



To: Members

From: Garry Williams KC, Treasurer

Re: New Constitution Required for Harbour Basketball

Harbour is required to amend its Constitution to reflect mandatory changes imposed by the new Act governing incorporated societies – the Incorporated Societies Act 2022 (**Act**).

Harbour therefore proposes to amend its Constitution to the form **attached** to this memorandum.

This memorandum sets out the most significant changes between the current Constitution and the proposed new Constitution. It does not purport to set out all changes. Its purpose is to inform Members of the proposed changes and to allow them to comment on them before the new Constitution is adopted at this year's AGM in November.

Clause references below are to clauses in the proposed new Constitution.

Mandatory changes

A number of the changes are required to comply with the Act. These include:

Member consent (clause 8.2): A requirement that a person must consent to be a member of Harbour.

Register of members (clause 14.1 – 14.3): Arrangements for keeping Harbour's register of members up-to-date and what the register must contain.

Dispute resolution provisions (clauses 16 -19 and 20): These provide for disciplinary action and dispute resolution processes for Members and Harbour. These are consistent with the rules of natural justice. These provisions do not relate to discipline or disputes arising from misconduct at or in connection with basketball games, competitions or tournaments, which are dealt with under the clauses relating to Harbour's Judicial Committee (clause 52).

Business of AGM (clause 21.3(d)): Requires that conflicts of interest of Board Members must be presented at AGMs.

Resolution passed in lieu of meeting (clause 23.7): Permits a resolution by 75% of the Members to be passed outside of a general meeting. Note this ability is optional under the Act but must be included in the Constitution if it is permitted.

Qualification to be Board Member (clause 30.5): That a person must consent to be a Board Member and must certify that they are not disqualified under the Act or the Constitution from being a Board Member.

Common seal and method of contracting (clauses 37 and 38): These outline that Harbour can enter into contracts using its common seal, but also by deed and through persons having its express or implied authority.

Contact person (clause 69.1): The appointment of a Contact Person whom the Registrar of Incorporated Societies can contact when needed.

Additional changes

It is proposed that the following additional changes be made to enhance and modernise the Constitution from a governance perspective and to ensure that it reflects Harbour's strategic and operational requirements.

Capacity and powers (clause 5.1): Includes the power of the Board to do all things incidental or conducive to achieve Harbour's objectives.

Member categories (clauses 7.4 and 10.1 – 10.2): Clubs are new potential non-voting Members.

Disciplinary action (clauses 16 to 19): A Member may be disciplined which can result in a fine, suspension, or expulsion.

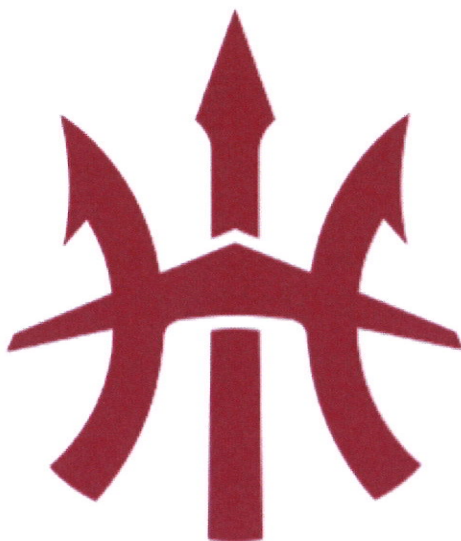
Voting entitlements at general meetings (clause 23): The hybrid electoral college system of voting where:

- (a) delegates are appointed to vote representing Players, School Representatives, Referees, Coaches and Administrators; and
- (b) Life Members each have 1 vote;

has been retained.

Integrity code (clause 63): These reflect that BBNZ has adopted anti-doping rules and that Harbour has been required to adopt them. These clauses also provide for the situation where BBNZ adopts an Integrity Code issued by the Integrity Sport and Recreation Commission. If BBNZ does so, Harbour is also required to do so, and its Members automatically agree that they will be bound by it.





Constitution Rules

of

Harbour Basketball Association Inc

Silverfield Lane, Glenfield, North Shore City Telephone: 09 443 3854
Email: ceo@harbour.basketball

CONSTITUTION RULES
of
HARBOUR BASKETBALL ASSOCIATION INC
NAME

- 1.1 The name of the Association is Harbour Basketball Association Inc (**Harbour**).

DEFINITIONS

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

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or any Act which replaces it.

Annual General Meeting means a meeting of the Members of Harbour held once per year which, among other things, will receive and consider reports on Harbour's activities and finances.

BBNZ means Basketball New Zealand Incorporated.

Board means Harbour's governing body.

Board Member means a member of the Board, including the Chairperson, Secretary and Treasurer.

Bylaw means any bylaw, policy, rule, regulation or code of conduct of Harbour.

CEO means the Chief Executive Officer of Harbour.

Chairperson means the Board Member responsible for, among other things, overseeing the governance and operations of Harbour and chairing General Meetings.

FIBA means the Fédération Internationale de Basketball which is the international organization governing basketball throughout the world and is recognized as such by the International Olympic Committee.

General Meeting means either an Annual General Meeting or a Special General Meeting of Harbour.

Individual Member Category means one of the following 5 categories of Individual Members: Players, School Representatives, Referees, Coaches and Administrators.

Member means a person properly admitted to Harbour who has not ceased to be a member of Harbour.

Harbour Region means the geographical area under the control of Harbour as has been determined by BBNZ.

Notice to Members includes any notice given by post, courier or email.

Register of Interests means the register of interests of Board Members kept under these Constitution Rules.

Register of Members means the register of Members kept under these Constitution Rules.

Rules means the rules in this document.

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

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

Treasurer means the Board Member responsible for, among other things, overseeing the finances of Harbour.

Vice-Chairperson means the Board Member appointed to deputise in the absence of the Chairperson.

REGISTERED OFFICE

- 3.1 The registered office of Harbour shall be situated at Eventfinda Stadium, Glenfield or such other place as from time to time determined by the Board.

