



NEW ZEALAND MEN'S & MIXED NETBALL

CONSTITUTION

**NEW ZEALAND MEN'S & MIXED NETBALL ASSOCIATION INCORPORATED
(NZMMNA)**

Effective from: 12 December 2025¹

¹ Upon approval of the Registrar of Incorporated Societies.

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Note: Interpretation provisions and definitions of words used in the Constitution are set out in Rule 27.

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PART I: PURPOSES & POWERS

1. NAME

The name of the incorporated society is "New Zealand Men's and Mixed Netball Association Incorporated" and the society is also commonly known as "New Zealand Men's & Mixed Netball Association" or "NZMMNA" (the "**Association**").

2. REGISTERED OFFICE

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

3. PURPOSES

3.1 The Purposes of the Association are to:

- (a) be the governing body in New Zealand for the administration, promotion and development of Men's and Mixed Netball;
- (b) promote Men's and Mixed Netball as an amateur game for the recreation and entertainment of the general public in New Zealand;
- (c) recognise the principles of Te Tiriti o Waitangi | The Treaty of Waitangi in its governance, operations, and activities;
- (d) encourage participation and achievement in Men's and Mixed Netball in New Zealand;
- (e) establish, promote and stage international, national, regional, and other Men's and Mixed Netball competitions and matches in New Zealand, and to determine the rules of such competitions and matches;
- (f) at all times operate with, and promote, mutual trust and confidence between the Association and the Members and others involved in Men's and Mixed Netball in pursuit of these Purposes;
- (g) at all times act on behalf of, and in the interests of, the Association, the Association's members, Men's and Mixed Netball and those who are involved in Men's and Mixed Netball;
- (h) develop and grow domestic Men's and Mixed Netball in New Zealand to provide an optimal pathway for players, officials (including umpires, coaches and administrators) and other personnel to perform at an elite/international level;
- (i) be an Associate Member of Netball New Zealand under the Regulations and as such enforce the rules and regulations of World Netball in New Zealand, unless there are rules imposed by the Association in relation to Men's and Mixed Netball which will override the World Netball rules and regulations;
- (j) publish and enforce the Rules of Men's and Mixed Netball in New Zealand for Men's and Mixed Netball;
- (k) promote the health, safety and wellbeing of all participants in Men's and Mixed Netball;
- (l) encourage and promote Men's and Mixed Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (m) maintain and enhance the reputation of the Association, and Men's and Mixed Netball through the development and promotion of standards and practices which fulfil these Purposes;

- (n) give, and seek where appropriate, recognition for Members and others involved in Netball to obtain awards or public recognition for Men's and Mixed Netball or other services to the community;
- (o) seek and obtain improved facilities for the safe enjoyment of Men's and Mixed Netball;
- (p) provide information, assistance and resources to its Members and others involved in Men's and Mixed Netball;
- (q) develop and train players, officials and other personnel (including coaches, umpires and administrators) involved in Men's and Mixed Netball; and
- (r) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Men's and Mixed Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and those who are involved in Men's and Mixed Netball.

3.2 Limitations on Purposes: For the avoidance of doubt:

- (a) the Purposes do not include, and the Association must not be carried on for, any unlawful purpose, or any other purpose that would contravene the Act; and
- (b) the Association must not operate or apply its funds for the financial gain of any of its members.

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

4. POWERS

4.1 Powers of the Association: the Powers of the Association are to:

- (a) establish, organise and control Men's and Mixed Netball matches, fixtures, competitions, tournaments and events in New Zealand, including determining the rules for such matches, fixtures, competitions, tournaments and events;
- (b) develop national and other programmes for playing, coaching and officiating Men's and Mixed Netball, which are consistent;
- (c) select Men's and Mixed Netball teams and squads to represent the Association;
- (d) determine who are its Members;
- (e) determine, implement and enforce disciplinary procedures for its Members and others involved in Men's and Mixed Netball including imposing sanctions;
- (f) establish a Board, commissions, committees and other groups, and delegate its powers and functions to such groups;
- (g) determine regulations, policies and procedures for the governance and management of Men's and Mixed Netball played under the auspices of the Association;
- (h) be a member, affiliate or be associated in any other way with, any organisation which has Purposes which are similar, in whole or in part, to the Purposes of the Association;
- (i) enforce the rules and regulations of the International Netball Federation as they apply to Men's and Mixed Netball;
- (j) enforce the Rules of Netball, unless they conflict with the Association's tournament policy;
- (k) to award, grant or otherwise honour achievement and services to the Association and to Men's and Mixed Netball generally;
- (l) 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;
- (m) sell, lease, mortgage, charge, surrender any lease or otherwise dispose of any property of the Association and grant such rights and privileges of such property as it considers appropriate;
- (n) 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;

- (o) 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;
- (p) employ, determine the terms and conditions of, and terminate staff and engage the services of personnel and organisations to work for and with the Association;
- (q) engage, determine, and terminate the services of personnel and organisations to advise the Association;
- (r) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Purposes of the Association;
- (s) purchase, lease, license, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (t) produce and publish materials and information, and develop and implement computer systems or software packages that the Association may consider desirable for the promotion of its Purposes;
- (u) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- (v) do any other acts or things which further the Purposes of the Association, including anything that falls within the powers conferred on the Association as an incorporated society under the Act.

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

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

PART II: MEMBERSHIP

5. CATEGORIES OF MEMBERS

- 5.1 Member Categories:** The categories of membership of the Association, collectively called "**Members**", shall be:
- (a) **Individual Members** as described in Rule 6.1;
 - (b) **Member Associations** (including Full and Associate) as described in Rule 7;
 - (c) **Service Members** as described in Rule 8.2;
 - (d) **Life Members** as described in Rule 8.3; and
- 5.2 Other categories,** being any other category or categories of membership of the Association as determined by the Board from time to time.
- 5.3 Board Determination:** Any application for membership must comply and be processed in accordance with the "Associations policy". The Board, in its discretion, shall decide whether the application for membership is accepted.
- 5.4 Consent Required:** In relation to all categories of membership, a person must consent to becoming a Member of the Association.
- 5.5 Term/Duration:** For categories other than Life Members and Service Members, membership is from 01 July of any year to 30 June of the subsequent year, or may be subject to a term setting the duration of membership as determined by the Board.
- 5.6 Minimum Membership:** The Association must have no fewer than ten (10) Members at all times.

6. INDIVIDUAL MEMBERS

- 6.1 Individuals Holding Specified Positions:** An individual shall be an Individual Member if the individual is an Officer or other Appointed Personnel of the Association and/or life or service member, subject to rule 6.2.
- 6.2 Becoming an Individual Member:** An individual holding a position referred to in Rule 6.1 will become an Individual Member upon being elected or appointed to the relevant position, provided that:
- (a) at the same time or subsequently, the individual confirms their consent to becoming a Member of the Association (which shall be a condition of holding a position referred to in Rule 6.1); and
 - (b) the Association receives all information required for the Association's Register.

