Regulations to manage, protect and enhance Netball Wellington Centre's finances and property;
- (c) to employ a CEO/general manager, determine the terms and conditions of employment, and, if necessary, terminate such appointment;
- (d) to establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities and to receive and deal with reports and recommendations from such commissions, committees and groups;
- (e) to establish such corporate and other entities to carry on and conduct all or any part of the affairs of Netball Wellington Centre;
- (f) to co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the NWC Board or Netball Wellington Centre;
- (g) to delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (h) to enforce the Rules of Netball;
- (i) to determine the yearly calendar for tournaments, events and competitions held under the auspices of Netball Wellington Centre that do not conflict with the yearly calendars of the Zone and NNZ;
- (j) to employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for Netball Wellington Centre's representative netball teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) to appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within Netball Wellington Centre and, if necessary, terminate such appointments;
- (l) to appoint a selection panel to select Netball Teams and squads to represent the Netball Wellington Centre;
- (m) subject to these ROI, to fill vacancies of the NWC Board, any commissions, committees and other groups that are established by it;
- (n) to determine the conditions and rules of tournaments, events and competitions, held by Netball Wellington Centre or under its auspices;
- (o) to appoint and administer the NWC Judicial Committee;
- (p) to discipline Members as specified under Rules 13 and 20;
- (q) to guide the development of programmes for playing, coaching, umpiring and officiating Netball, and guide their implementation;
- (r) to resolve and determine any disputes or matters not provided for in these ROI;

- (s) to seek legal, financial and other professional advice as required;
- (t) to appoint delegate/s as required to the Zone and NNZ Annual and/or General Meetings; and
- (u) to do all other acts and things that are within the Powers and Objects of Netball Wellington Centre and that the NWC Board considers appropriate.

15.10 Meetings of NWC Board

- (a) The NWC Board shall meet at such places and times, and in such manner, as it shall determine.
- (b) The Chairperson shall chair NWC Board meetings, or in her/his absence any other Board Member determined by the NWC Board.
- (c) A resolution in writing signed or assented to by facsimile, email or other form of visible or other electronic communication by all the NWC Board Members shall be as valid and effectual as if it had been passed at a meeting of NWC Board. Any such resolution may consist of several documents in like form each signed by one or more Board Members.
- (d) A meeting of the NWC Board may be held where one or more of the Board Members is not physically 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 NWC Board;
 - (iii) if a failure in communications prevents Rule 15.10(d)(i) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until Rule 15.10(d)(i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated or adjourned; and
 - (iv) a quorum is formed in accordance with Rule 15.12.
- (e) Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.
- (f) A Board Member who is absent from two NWC Board meetings during a calendar year without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.
- (g) The Board must ensure that minutes are kept of all Resolutions of the Board.

15.11 Voting at NWC Board Meetings

- (a) Each Board Member shall have one vote at NWC Board Meetings.
- (b) All decisions and resolutions of the NWC Board shall be determined by a vote of a majority of Board Members present at a NWC Board Meeting.

- (c) Subject to Rule 15.10(c), voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).
- (d) The President shall hold a casting vote.

15.12 Quorum for NWC Board Meetings

There shall be no fewer than four Board Members present at a NWC Board meeting (including a meeting held under Rule 15.10(d)) to constitute a quorum.

15.13 Removal of Board Member

- (a) Subject to Rules 15.13(b) and 15.13(c), the Members in a Netball Wellington Centre Special General Meeting, called for this purpose, may by special resolution remove any Board Member before the expiration of their term of office. The vacancy shall be filled in accordance with Rule 15.8.
- (b) Upon Netball Wellington Centre receiving a request for a Netball Wellington Centre Special General Meeting as specified in Rule 15.2 for the purposes of removing a Board Member under Rule 15.13(a), the board secretary shall send the notice in accordance with Rule 15.9 and to the Board Member concerned.
- (c) Following notification under Rule 15.13(b), and before voting on the resolution to remove a Board Member under Rule 15.13(a), the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Netball Wellington Centre Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule about the proposed resolution.

15.14 Cessation of a Board Member

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

- (a) resigns office by notice in writing; or
- (b) becomes bankrupt; or
- (c) is convicted of an indictable offence; or
- (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); or
- (e) dies; or
- (f) is removed by resolution pursuant to Rule 15.13.

PART VI: GENERAL MEETINGS

16. MEETINGS

16.1 Netball Wellington Centre Annual General Meetings

- (a) An Annual General Meeting of Netball Wellington Centre (called the **NWC AGM**) shall be held each year no later than three months after the financial year end.
- (b) All NWC General Meetings other than the NWC AGM shall be Netball Wellington Centre Special General Meetings and shall be held in accordance with these ROI.