OBJECTS

- 4.1 The objects of Harbour are to:

- (a) Participate as a member of BBNZ;
- (b) Affiliate and otherwise liaise with BBNZ each year in pursuant of these objects;
- (c) Encourage, promote and manage the sport of basketball within the Harbour Region and where appropriate the surrounding areas;
- (d) Enable individuals to participate in the sport of basketball in the Harbour Region and where appropriate the surrounding areas;
- (e) Ensure the maintenance and enhancement of Harbour and basketball for the benefit of Members and basketball in the Harbour Region;
- (f) Promote the economic and community service success, strength and stability of Harbour;
- (g) Provide an enjoyable and safe environment for players, coaches and officials to play, learn and develop the skills of basketball;
- (h) Promote and encourage a range of values such as fair play, integrity, equal opportunity, good sporting conduct and a sense of community;
- (i) Represent the interests of its Members and basketball generally in any appropriate forum;
- (j) Select and manage teams of basketball players to represent Harbour;
- (k) Pursue through itself or other commercial arrangements (including sponsorship and marketing opportunities) as are appropriate to further the interests of Harbour and basketball in the Harbour Region and where appropriate in the surrounding areas;
- (l) Review, refer to BBNZ or act as arbiter, and/or settle all questions or disputes on any matter relating to basketball which may be referred to it by any Member;
- (m) Seek and obtain improved basketball facilities in the Harbour Region and the surrounding areas;
- (n) Deal with any other matters Harbour may deem to be in the interest of Harbour or basketball in

general;

- (o) Maintain long-term financial viability for the benefit of Members and basketball in the Harbour Region;
- (p) Use and protect the intellectual property of Harbour;
- (q) Promote the health, welfare and safety of Members;
- (r) Formulate, adopt and implement appropriate policies in line with government legislation and such other matters relevant to basketball;
- (s) Do all that is reasonably necessary to enable these objectives to be achieved and to enable the Members to receive the benefits that these objectives are intended to achieve; and
- (t) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objectives.

POWERS

- 5.1 For the purpose of assisting Harbour to achieve the objects specified in clause 4.1, the Board shall have the following powers either alone or together with any persons and with due regard to the long-term interests of Harbour and basketball:
- (a) To purchase, lease, hire or by other means acquire any real or personal property or any interest in any real or personal property necessary or convenient for the objects of Harbour.
 - (b) To sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with or dispose of all or any part of the real and personal property or any interest in any real or personal property of Harbour or in which Harbour has or may hereafter have any beneficial interest.
 - (c) To buy, supply, sell and deal in all kinds of goods required or used by Members or other persons frequenting basketball venues for the time being under the control of the Harbour.
 - (d) To invest the monies of Harbour in such manner as from time to time may be determined by the Board.
 - (e) To borrow or raise money by mortgage or otherwise and in such manner and upon such security as the Board thinks fit.
 - (f) To appoint agents to transact business on its behalf.
 - (g) To enter into any other contract it considers necessary or desirable.
 - (h) To make Bylaws governing the conduct of Harbour's activities.
 - (i) To operate within the laws or bylaws of any country or local body or local council of any country in which its activities are carried on and to do all such other things as may be authorised by these Constitution Rules as are incidental or conducive to the attainment of any of the objects specified in clause 4.1.
 - (j) To indemnify the representatives of Harbour on the Board in respect of any liability assumed by them in their capacity as members of the Board.
 - (k) To do all things incidental or conducive to achieve its objects.

NOT FOR PROFIT ORGANISATION

- 6.1 All funds and assets of Harbour shall be applied towards furthering the objects of Harbour.
- 6.2 Harbour must not distribute any surplus, income or assets directly or indirectly to its Members.
- 6.4 The activities of Harbour shall not be carried out for the personal pecuniary profit or benefit of any Member or individual.
- 6.5 Rules 6.1 and 6.2 above do not prevent Harbour from paying a Member:
 - (a) Reimbursement for expenses properly incurred by the Member; or
 - (b) For goods or services provided by the Member;if this is done in good faith on terms no more favourable than if the Member was not a Member.

MEMBERSHIP

- 7.1 Harbour must have at least 12 members.
- 7.2 Membership of Harbour does not confer on any Member or any other person, any privilege, estate, proprietary right, interest, or share in funds or property of Harbour, nor shall any Member be made liable for the liabilities of Harbour.
- 7.3 All Members acknowledge and agree that:
 - (a) They are bound by, and will comply with, this Constitution, Harbour's Bylaws, and to the extent they apply, the rules, procedures or policies of BBNZ and FIBA;
 - (b) They are subject to the jurisdiction of Harbour, BBNZ and FIBA;
 - (c) They are entitled to all rights and entitlements granted by this Constitution or as determined by the Board;
 - (d) To receive, or continue to receive, or exercise Member rights, they must meet all the Member requirements set out in this Constitution and Harbour's Bylaws, including payment of any fees payable to Harbour within the required time period;
 - (e) They do not have any rights of ownership of, or the automatic right to use, the property of Harbour;
 - (f) They will promote the interests and objects of Harbour and shall do nothing to bring Harbour into disrepute; and
 - (g) Membership of Harbour also means that they are Members of BBNZ.
- 7.4 Membership of Harbour shall consist of:
 - (a) Individual Members;
 - (b) Life Members;
 - (c) Club Members;
 - (d) Honorary Members; and

(e) Board Members.

- 7.5 Subject to this Constitution, every Member who was a member of Harbour immediately prior to the commencement of this Constitution, continues as a Member.

INDIVIDUAL MEMBERS

- 8.1 Every person who is registered with Harbour, other than Life, Club, Honorary and Board Members, shall be deemed an Individual Member.
- 8.2 To become registered with Harbour as an Individual Member, a person must consent in writing to becoming a Member and agree to comply with these Constitution Rules (or if that person is under 16 years of age that person's legal guardian must consent to them becoming a Member and agree that they will comply with these Constitution Rules).
- 8.3 A person applying for Membership as an Individual Member must complete Harbour's application form for membership. That application form may be a hardcopy form or an electronic online form. If the applicant is under 16 years of age that person's legal guardian must complete the application or consent to the applicant making the application.
- 8.4 Harbour may accept or decline an application for Individual Membership. If Harbour declines an application for Individual Membership it must advise the applicant of its decision (but it is not required to provide reasons for that decision).
- 8.5 Every Individual Member shall provide Harbour with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise Harbour of any changes to those details.
- 8.6 To be eligible for selection to, or play for, a Harbour representative team or a BBNZ representative team that participates in a BBNZ controlled competition or event, a player must be an Individual Member of Harbour and an Individual Member of BBNZ.