7. MEMBER ASSOCIATIONS

- 7.1** A **Member Association** must be an Eligible Association.
- 7.2** **Eligible Associations:** means an entity, organisation, or group of individuals calling themselves an association, whether or not incorporated, which administers, promotes and develops Men's and Mixed Netball (whether as its primary activity or otherwise).
- 7.3** **Classes of Member Associations:** There are three classes of Member Associations:
- (a) Full Members;
 - (b) Associate Members; and
 - (c) Affiliate Members;
- as defined below.
- 7.4** **Full Member:** A Full Member is an Eligible Association that at the time of the adoption of this Constitution is a Full Member, or has completed the requirements of an Associate Member. This is subject to any applicable regulation and/or relevant policy.
- 7.5** **Associate Member:** A Member Association newly admitted to the Association shall initially be granted an Associate Membership for a period of three (3) years. During this period, the Associate Member will:
- (a) be required to attend a majority of Men's and Mixed National tournaments held during the associate membership period, or four out of six tournaments;
 - (b) pay tournament entry fees at 1.5 times the Full Member entry fee;
 - (c) be exempted from payment of any affiliation fee;
 - (d) will not have voting rights at the Association's general meetings.
- 7.6** **Becoming an Affiliate Member:** An Eligible Association apply to become an Affiliate Member of the Association, by:
- (a) making a written application to the Board, including express consent to becoming a member of the Association;
 - (b) paying the Membership Fee and/or any other fees due to the Association;
and
 - (c) registering with the Association's approved colours.

8. LIFE MEMBERS AND SERVICE MEMBERS

- 8.1 Eligible Life and Service Member Individuals:** Life and Service membership is reserved for persons who have made an outstanding contribution or provided outstanding service to Men's and Mixed Netball or the Association.
- 8.2 Becoming a Service Member:** A person shall become a Service Member of the Association in accordance with the criteria set out in the relevant policy.
- 8.3 Becoming a Life Member:** A person shall become a Life Member of the Association in accordance with the criteria set out in the relevant policy.

9. MEMBERSHIP AND OTHER FEES

9.1 Determination of Fees: The Association's Board shall determine before 01 June each year and/or at other times as determined by the Board:

- (a) any membership fee ("**Membership Fee**") and/or other fees payable by Members and others involved in Men's and Mixed Netball to the Association;
- (b) the due date for the fee(s); and
- (c) the manner of payment for the fee(s)
- (d) advising members of the fee(s) as soon as it is set.

10. MEMBERS' RIGHTS AND OBLIGATIONS

Members acknowledge and agree that:

- 10.1 Arrangements Binding:** this Constitution constitutes a contract between each of them and the Association, and that they are each bound by this Constitution and Regulations created by the Association;
- 10.2 Compliance:** they shall comply with and observe all applicable requirements of the Constitution and regulations referred to in Rule 10.1 and any determination, resolution or policy which may be made or passed by the Board under those constitutions and regulations;
- 10.3 Jurisdiction:** they are subject to the jurisdiction of the Association and the laws of New Zealand;
- 10.4 Furtherance of Purposes:** the Constitution and regulations referred to in Rule 10.1 are necessary and reasonable for promoting the Purposes of the Association, and are made for the mutual and collective benefit of the Association, and their respective members, and those who are involved in Men's and Mixed Netball;
- 10.5 Rights:** they are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution, but Membership does not confer on a Member any right, title or interest (either legal or equitable) in, nor any right to use, the property of the Association;
- 10.6 Eligibility:** to continue as Members and to remain entitled to any benefits, advantages, privileges and services of membership, they must continue to meet the requirements for the relevant category of membership under this Constitution and any applicable Regulations and/or policies of the Association;
- 10.7 Provision of Information:** they must provide, and notify any changes to, all information relating to them that is required by the Association or for the purpose of compliance with, this Constitution, and the Act (and for Member Associations this includes information and changes relating to their respective members and others involved in Men's and Mixed Netball in connection with the Association, in accordance with any applicable Regulations); and
- 10.8 Member Associations and Others:** Member Associations and any other Member organisation as determined by the Board, must, in relation to their respective members and other persons involved in Men's and Mixed Netball in connection with the Member Association (as specified in any applicable Regulations), procure the agreement of those persons to:
 - (a) provide their name, contact and other details to the Member Association and the Association, by way of registration with the Member Association or otherwise, for the purpose of furthering the Association's Purposes; and
 - (b) be bound by all applicable requirements of the Constitution and regulations referred to in Rule 10.1.

11. REGISTER OF MEMBERS

- 11.1 Register Required:** The Board must ensure that the Association keeps and maintains a Register which must contain all information that the Association is required to collect under, or for the purpose of compliance with, this Constitution and the Act in relation to current Members and in relation to former Members whose membership ceased within the previous seven (7) years (or any other period specified under the Act).
- 11.2 Register Information:** Without limiting Rule 11.1, the information to be kept on the Register in relation to a person who is, or was, a Member includes (without limitation):
- (a) the person's name;
 - (b) the person's contact details, which must include a postal address (including postcode), an email address, and at least one (1) phone number;
 - (c) the date the person became a Member;
 - (d) the relevant category of membership;
 - (e) if applicable, the date the person ceased to be a Member; and
 - (f) for Member Associations, the name(s) and contact details (as set out in paragraph (b) above) of the representative(s) or contact person(s) for the Member Association.
- 11.3 Format of Register:** The Association shall keep its Register in a format determined by the Board.
- 11.4 Changes to Register Information:** All Members shall provide written notice of any change to the details referred to in Rules 11.1 and 11.2 to the Association within thirty (30) days of such change. The Association will update its register of members as soon as practicable after receipt of written notice.
- 11.5 Privacy Requirements:** The Association shall, in collecting personal information for the Register which may be shared with other organisations, seek the consent of the individual concerned before sharing that personal information and at all times comply with the Privacy Act 2020.
- 11.6 Access to Register:** Any entry on the Register shall be available for inspection by Members and Board Members, upon reasonable request and in compliance with the Privacy Act 2020.

12. TERMINATION OF MEMBERSHIP

12.1 Cessation of Eligibility or Resignation: A Member shall have their membership of the Association terminated if:

- (a) any applicable term setting the duration of their membership expires and the person has not renewed their membership; or
- (b) the Board determines that the person ceases to meet the requirements for the relevant category of membership; or
- (c) the person resigns by giving written notice to:
 - (i) the Association; or
 - (ii) in the case of any Individual Member whose membership of the Association is based on their membership or other position in connection with a Member Association (which must then notify the Association).

12.2 Non-Payment of Fees: A Member shall have their membership of the Association terminated if any fees (including Membership Fee) or other payments to the Association, are due and outstanding. Before such termination can occur, the Association, must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand, and the Member's membership of the Association may only be terminated by the Board under this Rule 12.2 if such payment is not made by the due date.

12.3 Disciplinary Proceedings: A Member may also have their membership of the Association terminated by resolution of the Board, if the Association's Judiciary Committee recommends such action under Rule 19 or if the Board, or any sub-committee of the Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Board decision or any of the Member's obligations under Rule 10.

12.4 Right to be Heard: Before any decision under Rule ~~Error! Reference source not found.~~ is made:

- (a) the Member concerned shall be given seven (7) days written notice by the Board, of the proposed resolution; and
- (b) the Member can request to be present, make submissions and be heard at the Board meeting(s) at which the resolution is to be determined.

12.5 Appeal to General Meeting: Any Member whose membership is terminated under Rule 12.3 may appeal the relevant decision to a General Meeting of the Association, called for that purpose. The appeal in any such case shall be allowed if a resolution to allow the appeal is passed by at least a two-thirds majority of the votes carried by those Delegates present and entitled to vote at the relevant meeting. Where a Member appeals against a decision of the Board under this Rule, the decision of the

General Meeting of the Association shall be final and Rule 19.3 (Appeals) shall not apply.