16.2 Netball Wellington Centre Special General Meetings

Subject to Rule 16.13, Netball Wellington Centre Special General Meetings may be called at any time by a minimum of three Member Clubs and/or Teams (in aggregate), or three Member Schools or by the NWC Board, by written notice to Netball Wellington Centre.

16.3 Chairperson

The Chairperson of a NWC General Meeting shall be the President, or his/her nominee.

16.4 Delegates

- (a) The delegates for a NWC General Meeting shall be:
 - (i) two individuals appointed by each Member Club;
 - (ii) one individual appointed by each Member Team;
 - (iii) two individuals appointed by each Member School; and
 - (iv) one Board Member appointed by the NWC Board,(each being a **Delegate**).
- (b) Subject to Rule 16.10(f), an individual shall act as a Delegate for one Member entity only.
- (c) The names of the Delegates shall be advised to the Netball Wellington Centre by the time and date and by a method stipulated in the notice of meeting, or, if no time and date is stipulated, then no later than 5.00pm on the day of the relevant NWC General Meeting. A person may not act as a Delegate (or proxy under Rule 16.10(f)) unless her or his name has been received by Netball Wellington Centre in accordance with this Rule. Members of the NWC Board and the board secretary cannot act as a delegate for a Member Club, Member School or Member Team.
- (d) Subject to Rule 16.11 each Delegate shall represent and be entitled to vote on behalf of their Member Club, their Member Team, their Member School or the Board, as the case may be.
- (e) All Members are entitled to attend and speak at NWC General Meetings, but shall have no right to vote, unless the Member is a Delegate in which case she or he has the rights of a Delegate under this Rule 16.4.

16.5 Powers of NWC General Meeting

The Members at a NWC General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of Netball Wellington Centre, the Members and Netball. The Members shall have power at NWC General Meetings:

- (a) to determine major strategic directions of Netball Wellington Centre;
- (b) to alter these ROI by special resolution;
- (c) to review Netball Wellington Centre's performance;
- (d) to be the final arbiter on matters expressly referred to them under these ROI;
- (e) to elect the President and the Elected Board Members; and
- (f) to elect Life Members.

16.6 Notice of AGM

- (a) Not less than 21 days' prior written notice shall be given by the Netball Wellington Centre to:
 - (i) Appointed Personnel of Netball Wellington Centre;
 - (ii) Member Clubs;
 - (iii) Member Teams;
 - (iv) Member Schools;
 - (v) Life Members;
 - (vi) Associate Members; and
 - (vii) the registered offices of NNZ and the Zone,of:
 - (A) the date and place for the NWC AGM; and
 - (B) the closing date for nominations for elected positions and items of business (under Rule 16.8) to be submitted.
- (b) The notice of NWC AGM shall also be placed on the Netball Wellington Centre website and, if deemed appropriate by the NWC Board, in local media as determined by the NWC Board as a means of advising all Members who are not listed in Rule 16.6(a).

16.7 Nominations and Agenda Items

Not less than 20 days before the date set for the NWC AGM, agenda items (including any proposed alterations to these ROI) and nominations under Rule 15.4(a) must be received by the Netball Wellington Centre.

16.8 Agenda and Business to be discussed

- (a) The business that must be discussed at the NWC AGM includes:
 - (i) the Annual Report of Netball Wellington Centre;
 - (ii) items of business of which notice has been given under Rule 16.7;
 - (iii) elections of the President (if the position would otherwise become vacant after that NWC AGM) and Elected Board Members; and
 - (iv) any alterations to these ROI.
- (b) An agenda containing the business to be discussed at the NWC AGM shall be forwarded to those Members listed in Rule 16.6(a) by no later than 14 days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of the Delegates at the meeting.

16.9 Notice of Netball Wellington Centre Special General Meetings

Subject to Rule 16.13, upon receipt of a request for a NWC Special General Meeting under Rule 16.2, the board secretary must give not less than 20 days' prior written notice to those Members listed in Rule 16.6(a) of:

- (a) the date and place for the NWC Special General Meeting; and
- (b) the item(s) of business to be discussed.

16.10 Voting at NWC General Meetings

- (a) The voting power of Delegates present at a NWC General Meeting shall be:
 - (i) for each Member Club, a total of four votes (with each Delegate holding two votes each);
 - (ii) for each Member Team, a total of one vote (with the Delegate holding that one vote);
 - (iii) for each Member School, a total of three votes (with one Delegate holding one vote and the other Delegate holding two votes); and
 - (iv) for the NWC Board, a total of four votes (with the Delegate holding all such votes).
- (b) Where a Member Club or Member School is only represented by one Delegate at an NWC General Meeting, that Delegate shall hold the entire voting power of that entity.
- (c) A resolution shall be passed where the majority of those votes voted on a resolution vote in favour of it, except in relation to items requiring a special resolution, including alterations to these ROI (under Rule 22) and the appointment of a liquidator (under Rule 24), which shall all required a two-thirds of the majority of the votes cast being in favour of the motion or resolution.
- (d) Except where these ROI expressly require otherwise, voting may be by a show of hands, or if requested by one or more Delegates or declared by the Chairperson, by secret ballot.
- (e) The Chairperson of the meeting shall hold a casting vote.