LIFE MEMBERS

- 9.1 A person may be appointed a Life Member of Harbour in accordance with these Constitution Rules.
- 9.2 Life Membership shall be conferred upon a person who because of some outstanding service to Harbour deserves, in the opinion of Harbour, recognition of that service.
- 9.3 The procedure to be adopted when conferring Life Membership on a person is as follows:
- (a) A nomination for Life Membership must be made by a Member and seconded by another Member. Such nomination must be signed by the proposing Members and delivered in writing to the Secretary.
 - (b) The Secretary shall forthwith refer any nomination received by the Secretary and complying with paragraph (a) to the Board who shall either approve or object to such nomination within 10 days of receiving the nomination.
- 9.4 Life Membership shall require only a majority vote of the Board Members and shall be recorded and acknowledged at the next Annual General Meeting of Harbour.
- 9.5 A Life Member does not have to pay membership fees.
- 9.6 Life Members shall be granted the privileges of free admission to all competitions and functions arranged by Harbour and may attend and have **one vote** at all General Meetings of Harbour.

- 9.7 Life Membership may be cancelled by resolution of a three-fourths (75%) majority of eligible votes at a General Meeting of Harbour.

CLUB MEMBERS

- 10.1 A Club Member is a basketball club operating within the geographic region of Harbour that registers as a Member of Harbour.

- 10.2 Each Club Member must:

- (a) Administer, promote, and develop basketball in the club in accordance with the Objects, this Constitution and any Bylaws;
- (b) Have, as its members, Individual Members, and other members it considers appropriate;
- (c) Ensure its constitution or rules are not inconsistent with this Constitution and provide Harbour with a copy of its constitution or rules and all proposed amendments to them. The Board may require a Club Member to amend its constitution or rules if they, or any proposed amendment to them, is inconsistent or in conflict with this Constitution or any Bylaws;
- (d) Have in its constitution or rules clauses stating that it is a condition of membership of the club that its own individual members are also members of Harbour and BBNZ;
- (e) Maintain an up-to-date register of members and, on request, provide Harbour with full access to that register;
- (f) Act in good faith toward Harbour and BBNZ to ensure the maintenance and enhancement of Harbour, BBNZ and basketball, and its reputation, and to do so for the collective and mutual benefit of the Members and basketball.

- 10.3 A Club has no right to vote at a General Meeting.

HONORARY MEMBERS

- 11.1 A person may be appointed an Honorary Member of Harbour in accordance with these Constitution Rules.
- 11.2 An Honorary Member shall be a person whom, because of services to basketball, or for any other reason, the Board considers in its discretion shall be recognised by Harbour.
- 11.3 An Honorary Member shall be appointed by the Board.
- 11.4 The Board may remove, in its absolute discretion, the status of Honorary Membership from any person.
- 11.5 Honorary Members shall have complimentary privileges as decided by the Board from time to time.

BOARD MEMBERS

- 12.1 Any member of the Board (including co-opted Board Members) shall be entitled to Membership as a Board Member.

TERMINATION OF MEMBERSHIP

- 13.1 Any person recognised as above shall cease to be a Member of Harbour:

- (a) If they resign by giving to the Board 7 days notice in writing;

- (b) If they shall not have paid any fees they are required to pay to Harbour within a reasonable time;
- (c) If by resolution of the Board, his or her team's registration is cancelled, or the Member is expelled from Harbour;
- (d) On termination of a Member's membership following a dispute resolution process under these Constitution Rules; or
- (e) On death (or, if a body corporate, on liquidation).

13.2 The Membership of a Member obliged to pay a Membership fee or subscription expires if the relevant fee or subscription is not paid within 3 months of it falling due.

REGISTER OF MEMBERS

14.1 The Secretary must ensure that the Register of Members is maintained and that it includes:

- (a) The Member's name;
- (b) The date on which the Member was entered into the Register of Members; and
- (c) The Member's residential address;
- (d) The Member's email address (if he or she has one);
- (e) A telephone contact number for the Member; and
- (f) Any other information determined by the Board.

14.2 Any Member may, at a reasonable time and free of charge, inspect the Register of Members except that contact details will not be disclosed.

14.3 A Member may not make a copy of any entry in the Register of Members.

RE-ADMISSION TO MEMBERSHIP AFTER TERMINATION FOLLOWING DISPUTE RESOLUTION PROCESS

15.1 If an applicant for Membership is a former Member whose Membership was terminated following a dispute resolution process, the applicant may only be re-admitted by a resolution of the Board.

DISCIPLINARY ACTION

GROUNDINGS FOR TAKING DISCIPLINARY ACTION

16.1 Subject to these Constitution Rules, Harbour may take disciplinary action against a Member if it is determined that the Member:

- (a) Has failed to comply with these Constitution Rules or any Bylaws; or
- (b) Refuses to support the objects of Harbour; or
- (c) Has engaged in conduct prejudicial to Harbour; or
- (d) Has failed to properly account for and provide to the Treasurer of Harbour moneys received by way of registration fees, membership fees or any other moneys received by the Member on Harbour's

behalf; or

- (e) Has failed to keep receipts, invoices and other records of moneys received and to provide these to the Treasurer of Harbour; or
- (f) Has made and/or published defamatory or derisive statements relating to the Board, affiliated players, coaches, officials, Members or affiliated bodies.

16.2 The Disciplinary Action procedures outlined in Rules 16.1, 17.1 to 17.2, 18.1 to 18.2 and 19.1 to 19.3 are not to be used to deal with misconduct at, or in connection with basketball games, competitions or tournaments. Such misconduct is to be dealt with under Harbour's judicial regulations and policies.

DISCIPLINARY SUB-COMMITTEE

17.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary Sub-Committee to hear the matter and determine what action, if any, to take against the Member.

17.2 The members of the Disciplinary Sub-Committee:

- (a) May be Board Members, Members of Harbour or anyone else; but
- (b) Must not be biased against, or in favour of, the Member concerned.

NOTICE TO MEMBER

18.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:

- (a) Stating that Harbour proposes to take disciplinary action against the Member; and
- (b) Stating the grounds for the proposed disciplinary action; and
- (c) Specifying the date, place and time of the meeting at which the Disciplinary Sub-Committee intends to consider the disciplinary action (the disciplinary meeting); and
- (d) Advising the Member that he or she may do one or both of the following:
 - (i) Attend the disciplinary meeting and address the Disciplinary Sub-Committee at that meeting; and
 - (ii) Give a written statement to the Disciplinary Sub-Committee at any time before the disciplinary meeting.

18.2 The notice must be given no earlier than 14 days, and no later than 7 days, before the disciplinary meeting is held.