- 12.6 Natural Justice/Compliance with Act:** The processes set out under Rules 12.1 to 12.5 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.
- 12.7 Consequences of Termination:** When a person ceases to be a Member, the Association must update the Register, and the person shall:
- (a) forfeit all rights in and claims upon the Association, and their property;
 - (b) forfeit all membership rights including any rights to attend, speak and vote at General Meetings and to appoint any Delegate for that purpose;
 - (c) not use any property of the Association, including Intellectual Property, without the relevant party's consent;
 - (d) not hold themselves out, expressly or impliedly, as being a Member or similarly connected or associated with the Association; and
 - (e) remain liable to the Association, for any outstanding membership fees or other debts.
- 12.8 Timing of cessation of Membership:** Where a Member's membership to the Association is terminated by resolution of the Board, that termination takes effect seven (7) days following notification.
- 12.9 Termination of Membership remains in effect pending an appeal:** A termination of membership under rule 12.3 remains in effect pending any successful appeal of that decision.

PART III: BOARD & STATUTORY OFFICERS

13. BOARD

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

13.2 Board Charter: The Board shall have a charter that establishes how the Board will operate and function.

13.3 Membership of the Board:

- (a) The Board shall comprise a minimum of eight (8), maximum of ten (10) individuals, each a “**Board Member**” and collectively “**Board Members**”, consisting of:
 - (i) six (6) individuals elected at an Annual General Meeting to the roles listed in rule 13.4;
 - (ii) a minimum of two (2) and maximum four (4) independent individuals appointed by the Board Appointment Panel.
- (b) An individual elected or appointed as a Board Member must already be a Member at the time they become a Board Member or otherwise become a Member upon or immediately after becoming a Board Member, so that all Board Members will be Members of the Association.
- (c) No Member shall be permitted to hold more than one (1) position on the Board simultaneously.

13.4 Election of the Elected Board Members: The elected Board Members shall comprise:

- (i) President;
- (ii) Vice President;
- (iii) Secretary;
- (iv) Treasurer;
- (v) Members Representative; and
- (vi) Policy and Constitution Officer (to be reviewed at 2026 AGM).

13.5 Roles of Elected Board Members:

- (a) The **President** shall be President of the Association, appointed as chairperson of any General Meeting and chairperson of the Board, and shall be responsible for the general supervision of the affairs of the Association.
- (b) The **Vice President** shall assist the President in his/her duties and shall fulfil the duties of the President in their absence.

- (c) The **Secretary** shall be responsible for the administration of the Board, minutes of the Association and ensuring the provisions of this Constitution are adhered to at all times.
- (d) The **Treasurer** shall be responsible for the administration of the Association's finances, ensuring transparency and accountability in regard to the finances of the Association. The Treasurer shall also be responsible for ensuring annual accounts are provided in line with this Constitution and submitting these to the Registrar of Incorporated Societies. They shall have proficiency in some financial and accounting matters.
- (e) The **Members Representative** shall convene a members' forum at least twice each year to hear the matters of interest and concern from Members and report these matters to the Board.
- (f) The **Policy and Constitution Officer** shall ensure the development, maintenance and adherence to the Board's policies. The Policy and Constitution Officer shall conduct periodic reviews of both the Association's policy and this Constitution as necessary.

13.6 Process of electing Elected Board Members:

- (a) Elected Board Members shall be elected at an Annual General Meeting, following nomination by at least one (1) Full Member Association.
- (b) If the number of nominees in each position exceeds one (1), the nominee or nominees with the highest number of votes in their favour to fill the vacant position(s) will be declared elected (and if the number of votes for two or more nominees to fill a vacant position is equal, a further vote will be held in relation to the tied nominees); and
- (c) If there is one nominee for a position, the nominee shall be declared elected without the need for a vote.
- (d) Nominations for Elected Board Member positions that are vacant prior to, or will become vacant at the conclusion of, an Annual General Meeting may be made by a Full Member and written notice of any nomination must be received by the Association not less than thirty (30) days before the date set for the relevant Annual General Meeting.
 - (i) Nominations for vacant positions on the Board for which no nominations have been received prior, may be raised at the Annual General Meeting

13.7 Appointment of the Appointed Independent Board Members:

- (a) The Appointed Independent Board Members shall be appointed by the Board Appointment Panel. The Board Appointment Panel shall be established by the Board by no later than six (6) weeks prior to the Annual General Meeting each year (or at such other time as directed by a General Meeting following a removal of an Appointed Board Member under Rule 13.16).

- (b) The three (3) member Panel shall consist of:
 - (i) the Association's President; and
 - (ii) any two (2) other persons as appointed by the Board.
- (c) **Independent** shall mean a person not involved in the Association or any Member Association in any formal capacity including player, coach or manager.
- (d) Applications for Appointed Independent Board Member positions that are vacant, or will soon become vacant, may be made in writing by any person and must be received by the Association not less than thirty (30) days before an Annual General Meeting for positions vacant prior to or at the conclusion of that meeting (or thirty (30) days before the Board Appointment Panel is due to meet where it is required to determine a replacement for an Appointed Board Member who has been removed under Rule 13.16).
 - (i) In addition, the Board Appointment Panel may advertise publicly or invite applications for Appointed Board Member positions.
- (e) An applicant for an Appointed Independent Board Member position may also be a nominee for an Elected Board Member position, provided that if such nominee is elected as an Elected Board Member at the Annual General Meeting, their application for an Appointed Board Member position shall automatically be withdrawn. The Board shall forward all applications for Appointed Board Member positions (together with all nominations for Elected Board Member positions) to the Board Appointment Panel.
- (f) Following assessment, and if necessary after considering further information obtained from the applicants, the Board Appointment Panel shall determine appointments to fill Appointed Board Member positions vacant prior to or at the conclusion of an Annual General Meeting within fourteen (14) days after the Annual General Meeting. Where an Appointed Board Member has been removed under Rule 13.16, the Board Appointment Panel shall appoint a replacement within sixty (60) days of the General Meeting at which the removal resolution was passed.
- (g) There shall be no fewer than two (2) Appointed Independent Board Members on that Board at any one time.
 - (i) If at any point the Board does not meet the minimum of two (2) Independent Board Members, the Board shall have the power to appoint temporary members for up to six (6) months until such time as the requirement is met.

13.8 Appointment of Co-opted Members: From time to time the Board may appoint up to three (3) co-opted members. Co-opted members:

- (a) Shall be appointed to assist the Board with specific projects or to bring specific expertise.

- (b) Are not Board Members for the purpose of this Constitution.
- (c) Shall not have voting rights on the Board and may only attend Board meetings for the projects or to provide the expertise as required.
- (d) Shall not be appointed for a period of longer than twelve (12) months.

13.9 Term of Office of Board Members:

- (a) The standard term of office for all Board Members shall run from the date of election or appointment to the conclusion of the third Annual General Meeting held after that date.
- (b) The Board must take reasonable steps to ensure that the standard term of office does not result in more than four (4) Board Member positions coming to an end within the same twelve (12) month period.
- (c) To enable this, the standard term of office may be reduced by agreement of the Board and the Board Member concerned, or failing such agreement, by majority vote of the Board.

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

13.11 Vacancies on the Board:

- (a) Unless this Constitution provides otherwise and subject to Rule 13.11(b), any vacancy on the Board which occurs during any Board Member's term of office may be filled, for the remainder of that term of office, by a person appointed by the Board.
- (b) Where the vacancy in Rule 13.11(a) is an Elected Board Member position, the term of office for the Board Member appointed to fill such vacancy shall expire at the conclusion of the next Annual General Meeting at which time the person to fill the vacancy shall be elected under Rule 13.4. Where the vacancy is an Appointed Board Member position, the Board may refer the matter to the Board Appointment Panel to fill the vacancy, for a full term of office.

