

Tennis Auckland Region Incorporated

Constitution

Commencement Date

TABLE OF CONTENTS

Note – words used in this Constitution are defined at the end of the Constitution in Rule 30.

	Page
Part I	Objects and Powers..... 1
Rule 1	Name and Registered Office 1
Rule 2	Objects 1
Rule 3	Powers and Responsibilities 2
Part II	Membership 4
Rule 4	Members..... 4
Rule 5	Tennis Associations 4
Rule 6	Member Clubs 7
Rule 7	Life Members..... 8
Rule 8	Honorary Sub-Associations..... 8
Rule 9	Member Entitlements and Obligations 9
Rule 10	Termination of Membership 10
Rule 11	Register of Members 12
Rule 12	Membership and Other Fees 12
Part III	Officers and Centre Board 13
Rule 13	Officers 13
Rule 14	Centre Board 14
Rule 15	Chief Executive 24
Rule 16	Executive Secretary 24
Rule 17	Secretary 25
Rule 18	Emeritus Committee and Action Committees 25
Part IV	General Meetings 26
Rule 19	Meetings of Members..... 26

Part V	Miscellaneous	31
Rule 20	Discipline, Disputes and Appeals	31
Rule 21	Rules of Tennis	33
Rule 22	Finances	33
Rule 23	Binding Nature of Decisions and Appeals.....	33
Rule 24	Common Seal.....	34
Rule 25	Alteration of Constitution	34
Rule 26	Prohibition on Personal Benefits	34
Rule 27	Regulations	35
Rule 28	Winding Up	36
Rule 29	Indemnity	36
Rule 30	Interpretation	36

Tennis Auckland Region Incorporated

Constitution

Part I – Objects & Powers

1. Name and Registered Office

- 1.1 The name of the incorporated society is Tennis Auckland Region Incorporated (Tennis Auckland Region).
- 1.2 The registered office of Tennis Auckland Region shall be at such place in the Region as determined by the Centre Board.

2. Objects

- 2.1 The objects of Tennis Auckland Region are to:
- a. Be the body in the Auckland region to promote, develop, enhance and protect the sport of tennis mainly as an amateur sport for the recreation and entertainment of the general public in the Region;
 - b. Develop opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance in tennis in the Region and in Tennis Auckland Region activities;
 - c. Establish, promote and stage regional and other tennis competitions (including inter-club contests in the Region and international tournaments) and other events in the Region including determining the rules for such competitions and events;
 - d. Seek and promote the membership of Tennis Auckland Region;
 - e. Be the representative of the Members in the Region for Tennis NZ and to liaise with other Regional Centres in New Zealand;
 - f. Encourage and promote tennis as an activity in the Region that promotes the health and safety of all participants and that respects the principles of fair play and is free from doping;
 - g. Give and seek recognition for Members to obtain awards or public recognition for their services to tennis in the Region;
 - h. Act in good faith and loyalty with its Members to ensure the maintenance and enhancement of tennis in the Region and in New Zealand including its standards,

quality and its reputation for the collective and mutual benefit of Tennis NZ, Tennis Auckland Region, the other Regional Centres and its Members;

- i. Seek, maintain and enhance the reputation of tennis through the development of rules, standards and practices that fulfil these objects;
- j. Promote mutual trust and confidence among Tennis NZ, Tennis Auckland Region, the other Regional Centres and its Members and at all times to act on behalf of, and in the interests of, the Members and tennis in New Zealand; and
- k. Undertake and implement the objects of Tennis Auckland Region in a manner that is consistent with the objects of Tennis NZ and compliant with the Tennis NZ Constitution.

3. Powers and Responsibilities

3.1 **Powers:** Subject to Rule 3.2, Tennis Auckland Region has the power to:

- a. Make, alter, rescind, or enforce this Constitution, and any rules, regulations, policies and procedures that it determines for the governance, management and operation of Tennis Auckland Region;
- b. Determine, implement and enforce disciplinary, disputes and appeal rules, regulations, and any policies and procedures including sanctions and penalties and other rules, regulations, policies and procedures applicable to its Members;
- c. Determine its membership including withdrawing, suspending or terminating Members;
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- f. Sell, lease, mortgage, charge or otherwise dispose of any property of Tennis Auckland Region and grant such rights and privileges over such property as it considers appropriate;
- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. Produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property of Tennis Auckland Region;

- i. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- j. Make, alter, rescind and enforce rules of competition;
- k. Organise and control competitions, events and programmes in the Region;
- l. Select regional representative tennis players, squads and teams;
- m. Delegate powers of Tennis Auckland Region to the Centre Board, a committee or any sub-committee or any person;
- n. Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Tennis Auckland Region and for that purpose to utilise any of the assets of or held on behalf of Tennis Auckland Region;
- o. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of Tennis Auckland Region, or with which Tennis Auckland Region is authorised to amalgamate, or generally for any purpose designed to benefit tennis in the Region; and
- p. Do any other acts or things that are incidental or conducive to the attainment of the objects of Tennis Auckland Region.

3.2 **Responsibilities:** Tennis Auckland Region is responsible for promoting, developing, enhancing and protecting the sport of tennis in the Region and in particular for:

- a. Assisting and developing the Member Clubs and its other members to achieve the objects of Tennis NZ and the objects of Tennis Auckland Region in the Region;
- b. Arranging and implementing tennis tournaments, competitions, events and activities in the Region;
- c. Delivering national Tennis NZ strategic initiatives in the Region;
- d. Arranging and servicing regional and local forums for the development of national and regional strategies;
- e. Securing regional funding and sponsorship for the activities in the Region after consultation with Tennis NZ in order to minimise conflict, or potential conflict, with any national funding or sponsorship being sought or secured by Tennis NZ;
- f. Establishing and maintaining a Centre Board;
- g. Managing tennis facilities within its jurisdiction in the Region; and
- h. Facilitating the administration of coaching, refereeing and other game officials in the Region.

- 3.3 **Obligations:** Tennis Auckland Region has obligations to Tennis NZ as set out in the Tennis NZ Constitution.

Part II – Membership

4. Members

- 4.1 The members of Tennis Auckland Region shall be:
- a. Tennis Associations as described in Rule 5;
 - b. Member Clubs as described in Rule 6;
 - c. Life Members as described in Rule 7;
 - d. Honorary Sub-Associations as described in Rule 8;
 - e. The President, Vice President, Immediate Past President, Centre Board Members;
and
 - f. Any other category or categories of membership of Tennis Auckland Region determined from time to time by the Delegates at a General Meeting by Special Resolution **provided that** such membership is not inconsistent with the Tennis NZ Constitution.

5. Tennis Associations

- 5.1 **Existing Tennis Associations** means Counties Tennis who shall be deemed to be a member of Tennis Auckland Region until 31 December 2007, or such other date as agreed by the Tennis NZ Board.
- 5.2 If Counties Tennis wishes to remain as a member of Tennis Auckland Region after 31 December 2007 (or such other date agreed to by the Tennis NZ Board) it must:
- a. Enter into an Association Agreement with the Centre Board no later than 31 December 2007 or such other date as agreed by the Tennis NZ Board; and
 - b. Pay any fees due to Tennis Auckland Region by the due date.
- If Counties Tennis fails to complete these requirements by the due dates it shall cease to be a member of Tennis Auckland Region.
- 5.3 **New Associations:** The Centre Board may accept a new Association or replacement Association as a member of Tennis Auckland Region. The Centre Board may also accept an application from any Existing Tennis Association that failed to meet the requirements in Rule

5.2 to become an Association. The approval of any such application may be made with conditions.

5.4 **Responsibilities:** Each Association will be responsible for promoting, developing, enhancing and protecting the sport of tennis in their Association Area as specified in the Association Agreement and in particular for:

- a. Supporting Tennis Auckland Region in assisting and developing the Member Clubs in their Association Area;
- b. Arranging and implementing tennis tournaments, competitions, events and activities in the Association Area;
- c. Delivering national and regional Tennis NZ and Tennis Auckland Region strategic initiatives in its Association Area;
- d. Managing tennis facilities within their power and control in the Association Area; and
- e. Facilitating the administration of coaching, refereeing and other game officials in the Association Area.

5.5 **Obligations:** Each Association shall:

- a. Act autonomously but cooperatively with the Centre Board and the other Members in the Region in pursuit of the objects of Tennis NZ and Tennis Auckland Region and in compliance with this Constitution and the Regulations;
- b. Have a constitution that is:
 - i. Consistent with the Tennis NZ Constitution and this Constitution;
 - ii. Substantially in accordance with the template Tennis Association Constitution issued by Tennis NZ; and
 - iii. Contains the minimum requirements set out in the Tennis NZ Regulations;
- c. Be named as approved by the Centre Board and use such trademarks, logo and other livery as specified in the Regulations;
- d. Be an incorporated society registered under and in compliance with the Act including maintaining registration;
- e. Have as its members, Member Clubs and any other members it considers appropriate provided that such membership is consistent with this Constitution;
- f. Procure the clubs that are members of it to maintain a register of their members and to provide the same information to the Association as Member Clubs are required to provide to the Centre Board pursuant to Rule 6.3.