DECISION OF SUB-COMMITTEE

19.1 At the disciplinary meeting, the Disciplinary Sub-Committee must:

- (a) Give the Member an opportunity to be heard; and
- (b) Consider any written statement submitted by the Member.

19.2 After complying with 19.1 above, the Disciplinary Sub-Committee may:

- (a) Take no further action against the Member; or
- (b) Impose a penalty on that Member of an amount not exceeding NZ\$500; or
- (c) Suspend that Member from Membership of Harbour for a specified period; or
- (d) Expel that Member from Harbour.

19.3 The suspension of membership rights or the expulsion of a Member by the Disciplinary Sub-Committee under this Rule 19.2 takes effect immediately after the vote is passed and the decision of the Disciplinary Sub-Committee is final.

GRIEVANCE PROCEDURE

20.1 The grievance procedure set out in these Constitution Rules applies to disputes under these Rules between:

- (a) A Member and another Member;
- (b) A Member and the Board; and
- (c) A Member and Harbour.

20.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

20.3 The parties to a dispute must attempt to resolve the dispute between themselves within 21 days of the dispute coming to the attention of each party.

20.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by 20.3 above, the parties must within 21 days:

- (a) Notify the Board of the dispute; and
- (b) Agree to or request the appointment of a mediator; and
- (c) Attempt in good faith to settle the dispute by mediation.

20.5 The mediator must be:

- (a) A person chosen by agreement between the parties; or
- (b) In the absence of agreement:
 - (i) If the dispute is between a Member and another Member, a person appointed by the Board; or
 - (ii) If the dispute is between a Member and the Board or Harbour, a person appointed by the then current President of the New Zealand Law Society.

20.6 A mediator appointed by the Board may be a member or former member of Harbour but, in any case, must not be a person who:

- (a) Has a personal interest in the dispute; or
- (b) Is biased in favour of or against any party.

- 20.7 The mediator to the dispute, in conducting the mediation, must:
- (a) Give each party every opportunity to be heard; and
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties throughout the mediation process.
- 20.8 The mediator must not determine the dispute.
- 20.9 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 20.10 The Grievance Procedure outlined in Rules 20.1 to 20.9 is not to be used to deal with misconduct at, or in connection with basketball games, competitions or tournaments. Such misconduct is to be dealt with under Harbour's judicial regulations and policies.

GENERAL MEETINGS OF HARBOUR

ANNUAL GENERAL MEETING

- 21.1 An Annual General Meeting shall be held not later than the 30th of November in each year, at such place, date and time as the Board determines.
- 21.2 The Board shall, not later than 30 days (exclusive of the day on which the notice is sent and the day of the Annual General Meeting) before each Annual General Meeting, give notice to all Members of the place, date and time appointed for the Annual General Meeting. Copies of the Annual Report and Financial Report as prepared by a chartered accountant shall be available 7 days before the Annual General Meeting.
- 21.3 Each Annual General Meeting shall commence with the reading of the notice of the Annual General Meeting. Thereafter, the business of the Annual General Meeting shall be:
- (a) Apologies;
 - (b) Confirmation of the minutes of previous meeting;
 - (c) Annual report and financial statements;
 - (d) Notice of any disclosures of conflicts of interest made by Board Members (including a brief summary of them);
 - (e) Election of candidates for vacant Board Member positions;
 - (e) Appointment of auditors;
 - (f) Consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM; and
 - (g) Consideration of any other items of business that have been properly submitted for consideration at the AGM (**General Business**).
- 21.4 Any Member who wishes to have any business considered at an Annual General Meeting as General Business shall give written notice containing details of such business to the Board or the CEO at least 21 days (exclusive of the day on which the notice is sent and the day of the Annual General Meeting) prior to the date of the Annual General Meeting.

SPECIAL GENERAL MEETING

- 22.1 The Board may convene a Special General Meeting whenever it thinks fit.
- 22.2 A Special General Meeting of Harbour must be called upon receiving a requisition requesting such a meeting and containing reasonable details of the business to be discussed at the meeting. Where a Special General Meeting is sought by requisition, such requisition must be in writing and signed by one-third of those entitled to vote at an Annual General Meeting.
- 22.3 The date for a Special General Meeting shall be not later than 21 days after the date the Board decides to call one or receipt by the Board of a requisition in accordance with Rule 22.2 above. Notice shall be sent by the Board at least 14 days (exclusive of the day on which the notice is sent and the day of the Special General Meeting) before the date of the meeting to all of those persons entitled to receive notice of an Annual General Meeting. The notice shall state the business to be conducted at the Special General Meeting shall be:
- (a) The business as set out in any requisition received; or
 - (b) The business the Board has decided to call a Special General Meeting to consider; and
 - (c) Any additional business, which the Board considers, in its sole discretion, to be appropriate business for such general meeting;

and only that business shall be considered at the Special General Meeting.

VOTING AT ANNUAL AND SPECIAL GENERAL MEETINGS

- 23.1 Three (3) delegates from each Individual Member Category shall be appointed by the Board or the CEO to vote at any Annual General Meeting or Special General Meeting of Harbour.
- 23.2 Each delegate so appointed has one vote.
- 23.3 Life Members each have one vote at any Annual General Meeting or Special General Meeting.
- 23.4 No Life Member may be appointed as a delegate of an Individual Member Category.
- 23.5 Delegates representing one-third of the total number of delegates able to be appointed by the Individual Member Categories (i.e. 5 delegates) shall constitute a quorum at any Annual General Meeting or Special General Meeting of Harbour.
- 23.6 If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- 23.7 A resolution in writing signed or consented to by email or other electronic means by a 75% majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

PROXIES

- 24.1 No person entitled to vote at any Annual General Meeting or Special General Meeting may appoint a proxy to vote at such a General Meeting.

SPECIAL RESOLUTIONS

- 25.1 A Special Resolution is passed if not less than a two-thirds (66%) majority of those entitled to vote and present at an Annual General Meeting or Special General Meeting vote in favour of the resolution.

25.2 In addition to certain matters specified in the Act, a Special Resolution is required:

- (a) To remove a Board Member from Office; and
- (b) To alter these Constitution Rules.

DETERMINING WHETHER RESOLUTION CARRIED

26.1 A question arising at a General Meeting of Harbour shall be determined by a show of hands. A declaration by the Chairperson that a resolution has been:

- (a) Carried; or
- (b) Carried unanimously; or
- (c) Carried by a particular majority; or
- (d) Lost;

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact, without proof of the number or proportion of the votes recorded in favour or against that resolution.