13.12 Functions and Powers of the Board: the Board shall have the power to:

- (a) develop and implement Regulations, strategies, policies and procedures for the administration, promotion and development of the Association and Men's and Mixed Netball played under its auspices;
- (b) develop and implement prudent policies to manage, protect and enhance the Association's finances and property;
- (c) receive, control, spend and invest the funds of the Association, and adopt appropriate Regulations and procedures for this purpose;

- (d) employ any operations manager or other employee for the Association, determine the terms and conditions of employment, and, if necessary, terminate such appointment;
- (e) 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;
- (f) establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Association;
- (g) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board (including legal, financial or other professional assistance or advice);
- (h) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (i) appoint any Delegate to represent the Association at any Netball New Zealand Council Meeting;
- (j) enforce the Rules of Men's and Mixed Netball;
- (k) determine a yearly calendar for international and national tournaments, events and competitions held under the auspices of the Association;
- (l) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for the Association's representative Men's and Mixed Netball Teams and its competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (m) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within the Association, (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- (n) select Men's and Mixed Netball teams and squads to represent the Association;
- (o) subject to this Constitution, fill vacancies of the Board and any commissions, committees and other groups which are established by the Board;
- (p) determine the conditions and rules of tournaments, events and competitions, held by or under the auspices of the Association;
- (q) appoint and administer the Association's Judiciary Committee;
- (r) discipline Members and others as specified under Rules 0 and 19;

- (s) develop Association programmes for playing, coaching, umpiring and officiating Men's and Mixed Netball, and implement them;
- (t) resolve and determine any disputes or matters not provided for in this Constitution, unless this Constitution provides for such matters to be resolved or determined by another person; and
- (u) do all other acts and things which are within the Association's Purposes and Powers and which the Board considers appropriate to further those Purposes, including anything that falls within the powers conferred on the Board as the committee and governing body of the Association as an incorporated society under the Act.

13.13 Meetings of the Board:

- (a) The Board shall meet at such times, and in such manner, as the Board shall determine but must meet at a minimum:
 - (i) following the Annual General Meeting; and
 - (ii) at Mixed Nationals each year; and
 - (iii) at Men's Nationals each year.
- (b) The President or any three (3) or more Board Members may call a Board Meeting at any time and all Board Members must be given not less than five (5) day notice of any Board Meeting (unless the requirement for such notice is waived by all Board Members).
 - (i) Such Notice shall state the date, time and place of such meeting, along with the business to be discussed.
 - (ii) The agenda for any Board Meeting shall be regulated and determined by the President, with such Agenda communicated to the Board Members by the Secretary at least 48 hours prior to the commencement of the meeting.
 - (iii) Where a meeting is called by three (3) members of the Board, they shall indicate what the item or items are that they wish to be discussed. The President may not rule the item or items as out of order, unless supported by a full motion of the Board.
- (c) A Board Meeting may be held by:
 - (i) attendees assembling at a physical venue designated for the meeting;
 - (ii) attendees participating by audio or audio-visual link or other electronic communication designated for the meeting; or
 - (iii) a combination of the methods set out in paragraphs (i) and (ii) above.

- (d) In relation to any Board Meeting for which the method of participation set out in Rule 13.13(c)(ii) is designated:
 - (i) that method of participation must not be sole method of participation unless all those entitled to attend the meeting can reasonably be expected to be able to access that method of participation;
 - (ii) for the purpose of this Constitution, a Board Member participating in the meeting using that method is deemed to attend and be present at the meeting;
 - (iii) all Board Members participating in the meeting must be able to hear, and effectively communicate with, each other throughout the meeting (as required to conduct the business of the meeting); and
 - (iv) if a failure in communications prevents Rule 13.13(d)(iii) from being satisfied, the meeting shall be suspended until Rule 13.13(d)(iii) is satisfied. If it is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated at the time of the failure or may be adjourned by the chair of the meeting.
- (e) The President, or in their absence the Vice President, or in their absence the Secretary, shall chair Board meetings. The person chairing a Board Meeting will regulate the proceedings at that meeting.
- (f) To establish a **quorum**, in order to commence and to conduct any business at a Board Meeting, there must be at least half plus one (1) of all Board Members present at the meeting.
 - (i) At least one (1) of the Board Members present must be the President, the Vice President or the Secretary. If all three (3) are absent, the meeting shall not proceed.
 - (ii) In the event that quorum is not met, the meeting shall be adjourned for up to thirty (30) minutes to allow time for quorum to be met. If quorum is still not met after this period, the meeting shall lapse.
- (g) Each Board Member attending a Board Meeting shall have one (1) vote on any matter decided at the meeting, provided that the Board Member is not precluded from deliberations and voting on the relevant matter on account of any conflict of interest in relation to the matter under the Act.
 - (i) Voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).
 - (ii) All decisions and resolutions of the Board at a Board Meeting must be approved by a majority of Board Members present and entitled to vote on the relevant matter at the meeting (i.e. half plus one).

(iii) In the event of a tie the Chairperson shall, have a casting vote.

- (h) The Board may invite any Member of the Association to attend a board meeting.
- (i) Board meetings shall normally be open to Members of the Association. Where the Board wishes to exclude members however, a motion must be passed that the meeting shall be conducted as a confidential meeting, with reasons for this being stated.

13.14 Written Resolutions in lieu of Board Meetings: A resolution in writing, signed or assented to by email or other form of visible or other electronic communication by all Board Members shall be as valid and effectual as if it had been passed at a Board Meeting. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more Board Members.

- (a) the President shall ensure that written communication is provided to all Board Members of the business requiring consideration and providing at least 24 hours for Board Members to respond.
- (b) Where such a resolution or motion is put through electronic or other means, to be passed it must be approved by a majority of Board Members present and entitled to vote on the relevant matter at the meeting (i.e. half plus one).
- (c) In the event of a tie the Chairperson shall have a casting vote.

13.15 Board Minutes: The Board must ensure that minutes are kept in relation to all Board Meetings and that the Board minutes and other records include a record of all resolutions, including written resolutions, of the Board.

13.16 Suspension and Removal of Board Members:

- (a) The Board may suspend any Board Member who, in the opinion of the Board, has failed to comply with their duties as a Board Member or whose conduct has been prejudicial to the Board or to the interests of the Association, and must notify the Board Member of the suspension.
- (b) Upon notification of such suspension, the Board Member affected shall be given the opportunity prior to, and at, the next Board Meeting, to make submissions in writing and/or verbally to the Board, about the suspension. The Board shall then either confirm or revoke the suspension.
- (c) Subject to prior compliance with Rule 13.16(b). the Board may remove a suspended Board Member from office on the grounds set out in Rule 13.16(a).
- (d) Subject to Rules 13.16(e) and 13.16(f), the Members in a Special General Meeting, called for this purpose, may by resolution remove any Board Member from office before the end of their term of office on any ground or grounds that the Members consider sufficient to warrant such removal.

- (i) Where the removed Board Member was an Appointed Board Member, the General Meeting shall request the Board Appointment Panel (under Rule 13.7(f)) to appoint a replacement Board Member to hold office for the remainder of the removed Board Member's term or a full term.
 - (ii) Where the removed Board Member was an Elected Board Member, the vacancy shall be filled in accordance with Rule 13.11.
- (e) Upon the Association receiving a request for a Special General Meeting for the purpose of removing a Board Member under Rule 13.16(d), notice of the meeting will be issued in accordance with Rule 15.9 and to the Board Member concerned.
 - (f) Following notification under Rule 13.16(e), and before voting on the resolution to remove a Board Member under Rule 13.16(d), the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally about the proposed resolution.
 - (g) The processes set out under this Rule 13.16 shall be conducted in a manner consistent with the rules of natural justice and any applicable requirements under the Act.

