

Constitution

Whitford Tennis Club Incorporated

1. Name and registered office

The Name of the Club shall be “Whitford Tennis Club Incorporated”.

The registered office of the Club shall be at the Club Rooms situated at Whitford Domain, Whitford, or at such other place as the Committee may from time to time determine.

2. Principles

To provide and maintain tennis facilities and clubrooms and to promote and encourage participation and enjoyment of those facilities for all ages and abilities by the community of Whitford and surrounding areas.

3. Objects

The objects of the Club will be to ensure tennis is provided in the community in a planned, enjoyable fair and effective way. In particular the Club will endeavour to:

- 3.1 Provide a maintained venue for members and the community to play tennis.
- 3.2 Maintain links to Tennis Auckland so that members enjoy those benefits and are part of the greater tennis infrastructure.
- 3.3 Provide competitive outlets for all members through entry in interclub competitions, intra-club events and tournaments.
- 3.4 Offer a range of community coaching programs to suit the varying needs and wants of the community.
- 3.5 Be an active member of the community with ties to schools and the wider public.
- 3.6 Carry out other activities consistent with the principles of the society.

4. Powers

The Club will have the following powers:

- 4.1 To use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- 4.2 To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objects of the Club and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.

- 4.3 To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Executive Committee thinks fit.
- 4.4 To borrow to raise money from time to time with or without security and upon such terms as to priority or otherwise as the Executive Committee thinks fit provided that debt will be limited to \$5,000 unless approved at a General Meeting of the Club.
- 4.5 To do all things as may from time to time be necessary or desirable as the Executive Committee thinks fit to give effect to attain the objects of the Club.

5. Membership

- 5.1 Any person who agrees with the objects of the Club may, subject to the Executive Committee's approval, become a member of the Club by application in writing (completion of a membership form) and upon payment of the membership subscription set from time to time by a General Meeting of the Club.
- 5.2 A register of members of the Club will be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent enactments.
- 5.3 Any person may resign membership of the Club by giving written notice to the Secretary. The Secretary will maintain a record of any resignation.
- 5.4 If a current subscription has not been paid by a member, membership may cease one (1) month after a subscription has lapsed.

Expulsion of members

- 5.5 The procedure for expulsion of members will be as follows:
 - 5.5.1 Any person or organisation may make a complaint to the Executive Committee that the conduct of a member of the Club is or has been injurious to the character of the Club. Every such complaint will be in writing and addressed to the Secretary.
 - 5.5.2 The Executive Committee will investigate the complaint.
 - 5.5.3 If the Executive Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Executive Committee and to offer a written and/or oral explanation of the member's conduct.
 - 5.5.4 The Executive Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:
 - 5.5.4.1 sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
 - 5.5.4.2 inform the member that if the Executive Committee is not satisfied with the member's explanation the Executive Committee may censure the member or expel the member from the Club.
 - 5.5.5 A decision to expel a member from the club, or to censure a member, will require a majority of 75% of the Executive Committee who are eligible to vote. If the Executive Committee decides to expel the member from the Club the member will cease to be a member of the Club.
 - 5.5.6 A member expelled or censured by the Executive Committee may within fourteen (14) days give written notice of appeal to the Secretary. The

Secretary will then call a Special General Meeting to take place within twenty eight (28) days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.

6. General Meetings

- 6.1 The quorum for a General Meeting will be ten (10) members present in person.
- 6.2 At least fourteen (14) days written notification of each General Meeting will be given to members at the current address or email address for such members recorded in the register of members. It will be the responsibility of members to keep the Secretary of the Club informed of their contact details.
- 6.3 Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also include an agenda of matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Executive Committee. Full information will be provided concerning any proposed amendments to the Constitution or any matter which is the business of a Special General Meeting. The notice for the Annual General Meeting will include the names of members standing for election to the Executive Committee.
- 6.4 The General Meeting will be chaired by the current Chairperson of the Club. In the absence of the Chairperson the meeting will elect a person to chair the meeting from among the members present.
- 6.5 A member may be represented at a General Meeting by a nominee appointed by notice in writing to the Secretary and received by the Secretary before the meeting. The nominee must be a current member of the club. A member will have the right at any time to change, withdraw or revoke the appointment of the member's nominee by notice in writing to the Secretary.
- 6.6 All questions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this constitution, be made by a majority vote.
- 6.7 Only current members 18 years and older will be eligible to vote.
- 6.8 Voting will be by a show of hands unless members indicate an alternative preference. If any member requests a secret ballot on any vote or election, a secret ballot will be held.
- 6.9 The Chairperson will not have a casting vote. In the case of deadlock, the Chairperson may allow a further discussion and vote.

7. Annual General Meeting

- 7.1 The Club must hold an AGM once every year at such time, date and place as the Executive Committee determines but not more than 15 months after the last AGM.
- 7.2 The Annual General Meeting will carry out the following business:
 - 7.2.1 Receive the minutes of the previous AGM and of any other General Meeting held since the last AGM.
 - 7.2.2 Receive the Executive Committee's report on the activities of the Club over the last year and the proposed priorities and directions for the Club in the current year.

- 7.2.3 Receive the Financial Report for the past year and the estimate of income and expenditure for the current year.
- 7.2.4 Elect the Officers and other ordinary members of the Executive Committee of the Club (see section 9.1).
- 7.2.5 Set the membership fees for the following year.
- 7.2.6 Appoint an auditor of the Club's accounts if required.
- 7.2.7 Conduct any other business which may properly be brought before the meeting.