- (f) Proxy voting at NWC General Meetings is permitted provided that the Delegate authorising the proxy sends written notification of the name of the proxy to Netball Wellington Centre by the time and date and by a method stipulated in the notice of meeting, or, if no time and date is stipulated, then no later than 5.00pm on the day of the relevant NWC General Meeting.

16.11 Postal votes

Where the NWC Board considers it appropriate to do so, it may expressly authorise voting for a NWC General Meeting to occur by post. For the purpose of this Rule, **post** includes facsimile, electronic mail, or other form of visible or other electronic communication. The NWC Board shall determine the procedure for postal voting, where permitted.

16.12 Quorum

At least one quarter of the total number of Member Clubs, Member Teams and Member Schools (in aggregate) must be represented by a Delegate at an NWC General Meeting to constitute a quorum.

16.13 Circulating resolutions of Members

A resolution in writing signed by at least the number of Members that would be required to vote in favour of such resolution if it were voted on at a physical meeting is taken to be a resolution of Members without the need for a physical NWC Special General Meeting. Where resolutions in writing are put to the Members covering all items of business that were proposed to be discussed at an NWC Special General Meeting, circulation of those written resolutions shall be in lieu of the physical NWC Special General Meeting. Resolutions in writing shall not be permitted to replace a physical NWC AGM.

PART VII: FINANCIAL MATTERS

17. FINANCIAL YEAR

The financial year of Netball Wellington Centre shall end on 30 September in each year, and may be altered from time to time by the NWC Board.

18. ANNUAL REPORT

18.1 The Board shall prepare an Annual Report for presentation to the NWC AGM that contains:

- (a) the audited annual financial statements; and
 - (b) an annual report of the year's activities,
- (collectively known as the **Annual Report**).

18.2 The annual financial statement in Rule 18.1(a), shall be audited by an auditor appointed from time to time by the NWC Board. The auditor shall be suitably qualified to audit Netball Wellington Centre.

19. COMMON SEAL

19.1 Netball Wellington Centre shall have a common seal.

19.2 The NWC Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Act.

PART VIII: DISCIPLINE OF MEMBERS

20. NWC JUDICIAL COMMITTEE

20.1 Matters that may be referred to NWC Judicial Committee

Without limiting the NWC Board's powers under Rule 12, an allegation by an individual or organisation that an Individual Member, Appointed Personnel, Club Official, School Official or spectator, visitor or supporter (a **Spectator**) at any Netball game or event held by or under the auspices of Netball Wellington Centre has done any of the following may be referred for investigation and determination by the NWC Judicial Committee in the sole discretion of the NWC Board:

- (a) breached, failed, refused or neglected to comply with a provision of these ROI, the Netball Wellington Centre Regulations or any other policy, resolution or determination of an NWC General Meeting, the NWC Board or any committee, or under any rules of an Event; or
- (b) acted in a manner unbecoming of a Member or Spectator or prejudicial to the Objects of Netball Wellington Centre and/or Netball; or
- (c) brought Netball Wellington Centre or Netball into disrepute,

and any such Member (**Defendant**) will be subject to the jurisdiction, procedures, sanctions and appeal mechanisms of Netball Wellington Centre set out in the Netball Wellington Centre Regulations or as determined by the NWC Judicial Committee (acting reasonably).

20.2 Referral to NWC Judicial Committee

- (a) The Board may commence investigatory or disciplinary proceedings (**Proceedings**) against a Defendant by referring the matter to the NWC Judicial Committee to hear a matter or matters under the Netball Wellington Centre Regulations.
- (b) The NWC Judicial Committee shall consist of not less than three persons appointed annually by the NWC Board. The Board shall appoint a Chairperson from one of the members appointed to the NWC Judicial Committee.
- (c) Any referral to the NWC Judicial Committee shall be made and determined in accordance with the Netball Wellington Centre Regulations.

20.3 Appeals

Subject to Rule 13.6, a Defendant, any other party to the Proceedings, or the NWC Board may, within 14 days of receiving the decision of the NWC Judicial Committee, appeal that decision to the Zone Judiciary Committee, in accordance with the Zone Constitution and the Zone Regulations.

PART IX: MISCELLANEOUS

21. APPLICATION OF INCOME

- 21.1 The income and property of Netball Wellington Centre shall be applied solely towards the promotion of the Objects.
- 21.2 Except as provided in these ROI:
- (a) no portion of the income or property of Netball Wellington Centre shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by Netball Wellington Centre to any Member.
- 21.3 Nothing in Rules 21.2(a) or 21.2(b) shall prevent payment in good faith to any Member, Board Member for:
- (a) any services actually rendered to Netball Wellington Centre whether as an employee or otherwise;
 - (b) goods supplied to Netball Wellington Centre in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member or Board Member;
 - (d) rent for premises demised or let by any Member or Board Member to Netball Wellington Centre;
 - (e) any out-of-pocket expenses incurred by the Member or Board Member on behalf of Netball Wellington Centre or any other reason;
 - (f) any reasonable honoraria determined by the NWC Board as payable to any Board Member,

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

22. ALTERATION TO THESE ROI

- 22.1 Subject to Rule 22.2, these ROI may only be amended, added to or repealed by special resolution.
- 22.2 No alteration to Rule 3 (Objects), Rule 21 (Application of income) or Rule 24 (Liquidation) shall commence until approved by Inland Revenue. This rule, and the effect of it, shall not be removed from these ROI and shall be included and implied into any rules of incorporation replacing these ROI.
- 22.3 Notice of an intention to seek to alter these ROI must be given by a Member (but not a Life Member or an Associate Member) or the NWC Board to Netball Wellington Centre no later than 20 days prior to a NWC General Meeting.

23. REGULATIONS

- 23.1 The NWC Board may create, adopt, determine and amend such Netball Wellington Centre Regulations as it considers necessary or desirable.
- 23.2 All Netball Wellington Centre Regulations shall be binding on the Members.
- 23.3 All Netball Wellington Centre Regulations and any amendments to them shall be advised to all Members in writing or electronically as approved by the NWC Board.

24. LIQUIDATION

- 24.1 Netball Wellington Centre may voluntarily be put into liquidation if:
- (a) a two-thirds majority of votes cast at a NWC General Meeting are in favour of a resolution appointing a liquidator; and
 - (b) such special resolution is confirmed in a subsequent Netball Wellington Centre Special General Meeting called for that purpose, and held not later than 30 working days, after the date on which the resolution was passed.
- 24.2 Upon appointment of a liquidator, the relevant provisions of the Act shall apply to the liquidation of Netball Wellington Centre.
- 24.3 Any surplus assets or property of Netball Wellington Centre remaining after the satisfaction of all Netball Wellington Centre's costs, debts, liabilities and obligations shall, subject to a trust effecting the same, be disposed of by distributing, giving or transferring them to some body or bodies having objects similar to the objects of Netball Wellington Centre.
- 24.4 The body or bodies referred to in Rule 24.3 must prohibit the distribution of its or their income, assets and property among its members to at least the same extent as is imposed on Netball Wellington Centre under these ROI. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.
- 24.5 The body or bodies referred to in Rule 24.3 and 24.4 shall be determined by the Members in an NWC General Meeting at or before the time of liquidation. If Members are unable to decide the body or bodies, or the allocation among bodies, the Board shall decide.

25. INDEMNITY

Netball Wellington Centre shall indemnify its Board Members or Appointed Personnel and employees against all damages and costs (including legal costs) for which any such Board Member, Appointed Personnel or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:

- (a) in the case of a Board Member, or Appointed Personnel performed or made whilst acting on behalf of and with the authority, express or implied, of the NWC Board, and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by Netball Wellington Centre.

26. COLOURS

- 26.1 The colours of Netball Wellington Centre shall be black and gold.

- 26.2 Members acknowledge and agree these colours are for the exclusive use of Netball Wellington Centre and not for use by Members.

27. DISPUTES AND MATTERS NOT PROVIDED FOR

- 27.1 If any dispute arises out of the interpretation of these ROI or the Netball Wellington Centre Regulations, or any matter arises that is not expressly covered in these ROI or the Netball Wellington Centre Regulations, then such dispute or matter shall be referred in writing to the NWC Board, whose decision shall be final and binding.
- 27.2 If the dispute referred to in Rule 27.1 is between the NWC Board and any Member, or between any one or more Board Members, the dispute shall be resolved by:
- (a) the parties acting in good faith to seek an agreement; or failing such agreement;
 - (b) a party or the parties appointing an independent person to mediate between them; or failing agreement at such mediation; and
 - (c) by arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the New Zealand Law Society (or his or her delegate). The location of the arbitration shall be Wellington, and the language shall be English. The arbitrator shall determine the procedure for the arbitration. The decision of the arbitrator shall be final and binding.