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

- (a) resigns from office;
- (b) becomes bankrupt;
- (c) is convicted of an indictable offence;
- (d) becomes incapable of acting (in which case, and for the avoidance of doubt, a majority decision of two thirds of the Board (excluding the person being voted on) shall be determinative);
- (e) dies;
- (f) is removed by resolution pursuant to Rule 13.16; or
- (g) becomes disqualified from acting as an officer of an incorporated society under the Act
- (h) is absent from two (2) consecutive Board Meetings without prior approval or without reasonable explanation (as determined by the Board), shall be deemed to have vacated their office as a Board Member.

14. STATUTORY OFFICERS & CONTACT PERSON(S)

- 14.1 Officers Include Board Members and Others:** For the purposes of the Act and any other legislation under which the Association may be registered from time to time, the Officers of the Association are the Board Members, any Chief Executive Officer or General Manager appointed by the Board, and any other person who is deemed to be an Officer of the Association under the relevant legislation.
- 14.2 Officer Qualification and Compliance:** To become an Officer, an individual must consent in writing to be an Officer and certify that they are not disqualified from holding office as an Officer, and all Officers must comply with their duties and other requirements under this Constitution, the Act and any other relevant legislation.
- 14.3 Interests Register and Disclosures:** The Board must ensure that it keeps and maintains a register of disclosures of interests made by Officers, and the Board and each Officer must comply with their respective obligations relating to conflicts of interest, in accordance with the Act.
- 14.4 Contact Person(s):** As required under the Act and any other legislation under which the Association may be registered from time to time, the Board must appoint at least one (1) and up to three (3) contact persons for the Association for the purposes of the relevant legislation, who may be any Officer of the Association and/or any other person as determined by the Board. Any individual appointed as a contact person must not be disqualified from holding that position and must comply with their duties and other requirements under this Constitution, the Act and any other relevant legislation.
- 14.5 Disqualification/Removal:** A person is not permitted to act, or to continue to act, as an Officer as referred to in Rule 14.1 or as a contact person as referred to in Rule 14.4 if the person is, or becomes disqualified from holding such a position under the Act or other relevant legislation.

PART IV: GENERAL MEETINGS

15. GENERAL MEETINGS

15.1 Annual General Meetings and Special General Meetings:

- (a) An annual general meeting of the Association (called the "**Annual General Meeting**" or "**AGM**") shall be called by the Board and must:
 - (i) be held no later than 10 December each calendar year; and
 - (ii) be no later than fifteen (15) months after the Association's previous Annual General Meeting;
 - (iii) not be on a day of a National Tournament of NZMMNA; and
 - (iv) be scheduled between to start between 4pm and 7pm.
- (b) All General Meetings of the Association other than Annual General Meetings shall be Special General Meetings (or "SGMs").
- (c) Special General Meetings shall be called by the Board if such a meeting is requisitioned at any time by a minimum of three (3) Full Member Associations, (not Individual Members or Life Members), by written notice to the Association, or if the Board decides to call such a meeting.
- (d) The Board must also call a Special General Meeting to consider and determine a matter if an Association decision needs to be made on the matter and 50% or more of the Board Members are precluded from voting on the matter due to conflicts of interest under the Act.

15.2 Method of Holding General Meetings:

- (a) The method of holding a General Meeting will be determined by the Board, and a General Meeting may be held by:
 - (i) attendees assembling at a physical venue designated for the meeting;
 - (ii) attendees participating by audio or audio-visual link or other electronic communication designated for the meeting; or
 - (iii) a combination of the methods set out in paragraphs (i) and (ii) above.
- (b) In relation to any General Meeting for which the method of participation set out in Rule 15.2(a)(ii) is designated:
 - (i) that method of participation must not be the only available method of participation, unless all those entitled to attend the meeting can reasonably be expected to be able to access that method of participation or the Board considers that exceptional circumstances apply;

- (ii) for the purpose of this Constitution, a person participating in the meeting using that method is deemed to attend and be present at the meeting;
- (iii) all those participating in the meeting who are entitled to speak and vote at the meeting must be able to hear, and effectively communicate with, each other throughout the meeting (as required to conduct the business of the meeting); and
- (iv) if a failure in communications prevents Rule 15.2(b)(iii) from being satisfied, the meeting shall be suspended until Rule 15.2(b)(iii) is satisfied. If it is not satisfied within 30 minutes from the interruption, the meeting shall be deemed to have terminated at the time of the failure, or may be adjourned by the chairperson of the meeting.

15.3 Chairperson: The chairperson of a General Meeting shall be the President, or in their absence the Vice President, or in their absence a nominee of the meeting. The person chairing a General Meeting will regulate the proceedings of that meeting.

15.4 Delegates and Other Attendees:

- (a) The voting attendees for a General Meeting, each a “**Delegate**” and together called “**Delegates**”, shall be:
 - (i) one (1) individual elected or appointed by each Full Member Association;
 - (ii) one (1) individual elected by the Life and Service Members;
 - (iii) one (1) Board Member appointed by the Board.
- (b) No individual shall act as a Delegate for more than one (1) Member Association and/or the Board at the same General Meeting.
- (c) The names of the Delegates elected or appointed by Member Associations shall be notified in writing to the Association, prior to the commencement of each General Meeting.
- (d) Each Delegate is entitled to attend, speak and vote at a General Meeting and in doing so shall represent and vote on behalf of their Full Member Association or the Board, as the case may be.
- (e) All Members are entitled to attend and speak at General Meetings, but shall have no right to vote unless the Member is a Delegate in which case they have the rights of a Delegate under Rule 15.4(d).
- (f) The Board may approve General Meeting attendance by any other person, to observe and/or speak at the General Meeting.

15.5 Conduct and Powers: The Delegates and other attendees at a General Meeting shall act in accordance with the Purposes and for the mutual and collective benefit of the Association, the Member Associations, Men’s and Mixed Netball and those who are

involved in Men's and Mixed Netball. The Delegates shall have power in General Meetings to:

- (a) determine major strategic directions of the Association;
- (b) alter this Constitution or any of its Rules;
- (c) review the Association's performance;
- (d) be the final arbiter on matters referred to a General Meeting under this Constitution, and
- (e) elect the President and Elected Board Members.

15.6 Notice of AGMs:

- (a) Not less than thirty (30) days written notice shall be given by the Association to Association Officers and Appointed Personnel, Member Associations, other member organisations and Life and Service Members, and to Netball New Zealand, of:
 - (i) the date and place for, and any other details for attendance (including remote participation) at, the Annual General Meeting; and
 - (ii) the closing date for election nominations and agenda items (under Rule 15.7) to be submitted.
- (b) Upon receipt of such notice, Member Associations and other member organisations shall display, publish or otherwise distribute the notice and/or its contents to those connected with the Member Association who are entitled to attend the Annual General Meeting, to ensure that as many prospective attendees as possible are made aware of the Annual General Meeting.
- (c) The Association may also display, publish or otherwise distribute such notice, as determined by the Board, as a means of advising prospective attendees who are not listed for notification in Rule 15.6(a).

15.7 AGM Agenda Items and Nominations:

- (a) Member Associations may propose agenda items (including any proposed motions and any proposed alterations to this Constitution), provided that any such items and any nominations under Rule 13.6(d) must be notified in writing to the Association and received by the Association not less than fourteen (14) days before the date set for the Annual General Meeting.
- (b) Where any motion or remit submitted, is seen as significantly similar in substance to a remit or motion adjudicated by the Association within the most recent two (2) years, the Board shall determine if such motion or remit may proceed.