MINUTES OF GENERAL MEETINGS

27.1 The Board must ensure that minutes are taken and kept of each General Meeting.

27.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

27.3 In addition, the minutes of each Annual General Meeting must include:

- (a) The names of the Members attending the meeting; and
- (b) The financial statements submitted to the Members; and
- (c) The certificate signed by two (2) Board Members certifying that the financial statements give a true and fair view of the financial position and performance of Harbour; and
- (d) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

THE BOARD

ROLE AND POWERS OF THE BOARD

28.1 The business and affairs of Harbour shall be managed by, or conducted under the direction and governance of, the Board.

28.2 Subject to the Act and these Constitution Rules, the Board may exercise all such powers and functions of Harbour except those powers that these Constitution Rules or the Act require to be exercised by General Meeting of the Members of Harbour. These powers include, but are not limited to:

- (a) Control and management of the business and affairs of Harbour;
- (b) Control and management of all income, funds and property of Harbour;

- (c) Control and management of all payments arising from the operations of Harbour;
- (d) Performance of all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of Harbour and to make all Bylaws, regulations and rules necessary for the proper management and administration of Harbour;
- (e) Appointing, managing and removing staff, coaches and volunteers;
- (f) Establishing sub-committees according to the complexity of the various activities of Harbour. Sub-committees must consist of Members of Harbour with terms of reference as developed and adopted by the Board;
- (g) Appoint delegates to BBNZ and other organisations as required; and
- (h) Exercising all such powers and functions that are required by these Constitution Rules to be exercised at General Meetings of Harbour.

DELEGATION

- 29.1 The Board may delegate to a Member of the Board, a sub-committee or staff member, any of its powers and functions other than:
- (a) This power of delegation; or
 - (b) A duty imposed on the Board by the Act or any other law.
- 29.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 29.3 The Board may, in writing, revoke a delegation wholly or in part.
- 29.4 The Board may, in writing, suspend or dissolve a particular sub-committee and integrate its functions with those of another sub-committee.

COMPOSITION

- 30.1 A Member is eligible to be elected or appointed as a Board Member if the Member is 18 years old or over that age.
- 30.2 The Board of Harbour shall consist of:
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) any Ordinary Members elected under Rule 36.1 to 36.20; and
 - (f) up to 2 additional Members, co-opted for specific purposes.
- 30.3 Given Rule 30.2, the Board will have the power to co-opt 2 additional members by a 75% majority of the Board for specific purposes for a period of not more than 2 years. After the expiry of the co-opted Board

Member's term, the Board may co-opt that person again.

- 30.4 The Board may also at its discretion invite an Individual Member to attend Board Meetings on a regular basis in order to develop that Individual Member's governance experience. If such an Individual Member is invited to attend Board Meetings, that person has no right to vote on any resolutions moved.
- 30.5 Prior to election or appointment, every Board Member must consent in writing to be a Board Member and certify in writing that they are not disqualified from being appointed or holding office as a Board Member.
- 30.6 The following persons are disqualified from being appointed or holding office as a Board Member:
- (a) A person who is under 18 years of age;
 - (b) A person who is an undischarged bankrupt;
 - (c) A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;
 - (d) A person who is disqualified from being a member of the Board or Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005;
 - (e) A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) An offence under subpart 6 of Part 4 of the Act;
 - (ii) A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) An offence under section 143B of the Tax Administration Act 1994;
 - (iv) An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii);
 - (v) A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
 - (f) A person subject to:
 - (i) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (ii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (iii) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - (g) A person who is disqualified from being a Member of the Board or Committee of a charitable entity under section 16 of the Charities Act 2005.

GENERAL DUTIES

- 31.1 As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with these Constitution Rules and the Act.
- 31.2 The Board is collectively responsible for ensuring that Harbour complies with the Act and that individual Members of the Board comply with these Constitution Rules.

- 31.3 Board Members must exercise their powers and discharge their duties with reasonable care and diligence.
- 31.4 Board Members must exercise their powers and discharge their duties:
- (a) In good faith in the best interests of Harbour; and
 - (b) For a proper purpose.
- 31.5 Board Members and former Board Members must not make improper use of:
- (a) Their position; or
 - (b) Information acquired by virtue of holding their position;
- so as to gain an advantage for themselves or any other person or to cause detriment to Harbour.
- 31.6 Board Members must not:
- (a) Agree to the activities of Harbour being carried on in a manner likely to create a substantial risk of serious loss to Harbour's creditors;
 - (b) Cause or allow the activities of Harbour to be carried on in a manner likely to create a substantial risk of serious loss to Harbour's creditors;
 - (c) Agree to Harbour incurring an obligation unless they believe at the time on reasonable grounds that Harbour will be able to perform the obligation when it is required to do so.
- 31.7 In addition to any duties imposed by these Constitution Rules, a Board Member must perform any other duties imposed from time to time by resolution at a General Meeting.
- 31.8 Any CEO appointed by the Board is also subject to the general duties referred to in Rules 31.1 to 31.7 and is an officer of Harbour for the purposes of the Act.
- 31.9 When exercising powers or performing duties as a Board Member, a Board Member may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
- (a) an employee whom the Board Member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (b) a professional adviser or expert in relation to matters that the Board Member believes on reasonable grounds to be within the person's professional or expert competence; or
 - (c) any other Board Member or subcommittee of Board Members on which the Board Member did not serve in relation to matters within the Board Member's or subcommittee's designated authority;
- if the Board Member, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

SPECIFIC DUTIES

32.1 The Board shall:

- (a) Determine the number, nature and function of any sub-committees that it considers necessary to assist it in carrying out its duties.

- (b) Appoint at its first meeting after each Annual General Meeting in any year 5 persons to Harbour's Judicial Committee, none of whom shall be Board Members.
- (c) Appoint (if necessary), motivate and review the performance of Harbour's CEO.
- (d) Protect Harbour's financial position.
- (e) Adopt and regularly review a Strategic Plan.
- (f) Adopt an annual budget for financial performance and monitor the results of Harbour against that budget.
- (g) Annually review its own processes and effectiveness.
- (h) Ensure that Harbour has all the necessary internal reporting systems and controls along with the appropriate monitoring mechanisms to ensure the fulfilment of the Board's overall responsibilities as outlined in these Constitution Rules.
- (i) Agree the processes which shall be applied to the appointment of coaches, selectors, team management and captains of all representative teams under Harbour's control.
- (j) Appoint such representatives to bodies or committees of BBNZ as required.
- (k) Cancel or suspend the Membership of a Member in accordance with these Constitution Rules.
- (l) Settle any question which may arise and which is not specifically provided for in these Constitution Rules.
- (m) Report annually to the Members on the activities and progress of Harbour.

CHAIRPERSON AND VICE-CHAIRPERSON

- 33.1 Subject to Rule 33.2, the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any General Meetings and for any Board meetings.
- 33.2 If the Chairperson and the Vice-Chairperson are both absent or are unable to preside, the Chairperson of the meeting must be in the case of both a General Meeting or a Board meeting, a Board Member elected by the other Board Members present.

SECRETARY

- 34.1 The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated society.
- 34.2 The Secretary must ensure:
 - (a) The Register of Members and Register of Interests are maintained in accordance with the Act;
 - (b) Keep custody of the common seal (if any) of Harbour and, except for the financial records referred to in Rule 35.2(a), all books, documents and securities of Harbour;
 - (c) Subject to the Act and these Constitution Rules, provide members with access to the Register of Members, the minutes of General Meetings and other books and documents; and
 - (d) Perform any other duty or function imposed on the Secretary by these Constitution Rules.

34.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

TREASURER

35.1 The Treasurer must:

- (a) Receive all moneys paid to or received by Harbour and issue receipts for those moneys in the name of Harbour;
- (b) Ensure that all moneys received are paid into the account of Harbour within a reasonable time after receipt;
- (c) Make any payments authorized by the Board or by a General Meeting of Harbour from Harbour's funds; and
- (d) Ensure cheques and electronic payments are signed or authorized by at least 2 signatories approved by the Board.

35.2 The Treasurer must:

- (a) Ensure that the financial records of Harbour are kept in accordance with the Act; and
- (b) Coordinate the preparation of the financial statements of Harbour and the certification by the Board prior to their submission to the Annual General Meeting of Harbour.

35.3 The Treasurer must ensure that at least 1 other Board Member has access to the accounts and financial records of Harbour.

35.4 The accounts shall be available for inspection by Members.

ELECTION OF BOARD MEMBERS

36.1 At every Annual General Meeting, the two longest serving Board Members shall retire by rotation. If more than two Board Members are the longest serving, then a ballot as to which of them is to retire by rotation shall take place.

36.2 Any Board Member who retires by rotation or otherwise, is eligible for re-election if nominated in accordance with these Constitution Rules.

36.3 The Chairperson of the Annual General Meeting must declare the positions of Board Members who have retired by rotation or are otherwise vacant and hold elections for those positions in accordance with Rules 35.4 to 35.20.

36.4 Nominations of eligible Members for election to the vacant Board Member positions shall be called for by the Secretary not less than 14 days before the date of the Annual General Meeting.

36.5 Nominations must be made in writing on the Nomination Form prescribed by the Board from time to time.

36.6 An eligible Member of Harbour may:

- (a) Nominate himself or herself; or
- (b) With the Member's consent, be nominated by another Member.

- 36.7 Elections for vacant Board Member positions shall be held at the Annual General Meeting.
- 36.8 If the number of Members nominated for the vacant Board Member positions is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those Members to be elected to the position(s).
- 36.9 If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with Rules 36.10 to 36.20.
- 36.10 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- 36.11 The returning officer must not be a Member nominated for the position.
- 36.12 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 36.13 The election must be by secret ballot.
- 36.14 The returning officer must give a list of all candidates to each person entitled to vote who is present.
- 36.15 If the ballot is for a single position, the voter must clearly mark the ballot paper beside the name of the candidate for whom they wish to vote.
- 36.16 If the ballot is for more than one position, the voter must clearly mark on the ballot paper next to the name of the candidate or candidates for whom they wish to vote.
- 36.17 Ballot papers that do not clearly identify the candidate or candidates that a voter wishes to vote for are not to be counted.
- 36.18 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 36.19 If the returning officer is unable to declare the result of an election because two or more candidates received the same number of votes, the returning officer must:
- (a) Conduct a further election for the position to decide which of those candidates is to be elected; or
 - (b) With the agreement of those candidates, decide by lot which of them is to be elected.
- 36.20 Only those entitled to vote at a General Meeting are entitled to vote in elections for vacant Board Member positions.

TAKING OFFICE

- 37.1 Successful candidates for vacant Board Member positions shall be deemed to take office at the closure of the Annual General Meeting at which they are elected.

REMOVAL OF BOARD MEMBER

- 38.1 A General Meeting of Harbour may:
- (a) By special resolution remove a Board Member from office; and
 - (b) Elect an eligible Member of Harbour to fill the vacant position so caused.
- 38.2 A Member who is the subject of a proposed special resolution under Rule 38.1 above may make

representations in writing to the Secretary or Chairperson of Harbour (not exceeding a reasonable length) and may request that the representations be provided to the Members of Harbour.

- 38.3 The Secretary or the Chairperson may give a copy of the representations to each Member of Harbour or, if they are not so given, the Member may require that they be read out at the meeting at which the special resolution is to be proposed.

VACATION OF OFFICE

- 39.1 A Board Member may resign from the Board by written notice addressed to the Board.

- 39.2 A person ceases to be a Board Member if he or she:

- (a) Ceases to be a Member of Harbour; or
- (b) Fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 50.1; or
- (c) They are removed from office by special resolution at a General Meeting of Harbour; or
- (d) Otherwise ceases to be a Board Member by operation of the Act; or
- (e) They die.

FILLING CASUAL VACANCIES

- 40.1 The Board may appoint an eligible Member of Harbour to fill a position on the Board that:

- (a) Has become vacant under Rules 39.1 and 39.2; or
- (b) Was not filled by election at the last Annual General Meeting.

- 40.2 The person appointed to fill a vacancy shall continue in office until the position filled was next due for re-election at an Annual General Meeting.

- 40.3 If the position of Secretary becomes vacant, the Vice-Chairperson shall undertake the role of Secretary until the next scheduled Board meeting where a replacement Secretary shall be discussed and voted on.

- 40.4 The Board may continue to act despite any vacancy in its membership.

MEETINGS OF THE BOARD

- 41.1 The Board must meet at least 8 times in each year at the dates, times and places determined by the Board.

- 41.2 Special Board meetings may be convened by the Chairperson or by any 4 Members of the Board.

NOTICE OF MEETINGS

- 42.1 Notice of each Board meeting must be given to each Board Member no later than 4 days before the date of the meeting.

- 42.2 Notice may be given of more than one Board meeting at the same time.

- 42.3 The notice must state the date, time and place of the meeting.

- 42.4 If a special Board meeting is convened, the notice must include the general nature of the business to be

conducted.

- 42.5 The only business that may be conducted at a special Board meeting is the business for which the meeting is convened.

URGENT MEETINGS

- 43.1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 42.1 above provided that as much notice as practicable is given to each Board Member by the quickest means practicable.

PROCEDURE AND ORDER OF BUSINESS

- 44.1 The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 44.2 The order of business may be determined by the Members of the Board present at the meeting.

USE OF TECHNOLOGY

- 45.1 A Board Member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows the Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.
- 45.2 A Board Member participating in a Board meeting as permitted by 45.1 above is taken to be present at the meeting and, if the Board Member votes at the meeting, is taken to have voted in person.

QUORUM

- 46.1 No business may be transacted at a meeting of the Board if a quorum is not present.
- 46.2 A quorum for a Board meeting is the presence of 3 Board Members (in person or by use of technology).
- 46.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
- (a) In the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 41.1.

VOTING

- 47.1 On any question arising at a Board meeting, each Board Member present in person or by use of technology at the meeting has one vote.
- 47.2 The motion is carried if a majority of the Board Members present at the meeting vote in favour of the motion.
- 47.3 Rule 47.2 does not apply to any motion or question which is required by these Constitution Rules to be passed by any other majority of the Board.
- 47.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 47.5 Voting by proxy is not permitted.

CONFLICTS OF INTEREST

- 48.1 A Board Member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of their interest to the Board.
- 48.2 A Board Member must declare their interest in any:
- (a) Contractual matter;
 - (b) Selection matter;
 - (c) Disciplinary matter; or
 - (d) Other financial matter;
- in which a conflict of interest arises, or may arise.
- 48.3 A Board Member who has declared a material personal interest in a matter being considered at a Board meeting must not:
- (a) Be present while the matter is being considered at the meeting; and
 - (b) Vote on the matter.
- 48.4 In the event of any uncertainty as to whether it is necessary for a Board Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by a vote of the Board, or if this is not possible, the matter should be adjourned or deferred.
- 48.5 Rules 48.1 to 48.3 do not apply to a material personal interest:
- (a) That exists only because the Board Member belongs to a class of persons for whose benefit Harbour is established; or
 - (b) That the Board Member has in common with all, or a substantial proportion of, the Members of Harbour.
- 48.6 The nature of the interest of such Board Member must be disclosed by the Board Member at the meeting of the Board at which the matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Board Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Board Member becomes so interested.
- 48.7 It is the duty of the minute taker to record in the minutes any declarations made.
- 48.8 The Secretary must record any such declared interests in the Register of Interests.
- 48.9 Board Members are to declare any conflicts of interest or potential conflicts of interest of which they are aware to the Board when they first take office, and these are to be recorded by the Secretary in the Register of Interests.

MINUTES OF MEETINGS

- 49.1 The Board must ensure that minutes are taken and kept of each Board meeting.
- 49.2 The minutes must record the following -

- (a) The names of the Members in attendance at the meeting;
- (b) The business considered at the meeting;
- (c) Any resolution on which votes were taken and the result of the votes; and
- (d) Any material personal interests disclosed under the Conflicts of Interest provisions of these Constitution Rules.

LEAVE OF ABSENCE

- 50.1 The Board may grant a Board Member leave of absence from Board meetings for a period not exceeding 3 months.
- 50.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board Member to seek the leave in advance.

APPOINTMENT OF CHAIRPERSON, VICE-CHAIRPERSON, SECRETARY AND TREASURER

- 51.1 At the first meeting of the Board after each Annual General Meeting, the Board shall elect a Chairperson who shall hold the office of Chairperson until the date of the following Annual General Meeting. Upon the election of the Board Chairperson, the Board Chairperson shall appoint a Vice-Chairperson, a Secretary and a Treasurer.

JUDICIAL COMMITTEE

- 52.1 The Judicial Committee shall consist of the persons appointed by the Board in accordance with Rule 32.1(b).
- 52.2 The Judicial Committee shall adjudicate upon or consider, as the case may be, all matters referred to it, or otherwise act, in accordance with the judicial rules, Bylaws, regulations and policies of Harbour.
- 52.3 The Judicial Committee shall elect a Chairperson at its first meeting following each Annual General Meeting.
- 52.4 The Judicial Committee shall have the power to co-opt any person having special expertise that is considered necessary by the Judicial Committee
- 52.5 A minimum of three (3) members of the Judicial Committee personally present shall constitute a quorum for a meeting of the Judicial Committee.
- 52.6 Decisions of the Judicial Committee shall be by a majority vote of the members of the Judicial Committee present and voting (including any persons co-opted pursuant to Rule 52.4). In the event of a tie, the Chairperson of the Judicial Committee or, if he or she is not present, the person appointed as Chairperson at the outset of the determination of the relevant matter, shall have the casting vote.

FINANCES

SOURCE OF FUNDS

- 53.1 The funds of Harbour may be derived from joining fees, annual memberships, subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Board.

MANAGEMENT OF FUNDS

- 54.1 Harbour must have an account with a financial institution into which all of Harbour's revenue is deposited and from which all expenditure of Harbour is withdrawn.

- 54.2 Subject to any restrictions imposed by a General Meeting of Harbour, the Board may approve expenditure on behalf of Harbour and may delegate the approval of expenditure to any CEO it has appointed.
- 54.3 The Board may authorise the Treasurer to expend funds on behalf of Harbour (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 54.4 All funds of Harbour must be deposited into the financial account of Harbour within a reasonable period of time after receipt.

FINANCIAL RECORDS

- 55.1 Harbour must keep financial records that:
- (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- 55.2 Harbour must retain financial records for 7 years after the transactions covered by the records are completed.
- 55.3 The Treasurer must keep in his or her custody, or under his or her control:
- (a) The financial records for the current financial year; and
 - (b) Any other financial records as authorised by the Board.

