**Victoria University Netball Club Incorporated Constitution**

# Name

# The name of the society is Victoria University Netball Club Incorporated ("the Society").

# Registered Office

# The Registered Office of the Society shall be as determined by the Committee from time to time.

# Objects of the Society

# The objects of the Society are to:

# promote sportsmanship amongst its Members;

# ensure the Members for both premier and senior/social netball grades are well informed, respected and have the opportunity to learn new skills through quality coaching staff, well maintained training facilities and organised social events; and

# support and assist its Members to play the game of Netball in Wellington.

# Registration

# The Society shall be registered with Victoria University of Wellington (“Victoria University”) through the necessary means to gain this registration.

# The Society will re-register with Victoria University on an annual basis as set out by Victoria University.

# If the Society chooses not to register with Victoria University, then this requires a resolution passed by a two-thirds majority of those Members present and voting.

# Membership

# The Members of the Society shall be:

# A coach of a team of the Society;

# A manager of a team of the Society;

# A player registered to play for the Society;

# A Member of the Committee; and/or

# A Life Member.

# Life Membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of The Society. A Life Member must have been a Member of The Society for five or more years in order to be nominated.

# Any person may be nominated for Life Membership of The Society but must be nominated by a current Member of The Society. Such nomination must be made to the Committee in writing, setting out the grounds for the nomination 60 days before the AGM; or as a process as agreed by the Committee. The Committee must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members.

# Life Membership of such nominee can be obtained either by:

# Special Resolution passed at a General Meeting; or

# at a Selection Panel meeting.

# Members acknowledge and agree that:

# An application for Membership must be in writing and in such format as may be required by the Committee from time to time. All applications for Membership will be determined by the Committee;

# Members are bound by this Constitution and by the regulations, code of conduct, policies and procedures of the Society;

# In order to receive or continue to receive Membership entitlements, Members must meet all requirements of Membership set out in this Constitution or as otherwise set by the Committee, including payment of any Membership or other fees within a required time period;

# The failure by a Member to comply with Rule 5.5(c) may result in withdrawal of Membership entitlements but shall not excuse such Member from being bound by this Constitution; and

# They are entitled to all rights, entitlements, and privileges of Membership conferred by this Constitution.

# Membership of the Society is annual and expires on 1 February each year. The Membership requirements as set out in this Constitution and any regulations, must be complete by each Member at a date agreed by the Committee in each year in order to have their Membership of the Society renewed.

# Any Member may resign by giving Written Notice to the Secretary.

# All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

# Management

# The Society shall have a managing Committee (“the Committee”), comprising the following persons:

# The President;

# The Secretary;

# The Treasurer; and

# Such other Members as the Society shall decide.

# There shall be a minimum of three Committee Members, in addition to the Officers.

# Nominations for Members of the Committee shall be called for at least 28 days before an Annual General Meeting. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All retiring Members of the Committee shall be eligible for re-election.

# If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

# If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

# If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person’s position to be vacant.

# Persons cease to be Committee Members when:

# They resign by giving Written Notice to the Committee; or

# They are removed by Majority Vote of the Society at a Society Meeting; or

# Their Term expires.

# If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

# Duties of Officers

# The President is responsible for:

# Ensuring that the Rules are followed;

# Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;

# Chairing Meetings, deciding who may speak and when;

# Overseeing the operation of the Society;

# Providing a report on the operations of the Society at each Annual General Meeting;

# Responsibility for ensuring the Society meets its stated objectives;

# Support, guidance and oversight of all the Society’s activities; and

# Ultimately responsible to Members and the Society for the conduct of the Society’s affairs.

# The Secretary is responsible for:

# Recording the minutes of Meetings;

# Keeping the Register of Members;

# Holding the Society's records, documents, and books except those required for the Treasurer’s function;

# Receiving and replying to correspondence as required by the Committee;

# Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting; and

# Advising the Registrar of Incorporated Societies of any rule changes.

# The Treasurer is responsible for:

# Keeping proper accounting records of the Society’s financial transactions to allow the Society’s financial position to be readily ascertained;

# Preparing annual financial statements for presentation at each Annual General Meeting;

# Providing a financial report at each Annual General Meeting; and

# Providing financial information to the Committee as the Committee determines.

# Role of the Committee

# Subject to the rules of the Society (“The Rules”), the role of the Committee is to:

# Administer, manage, and control the Society;

# Carry out the purposes of the Society, and Use Money or Other Assets to do that;

# Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;

# Set accounting policies in line with generally accepted accounting practice;

# Delegate responsibility and co-opt Members where necessaryEnsure that all Members follow the Rules;

# Decide how a person becomes a Member, and how a person stops being a Member;

# Decide the times and dates for Meetings, and set the agenda for Meetings;

# Decide the procedures for dealing with complaints;

# Set Membership fees, including subscriptions and levies;

# Make regulations;

# Purchase, lease, hire or any other means acquire any real or personal property necessary or convenient for the purpose of the society sell, hire, exchange, improve, manage, develop or otherwise deal with all or any part of the personal property of the Society;

# To promote, hold, manage, and conduct inter club gatherings or conference that it may deem desirable either by itself or in collaboration with any other society, organisation or club; and

# Engage such persons whose services may be deemed necessary for the purposes of the Society and to pay them accordingly.

# The Committee has all of the powers of the Society, unless the Committee’s power is limited by these Rules, or by a majority decision of the Society.

# Decisions of the Committee bind the Society, unless the Committee’s power is limited by these Rules or by a majority decision of the Society.

# Committee Meetings

# Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

# No Committee Meeting may be held unless more than half of the Committee Members attend.

# The President shall chair Committee Meetings, or if the President is absent, the Committee shall elect a Committee Member to chair that meeting.

# Decisions of the Committee shall be by Majority Vote.

# The President or person acting as President has a casting vote, that is, a second vote.

# Subject to these Rules, the Committee may regulate its own practices.

# Method of Voting

# Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.

# Elections of the President and Elected Committee Members at an AGM must be undertaken by secret ballot. If there are:

# the same number of nominations as positions available; or

# insufficient nominations for the positions, the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 6.4 and 6.5.

# Finance

# The signatories on the Society’s bank account shall be the President, Treasurer and, if the Committee determines it is necessary then, up to two other officers to be selected by the Committee. Any two persons may sign on the society’s account.

# All funds of the Society shall be paid into a bank account determined by the committee, to the credit of the society. All accounts shall be approved for payment by the Treasurer or President.

# Any Membership fees shall be set by the Committee.

# The Society may only Use Money and Other Assets if:

# It is for a purpose of the Society; or

# That Use has been approved by the Committee, President or Treasurer.

# If any Member does not pay any Membership fee by the date set by the Committee or the Society, the Treasurer will give Written Notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

# Financial Year

# The financial year of the Society begins on 1 November of every year and ends on 31 October of the next year.

# Society Meetings

# A Society Meeting is either an Annual General Meeting or a Special General Meeting.

# The Annual General Meeting shall be held once every year no later than five months after the Society’s balance date. The Committee shall determine when and where the Society shall meet within those dates.

# Special General Meetings may be called by the Committee.

# The Secretary shall:

# Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting

# Additionally, the Secretary will provide, appropriate:

# A copy of the President’s Report on the Society’s operations and of the Annual Financial Statements;

# A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee); and

# Notice of any motions and the Committee’s recommendations about those motions.

# If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

# All Society Meetings shall be chaired by the President. If the President is absent, the Society shall elect another Committee Member to Chair that meeting.

# The business of an Annual General Meeting shall be:

# Receiving any minutes of the previous Society’s Meeting(s);

# The President’s report on the business of the Society;

# The Treasurer’s report on the finances of the Society, and the Annual Financial Statements;

# Election of Committee Members;

# Motions to be considered; and

# General business.

# No business shall be transacted at any Society Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a Society Meeting shall be 10 of the Members who are entitled to vote. The quorum must be present at all times during the meeting.

# If a quorum is not obtained within half an hour of the intended commencement time of the Society Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Committee and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

# Conflicts and complaints process

* 1. All complaints regarding the behavior or conduct of Members should be presented and submitted in writing to the Secretary.
	2. Complaints will be heard by appropriate Members of the Committee, or if applicable an external Party, within 30 days of the complaint being received (“the disciplinary hearing”). The Committee will give written notice, to the Members involved in the complaint, of the outcome of the disciplinary hearing within 7 days of the hearing taking place (“the Written Notice”).
	3. If the complaint is of a serious nature, the Committee has the power to stand down a Member from the Club until the complaint has been heard at the disciplinary hearing.
	4. The Committee has the power to take appropriate disciplinary action, including the termination of Membership, if the Committee is of the view that a Member is breaching the Rules or Code of Conduct or acting in a manner inconsistent with the purposes of the Society. The Committee may give written notice of this to the Member (“the Written Notice”). The Written Notice must explain how the Member is breaching the Rules or Code of Conduct or acting in a manner inconsistent with the purposes of the Society.
	5. There will be the right to appeal to the Committee following the Written Notice, and Members should provide this in writing to the Secretary within 7 days after the Written Notice being received. Appropriate Members of the Committee, or if applicable an external Party, should consider the appeal within 30 days of the appeal being received. The Committee will give written notice, to the Members involved in the complaint, of the outcome of the appeal within 14 days of the appeal being raised (“the Written Notice”).
1. **Personal benefit**
	1. No part of the funds of the promoter is used or be available to be used for the private pecuniary profit of any member, proprietor, shareholder, beneficiary, or associate of any of them.
	2. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm’s length transaction (being open market value).

# Common Seal

# The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

# The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee.  Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a Member of the Committee.

# Alerting the Rules

# The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

# At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Committee Members Written Notice of the proposed motion, and the reasons for the proposal.

# When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

* 1. No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status/not-for-profit status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

# Winding Up

# If the Society is wound up:

# The Society’s debts, costs and liabilities shall be paid;

# Surplus Money and Other Assets of the Society may be disposed of:

# By resolution; or

# According to the provisions in the Incorporated Societies Act 1908; but

# No distribution may be made to any Member;

# The surplus Money and Other Assets shall be distributed to Victoria University.

# Definitions and Miscellaneous Matters

# In these Rules:

“**Committee**” means the Committee of Directors of Victoria University Netball Club Incorporated

“**Committee Member**” means a Member of the Committee including Elected Committee Members and Appointed Committee Members.

“**Elected Committee Member**” means a Committee Member elected under Rule 6.

“**Majority Vote**” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

“**Money or Other Assets**” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
“**Society Meeting**” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

“**Use Money or Other Assets**” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

“**Written Notice**” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

# Headings are a matter of reference and not a part of the rules.

# Where a masculine is used, the feminine is included.

# Where the singular is used, plural forms of the noun are also inferred.

# Matters not covered in these rules shall be decided upon by the Committee.

***Dated: 15 November 2021***