15.8 AGM Business/Agenda:

- (a) The business which must be discussed at the Annual General Meeting includes:
 - (i) the Board's presentation of the Annual Report of the Association for the most recently completed financial year;
 - (ii) the financial statements of the Association for that period;
 - (iii) items of business determined by the Board or notified in accordance with Rule 15.7;
 - (iv) elections of any Elected Board Member(s) and if applicable the announcement of any Appointed Board Member appointment(s);
 - (v) any proposed, properly notified alterations to this Constitution or any of its Rules; and
 - (vi) any other business required to be conducted at Annual General Meetings under the Act, including, if applicable, notice of any Officer disclosures of interest in respect of matters relating to the Association for the most recently completed financial year.
- (b) An agenda containing the business to be discussed at an Annual General Meeting together with a list of Delegates attending shall be forwarded to those persons listed for notification in Rule 15.6(a) by no later than seven (7) days before the date of the meeting.
- (c) Any item of business not on the agenda may only be discussed at the meeting if general business is included on the agenda or if approved by a resolution passed by a two thirds (2/3) majority of the votes carried by those Delegates present and entitled to vote at the meeting.

15.9 Notice of SGMs: Subject to Rule 13.16(e), if a Special General Meeting is called under Rule 15.1 the Association must give not less than thirty (30) days written notice to those persons listed for notification in Rule 15.6(a) and the notice must include:

- (a) the date and place for, and any other details for attendance at, the Special General Meeting, and
- (b) the item(s) of business to be discussed;

and Rules 15.6(b) and 15.6(c) shall apply as if the meeting were an Annual General Meeting.

15.10 SGM Business/Agenda: The business to be discussed at a Special General Meeting shall be limited to the item(s) of business included in the notice of the meeting. Such meetings must also have available a signed document from each member association who requested such a meeting.

15.11 Quorum for General Meetings: At least two thirds (2/3) of the total number of current Member Associations must be represented by a Delegate present at a

General Meeting to establish a quorum for the purpose of commencing and conducting business at the General Meeting. If a quorum is not established within thirty (30) minutes after the scheduled start of a General Meeting:

- (a) in the case of an Annual General Meeting, the meeting shall be adjourned as determined by the Board, on the next available day as long as such time, place and date are within five (5) days of the date of the adjourned General Meeting,
- (b) if a quorum is not established within 30 minutes after the scheduled resumption of the adjourned meeting the Delegates present shall be deemed to constitute a quorum; and
- (c) in the case of a Special General Meeting, the meeting shall be cancelled.

15.12 Voting at General Meetings:

- (a) Each Delegate present at a General Meeting shall be entitled to one (1) vote. The person chairing the meeting shall have a casting vote. No other attendees are entitled to vote.
- (b) Unless this Constitution requires otherwise (as in the case of alterations to this Constitution under Rule 21 and liquidation/winding up/dissolution under Rule 23), the majority required for passing resolutions at General Meetings shall be a 50% of members + 1 of the votes carried by those Delegates present and entitled to vote. If half of the votes carried by those Delegates present and entitled to vote are in favour of a resolution, the resolution shall be passed if the casting vote of the person chairing the meeting is in favour of the resolution.
- (c) Voting may be by voice or a show of hands or, if determined by the chair or requested by two (2) or more Delegates present at the meeting, by secret ballot. The method of voting shall be as specified in the Regulations or otherwise as determined by the person chairing the meeting.
- (d) Delegates may cast votes either in-person or by audio, or audio-visual link, or other electronic communication designated for the meeting.
- (e) There shall be no proxy voting.

15.13 Written Resolutions in lieu of General Meetings

- (a) Written resolutions in lieu of General Meetings are not permitted.

15.14 Minutes/Records

- (a) The Board must ensure that minutes are kept in relation to all General Meetings and that the minutes or other records include a record of all General Meeting resolutions.
- (b) The Association shall make available to any Member, upon request and without charge, the minutes of the most recent General Meeting and the Annual Report presented at the most recent Annual General Meeting, within a reasonable period after receiving the request from the Member.

PART V: FINANCIAL REPORTING & CONTRACTING MATTERS**16. FINANCIAL YEAR**

The financial year of the Association shall commence on 01 July and end on 30 June in the next year (the latter date being the Association's balance date).

17. ANNUAL REPORT

- 17.1 Preparation of Report:** The Board shall prepare a report for presentation to each Annual General Meeting, referred to as the "**Annual Report**", which must contain:
- (a) the annual financial statements for the Association, prepared and audited in accordance with all applicable requirements under the Act, for the most recently completed financial year; and
 - (b) a report on the operation and affairs of the Association during that financial year.
- 17.2 Annual Report Approval:** Such report must be approved by the Board at least eight (8) days prior to the Annual General Meeting.
- 17.3 Audit Requirement:** the annual financial statements in Rule 17.1(a) shall be audited by a suitably qualified auditor appointed by the Board.

18. METHOD OF CONTRACTING

18.1 Contracting: Contracts and other enforceable obligations may be entered into by the Association:

- (a) in the case of deeds:
 - (i) by any two (2) or more duly authorised Board Members signing the deed under the name of the Association; or
 - (ii) by a duly authorised Board Member signing the deed under the name of the Association, provided that the signature must be witnessed;
 - (iii) by one (1) or more duly authorised lawyers appointed by the Association signing the deed under the name of the Association.
- (b) in the case of contracts and other obligations not in deed form, by any Board Member or other Officer or person acting under the Association's express or implied authority signing or otherwise agreeing the contract or other obligation on behalf of the Association.

PART VI: DISCIPLINE OF MEMBERS AND OTHERS

19. JUDICIARY COMMITTEE PROCEDURES

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

- (a) an allegation by the Board or by an Individual Member, Officer, Appointed Personnel, Member Association, Service and Life Member and others involved in Men's and Mixed Netball that a person falling within any of those categories has:
 - (i) breached or failed, refused or neglected to comply with a provision of the Association's Constitution, the NZMMNA Regulations, or any other policy, resolution or determination of the Association's Board, or any committee, or any rules of an Event; or
 - (ii) acted in a manner unbecoming of a Member or of a person having the relevant status or position referred to in paragraph (a), or prejudicial to the Purposes and interests of the Association and/or Men's and Mixed Netball; or
 - (iii) brought the Association, and/or Men's and Mixed Netball into disrepute; or
- (b) an appeal from a decision of a Member Association by an individual who has received a penalty or an adverse finding in disciplinary proceedings conducted by that Member Association, provided that the individual has first exhausted all avenues of appeal available under the constitution or other rules or regulations of the Member Association;

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

19.2 Referral to Judiciary Committee:

- (a) The Board may commence investigatory or disciplinary proceedings ("Proceedings") in relation to a Defendant's position by referring the matter to the Judiciary Committee to hear a matter or matters under the Regulations.
- (b) The Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Board on an 'as needed' basis. The Board shall appoint a Chairperson from one of the members appointed to the Judiciary Committee. No Board Member is eligible to sit on the Judiciary Committee.
- (c) Any referral to the Judiciary Committee shall be made and determined in accordance with the Regulations.

19.3 Appeals:

- (a) Any party to any proceedings under Rule 19.1(a) of this Constitution may appeal (“the **Appellant**”) a decision of the Judiciary Committee to the Sports Tribunal of New Zealand.
- (b) An appeal under Rule 19.3(a) may only be made on one or more of the following grounds:
 - (i) that natural justice was denied;
 - (ii) that the Judiciary Committee acted outside of its powers and/or jurisdiction (i.e. acted ultra vires);
 - (iii) that substantially new evidence has become available after the decision, which is being appealed, was made; or
 - (iv) in respect of a decision relating to misconduct involving the appellant, that the penalty was either excessive or inappropriate.
- (c) Any appeal shall be filed within ten (10) working days from the date the Appellant received the decision of the Judiciary Committee and in all other respects shall be in accordance with the rules of the Sports Tribunal of New Zealand. The decision of the Sports Tribunal of New Zealand shall be final and there shall be no further right of appeal.
- (d) There is no right of appeal from a decision of the Judiciary Committee made under Rule 19.1(b) of this Constitution.