8. Special General Meetings

- 8.1 Special General Meetings may be called by the Executive Committee or by a written request made by at least ten (10) members and delivered to the Secretary. Where the meeting has been called on the written request of ten (10) members it will be called within twenty eight (28) days of the delivery of that request to the Secretary.
- 8.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members (see section 6.3).

9. Officers and Executive Committee

- 9.1 The Officers of the Club are the Chairperson, Secretary and Treasurer who are members of the Executive Committee.
- 9.2 The Executive Committee will be composed of the Officers and no fewer than three (3) ordinary members and no more than six (6) ordinary members.
- 9.3 The Executive Committee will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Executive Committee or among its named officers until the next Annual General Meeting.
- 9.4 Elected Officers and members of the Executive Committee will retire at each Annual General Meeting but will be eligible for re-election at the same and subsequent meetings except that no person will hold a position as an Officer of the Club for more than three consecutive years. Where an Officer of the Club has served for three consecutive years, he or she will be eligible for election as an ordinary member of the Executive Committee and will be eligible for re-election as an Officer of the Club after a period of one year. Newly elected Executive Committee members will take office immediately upon their election.
- 9.5 Nominations for elected positions on the Executive Committee, including office-bearers, may be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the Secretary at least fifteen (15) days before the day fixed for the Annual General Meeting. If there are insufficient nominations to fill the vacant positions on the Executive Committee, oral nominations may be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.
- 9.6 The procedure for Executive Committee meetings will be as follows:
 - 9.6.1 A quorum will be over half of its members.
 - 9.6.2 If a member of the Executive Committee, including an office-bearer, does not attend three (3) consecutive meetings without leave of absence that member may, at the discretion and on decision of the Executive Committee, be removed from the Executive Committee.
 - 9.6.3 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands unless stated otherwise elsewhere in this Constitution.

- 9.6.4 The Chairperson does not have a casting vote. In the case of a deadlock, the Executive Committee may decide to call a Special General Meeting.
- 9.6.5 Each meeting will be chaired by the Chairperson of the Club or, in her/his absence, by a person appointed by the Executive Committee.
- 9.7 The Executive Committee will meet at least six (6) times every year. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time. All members of the Executive Committee, including office-bearers, will be given at least seven (7) days' notice of the meeting by the Secretary in writing.
- 9.8 The Secretary will ensure that a minute book is maintained which is available to any member of the Club and which, for each meeting of the Executive Committee, records:
 - 9.8.1 the names of those present;
 - 9.8.2 all decisions which are required by the constitution or by law to be made by the Club; and
 - 9.8.3 any other matters discussed at the meeting.
- 9.9 The Executive Committee will at all times be bound by the decisions of the members at General Meetings.

10. Income benefit of advantage to be applied to objects

- 10.1 Any income, benefit or advantage will be applied to the objects of the Club.
- 10.2 No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 10.3 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

11. Power to Delegate

- 11.1 The Executive Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may without confirmation by the Executive Committee exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done.
- 11.2 Any committee or person to whom the Club has delegated powers or duties will be bound by the charitable terms of the Club and any terms or conditions of the delegation set by the Executive Committee.
- 11.3 The Club will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
- 11.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Club.

12. Financial arrangements

- 12.1 The financial year of the Club will reflect that of Tennis Auckland.

- 12.2 At the first meeting of the Club and at the first meeting of the Executive Committee following each Annual General Meeting, the Executive Committee will decide by resolution the following:
- 12.2.1 how money will be received by the Club;
 - 12.2.2 who will be entitled to produce receipts;
 - 12.2.3 what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - 12.2.4 who will be allowed to authorise the production of cheques and payments and the names of signatories to the accounts; and
 - 12.2.5 policy concerning the investment of money by the Club, including what type of investment will be permitted.
- 12.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended and present this information at each Executive Committee meeting.
- 12.4 The Executive Committee may arrange for the accounts of the Club for that financial year to be audited by a person appointed for that purpose.

13. Common seal

- 13.1 The Common Seal of the Club will be kept in the custody and control of the Secretary.
- 13.2 When required, the Common Seal will be affixed to any document following a resolution of the Club and will be signed by the Treasurer and one other person appointed by the Executive Committee.

14. Indemnity

- 14.1 No Officer or member of the Executive Committee shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 14.2 The Officers, Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

15. Alteration of rules

The rules of the Society may only be amended in any way by a 75% majority of eligible members or their nominees personally present at any General Meeting, provided that no addition to or alteration of the objects clause (Section 3), the pecuniary profit clause (Section 10), or the winding up clause (Section 17) will be approved.

16. Mediation and Arbitration

16.1 Any dispute arising out of or relating to this deed may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and

Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of new Zealand Inc.

- 16.2 The mediation shall be terminated by-
- 16.2.1 The signing of a settlement agreement by the parties; or
 - 16.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - 16.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - 16.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 16.3 If the mediation should be terminated as provided in 16.2.2, 16.2.3, 16.2.4 any dispute or difference arising out of or in connection with this constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty -one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

17. Disposition of Surplus Assets

- 18.1 The Society may be wound up if at a General meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 18.2 Any surplus assets after the payment of all outstanding liabilities will be distributed among such community organisations in New Zealand that have similar objects to the Society and as the members will decide in a General Meeting. If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.

18. 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 permitted for New Zealand as permitted by ITF). The Rules of Tennis shall be observed by Whitford Tennis Club and all Members and all matters relating to the game of shall be carried out in accordance with such Rules.

This Constitution was presented to an inaugural Meeting of the Whitford Tennis Club on Thursday 7th August 2014 at 8.00pm at the Clubrooms, Whitford Maraetai Road, Whitford, where it was accepted by all present.

Signed this day of _____:
