

Under the Incorporated Societies Act 1908

**Constitution  
of the  
Whangaparaoa Tennis  
Club (Incorporated)**

## 1. Name and Definitions

- 1.1. The name of the organisation shall be the **Whangaparaoa Tennis Club (Incorporated)** (“the Club”)
- 1.2. For the purposes of this Constitution the expression “*member entitled to vote*” means every member of the Club aged 18 years or more who holds a category of membership which entitles that member to play tennis at the Club for the full subscription year. This includes any member who meets the foregoing definition but who has joined the Club part way through the year.
- 1.3. For the purposes of this Constitution, the words “tennis”, “other sports” and “sport and recreation in general” mean the amateur forms of such activities.

## 2. Objects

- 2.1 The objects for which the Club is established shall be:
  - a) To promote, encourage and foster the game of tennis.
  - b) To provide opportunities and facilities for the playing of tennis within the Whangaparaoa area.
  - c) To work with other tennis clubs, regional and national tennis associations, other sports clubs and bodies, Local and Regional Authorities, schools, regional and national sports funding organisations, charitable bodies and organisations and such other bodies or organisations as the Executive from time to time thinks fit, in the promotion, encouragement and fostering of the sport of tennis and sport and recreation in general.
  - d) To promote, encourage and foster other sports and recreation activities which are complimentary to the sport of tennis and to provide opportunities and facilities for the playing or carrying out of such sports and recreation activities within the Whangaparaoa area.
  - e) To conduct functions of a social nature.
  - f) To publish pamphlets, booklets, books and such other matter as from time to time are considered necessary to further the Club’s objects.
  - g) Such other objects as the Executive considers necessary and proper for the accomplishment of the foregoing objects.
- 2.2 The Club is established exclusively for Charitable Purposes carried out within New Zealand and the Executive shall ensure that no part of the Club’s assets, funds or other property is used for any non-charitable purpose whatsoever.
- 2.3 Financial Issues
  - a) Personal Benefit  
Notwithstanding anything expressed or implied in these rules, the activities of the club shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associated person.
  - b) Payments to Members  
No member of the club or any person associated with any member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever.  
Any such income shall be reasonable and relative to that which would be paid in an arm’s length transaction (being the open market value).

**3. The Executive**

- 3.1 Subject to the terms of this Constitution and the provisions of the Incorporated Societies Act 1908, the Club and its activities shall be governed by the Executive.
- 3.2 The Executive shall have all such powers as are necessary to discharge its responsibilities under clause 3.1 above.
- 3.3 Without limiting the generality of clauses 3.1 and 3.2, and by way of illustration only, the Executive shall have the powers set out in Appendix A annexed to this Constitution. These powers include the power to borrow, the control and investment of the Club’s funds and the control and use of the Club’s common seal as required by sections 6 (h), (i) and (j) of the Incorporated Societies Act 1908.
- 3.4 The Executive shall consist of five members (“the Officers”) made up as follows:
  - The President
  - The Club Captain
  - Three Executive Members
- 3.5 The Officers shall be elected at Annual General Meetings and subject to clauses 3.6 and 3.7 below, shall serve for terms of two years. Any Officer whose term of office has expired shall be entitled to stand for re-election. If any Officer resigns before his or her term has ended, the Executive shall have the power to appoint a replacement Officer for the balance of the term remaining.
- 3.6 The initial terms of the Officers shall be staggered in order to ensure that at the end of any year, the terms of at least two of the Officers end. Accordingly, upon the adoption of this Constitution, the initial terms for the Officers shall be as follows:

Office Holder	First Term of Office
President	1 Year
Club Captain	2 Years
Executive Member 1	1 Year
Executive Member 2	2 Years
Executive Member 3	2 Years

- 3.7 Any or all of the Officers may be removed from office at any Annual or Special General Meeting upon the passing of a resolution of no-confidence by a majority of 75% of members entitled to vote who are present at the meeting. The quorum for any Meeting at which a motion of no-confidence is proposed shall be **forty** members entitled to vote. No such resolution shall be proposed or passed, without an accompanying resolution proposing a new Officer or Officers.
- 3.8 The Executive shall ensure that at all times, and in accordance with the Club’s Objects, the following documents are prepared and reviewed on an on-going basis. The documents shall be available for inspection by any member upon request to the Strategic Planning Manager:
  - strategic plan for a minimum of five years
  - annual plan
  - annual budget.