19.4 Sports Tribunal of New Zealand

- (a) The Association recognises the Sports Tribunal of New Zealand as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal.
- (b) Subject to the rights and procedures set out in this Constitution, any Member or other person who or which has a sports related dispute with the Association or another Member, may refer such dispute to the Tribunal with the written agreement of the Board of the Association and the other party to the dispute (if any), in accordance with the rules of the Tribunal.
- (c) The Association may provide for additional rights and procedures regarding the referral of other sports related disputes to the Tribunal, in any Regulations made under Rule 22 of this Constitution, provided that such rights and procedures are not inconsistent with this Constitution.
- (d) Where not specifically provided for in this Constitution or the Regulations, the Board of the Association may agree to refer certain sports related disputes to the Tribunal as set out in the rules of that Tribunal.

19.5 Natural Justice and Requirements under Act: The processes set out under this Rule 19 shall be conducted in a manner consistent with, and any related Regulations shall

comply and be consistent with, the rules of natural justice and any applicable requirements under the Act.

PART VII: MISCELLANEOUS MATTERS

20. APPLICATION OF INCOME

20.1 Promotion of Purposes: The income and property of the Association shall be applied solely towards the promotion of the Association's Purposes and shall not be applied for financial gain or pecuniary profit in contravention of this Constitution or the Act.

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

- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member, or other Officer; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member, Board Member or other Officer.

20.3 Permitted Member/Officer Benefits: Nothing in Rules 20.2(a) and 20.2(b) shall prevent payment in good faith of or to any Member, Board Member or Officer for:

- (a) any services actually rendered to the Association whether as an employee or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member, Board Member, or Officer;
- (d) rent for premises demised or let by any Member, Board Member or Officer to the Association; or
- (e) any out-of-pocket expenses incurred by the Member, Board Member or Officer on behalf of the Association;

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

21. ALTERATIONS TO THE CONSTITUTION/RULES

- 21.1 General Meeting Approval of Alterations:** Subject to Rules 21.2 to 21.5 and compliance with the Act, this Constitution and any of its Rules may be altered (i.e. amended, added to, repealed or replaced) by a resolution passed at a General Meeting by at least a two-thirds (2/3) majority of the votes carried by those Delegates present and entitled to vote at the General Meeting.
- 21.2 Notice of Proposed Alterations:** Any Member proposal to alter this Constitution or any of its Rules must be notified in writing to the Association either no later than thirty (30) days prior to a General Meeting or as part of requisitioning a Special General Meeting for the proposal to be considered and determined at the relevant meeting. Any Member or Board proposal to alter this Constitution or any of its Rules must be included as part of the notified agenda for the General Meeting at which the proposal is to be considered and determined.
- 21.3 Minor Alterations by Board:** If permitted and in accordance with any applicable requirements under the Act, the Board may make minor or technical alterations to this Constitution or any of its provisions without complying with Rules 21.1 and 21.2, provided that any such alteration must be notified to all Members in writing, electronically or otherwise, and shall not proceed or become effective if any Member objects to the alteration within twenty (20) working days of that notice.
- 21.4 Limitations on Alterations:** No proposed alteration of this Constitution or any of its Rules shall proceed or become effective if it would affect the Association's eligibility to benefit from any tax concession for which the Association would otherwise be eligible, including (without limitation);
- (a) any alteration that would allow the Association to operate other than mainly for the purpose of promoting amateur Men's and Mixed Netball conducted for the recreation and entertainment of the public, or to operate or use any of its funds for private pecuniary profit; and
 - (b) any alteration that would allow the Association to apply any surplus property or assets other than for the purpose of promoting Men's and Mixed Netball for the benefit of the public and not for private pecuniary profit as referred to in Rule 21.4(a);
- without the Board having first circulated to Members advice regarding the effect of the proposed alteration in relation to the Association's eligibility to benefit from any relevant tax concession.
- 21.5 Alterations Effective on Registration:** Any permitted alteration of the Constitution or any of its Rules approved in accordance with this Rule 21 shall take effect from the date of its registration under the Act.

22. REGULATIONS

- 22.1 Board Determination:** The Board may determine and amend such regulations for the Association and its operation and affairs (which may include bylaws, policies, codes or other forms of regulation) as it considers necessary or desirable. Any such Regulations must be consistent with this Constitution and the Association's Objects, and any directives given by a General Meeting.
- 22.2 Regulations Binding:** All Regulations shall be binding on the Association and its Members.
- 22.3 Notification:** All Regulations and any amendments to them shall be notified to all Members in writing, electronically or otherwise, as approved by the Board.

23. LIQUIDATION/WINDING UP/DISSOLUTION

- 23.1 General Meeting Approval:** Subject to, and without limiting the application of, the provisions of the Act relating to liquidation or any other form of winding up or dissolution, the Association may be voluntarily put into liquidation or otherwise wound up or dissolved if:
- (a) a resolution to appoint a liquidator or approve winding up or dissolution, which may include distribution of the Association's surplus assets, is notified for consideration and determination at a General Meeting;
 - (b) the resolution is passed at the General Meeting by at least a two-thirds (2/3) majority of the votes carried by those Delegates present and entitled to vote at the General Meeting; and
 - (c) the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not later than thirty (30) working days after the date on which the resolution was passed.
- 23.2 Liquidation Under Act:** Upon appointment of a liquidator, the relevant provisions of the Act relating to liquidation shall apply to the liquidation of the Association.
- 23.3 Distribution of Surplus Assets:** Upon liquidation, winding up or dissolution, any surplus assets of the Association, after the satisfaction of all costs, debts and liabilities and subject to any trust affecting the surplus assets, shall be distributed to another not-for-profit entity (or entities) to be applied for the purpose of promoting Men's and Mixed Netball for the benefit of the public and not for private pecuniary profit as referred to in Rule 21.4(a). The not-for-profit entity (or entities) may be or include NNZ, another Men's and Mixed Netball Association, or any other appropriate not-for-profit entity.
- 23.4 Decision on Surplus Assets:** The entity or entities referred to in Rule 23.3 shall be determined by resolution at a General Meeting at or before the time of liquidation, winding up or dissolution. If the Members are unable to decide, the entity or entities shall be determined by the NNZ Board or otherwise by the liquidator (if applicable) or by the Registrar.

24. INDEMNIFICATION & INSURANCE

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

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

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

24.2 Coverage Extends to Officer Duties: the Association's indemnification and insurance under and in accordance with this Rule 24 is permitted to extend to any liability (other than criminal liability), and related costs, in respect of a failure to comply with any duty imposed on a person in their capacity as an officer of the Association under the Act or otherwise.

25. COLOURS

- 25.1 Description in Regulations:** The colours of the Association shall be black, white and blue.
- 25.2 Member Compliance:** All Members acknowledge and agree to abide by any Regulations relating to the colours of the Association, including any Regulations relating those colours being used, or not used, by Members.

26. INTERPRETATION ISSUES, MATTERS NOT PROVIDED FOR & OTHER DISPUTES/COMPLAINTS

- 26.1 Interpretation Issues and Matters Not Provided For:** If any issue arises in relation to the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, the Board shall refer the issue or matter in writing to the Board, whose decision on the issue or matter shall be final and binding.
- 26.2 Resolution of Disputes/Complaints:** If any dispute or complaint arises in respect of the Association or any aspect of its operations or affairs, being a dispute or complaint for which the Act requires the Association to have procedures and which is not covered by procedures prescribed elsewhere in this Constitution, the dispute or complaint shall be handled and resolved:
- (a) by the relevant parties acting in good faith to seek an agreement; or, failing such agreement
 - (b) by the relevant parties following dispute/complaint procedures set out in the Regulations, which must be consistent and conducted in accordance with the rules of natural justice and any applicable requirements under the Act and may provide for referral of the matter to the Sports Tribunal of New Zealand in accordance with its rules and/or as directed by the Tribunal.
- 26.3** If any Member or other person wishes to raise a dispute or complaint to which this Rule 26.2 may apply, the person must notify the Association in writing and the Board shall determine whether the matter is covered by procedures prescribed elsewhere in this Constitution or this Rule 26.2 and the matter shall then be progressed accordingly.

27. INTERPRETATION PROVISIONS & DEFINITIONS

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

27.2 Interpretation: In this Constitution, unless the context otherwise requires:

- (a) **Defined Terms/Expressions:** terms and expressions that are given a defined meaning anywhere in this Constitution have the defined meaning in the whole of this Constitution;
- (b) **Incorporated Society Terms/Expressions:** incorporated society law terms and expressions under in this Constitution have the same meaning as those terms and expressions have in the Act;
- (c) **Headings:** rule and other headings are for ease of reference only and do not affect the interpretation of this Constitution;
- (d) **Negative Obligations:** any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;
- (e) **Plural and Singular:** words importing the singular number will include the plural and vice-versa;
- (f) **Persons:** references to persons include individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;
- (g) **Writing:** reference to writing or anything written include words visibly presented by email or other electronic means;
- (h) **Gender:** references to any gender include all genders;
- (i) **Statutes and Legislation:** references to any statute or statutory provision include any statute or statutory provision which amends or replaces the statute or provision referred to and any subordinate legislation made under the statute or provision referred to or under any amendment or replacement statute or provision; and
- (j) **Rules and Schedules:** references to Rules and any Schedule refer to Rules and Schedules of this Constitution.

27.3 Definitions: In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 and includes the Incorporated Societies Regulations 2023 and any other regulations made under that Act;

Annual General Meeting means one of the General Meetings called and held annually in accordance with Rule 15.1;

Annual Report means the report described under Rule 17;

Appointed Board Member means a person appointed as a Board Member under Rule 13.7(f);

Appointed Personnel means individuals who are appointed by the Board to positions of responsibility within the Association, whether paid or unpaid, and includes selectors and examiners;

Balance Date means the date as defined in Rule ;

Board means the Board as defined in Rule 13;

Board Appointment Panel means the panel of persons established under Rule 13.7(b) to appoint the Appointed Board Members;

Board Members means the Elected Board Members and the Appointed Board Members elected and appointed to the Board, respectively under Rules 13.4 and 13.7(f);

Chairperson means the elected President and who chair the Board, unless otherwise provided for;

Constitution and **“this Constitution”** means this constitution of the Association, including any Schedule, setting out the Rules of the Association;

Defendant means the Member or other person against whom an allegation is made or by whom an appeal is brought under Rule 19.1;

Delegate means, as the context requires, a person elected or appointed to represent a Full Member Association, Service and Life Members, or the Board at a General Meeting, or a person appointed to represent the Association at a Netball New Zealand Council Meeting;

Elected Board Member means a person elected as a Board Member under Rule 13.7(f);

Event means:

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

but does not include a game, competition, tournament, or league held by or on behalf of any Member Association;

General Meeting means an Annual General Meeting or a Special General Meeting of the Association called and held in accordance with Rule 15;

Individual Members means those individuals described in Rule 6;

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

Intellectual Property means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to the Association or any event, or any competition or Men's and Mixed Netball activity or programme of or conducted, promoted or administered by the Association;

Judiciary Committee means the committee as set out in Rule 19;

Life Members means those individuals described in Rule 7;

Members means the members of the Association as described in Rule 5;

Member Association means a member association of the Association as described in Rule 7.1;

Member Association Official means a person who has been elected or appointed to or holds a position of responsibility within a Member Association, including any President of the Member Association, any member of the board or any committee of the Member Association, and any coach, manager, umpire or selector;

Membership Fee means any fee or fees or levies payable to the Association under Rule 0;

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

Members' Representative means the individual elected under Rule 13.3

Men's and Mixed Netball means the game of Men's and Mixed Netball played under the INF Rules of Netball, and/or any other similar or modified Men's and Mixed Netball game the rules of which are determined or approved by the Board;

NNZ means Netball New Zealand Incorporated (NZBN 9429042676188, Act Incorporation Number 307290) and, if the context requires, includes its officers, employees, board members and agents;

NNZ Council Meeting means a general meeting of NNZ held under the NNZ Constitution

Officers means the individuals referred to in Rule 14.1;

Policy and Constitution Officer means the individual elected under Rule 13.3

Powers means the powers of the Association described under Rule 4;

President means the individual elected under Rule 13.3;

Purposes means the purposes of the Association as described under Rule 3;

Register means the register of Members specified in Rule 0;

Registrar means the Registrar of Incorporated Societies under the Act;

Regulations means the regulations of the Association under Rule 0;

Rule means a rule of this Constitution;

Rules of Men's and Mixed Netball means the rules of the game of Men's and Mixed Netball determined and published from time to time by NZMMNA;

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

Secretary means the individual elected under Rule 13.3

Special General Meeting means a General Meeting that is not an Annual General Meeting and is called in accordance with Rule 15.1;

Treasurer means the individual elected under Rule 13.3

Vice President means the individual elected under Rule 13.3

28. TRANSITIONAL MATTERS

- 28.1 Constitution Effective on Registration:** This Constitution comes into effect once it has been registered under the Act following its approval in accordance with the Association's previous constitution, and this Constitution repeals and replaces the previous constitution in its entirety.
- 28.2 Transition of Membership, Board and Other Matters:** In relation to the transition to this Constitution at the time it comes into effect, unless the context requires otherwise:
- (a) all members of the Association under the Association's previous constitution immediately prior to this Constitution coming into effect will continue to be Members under this Constitution, under the same membership category, as if they had attained their membership under this Constitution, except that any individual whose membership under the previous constitution was based on any provision under that constitution for which there is no equivalent or corresponding provision under this Constitution will not be a Member under this Constitution unless and until they become a Member under this Constitution;
 - (b) all current board members and other officers under the Association's previous constitution immediately prior to this Constitution coming into effect will complete their terms as stipulated under the previous constitution;
 - (c) at the 2026 AGM, Board members will be elected to the terms stipulated below. When a Board member's term is complete as per the year below, their successor shall be appointed for a three (3) year term as per rule 13.7(a).
 - (i) **President** – term to be completed at the 2029 Annual General Meeting.
 - (ii) **Vice President** – term to be completed at the 2028 Annual General Meeting.
 - (iii) **Secretary** – term to be completed at the 2028 Annual General Meeting.
 - (iv) **Treasurer** – term to be completed at the 2029 Annual General Meeting.
 - (v) **Members Representative** – term to be completed at the 2028 Annual General Meeting.
 - (vi) **Policy Constitution Officer** – position to be considered at the 2026 Annual General Meeting.
 - (vii) **Independent Board Members:**

- (A) Member 1 and 2 term to be completed at the 2028 Annual General Meeting.
 - (B) Member 3 and 4 term to be completed at the 2029 Annual General Meeting.
- (d) all things done, including all contractual and other arrangements entered into, all decisions and appointments made, any regulations adopted, and any proceedings commenced under the Association's previous constitution remain valid and effective and, if applicable, may be continued and completed under and in accordance with this Constitution.