- g. Have its financial year ending on 30 April and accounting policies that are the same as Tennis NZ and Tennis Auckland Region and which are compliant with GAAP;
 - h. Ensure that any sub-associations of the Association are either wound up by 31 December 2007 or become sub-committees of the Association committee so that in all respects the management of the sub-association is the responsibility of the Association (although the day-to-day matters may be delegated to the sub-committee);
 - i. Comply with the terms and conditions of the Association Agreement, including any variations agreed to it from time to time;
 - j. Appoint a Delegate annually to attend General Meetings and other forums and, if requested by any one or more of its Member Clubs, to vote on their behalf at General Meetings;
 - k. At all times act for and on behalf of the interests of Tennis NZ, Tennis Auckland Region, the Association, its Members and tennis in New Zealand;
 - l. Act in good faith and with loyalty to Tennis NZ, Tennis Auckland Region and the other Members in the Region to ensure the maintenance and enhancement of Tennis NZ, its standards, quality and reputation for the collective and mutual benefit of its Members and tennis in New Zealand;
 - m. Do all that is reasonably necessary to enable the objects of Tennis NZ, the objects of Tennis Auckland Region and the objects of the Association to be achieved;
 - n. Not do or permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of tennis in New Zealand;
 - o. Not acquire a private advantage at the expense of Tennis NZ, Tennis Auckland Region, or any other Member in the Region unless otherwise agreed with that organisation; and
 - p. Operate with mutual trust and confidence among Tennis NZ, Tennis Auckland Region, and the other Members in the Region.
- 5.6 **Constitution:** Each Association shall on request provide to the Centre Board a copy of its constitution and any proposed amendments to it as set out in the Regulations. The Centre Board may require an Association to amend its constitution, or any rule or proposed rule within it, if it does not comply with, or is inconsistent or in conflict with, the Tennis NZ Constitution, Tennis NZ Regulations, and/or this Constitution or the Regulations.
- 5.7 **Centre Board Intervention:** The Centre Board may intervene in the governance, management or operations of an Association in whatever manner it considers appropriate (including appointing a person or persons to act in place of the committee of the Association)

if, either following its or the Tennis NZ Board's enquiries or upon request by the Association, the Tennis NZ Board or the Centre Board considers the Association:

- a. Is insolvent; or
- b. Has less than 15 (fifteen) members or is struck off from the register of Incorporated Societies; or
- c. Takes, or has taken against it, any action or proceedings to wind up, dissolve or liquidate it (unless for the purposes of amalgamation); or
- d. Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Association; or
- e. A mortgagee or other creditor takes possession of any of its assets,

and the Tennis NZ Board and/or Centre Board (as the case may be) considers that to do so is in the best interests of Tennis Auckland Region and tennis in New Zealand.

6. Member Clubs

- 6.1 **Continuing Member:** Every tennis club that was a member of Auckland Tennis as at 1 December 2006 shall upon commencement of this Constitution be deemed to be a member of Tennis Auckland Region as a Member Club.
- 6.2 **New Member Clubs:** A group of individuals who wish to form a new Member Club in the Region shall apply to the Centre Board and submit a list of names and addresses of its members and their facilities. Such application shall be determined by the Centre Board in accordance with this Constitution.
- 6.3 **Club Register of Members and Participants:** A Member Club shall maintain a register of its Club Members and shall when requested in writing supply to the Centre Board complete lists of the names and addresses of all its Club Members and to the extent reasonably practical, details of regular participants in tennis who are not Club Members, and any other information reasonably requested by the Centre Board. Member Clubs shall also provide additional information as may be required by applicable Tennis NZ Regulations, provided they have been approved by the Centre Board and by Special Resolution at a General Meeting.
- 6.4 **Privacy Act 1993:** The collection of any personal information pursuant to this Rule 6 shall comply with the Privacy Act 1993. A register maintained by a Member Club in accordance with Rule 6.2 may be inspected by Members upon reasonable request and in compliance with the Privacy Act 1993.

7. Life Members

- 7.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of Tennis Auckland Region. Any person may be nominated for life membership of Tennis Auckland Region but must be nominated by two people each from a separate Member Club and seconded by the Emeritus Committee. The Emeritus Committee shall not be required to consider any nomination for life membership unless the nomination is delivered to the Emeritus Committee at least ten (10) full days before the General Meeting at which the nomination would be considered. Nominations must be made to the Centre Board in writing setting out the grounds for the nomination. Life membership of such nominee is only obtained at a General Meeting.
- 7.2 Every person who prior to the commencement of this Constitution was awarded the distinction of life membership by Auckland Tennis Incorporated shall be deemed to be a Life Member.

8. Honorary Sub-Associations

- 8.1 **Continuing Honorary Sub-Association:** Subject to Rule 8.2, every association that was a member of Tennis Auckland Region as at 1 December 2006 shall be deemed to be a member of Tennis Auckland Region, as a Honorary Sub-Association.
- 8.2 **Member of Tennis Auckland Region:** Each Honorary Sub-Association shall remain as a member of Tennis Auckland Region if all applicable levies are paid by the Honorary Sub-Association.
- 8.3 **New Honorary Sub-Association:** An association wishing to become an Honorary Sub-Association shall submit its constitution to the Centre Board for approval.
- 8.4 **Obligations of Honorary Sub-Associations:** In addition to the obligations as a Member (Rule 9), each Honorary Sub-Association must:
- a. Administer, promote and develop tennis in the Honorary Sub-Association in a form consistent with its own objects, purposes, powers and responsibilities in a manner that is consistent with the objects of Tennis NZ and the Objects of Tennis Auckland Region;
 - b. Have a constitution that is not inconsistent with this Constitution;
 - c. Act in good faith and loyalty with Tennis NZ, Tennis Auckland Region and its Members to ensure the maintenance and enhancement of tennis for the collective and mutual benefit of Tennis NZ, Tennis Auckland Region, the Member Clubs, Tennis Associations and the Honorary Sub-Association and its respective members;
 - d. Promote mutual trust and confidence among Tennis NZ, Tennis Auckland Region, and Tennis Associations, the other Member Clubs, and Honorary Sub-Associations

and their respective members and at all times act on behalf of, and in the interests of, its Members;

- e. Not do or permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of tennis in New Zealand;
- f. Operate with mutual trust and confidence among Tennis NZ, Tennis Auckland Region, any Tennis Associations and other Members.

9. Member Entitlements and Obligations

9.1 **Obligations:** Members acknowledge and agree that:

- a. This Constitution constitutes a contract between each of them and Tennis Auckland Region and they are bound by this Constitution and the Regulations;
- b. They shall comply with and observe this Constitution and the Regulations;
- c. They are subject to the jurisdiction of Tennis Auckland Region in the Region;
- d. This Constitution and Regulations are necessary and reasonable for promoting the objects of Tennis Auckland Region;
- e. This Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of Tennis Auckland Region, its Members and the game of tennis; and
- f. They are entitled to all benefits, advantages, and privileges conferred by this Constitution.

9.2 **Payment of Fees:** In order to receive or continue to receive entitlements Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Centre Board including payment of any membership or other fees within a required time period.

9.3 **Failure to Pay Fees:** The failure by a Member to comply with Rule 9.2 may result in withdrawal of entitlements as determined by the Centre Board but shall not excuse such Member from being bound by this Constitution.

9.4 **Entitlements:**

- a. Member Clubs are entitled to:
 - i. Participate in the activities of Tennis Auckland Region subject at all times to being eligible for, and complying with, the terms and conditions of such activities; and
 - ii. Receive notices and papers and be able to attend (at their cost), speak and vote at General Meetings via a Delegate of the Member Club in accordance with this Constitution and any Regulations.

- b. Tennis Associations that are Members of Tennis Auckland Region are entitled to:
 - i. Participate in the activities of Tennis Auckland Region subject at all times to being eligible for, and complying with, the terms and conditions of such activities; and
 - ii. Receive notices and papers and be able to attend (at their cost), speak and vote at General Meetings via a Delegate of the Tennis Association in accordance with this Constitution and any Regulations.
- c. Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Centre Board. Life Members may attend (at Tennis Auckland Region's cost) and speak at General Meetings.
- d. Honorary Sub-Associations shall have the following entitlements:
 - i. individual members of such Honorary Sub-Associations shall have such rights as determined by the Centre Board but will not include representation at any General Meeting; and
 - ii. Honorary Sub-Associations shall be entitled to such representation as the Centre Board may decide from time to time.