Provided however that upon adoption of this Constitution, the Executive shall have six months to produce the first set of documents from when they are elected.
- 3.9 Without limiting the power of the Executive to appoint such other persons for such other tasks or roles as it thinks fit, the Executive shall appoint suitably qualified and experienced members (“the Managers”) to take responsibility for the following portfolios:
  - Financial
  - Junior interclub
  - Junior coaching
  - Social

- Midweek tennis
- Business house
- Fundraising / sponsorship
- Ball control
- Senior interclub
- Membership
- Marketing and publicity
- Maintenance
- Bar
- Secretarial
- Discipline
- Disciplinary Hearings Panel (five members, one of whom shall be an Officer)
- Strategic planning

The Officers shall be entitled to appoint one or more of themselves to one or more of the above portfolios.

- 3.10 The Managers shall report to the Executive in such manner as the Executive shall from time to time determine. At the minimum each Manager shall provide one written report to the Executive no later than twenty-one days after the end of the Club's financial year. A summary of all such written reports is to be included in the Club's Annual Report.
- 3.11 Any member shall be entitled to send to the Executive at any time a written recommendation on any matter concerning the Club. The Executive shall consider all such recommendations. If the Executive chooses not to implement a recommendation, the Executive shall give its reasons in writing to the member forthwith.

<b>4. The Council</b>
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- 4.1 The Club shall have a body called the Council.
- 4.2 Membership of the Council shall consist of the Patron, all of the Club's Life Members and, (provided they remain members) the last two Past Presidents of the Club. The Patron shall be the convenor of the Council and shall chair its meetings.
- 4.3 The role of the Council shall be to advise and assist the Executive as and when asked by the Executive.
- 4.4 Without limiting the generality of clause 4.3, the Executive shall consult with the Council no less than thirty days before seeking to proceed with any decision or resolution in respect of the following:
- borrowing money
  - giving any security over Club property or assets
  - any changes to the Constitution
  - any unbudgeted expenditure in excess of five thousand dollars. This amount shall be adjusted each year in accordance with any change to the New Zealand Consumer Price Index (All Groups) as published by Statistics New Zealand.
- 4.5 If the Council does not support any proposed decision or resolution upon which it is consulted in accordance with clause 4.4, if the Executive still wishes to proceed, the Executive shall either call a Special General Meeting of the Club in accordance with the meetings provisions of this Constitution or submit the matter to members at the next Annual General Meeting.
- 4.6 The quorum for any Council meeting shall be a minimum of three Council members.

## **5. The Patron**

- 5.1 At every third Annual General Meeting, members shall elect a person to the office of Patron. The Patron shall be an Honorary member of the Club.
- 5.2 The role of the Patron shall be to advise and assist the President and the Executive, and to rule on any proxy voting issues at any General Meeting.

## **6. Executive Meetings**

- 6.1 The Executive shall meet as frequently as it considers necessary but no less than seven times in any year. Any Officer shall be entitled to call a meeting of the Executive by giving seven day's notice in writing to the other Officers. The notice period may be shorter if all Officers agree. The Executive shall be entitled to conduct meetings via teleconference or videoconference.
- 6.2 The quorum for any Executive meeting shall be a minimum of three Officers.
- 6.3 The Executive shall determine its own meeting procedure. In the absence of the President, the Officers present shall elect a chairperson.
- 6.4 The Officers shall endeavour to make their decisions by consensus. In the event that consensus is not reached, the Officers shall vote and the majority view shall prevail, provided however that no resolution shall be valid without a minimum of three votes in favour. If the Officers are evenly split on any issue, the status quo shall prevail. The chairperson shall not have a casting vote.
- 6.5 Written minutes shall be kept of all Executive meetings and resolutions.
- 6.6 Executive resolutions may be made at meetings, or by way of the proposed resolution being circulated to all Officers in writing via personal delivery, post, fax or e-mail. Each Officer may approve the resolution by signing his or her consent to the document.

## **7. Membership**

- 7.1 Any person who is approved by the Executive, shall become a member of the Club. The Membership Manager shall maintain an up-to-date register of members.
- 7.2 Any member may cease being a member by sending a written notice of resignation to the Membership Manager.
- 7.3 The Executive shall have the power to review and from time to time create such classes of membership as it thinks fit.
- 7.4 The Executive shall set subscription amounts for members and shall specify the due date for payment. All subscriptions shall be paid to the Financial Manager on or before the due date. The Executive may declare that any member is deemed to have resigned if that member's subscription remains unpaid for more than sixty days after the due date for payment.
- 7.5 Any member may be elected as a Life Member at an Annual or Special General Meeting of the Club upon the passing of a resolution to that effect by a majority of 75% of members entitled to vote who are present at the meeting.

## **8. Discipline**

- 8.1 In accordance with clause 3.9 of this Constitution, the Executive shall appoint an appropriately qualified and experienced member as Disciplinary Manager.
- 8.2 The role of the Disciplinary Manger shall include:
  - from time to time preparation and submission to the Executive for approval, bylaws and codes of conduct for the Club

- monitoring of member compliance with Club by-laws and of member conduct generally
  - administration of every disciplinary process, hearing or appeal in relation to any complaint about the conduct of any member
  - such other duties as the Executive may from time to time specify
- 8.3 Annexed to this Constitution as Appendix B is the procedure which shall be followed in the event of any complaint against any member.
- 8.4 In the event that a member's conduct is held to be unsatisfactory, the Hearings Panel or the Executive shall have the power to warn, fine, suspend or expel the member.

## **9. Annual Report / Annual Accounts / Financial Year**

- 9.1 The Executive shall keep full and proper accounts of all the income and expenditure of the Club and shall produce annual accounts. The accounts shall be reviewed by a Chartered Accountant, who shall not be a member of the Executive or be the Financial Manager.
- 9.2 The Executive shall produce an Annual Report, which shall include the following information:
- a summary of the Club's activities for the year
  - a summary of the Manager's reports
  - any problems, issues or matters of concern over the year and how they were dealt with
  - the Executive's intentions, policies and plans for the coming year
  - the proposed annual plan and budget for the coming year
  - the annual accounts
- 9.3 The Annual Report shall be posted in the Clubrooms and made available to every member who gives notice to the Secretarial Manager that he or she will attend the Annual General Meeting, or requests a copy. The Executive shall also use its best endeavours to make the report accessible to members via use of Internet technology including e-mail or website.
- 9.4 The financial year of the Club shall be as determined by the Executive.

## **10. Annual General Meeting / General Meetings**

- 10.1 Subject to the provisions of this Constitution which provide otherwise, the quorum for every Annual General Meeting ("AGM") and every Special General Meeting ("SGM") shall be a minimum of **twenty-five** members entitled to vote.
- 10.2 Subject to the provisions of this Constitution which specify otherwise, resolutions at AGMs and SGMs shall be carried if they are passed with a majority of 51% or more of the eligible votes at the Meeting. "Eligible votes" means the votes of all members entitled to vote who are present at the meeting, plus all proxy votes submitted on the resolution in accordance with this Constitution.
- 10.3 Any member entitled to vote who is unable to attend an AGM or SGM but who wishes to vote on any proposed resolution shall be entitled to vote by proxy. No later than seven days prior to the meeting the member shall notify the Secretarial Manager in writing of her or his intention to vote by proxy and shall sign a proxy form (which shall be in a form specified by the Secretarial Manager) for presentation at the meeting.
- 10.4 If there is any dispute or uncertainty about the validity of any proxy vote, the matter shall be referred to the Patron whose decision shall be final.
- 10.5 Unless any member present demands a ballot, for any meeting, voting shall be by show of hands of members present, plus counting of proxy votes for and against the resolution.
- 10.6 Any non-compliance with any of the meetings provisions of this Constitution may be ratified by a resolution passed by a majority of at least 75% of members entitled to vote present at the meeting.

- 10.7 The Club shall hold the AGM on such date as the Executive shall determine, provided that the meeting shall take place no later than three months after the end of the Club's financial year.
- 10.8 The business of any Annual General Meeting shall include:
- receipt of the Annual Report
  - election of Officers
  - approval of the annual plan and budget
  - disposal of resolutions
  - general business
- 10.9 Written nominations for the Executive positions which will become vacant shall be received by the Secretarial Manager no later than twenty-one days before the Meeting.
- 10.10 Any member may propose any resolution for submission at the Annual General Meeting. Any proposed resolution must be in writing, specify the resolution, include reasons for the resolution and be received by the Secretarial Manager no later than twenty-one days before the meeting.
- 10.11 The Secretarial Manager shall give no less than fourteen days written notice to all members entitled to vote of the date, time and place of the Annual General Meeting. In addition to the notice of meeting, the Secretarial Manager shall forward the meeting agenda, including all nominations for office and proposed resolutions.
- 10.12 Upon receipt by the Secretarial Manager of a written request signed by the President, or the Council, or no less than twenty-five members entitled to vote, the Secretarial Manager shall convene a Special General Meeting no later than twenty-one days after receipt of the request. The Secretarial Manager shall forward to every member entitled to vote a notice of meeting, and an agenda, including the proposed resolutions no later than fourteen days prior to the meeting.
- 10.13 The written request specified in clause 10.12 shall include the reasons for calling the meeting and the text of the resolution or resolutions which are to be submitted to the meeting.