FINANCIAL STATEMENTS

- 56.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of Harbour are met.
- 56.2 Without limiting 56.1 above, those requirements include:
- (a) The preparation of the financial statements;
 - (b) If required, the review or auditing of the financial statements;
 - (c) The certification of the financial statements by the Board;
 - (d) The submission of the financial statements to the Annual General Meeting of Harbour; and
 - (e) The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

MISCELLANEOUS

COMMON SEAL

- 57.1 Harbour may have a Common Seal.
- 57.2 If Harbour has a Common Seal:
- (a) The name of Harbour must appear in legible characters on the Common Seal;
 - (b) The Common Seal shall not be affixed to any document or instrument except by the authority of the

Board. The affixing of the Common Seal shall be attested by the signatures of two (2) Members of the Board;

- (c) The Common Seal must be kept in the custody of the Secretary.

METHOD OF CONTRACTING

58.1 A contract or other enforceable obligation may be entered into by Harbour:

- (a) by deed by:
 - (i) 2 or more Board Members; or
 - (ii) a Board Member, or other person or class of persons, whose signature or signatures must be witnessed; or
- (b) by agreement by a person acting under Harbour's express or implied authority.

NOTICE REQUIREMENTS

59.1 Any notice required to be given to a Member or a Board Member under these Constitution Rules may be given:

- (a) By handing the notice to the Member personally; or
- (b) By sending it by post to the Member at the address recorded for the Member on the Register of Members; or
- (c) By email.

59.2 Where a document is:

- (a) Properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post; or
- (b) where a document is sent by email or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.

59.3 Where the time for giving notice falls on a non-business day, the notice shall be required to be given by the next business day.

59.4 Rule 59.1 above does not apply to notice given under Rule 42.1 (notice of urgent meeting).

59.5 Any notice required to be given to Harbour or the Board may be given:

- (a) By sending the notice by post to Harbour's registered address; or
- (b) By leaving the notice at the registered address; or
- (c) By email to the email address of Harbour which is ceo@harbour.basketball.

CUSTODY AND INSPECTION OF BOOKS AND RECORDS

60.1 Members may on request inspect free of charge:

- (a) The Register of Members (excluding contact details);
- (b) The minutes of General Meetings; and
- (c) Subject to Rule 60.2 below, the financial records and minutes of Board meetings of Harbour.

- 60.2 The Board may refuse to permit a Member to inspect the records of Harbour referred to in Rule 60.1 that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of Harbour.
- 60.3 The Board must on request make copies of these Constitution Rules available to Members and applicants for membership free of charge.
- 60.4 Subject to Rule 60.2 above, a Member may make a copy of any of the records of Harbour referred to in Rule 60.1 (with the exception of the Register of Members) and Harbour may charge a reasonable fee for provision of a copy of such a record.

WINDING UP AND CANCELLATION

- 61.1 Harbour may be wound up voluntarily by Special Resolution or in accordance with the provisions of the Act.
- 61.2 In the event of the winding up or the cancellation of the incorporation of Harbour, the surplus assets of Harbour must not be distributed to any Members or former Members of Harbour.
- 61.3 In the event of the winding up or the cancellation of the incorporation of Harbour, the surplus assets of Harbour are to be transferred to BBNZ on trust for use to support the sport of basketball in the Harbour Region.
- 61.4 The body referred to in Rule 61.3 is to be determined by the Members of Harbour at or before the time of the winding up and in default thereof as may be directed by the High Court of New Zealand upon application.

BYLAWS

- 62.1 The Board may make and amend Bylaws for the conduct and control of Harbour's activities and codes of conduct applicable to Members. Any such Bylaw must be consistent with this Constitution, the Objects, the Act and any other laws. All Bylaws are binding on Harbour and the Members.
- 62.2 The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.
- 62.3 All bylaws, policies, rules and regulations of Harbour and BBNZ which were in force and binding on Members immediately prior to this Constitution being approved and Harbour being re-registered under the Act, continue in force, until such time as they are revoked. If any of those bylaws, policies, rules and regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.

INTEGRITY

Anti-Doping

- 63.1 Harbour and BBNZ have adopted the Sports Anti-Doping Rules (SADR) made by the Integrity Sport and Recreation Commission under the Integrity Sport and Recreation Act 2023 and its bylaws on anti-doping and have agreed to be bound by the SADR.
- 63.2 All Members acknowledge and agree that they are bound by the SADR.

Integrity codes

- 63.3 In this clause **Integrity Code** means an integrity code issued by the Integrity Sport and Recreation Commission under Section 19 of the Integrity Sport and Recreation Act 2023.
- 63.4 Harbour acknowledges and agrees that if BBNZ adopts an Integrity Code that it will be bound by it.
- 63.5 All Members acknowledge and agree that if BBNZ adopts an Integrity Code that it will apply to them and they will be bound by it.
- 63.6 All Club Members acknowledge and agree that they will include in their Constitutions or rules a clause or rule that will require their members to agree to be bound by the SADR and any Integrity Code that BBNZ adopts.

ALTERATION OF RULES

- 64.1 These Constitution Rules may only be altered by Special Resolution of a General Meeting of Harbour.
- 64.2 No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.
- 64.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

PROCEDURAL IRREGULARITIES

- 65.1 No decision of Harbour or the Board shall be invalid merely because of a failure to give proper notice or other irregularity in procedure required by these Constitution Rules or any Bylaws of Harbour unless a person suffers serious detriment as a result of the failure to give proper notice or irregularity in procedure.
- 65.2 Harbour or the Board may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

UNFORESEEN MATTERS

- 66.1 Should any matter arise for which provision has not been made in these Constitution Rules or any Bylaws, or if any dispute arises out of the interpretation of these Constitution Rules or any Bylaws, the matter or dispute will be determined by the Board.

TRANSITION OF BOARD MEMBERS

- 67.1 Board Members elected or appointed under the previous Constitution will continue under this Constitution.

INDEMNITY

- 68.1 Harbour may indemnify its current and former Board Members and employees as permitted by section 96 of the Act.
- 68.2 With the prior approval of its Board, Harbour may effect insurance for its current and former Board Members, Members and employees as permitted by section 97 of the Act.

68.3 Harbour is authorized to indemnify a Board Member under section 96 of the Act or effect insurance for a Board Member under section 97 of the Act for the following matters:

- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Board Member in their capacity as a Board Member; and
- (b) costs incurred by a Board Member for any claim or proceeding relating to that liability.

DEDICATED CONTACT PERSON

69.1 Harbour's dedicated contact person for the purposes of the Act is its CEO. Harbour's current CEO (Mr John Hunt) may be contacted using the email address: ceo@harbour.basketball.