10. Termination of Membership

- 10.1 **Resignation:** A Member may resign its membership of Tennis Auckland Region by giving one month's notice in writing to the Centre Board. Upon the expiration of the notice period and provided that the Member has paid all arrears of membership fees due and payable by the Member, the Member shall cease to be a Member.
- 10.2 **Default in Fees:** A Member may have its membership of Tennis Auckland Region terminated if any fees (including membership fees) or other payments to Tennis Auckland Region are due and outstanding. Before such termination can occur the Centre Board 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. If payment is not made by the date of demand, membership may be suspended at the discretion of the Centre Board pending payment. If such suspension continues for more than three months, the Member may have their membership automatically terminated on the expiry of such period.
- 10.3 **Discipline:** If the Centre Board considers that a Member has:
 - a. Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations; or

- b. Acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of Tennis Auckland Region and/or tennis; or
 - c. Brought Tennis Auckland Region, or any other Member or tennis into disrepute;
- (collectively referred to in this rule as a “breach”)

The Centre Board may suspend, take such other steps as it considers appropriate (including the imposition of a fine) or terminate its status as a Member. If practical, the Centre Board may establish, appoint or deem another Member Club(s) or Tennis Association (as the case may be) to be the Member Club or Tennis Association for the area formerly governed by the Member being suspended or terminated, provided that before doing so the Centre Board shall:

- i. Give written notice to the committee of the Member Club or Tennis Association (as the case may be) of the alleged breach in Rule 10.3(a) to (c);
- ii. Give the committee of the Member Club or Tennis Association (as the case may be) a reasonable opportunity to make submissions regarding the alleged breach; and
- iii. Give the committee of the Member Club or Tennis Association (as the case may be) a reasonable opportunity (as determined by the Centre Board) to remedy the breach, if in the Centre Board’s opinion it is capable of being remedied.

10.4 **Termination Otherwise:** If a Member:

- a. Ceases to exist; or
- b. By alteration of boundaries ceases to be within the Region,

the Centre Board may terminate its status as a Member or take such other steps as it considers appropriate.

10.5 **Suspension:** If a Member is suspended from membership of Tennis Auckland Region the Member concerned shall:

- a. Not be entitled to attend, speak at or vote at a General Meeting;
- b. If the Member is an individual, not be entitled to continue to hold office in any position within Tennis NZ, Tennis Auckland Region, an Affiliate, any other Regional Centre, a Tennis Association or a Member Club; and
- c. Not be entitled to any other privileges or benefits to which it/they would otherwise be entitled including participation in any tournament, activity or event of Tennis NZ, Tennis Auckland Region, an Affiliate, any other Regional Centre, a Tennis Association or any Member Club,

until such time as the suspension is revoked by the Centre Board.

- 10.6 **Effect of Termination:** A Member that ceases to be a Member of Tennis Auckland Region shall forfeit all rights in and claims upon Tennis NZ and Tennis Auckland Region and its property and shall not use any property of Tennis NZ or Tennis Auckland Region including Intellectual Property. Where a Member that is terminated is a Tennis Association or a Member Club it shall also cease all rights to be present or represented at a General Meeting of Tennis Auckland Region.
- 10.7 Membership that has been terminated by Tennis Auckland Region may only be reinstated at the discretion of the Members at a General Meeting.

11. Register of Members

- 11.1 The Chief Executive shall keep and maintain a Register of Members in accordance with the Act.
- 11.2 The collection of any personal information for the Register of Members shall comply with the Privacy Act 1993.
- 11.3 Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.

12. Membership and Other Fees

- 12.1 Tennis Auckland Region at its AGM shall determine any membership or other fees payable by each Member Club and/or Tennis Association, having regard to an operating budget prepared and made available by the Centre Board.
- 12.2 The Centre Board shall from time to time determine:
- a. Any membership or other fees payable by Members at tournaments, competitions, events and activities held by or under the auspices of Tennis Auckland Region;
 - b. The due date for payment of any fees determined pursuant to Rule 12.1 or 12.2; and
 - c. The manner for payment of any fees determined pursuant to Rule 12.1 or 12.2.
- 12.3 Each Member Club and Tennis Association shall annually determine membership and other fees for its members including any fees payable for tournaments, competitions, events and activities held by or under their auspices, which fees may be in addition to any fees determined by the Tennis NZ Board under the Tennis NZ Constitution and the Centre Board under Rule 12.1 and 12.2 of this Constitution.

- 12.4 Each Member Club and Tennis Association shall pay to Tennis Auckland Region all fees due to Tennis Auckland Region.
- 12.5 The following provisions shall apply in respect of fees payable by Club Members:
- a. All Members shall notify Tennis Auckland Region of the names of all Club Members who are in default of payment of their fees or other monies due;
 - b. In the event of a notification being received from a Member Club, the Centre Board shall write to the offending Club Member advising that, unless satisfactory arrangements are made for the payment of the amount outstanding within seven (7) days, the Club Member's name will be placed on the blacklist of Tennis Auckland Region. Tennis Auckland Region shall notify all relevant bodies of the names of persons on the blacklist; and
 - c. No Member shall allow any person whose name appears on the blacklist to play on its courts until that person's name is removed from the blacklist at the instance of the Member which originally notified Tennis Auckland Region.

Part III – Officers and Centre Board

13. Officers

- 13.1 The Officers of Tennis Auckland Region shall be:
- a. The Patron;
 - b. The President;
 - c. The Immediate Past President; and
 - d. The Vice President.
- 13.2 The Patron shall be elected by Tennis Auckland Region at the AGM.
- 13.3 The President and Vice President will be elected at the AGM. To be eligible for election, individuals must be nominated in writing to the Centre Board no less than forty five (45) days before the AGM by two Member Clubs, and seconded by the Emeritus Committee.
- 13.4 For the avoidance of doubt, an Officer need not be a Club Member.
- 13.5 If the position of an Officer becomes vacant for any reason, a replacement may be elected at a General Meeting. To be eligible for election, nominations must be made in writing to the Centre Board no less than fourteen (14) days before the General Meeting from two Member Clubs, and seconded by the Emeritus Committee.

- 13.6 An Officer may be removed by a resolution passed by special resolution at a General Meeting called for the purpose of removing the Officer.

14. Centre Board

14.1 Role of the Centre Board:

- a. The Centre Board shall be responsible for governing Tennis Auckland Region and, subject to this Constitution, may exercise all the powers of Tennis Auckland Region and do all things that are not expressly required to be undertaken by Tennis Auckland Region at a General Meeting.
- b. The Centre Board shall, through clearly-defined delegations of authority, delegate to the Chief Executive the day-to-day management of the business and affairs of Tennis Auckland Region.

14.2 Composition of the Centre Board: The Centre Board shall comprise of:

- a. Four (4) persons elected under Rule 14.5 (Elected Centre Board Members); and
- b. Four (4) persons appointed under Rule 14.4 (Appointed Centre Board Members).

The Chief Executive shall not be a Centre Board Member but shall attend Centre Board meetings in accordance with Rule 15.3.

14.3 Centre Board Appointments Panel

- a. The Centre Board shall appoint a Centre Board Appointments Panel:
 - i. No later than ninety (90) days before the AGM in any year in which vacancies on the Centre Board will occur at the conclusion of such AGM; and
 - ii. At any other time a casual vacancy in the Centre Board arises that is required to be filled under this Constitution.
- b. The Centre Board Appointments Panel shall be independent of the Centre Board and shall be responsible for:
 - i. Identifying and inviting suitable candidates to apply for appointment as an Appointed Centre Board Member;
 - ii. Advertising and inviting members of the public to apply for appointment as an Appointed Centre Board Member;
 - iii. Assessing candidates who have made an application for appointment as an Appointed Centre Board Member, including undertaking such enquiries and holding interviews and meetings as it sees fit;

- iv. Determining which candidates are to be appointed as Appointed Centre Board Members;
 - v. Receiving and assessing the nominees from Member Clubs and Tennis Associations for election as Elected Centre Board Members at a General Meeting, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - vi. Recommending to the General Meeting at which any vacancy in the position/s of Elected Centre Board Member arises, the nominee or nominees whom the Panel considers would best suit the position, for consideration by those present and entitled to vote at a General Meeting; and
 - vii. Such other related matters as set out in the Regulations.
- c. In determining the Appointed Centre Board Members and recommending persons to be Elected Centre Board Members, the Centre Board Appointments Panel shall appoint or recommend based on merit and in so doing shall take into account the following factors about the candidate or nominee:
- i. Their prior experience as a director, trustee or in any other governance role;
 - ii. Their knowledge of, and experience in, the sport of tennis at international, national, regional and/or local level in New Zealand;
 - iii. Their occupational skills, abilities and experience;
 - iv. Their knowledge of, and experience in, sport generally;
 - v. The need for conflicts of interest to be minimised; and
 - vi. The need for a wide range of skills and experience on the Centre Board including skills in commerce, finance, marketing, law or business generally.
- d. The Centre Board Appointments Panel shall comprise:
- i. The Chairperson of Tennis Auckland Region, or if he or she is seeking re-election to the board, the Deputy Chairperson or another Centre Board Member (not seeking re-appointment or re-election to the Centre Board) as determined by the Centre Board;
 - ii. A person appointed or ratified by the Delegates of Member Clubs at a General Meeting, which person shall not be a board member or paid employee of a Member Club, or a board member or employee of Tennis Auckland Region; and
 - iii. A person appointed by the Centre Board who is independent of Tennis Auckland Region and who is suitably skilled, qualified and/or experienced to

carry out the functions of the Centre Board Appointments Panel, taking into account the skills, qualifications and experience of the other Panel members.

- e. No member of the Centre Board Appointments Panel may seek appointment or nomination as a Centre Board Member, while a member of the Centre Board Appointments Panel.
- f. The members of the Centre Board Appointments Panel shall determine from amongst themselves who will be the Centre Board Appointments Panel's convenor.
- g. The quorum for a meeting of the Centre Board Appointments Panel shall be three (3) members.
- h. The Centre Board Appointments Panel shall meet as and when required and in any manner (including meetings using technology) as it thinks fit.
- i. Any decision of the Centre Board Appointments Panel regarding the appointment of Appointed Centre Board Members and the persons to be recommended to the Delegates to be Elected Board Members must be unanimous.
- j. The person or persons responsible for appointing a member as specified in Rule 14.3(d) shall fill any vacancy that arises in the membership of the Centre Board Appointments Panel.

14.4 Appointed Centre Board Members:

- a. Except for the Centre Board Members deemed to be Appointed Board Members in accordance with Rule 14.7(b), the Appointed Centre Board Members shall be appointed by the Centre Board Appointments Panel.
- b. The Centre Board Appointments Panel shall call for applications for any Appointed Centre Board Member positions that, due to the expiry of their term of office, are to be vacated at an AGM.
- c. Applicants for positions as Appointed Centre Board Members may not hold any paid official position in Tennis Auckland Region, any Tennis Association or any Member Club if they are appointed as a Centre Board Member, and if they do hold such a position at the time of application they shall undertake to resign from such position if subsequently appointed as a Centre Board Member;
- d. The Centre Board Appointments Panel shall undertake its responsibilities as set out in Rule 14.3b(i)-(iv) and by no later than forty two (42) days prior to the AGM notify the Chief Executive of the Appointed Centre Board Members who are to assume office at the conclusion of the AGM. The Chief Executive shall notify the Tennis Associations in the Region and the Member Clubs of the Appointed Centre Board Members no later than thirty (30) days prior to the AGM.

- 14.5 **Elected Centre Board Members:** Subject to this Constitution, the Elected Centre Board Members shall be elected in accordance with the following process:
- a. The Chief Executive shall advise the Members of the number of Elected Centre Board Member positions that, due to the expiry of their term of office, are to be vacated at an AGM at least sixty (60) days prior to the AGM;
 - b. Nominations for Elected Centre Board Members may only be made by Tennis Associations in the Region and Member Clubs and shall be in the approved form as set out in the Regulations and received at the registered office of Tennis Auckland Region not less than forty five (45) days before the date set for the AGM;
 - c. For avoidance of doubt, nominees for positions as Elected Centre Board Members may hold official positions in (except as employees of) Tennis Associations in the Region and/or Member Clubs if they are elected as a Centre Board Member **provided that** Rule 14.15 (and in particular Rule 14.15(g)) shall apply if any conflict of interest arises in respect of any such Centre Board Member.
 - d. Upon receipt of any nominations for vacancies for the positions of Elected Centre Board Member/s, the Chief Executive shall refer the nominations to the Centre Board Appointments Panel;
 - e. The Centre Board Appointments Panel shall undertake its responsibilities as set out in Rule 14.3b(v)-(vi) and, by no later than thirty five (35) days prior to the AGM, notify the Chief Executive of the nominee or nominees whom it considers would best suit the vacant positions of Elected Centre Board Members, for consideration at the General Meeting.
 - f. Upon receipt of the recommendations of the Centre Board Appointments Panel, and no later than thirty (30) days prior to the AGM, the Chief Executive shall notify the Members of the Centre Board Appointments Panel's recommendation/s to fill the Elected Centre Board Member positions at the General Meeting.
 - g. Having considered the Centre Board Appointments Panel's recommendations, the Elected Centre Board Members shall be determined from amongst the valid nominations received by the Chief Executive by Ordinary Resolution at the General Meeting at which the recommendation was made.
- 14.6 **Eligibility:** The following persons shall not be eligible for appointment, or election or to remain in office, as a Centre Board Member:
- a. **Bankrupt:** a person who has been adjudged bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act;

- b. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence imposed on them;
- c. **Imprisonment:** a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
- d. **Disqualified Director:** a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 199K or section 199L or section 199N of the Companies Act 1955 or under section 382 or section 383 or section 385 of the Companies Act 1993; or
- e. **Property Order:** a person who is subject to a property order made under section 30 or section 31 (lacking in competence to manage own affairs) of the Protection of Personal and Property Rights Act 1988,

and if any of the above events occur to an existing Centre Board Member, they shall be deemed to have vacated their office upon such event.

- 14.7 **Transitional Provisions:** From the date this Constitution comes into force until the conclusion of the AGM in 2008, the Centre Board shall comprise the seven (7) people who had been members of the Board of Auckland Tennis Incorporated immediately prior to the commencement of this Constitution, and the following provisions shall apply:
- a. **Elected Board Members:** The four people elected to the Board of Auckland Tennis Incorporated pursuant to the provision of its constitution shall be deemed to have been elected as Elected Board Members of Tennis Auckland Region under this Constitution as from the date they were elected;
 - b. **Appointed Board Members:** The members of the Board of Auckland Tennis to which 14.7(a) above does not apply (being the two members who were appointed by the Auckland Tennis Charitable Trust, and the Chairperson elected by the Board), shall be deemed to have been appointed as Appointed Board Members under this Constitution from the date of their appointment; and
 - c. **From 2008 AGM:** From the conclusion of the AGM in 2008, the Centre Board shall be those persons elected or appointed in accordance with this Constitution.
- 14.8 **Term of Office:** Subject to Rule 14.10 (Casual Vacancy) and Rule 14.11 (Removal), the term of office for all Centre Board Members shall be three (3) years, commencing at the conclusion of the General Meeting at which their appointment is made or effective, and expiring at the conclusion of the third AGM after their appointment **provided that** the term of office may be less than three years as determined by the Board to ensure that at least two Board Member positions are vacated in each year. A Centre Board Member may be re-elected or re-

appointed to the Centre Board. With effect from the conclusion of each AGM, at least two of the existing Centre Board Members (as determined by the Board) shall retire by rotation but shall be eligible for nomination and re-appointment or re-election. Prior to each AGM the Centre Board shall supply the Chief Executive (who shall advise the Delegates) a schedule of the order of retirement of Centre Board Members by rotation. The Centre Board shall decide on the method of establishing such order of rotation by agreement, and failing agreement by lot.

- 14.9 **Vacancies:** If there is a casual vacancy on the Centre Board and the AGM for that year is scheduled for a date being less than 6 (six) months from the date the vacancy arises, the remaining Centre Board Members may appoint a person of their choice to fill the vacancy for the balance of the term, or the Centre Board may leave the vacancy unfilled until the AGM for that year. If the AGM for that year is scheduled for a date being 6 (six) months or longer from the date the casual vacancy arose, the following process shall apply:
- a. If the vacancy is for an Appointed Centre Board Member's position, it shall be filled by the Centre Board Appointments Panel in accordance with the procedure in Rule 14.4 provided that the appointment shall take effect immediately upon notification to the Centre Board Member concerned; and/or
 - b. If the vacancy is for an Elected Centre Board Member's position, it shall be filled in accordance with the procedure in Rule 14.5, with any modifications necessary as to timing as the Centre Board considers appropriate.
- 14.10 A casual vacancy arises if:
- a. A Centre Board Member resigns from office prior to the expiry of their term of office;
 - b. A Centre Board Member dies;
 - c. A Centre Board Member is removed under Rule 14.11;
 - d. A Centre Board Member is absent from more than 3 (three) successive meetings unless leave of absence is granted by the Chairperson; or
 - e. Any of the circumstances in Rule 14.6 arise.
- 14.11 **Removal of Centre Board Member:** The Members in an SGM called for this purpose by the Members or the Centre Board may, by Special Resolution, remove any Centre Board Member before the expiration of their term of office.
- 14.12 Upon the Chief Executive receiving a request for an SGM for the purpose of removing a Centre Board Member, the Chief Executive shall send the notice to the Centre Board Member concerned in addition to the persons specified in Rule 19.10.
- 14.13 Following notification under Rule 19.10 and before voting on the resolution to remove a Centre Board Member, the Centre Board Member affected by the proposed resolution shall

be given the opportunity prior to and at the SGM to make submissions in writing and/or orally to the Centre Board and the persons entitled to be present at the General Meeting about the proposed resolution.

14.14 **Chairperson:** At its first meeting following the AGM, the Centre Board must elect a Chairperson and Deputy Chairperson from amongst its number. The role of a Chairperson is to chair meetings of the Centre Board and to represent the Centre Board. In the event of the unavailability of the Chairperson for any reason, then the Deputy Chairperson shall undertake the Chairperson's role during the period of unavailability.

14.15 **Duties of Centre Board Members:** The duties of each Centre Board Member are to:

- a. Act in good faith and in what the Centre Board Member believes to be the best interests of Tennis Auckland Region at all times;
- b. Exercise the powers of the Centre Board for proper purposes;
- c. Act, and ensure Tennis Auckland Region acts, in accordance with this Constitution;
- d. Not agree to, nor cause or allow, the activities of Tennis Auckland Region being carried on in a manner likely to create a substantial risk of serious loss to Tennis Auckland Region's creditors;
- e. Not agree to Tennis Auckland Region incurring any obligations unless the Centre Board Member believes at that time on reasonable grounds that Tennis Auckland Region will be able to perform the obligations when it is required to do so;
- f. Exercise the care, diligence and skill that a reasonable Centre Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of Tennis Auckland Region, the nature of the decision and the position of the Centre Board Member and the nature of the responsibilities undertaken by the Centre Board Member;
- g. If the Centre Board Member is interested (as defined in section 139(1) of the Companies Act 1993) in a transaction or proposed transaction of Tennis Auckland Region, disclose to the Centre Board the nature and extent of such interest as soon as the Centre Board Member becomes aware of the fact that he or she has such interest. Such interest shall also be recorded on the Centre Board's interests register;
- h. Take such other steps as determined by the Centre Board in respect of any interest specified in Rule 14.15(g) which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. Not disclose information that the Centre Board Member would not otherwise have available to him or her other than in their capacity as a Centre Board Member, to any person, or make use of or act on the information except:

- i. For the purposes of Tennis Auckland Region;
 - ii. As required by law; and
 - iii. To persons, or for the reasons, specified in sections 145(2) and 145(3) of the Companies Act 1993,
- j. Regularly attend Centre Board Meetings and General Meetings of Tennis Auckland Region.

14.16 **Powers of the Centre Board:** Without limiting the generality of the Centre Board's powers to carry out the objects of Tennis Auckland Region as it considers necessary, the Centre Board shall have the specific powers to carry out the following duties:

- a. To appoint a Chief Executive and enter into a contract with such remuneration and on such terms and conditions as the Centre Board thinks fit;
- b. To make the following appointments:
 - i. Secretary to the Board;
 - ii. Executive Secretary;
 - iii. Centre Judiciary Committee;
 - iv. Appeals Committee;
 - v. One representative to the Emeritus Committee; and
 - vi. Four Selectors.
- c. To adopt clearly defined delegations of authority from the Centre Board to the Chief Executive and to confirm delegation from the Chief Executive;
- d. To adopt and review a strategic plan for Tennis Auckland Region that must be consistent with the strategic plan of Tennis NZ (where appropriate and without conflicting with the objects of Tennis Auckland Region), and that must include goals and objectives for tennis in the Region and measures for short and long term success;
- e. To deliver national Tennis NZ strategic initiatives in the Region;
- f. To adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- g. To facilitate regional and local forums for Tennis Auckland Region and its Members, in addition to General Meetings;
- h. To assist and develop the Member Clubs in their Region;

- i. To arrange and implement tennis tournaments, competitions, events and activities in the Region;
- j. To secure funding and sponsorship for the activities in the Region;
- k. To manage tennis facilities within its jurisdiction in the Region;
- l. To facilitate the administration of coaching, refereeing and other game officials in the Region;
- m. To work with any members of any Affiliates in the Region so as to act collectively in the interests of the game of tennis in the Region;
- n. To make, repeal and amend any Regulations, policies and procedures as it thinks necessary for the management of Tennis Auckland Region or to fulfil its objects including rules and regulations relating to Member Clubs, discipline, disputes and appeals, and such other matters as it thinks fit;
- o. To make, repeal and amend rules for the regulation and control of any tournaments or events under its jurisdiction including conditions of entry;
- p. To establish such sub-committees or advisory committees as it considers appropriate and to delegate such powers and responsibilities as it considers appropriate. The Chairperson or their nominee shall have the right to attend any meeting of any sub-committee or advisory committee;
- q. To control expenditure and raise any money to fulfil the objects of Tennis Auckland Region;
- r. To determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, managers and other members of regional tennis squads and teams;
- s. To ensure that Tennis Auckland Region has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- t. To open and operate in the name of Tennis Auckland Region such banking accounts as deemed necessary;
- u. To regularly agree performance indicators and standards with management;
- v. To establish such corporate and other entities to carry on and conduct all or any part of the affairs of Tennis Auckland Region or to enter into any agreement for sharing revenue or for the mutual assistance with any person or persons or body corporate that it may seem to the Centre Board is capable of directly or indirectly benefiting Tennis Auckland Region;

- w. To co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Centre Board;
 - x. To determine the yearly calendar for local tournaments, events and competitions in the Region;
 - y. To appoint and administer an Audit Committee, a Centre Judiciary Committee and such other committees as it considers appropriate;
 - z. To discipline Members as specified in this Constitution and the Regulations including holding an enquiry or appointing a person or persons to hold an enquiry into and imposing such penalty as it thinks fit in the case of misconduct by any team, player or official while under the direct control of Tennis Auckland Region or for such other reason as the Centre Board shall decide;
 - aa. To fill any casual vacancy on the Centre Board as specified in this Constitution;
 - bb. To appoint 2 (two) delegates to attend general meetings of Tennis NZ;
 - cc. To call SGMs;
 - dd. To resolve and determine any disputes or matters not provided for in this Constitution; and
 - ee. To review its own processes and effectiveness.
- 14.17 **Centre Board Meetings:** Centre Board meetings may be called at any time by the Chairperson or two (2) Centre Board Members but generally the Centre Board shall meet at regular intervals agreed by the Centre Board. Except to the extent specified in this Constitution the Centre Board shall regulate its own procedure.
- 14.18 **Quorum:** The quorum for a Centre Board meeting shall be four (4) Centre Board Members.
- 14.19 **Voting:** Subject to any conflicting provision in this constitution, every question shall be decided by a majority of votes. Each Centre Board Member shall have one vote at Centre Board meetings. Voting shall be by voices or, upon request of any 2 (two) Centre Board Members, by a show of hands or by a ballot. Any Centre Board Member who is unable to be present at a meeting of the Centre Board may appoint another Centre Board Member to act as proxy. The proxy shall be in writing and handed to the Chairperson at the beginning of that meeting.
- 14.20 **Resolutions:** A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Centre Board shall be valid as if it had been passed at a meeting of the Centre Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Centre Board.

- 14.21 **Meetings using Technology:** Any Centre Board Member may participate in any meeting of the Centre Board and vote on any proposed resolution at a meeting of the Centre Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Centre Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Centre Board Member in this manner at a meeting shall constitute the presence of that Centre Board Member at that meeting.
- 14.22 **Expenses:** The Centre Board may, by majority vote, reimburse its Centre Board Members for their actual and reasonable expenses incurred in the conduct of Tennis Auckland Region business. Prior to doing so the Centre Board must establish a policy to be applied to the reimbursement of any such expenses.
- 14.23 **Matters Not Provided For:** If any situation arises that, in the opinion of the Centre Board, is not provided for in the Regulations, policies or procedures of Tennis Auckland Region, the matter will be determined by the Centre Board.

15. **Chief Executive**

- 15.1 There shall be a Chief Executive of Tennis Auckland Region who shall be employed for such term and on such conditions as the Centre Board may determine.
- 15.2 The Chief Executive shall be under the direction of the Centre Board and shall be responsible for the day-to-day management of the affairs of Tennis Auckland Region in accordance with the Regulations, policies and procedures of Tennis Auckland Region and within such constraints as may be imposed by the Centre Board.
- 15.3 The Chief Executive shall attend all Centre Board meetings unless otherwise required by the Centre Board, but shall have no voting rights.

16. **Executive Secretary**

- 16.1 The functions of the Executive Secretary shall include :
- a. To attend all General Meetings unless excused by reason of absence or incapacitation;
 - b. To call all meetings of Tennis Auckland Region forthwith upon being requested to do so in accordance with this Constitution;
 - c. To call for nominations for Officers, Board Members, Action Committees and the Auditor in accordance with these Rules;

- d. To keep a minute book in which shall be recorded correctly all the proceedings and business transacted at General Meetings;
- e. To conduct all correspondence of Tennis Auckland Region and file the documents of Tennis Auckland Region in such manner and for such purposes as the Centre Board may require;
- f. To keep a record of all attendances at General Meetings;
- g. To prepare and forward to the Registrar of Incorporated Societies all notices, returns and other documents as are required by the Act;
- h. To arrange for the collection of all moneys due to Tennis Auckland Region;
- i. To prepare immediately prior to the AGM and for presentation to such meeting an Annual Report on the business and proceedings of Tennis Auckland Region since the last AGM and prior to the AGM to supply to each Member a copy of the Annual Report;
- j. To obey all such lawful instructions and to do and perform all such lawful duties as may be given or required to be done by a meeting of Tennis Auckland Region, the Chief Executive, the Centre Board or by the Act and its amendments or by this Constitution;
- k. On all occasions in the execution of the office to act under the supervision, control and direction of the Chief Executive and the Centre Board; and
- l. To do and perform all such other lawful duties as may usually appertain to the office of Executive Secretary.

17. Secretary

It shall be the duties of the Secretary:

- a. To call with appropriate notice all meetings of the Centre Board; and
- b. To take and keep all records of meetings of the Centre Board.

18. Emeritus Committee and Action Committees

- 18.1 There shall be an Emeritus Committee consisting of 4 (four) individuals and one individual appointed by the Centre Board.
- 18.2 The Centre Board may establish Action Committees for specific projects or functions from time to time. Action Committees may consist of any number of individuals as the Centre

Board may determine. The Centre Board may appoint one representative to each Action Committee so established.

- 18.3 Members of the Emeritus Committee and any Action Committee will be elected at an AGM. Nominations for election to the Emeritus Committee or any Action Committee shall be in writing signed by a proposer and seconder and confirmed by the nominee and shall be delivered to the Centre Board not less than forty five (45) days before the AGM. For the avoidance of doubt, the proposer and seconder shall be Members, excluding Honorary Sub-Associations.

Part IV – General Meetings

19. Meetings of Members

- 19.1 **AGM:** Tennis Auckland Region must hold an AGM once every calendar year at such time, date and place as the Centre Board determines but not more than 15 (fifteen) months after the last AGM.
- 19.2 **Delegates' Meetings:** Further meetings (**Delegates' Meeting**) shall be held 3 (three) times a year, approximately once every 4 (four) consecutive months, for the purpose of transacting the business of Tennis Auckland Region specified in the notice of the Delegates' Meeting. The notice of date, time and place of a Delegates' Meeting and business to be transacted shall be forwarded to each Delegate at least fourteen (14) days prior to the date of such meeting. Provided a quorum as set out in Rule 19.15 is present at a Delegates' Meeting, such Delegates' Meeting shall constitute a General Meeting and resolutions required to be passed at a General Meeting may be passed provided they were set out in the notice for the Delegates' Meeting, otherwise Rule 19.15 shall not apply. Unless expressly varied by this clause, clauses 19.13 – 19.21 of this constitution shall apply to Delegates' Meetings.
- 19.3 **SGMs:** Special General Meetings may be held from time to time in accordance with this Constitution.
- 19.4 **Member Forums:** In addition to General Meetings, the Centre Board shall convene at least one forum for Members annually to contribute and be consulted on matters of importance to Tennis NZ, Tennis Auckland Region and tennis in New Zealand including major strategic directions. Such forum/s may be held simultaneously with a General Meeting.
- 19.5 **Notice of AGM:** The Chief Executive must give at least sixty (60) days notice in writing to all Members. The notice shall set out:
- a. The date, time and venue for the AGM;
 - b. The date and time by which notification of the Delegate(s) for the AGM must be received by the Chief Executive; and

- c. The closing date/s for nominations for any elections, proposed motions and other items of business to be submitted to the Chief Executive.
- 19.6 **Notice of AGM Business:** Not less than forty five (45) days before the date set for the AGM, any nominations for any elections, proposed motions and other items of business must be received in writing by the Chief Executive from persons so permitted by this Constitution.
- 19.7 **Business of AGM:** The following business shall be discussed at each AGM:
- a. A report and audited statement of financial position and statement of financial performance for the preceding year to be prepared by the appointed auditor;
 - b. The election of any Elected Centre Board Members of Tennis Auckland Region;
 - c. The election of Life Members and a Patron;
 - d. The election of Officers and appointments to the Emeritus Committee and any Action Committees;
 - e. The appointment of the auditor, such auditor to hold no other office in Tennis Auckland Region;
 - f. The determination of the membership fee, if any, payable to Tennis Auckland Region by the Members;
 - g. Any motion or motions proposing to alter this Constitution;
 - h. Any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.
- 19.8 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 19.7) shall be forwarded by the Chief Executive to the Centre Board and Members by no later than thirty (30) days before the date of the AGM. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those persons entitled to vote at the meeting.
- 19.9 **SGM:** The Chief Executive must call a Special General Meeting (SGM) upon a written request from:
- a. Two Centre Board Members; or
 - b. Five (5) or more Member Clubs.
- The written request for an SGM must state the purpose for which the SGM is requested.
- 19.10 **Notice of SGM:** A SGM requested pursuant to Rule 19.9 must be called within twenty one (21) days of the request. Not less than fourteen (14) days' written notice must be given by the Executive Secretary to the Members for an SGM which notice shall include:

- a. The date, time and venue and/or the manner in which the meeting is to be held;
 - b. The date and time by which notification of the Delegate(s) for the SGM must be received by the Chief Executive; and
 - c. The proposed motion or motions that have been properly submitted for consideration including any motion or motions proposing to alter this Constitution.
- 19.11 **Agenda of Delegates' Meetings and SGMs:** Delegates' Meetings and SGMs must only deal with the business that has been specified in the notice of meeting issued in accordance with Rule 19.9 or Rule 19.10 respectively.
- 19.12 **Urgent SGM:** The Centre Board may call an urgent SGM by providing Members with written notice of no less than 48 hours, the contents of such a notice specifying those matters set out in Rule 19.10(a) – (c).
- 19.13 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.
- 19.14 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 19.2, 19.5, 19.6, 19.10, and 19.12 and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the meeting and carried by Special Resolution.
- 19.15 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be:
- a. Such number of persons necessary to hold 50% of the votes of all those eligible to be at the General Meeting; or
 - b. Such number of Delegates who together represent 40% or more of the Member Clubs.

The quorum must be present at all times during the meeting. If a quorum is not obtained within three quarters of an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Centre Board (Further General Meeting) and if no quorum is obtained at the stage of such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum. No other business other than that stated for the original

meeting shall be transacted at such Further General Meeting unless fourteen (14) days notice has been given in writing to those persons entitled to be present.

- 19.16 **Chairperson:** The President shall preside at the General Meeting. If the President is unavailable or unwilling to chair the meeting, then the Vice President shall preside and in the absence of both of those persons, the Chairperson or a Centre Board Member.
- 19.17 **Delegates:** Each Member Club, Honorary Sub-Association, and Tennis Association shall elect or appoint one Delegate to represent it at General Meetings. No Centre Board Member or employee of Tennis Auckland Region may act as a Delegate of a Member Club or a Tennis Association. The names of the Delegates shall be forwarded in writing to the Executive Secretary by a date and time determined by the Centre Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Tennis Association, Member Club, Honorary Sub-Association may as applicable, appoint an Alternate Delegate, provided that the name of such Alternate Delegate is notified in writing to the Executive Secretary prior to the commencement of the relevant General Meeting. Any Delegate who is absent from 3 (three) consecutive General Meetings without the leave of the Centre Board shall automatically cease to be a Delegate and the Centre Board shall notify the Member represented by the Delegate and request them to appoint a new Delegate within seven (7) days of receipt of such notice. A Delegate may be removed from appointment by special resolution.
- 19.18 **Other Representation:** All Officers, the chairperson of the Emeritus Committee, and the chairperson of any sub-committee shall be entitled to representation at a General Meeting.
- 19.19 **Additional Delegate:** Should the Centre Board consider that a matter to arise at a General Meeting is of special importance or requires special consideration the Executive Secretary shall notify all Members of the matter and of the date of the meeting at which the matter is being considered and invite them to appoint an additional Delegate for that meeting only and the additional Delegate may be heard at the meeting and may vote on a question decided by voice but no Member shall be entitled to any more votes than they are entitled to pursuant to this Constitution. The decision of the Centre Board whether or not to invoke this Rule shall be final and not open to discussion at any General Meeting.
- 19.20 **Attendees:** In addition to Centre Board Members and Delegates, any Club Member is entitled to and may, at their expense, attend a General Meeting. Such Club Members are entitled to speak at General Meetings with the prior agreement of the Chairperson, but shall not be entitled to vote. In addition other persons including employees, contractors and advisors to Tennis Auckland Region may attend and speak at General Meetings with the permission of the Chairperson.
- 19.21 **Voting:** Unless otherwise required by this Constitution:
- a. An Ordinary Resolution shall be sufficient to pass a resolution;

- b. Each Member Club shall be entitled to one vote for every 50 (fifty) Club Members of the Member Club as specified on the Register of Members in accordance with Rule 6.2 of this Constitution **provided that** the Member Club has paid any fees due to Tennis Auckland Region. Subject to Rule 19.21(f), Tennis Associations will have such entitlement to vote as the Centre Board may determine from time to time;
- c. The President, Vice President, Immediate Past President, Life Members, and chairperson of the Emeritus Committee shall be entitled to one vote each;
- d. Honorary Sub-Associations shall not be entitled to vote on any matter unless a majority of Delegates present and entitled to vote resolves to allow the Honorary Sub-Association to vote. An Honorary Sub-Association granted an entitlement to vote pursuant to this Rule 19.21(d) shall be restricted to one vote;
- e. 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 requested by the Chairperson or 2 (two) Delegates;
- f. Notwithstanding Rule 19.21(b), Counties Tennis will be entitled to the greater of:
 - i. 2 (two) votes; or
 - ii. If the membership fees Counties Tennis contributes to Tennis Auckland Region exceeds the membership fees which would be contributed by a Member Club with 100 members, the number of votes determined by dividing the membership fees Counties Tennis contributes by such sum as represents the membership fees which would be paid by a Member Club with fifty (50) Members,
- g. On a show of hands a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the motion;
- h. Elections of Elected Centre Board Members at an AGM must be undertaken by secret ballot except where:
 - i. There are the same number of nominations as positions available; or
 - ii. There are insufficient nominations and after calling for further nominations from the floor at the AGM there are still insufficient or the same number of nominations for positions available, then those persons who have been nominated shall be declared elected,
- i. Proxy votes shall be permitted provided they comply with the proxy voting procedure set out in the Regulations;

- j. If an urgent matter or matters arise (as determined by the Centre Board), or where the Members have agreed at a previous General Meeting to do so for a specific purpose, a General Meeting may be held by telephone, through video conferencing facilities or by other means of electronic communication (but excluding email) provided that prior notice of the meeting is given to all persons entitled to vote at the General Meeting, and that all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by persons entitled to vote at a General Meeting in this manner at a meeting shall constitute the presence of that person at that meeting; and
- k. In the event that a secret ballot is called, 2 (two) scrutineers must be appointed at the General Meeting to count the votes.

Part V – Miscellaneous

20. Discipline, Disputes and Appeals

- 20.1 **Centre Judiciary Committee:** The Centre Board shall establish a Centre Judiciary Committee which shall consist of not less than six (6) persons appointed annually by the Centre Board. The Centre Board shall appoint a Chairperson from one of the members appointed to the Centre Judiciary Committee. No Centre Board Member is eligible to sit on the Centre Judiciary Committee. At any meeting of the Centre Judiciary Committee 3(three) persons shall constitute a quorum.
- 20.2 The Centre Judiciary Committee shall hear and determine all matters relating to misconduct and disputes arising out of:
 - a. Events held by or under the auspices of Tennis Auckland Region (such matters to be dealt with in accordance with clause 20.3); and
 - b. Any Tennis Auckland Region policy or regulation relating to misconduct, including imposing penalties, as set out in the Regulations.
- 20.3 **Club Members:** Without limiting Rule 20.2, the following disciplinary procedure shall apply in relation to Club Members participating in any event, activity, tournament, or competition involving Tennis Auckland Region:
 - a. All Club Members shall, while on premises of Tennis Auckland Region or under the control of Tennis Auckland Region or of a Member Club, or while engaged in the playing of tennis or representing Tennis Auckland Region, behave in a responsible manner and in accordance with the rules of Tennis Auckland Region and in accordance with the accepted standards of good sportsmanship and shall not behave

in any way to adversely prejudice the reputation of Tennis Auckland Region or the game of tennis;

- b. Any complaint concerning the misconduct of a Club Member may be made by letter addressed to Tennis Auckland Region or by the completion of a Misconduct Report in the form available at Tennis Auckland Region's office. Such complaint should be made within 48 hours of the occurrence of the incident complained of but the Centre Judiciary Committee may in its absolute discretion extend this time;
- c. Tennis Auckland Region shall notify any Club Member against whom a report or complaint is made upon the receipt of such report or complaint. Such notification shall contain the time and place of the meeting of the Centre Judiciary Committee to consider the report or complaint together with brief details of the behaviour complained of and an invitation to the Club Member concerned to be present at the meeting or to make submissions in writing to the meeting in absence of an appearance. A copy of such notification shall be sent to the Secretary of the Member Club to which the Club Member belongs.
- d. Any Club Member who fails, or is unable to attend a meeting to consider a report or complaint against that Club Member or who fails to make written submissions to the meeting shall be automatically suspended from participating in all Tennis Auckland Region events, activities, tournaments and competitions from the date of the notified meeting until the matter is disposed of. The Centre Judiciary Committee may, in the absence of an appearance by a Club Member against whom a report or complaint is made, determine the matter in the Club Member's absence and may consider written submissions made to it or may adjourn the meeting for whatever period it considers fit. The Centre Judiciary Committee may in its absolute discretion, where it considers special circumstances exist, waive the automatic suspension. Any Club Member required to appear before the Centre Judiciary Committee may have legal representation and a junior member may also be accompanied by and/or represented by his or her parents or guardians.
- e. The Centre Judiciary Committee shall have the power to consider any matter and to hear any evidence that it considers relevant. The Centre Judiciary Committee may impose the following penalties:
 - i. Suspension for whatever period it considers appropriate; or
 - ii. Suspension from any particular tournament or tournaments or event or events; or
 - iii. Any other penalty the Centre Judiciary Committee considers appropriate.

20.4 **Member Club Support:** The Member Clubs shall support Tennis Auckland Region in the procedure outlined in Rule 20.3 and any decision made in accordance with it.

- 20.5 **Appeals:** Subject to this Constitution, any Member who or which wishes to appeal a decision of the Centre Judiciary Committee where the Member has exhausted their rights of appeal within this Constitution, and/or the Regulations, may appeal to the Tennis NZ Judiciary Committee. The Tennis NZ Regulations shall apply to any such appeal.

21. Rules of Tennis

The rules of the game of tennis shall be the Rules of Tennis as set down and interpreted from time to time by the ITF (and subject to any variations for New Zealand as permitted by ITF). The Rules of Tennis shall be observed by Tennis Auckland Region, and all Members and all matters relating to the game of tennis in New Zealand shall be carried out in accordance with such Rules.

22. Finances

- 22.1 Unless otherwise determined by the Centre Board the financial year of Tennis Auckland Region shall end on the 30th day of April.
- 22.2 The Treasurer is responsible for the receipt and banking of all monies received by Tennis Auckland Region. All funds of Tennis Auckland Region shall be paid to a bank account(s) in the name of Tennis Auckland Region and the bank account(s) must be operated in accordance with the policy determined by the Centre Board.
- 22.3 The Centre Board must ensure correct accounting records are kept. The accounting records of Tennis Auckland Region must be kept at the office of Tennis Auckland Region or at such place as the Centre Board may determine and must be open to inspection by Members at such reasonable times agreed by the Centre Board.

23. Binding Nature of Decisions and Appeals

- 23.1 Every Member will abide by the decisions of any committee, sub-committee, or staff of Tennis Auckland Region.
- 23.2 Any Member or Club Member being aggrieved by any decision, ruling or interpretation given by any committee, sub-committee or staff of Tennis Auckland Region, with the exception of any decision made by the Centre Judiciary Committee, may appeal to the Centre Board.
- 23.3 An appeal must be stated in writing and the Centre Board may require a written statement from any official or Club Member which it deems in any way concerned in the matter.

- 23.4 A further appeal from any decision or interpretation given by the Centre Board may be made to Tennis Auckland Region at a General Meeting.
- 23.5 No appeal may be made unless lodged with the Executive Secretary of Tennis Auckland Region within seven (7) days of receiving advice of the decision of the Centre Board.
- 23.6 Pending the decision of any appeal all penalties imposed shall be operative unless otherwise directed by the Centre Board.
- 23.7 All such bodies and persons coming within the application of this Constitution shall be deemed to have agreed to seek no remedy available to them at law in respect of anything done under this Constitution or omitted to be done until they have exhausted all remedies provided by or under the Constitution in respect of anything so done or omitted.

24. Common Seal

The common seal of Tennis Auckland Region shall consist of the words "Tennis Auckland Region" in the form of a circle with the word "Incorporated" in the centre and shall be kept in the control of the Chief Executive or Executive Secretary. The common seal may be affixed to any document only by resolution of the Centre Board and in the presence of and with the accompanying signatures of any 2 (two) of the President, Chief Executive, and Chairperson.

25. Alterations of Constitution

- 25.1 This Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting.
- 25.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules of Tennis Auckland Region. This Rule must not be removed from this Constitution and must be included in any alteration, addition to or revision of this Constitution.

26. Prohibition on Personal Benefits

- 26.1 No person shall be entitled to derive or otherwise receive any income, benefit or advantage from Tennis Auckland Region where that person is able to determine or materially influence the amount or nature of that income, benefit or advantage, provided that any person who renders professional services to Tennis Auckland Region shall be entitled to be paid all usual and reasonable professional business and trade charges for work done for Tennis Auckland Region.

- 26.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This Rule 26 and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

27. Regulations

- 27.1 Subject to Rule 27.2, the Centre Board may make, repeal and amend such Regulations as it thinks appropriate including Regulations relating to Tennis Associations, Member Clubs, discipline, disputes and appeals, and such other matters as it thinks fit **provided that** it must regulate matters that further the objects of Tennis Auckland Region and that are in accordance with the powers of Tennis Auckland Region as set out in this Constitution.
- 27.2 The Centre Board shall consult the Tennis Associations in the Region, Member Clubs, Honorary Sub-Associations regarding any Regulation it proposes to promulgate and provide them with a reasonable opportunity to consider, and have input into, any proposed Regulation before it is finally promulgated by the Centre Board.
- 27.3 A regulation may be revoked by Special Resolution of the Delegates at a SGM called for this purpose, provided that such revocation shall not be applied retrospectively.

28. Winding Up

- 28.1 Tennis Auckland Region must be wound up if Tennis Auckland Region, at a General Meeting of its Members, passes a Special Resolution requiring Tennis Auckland Region to be wound up and the resolution is confirmed by Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than sixty (60) days after the date that the resolution so to be confirmed is passed.
- 28.2 If upon the winding up or dissolution of Tennis Auckland Region there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of Tennis Auckland Region but shall be given or transferred to some other organisation, or body having objects similar to the objects of Tennis Auckland Region, or to some other charitable organisation or purpose within New Zealand.

29. Indemnity

Tennis Auckland Region shall indemnify every member of the Centre Board, the Chief Executive and other officers and employees of Tennis Auckland Region in respect of all

liability arising from the proper performance of their functions connected with Tennis Auckland Region.

30. Interpretation

30.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

Act means the Incorporated Societies Act 1908, including any amendments to it.

Action Committee means a committee appointed in accordance with Rule 18.

Affiliate means a Member of Tennis NZ as specified in the Tennis NZ Constitution.

AGM means the Annual General Meeting of Tennis Auckland Region.

Annual Report means the report prepared in accordance with Rule 16.1(i).

Appointed Centre Board Member means a Centre Board Member appointed under Rule 14.4.

Association has the same meaning as **Tennis Association**.

Association Agreement means a written agreement entered into between the Centre Board and a Tennis Association that wishes to be a Member of Tennis Auckland Region that sets out the basis on which the Association will be a member of, relate to, and function with Tennis Auckland Region, in accordance with the Tennis NZ Transitional Regulations.

Association Area means the geographical area in the Region in which the Association functions as described in the Association Agreement.

Audit Committee means a committee established in accordance with Rule 14.16(b)(y).

Centre Board means the Centre Board of Directors of Tennis Auckland Region appointed and elected under Rule 14.

Centre Board Member means a member of the Centre Board including Elected Centre Board Members and Appointed Centre Board Members.

Chairperson means the chairperson of the Centre Board determined under Rule 14.14.

Chief Executive means the Chief Executive of Tennis Auckland Region appointed under Rule 15.

Club Member means an individual who is a member of a Member.

Counties Tennis means Counties Tennis Incorporated.

Delegate means a person elected or appointed to represent a Member Club, Honorary Sub-Association, or Tennis Association as specified in Rule 19.17.

Delegates' Meeting means a meeting of Tennis Auckland Region held in accordance with Rule 19.2.

Elected Centre Board Member means a Centre Board Member elected under Rule 14.5.

Emeritus Committee means the committee appointed in accordance with Rule 18.

GAAP means generally accepted accounting practices.

General Meeting means an AGM or a SGM or in accordance with Rule 19.2, a Delegates' Meeting.

Honorary Sub-Association means any group (not being a tennis club) that comprises a group of individual persons who together have a common interest or involvement in an aspect of tennis and is admitted to Tennis Auckland Region and includes Auckland Tennis Umpires Association Incorporated, South Auckland Veterans Tennis Club Incorporated, Auckland Veterans Tennis Association (Inc) and the Pascoe Cup Tennis Association Incorporated.

Intellectual Property means all rights or goodwill in copyright, names, trade marks (or signs), devices, logos, designs, patents or service marks relating to Tennis Auckland Region or any event, tournament or any competition or tennis activity or programme of or conducted, promoted or administered by Tennis Auckland Region.

ITF means the International Tennis Federation Limited.

Life Member means a person who has been granted life membership of Tennis Auckland Region under Rule 7.

Member means and includes all classes of members of Tennis Auckland Region as specified in Rule 4.

Member Club means a tennis club that is a member of Tennis Auckland Region.

Officer means those individuals occupying the positions specified in Rule 13.1.

Ordinary Resolution means a resolution passed by a majority of votes properly cast.

Patron means the person who is appointed patron of Tennis Auckland Region under Rule 13.1.

Region means the geographical area determined by Order in Council (and notified in the New Zealand Gazette) comprising of, and/or as described in the relevant Plans of, the Auckland City Council, Waitakere City Council, Manukau City Council, Papakura District Council, and the Franklin District Council, and as amended from time to time.

Regional Centre means a Centre established under the Tennis NZ Constitution which has certain powers and functions as delegated under it and unless specified otherwise includes Tennis Auckland Region.

Register of Members means the register in which details of Members are held by Tennis NZ and Tennis Auckland Region as specified in Rule 11.

Regulations means the regulations of Tennis Auckland Region established and amended from time to time by the Centre Board.

Rules means these rules and "Rule" shall have a corresponding meaning.

Rules of Tennis means the rules of the game of tennis as determined and published by the ITF.

SGM means a Special General Meeting.

Special Resolution means a resolution passed by two thirds of the votes cast.

Tennis Association, also referred to as an **Association**, means Counties Tennis or any similar association which may become a Member in the future and for avoidance of doubt expressly excludes Affiliates.

Tennis Auckland Region means Tennis Auckland Incorporated.

Tennis NZ means Tennis New Zealand Incorporated and, where relevant, also means New Zealand Tennis Incorporated, as it was previously named prior to the commencement of the Tennis NZ Constitution.

Tennis NZ Board means the board of directors of Tennis NZ appointed and elected under the Tennis NZ Constitution.

Tennis NZ Constitution means the constitution of Tennis NZ as amended from time to time.

Tennis NZ Regulations means the regulations of Tennis NZ as amended from time to time.

30.2 **Construction:** In this Constitution:

- a. A gender includes all other genders;
- b. The singular includes the plural and vice-versa;
- c. Any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. Any agreement includes that agreement as modified, supplemented, novated or substituted from time to time;
- e. A reference to persons includes bodies corporate;
- f. A reference to a "day" means any day of the week and is not limited to working days, unless specified otherwise;

- g. A reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- h. Headings and the contents page are for reference only and are to be ignored in construing this Constitution.