## **11. Alterations / Additions / Rescinding the Constitution**

- 11.1 Subject to clauses 11.2 and 11.3, this Constitution may be altered, added to, or rescinded (whether wholly or in part) upon the passing of a resolution at an AGM or SGM with a majority in favour of 75% or more of members entitled to vote.
- 11.2 No resolution relating to this Constitution shall be proposed or passed if the effect of such resolution is or is likely to be to take away the Club's charitable status. Without limiting the generality of the preceding sentence, no resolution shall permit the addition of any non-charitable purpose, object or activity or any purpose or activity that is inconsistent with the objects set out in clause 2.1.
- 11.3 No resolution shall be proposed or passed if the effect of such resolution is to permit the activities of the Club to be carried out for the private pecuniary profit of any individual.
- 11.4 No addition to, or alteration or deletion of the amateur sports objects, Personal Benefit clause, Payments to Members clause, or Winding Up clause shall be made without the approval of the Inland Revenue Department (or its statutory successor in the approval of amateur sports promoters). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

**12. Winding Up / Disposition of Property**

- 12.1 The Club may be put into liquidation upon the passing of a resolution at a General Meeting with a majority of 75% or more of members entitled to vote.
- 12.2 In the event of winding up, the Executive or the Liquidator shall transfer the Club's surplus funds, assets and / or other property to another organisation which has exclusively charitable purposes to be carried out exclusively within New Zealand and which has similar objects to those of the Club.

## Appendix A Illustrative Schedule of Executive Powers

(Refer clause 3.3 of the Constitution).

Subject to the terms of this Constitution, the Executive may, from time to time as occasion requires and in its absolute discretion and upon such terms and conditions as it thinks fit, exercise any of the following powers:

- to buy and sell property, real or personal, including wasting assets and assets which yield little or no income
- to postpone any sale of the Club's property
- to partition any the Club's property
- to exchange any the Club's property
- to lease or bail property to or from any other person
- to borrow money for investment or any other purpose. Money borrowed shall be treated as the Club's property
- to give securities over any of the Club's property including but not limited to mortgages over land or chattels or both and guarantees
- to invest all or any part or parts of the Club's funds in whatever investment or investments as it think fit as if it were beneficial owner
- to lend the Club's money including lending on an secured basis
- to allow any other person time to pay any money owing to the Club or to carry out any obligation to the Club
- to decide not to diversify the Club's funds
- to insure, repair, maintain, develop or improve the Club's property
- to have any of the Club's property valued
- to apply accumulated income as if it were income arising in the current year
- to delegate in writing any of its functions to any other person and to appoint any person to carry out any duty or duties specified by it
- to vest the Club's property in any other person as nominee and place the Club's property in the possession or control of any other person
- to pay all taxes, duties, costs, expenses and other liabilities of the Club out of the Club's funds
- to indemnify any other person for any liability properly chargeable against the Club's property
- to obtain professional advice or assistance or both on any matter
- to carry out any legal proceedings against any other person or for any other purpose
- to accept gifts to the Club from any other person
- to enter into, renew or extend any leases, contracts, mortgages, bailments, loans or other arrangements
- to control and use the Club's common seal as it thinks fit
- to warn, fine, suspend or expel any member for misconduct
- to do anything which is incidental or conducive to the exercise of their functions as an Executive
- from time to time, to consider whether it is appropriate to recommend to the Council that a member be appointed a life member of the Club. A life member must be a long-standing member, who in his or her unique way has contributed to the betterment of the Club

## Appendix B Disciplinary Procedure

- B.1 Any complaint against a member (“the member”) shall be made in writing and shall be sent to the Disciplinary Manager (“the Manager”). The complaint shall specify the conduct in such reasonable detail so as to enable the member to understand the subject of the complaint, and to be able to properly respond to it. The Manager shall be entitled to seek further details from any complainant.
- B.2 Upon receipt of any complaint, the Manager shall immediately notify in writing the member, the Hearings Panel (“the Panel”) and the President.
- B.3 In notifying the member in accordance with clause B.2, the Manager shall advise the following:
- a complaint has been received, a copy of which is provided
  - no decision has been made on the merits of the complaint
  - a written response to the complaint is required within 14 days of the date of notification
  - the member is entitled to and may wish to obtain independent advice before responding to the complaint
  - if the complaint is disputed, the Club will hold a disciplinary hearing into the complaint
  - if no written response is received, the Club reserves the right to either hold a disciplinary hearing into the complaint, or to make a decision without a hearing as to whether any action should be taken against the member
  - should a disciplinary hearing be held, the member is entitled to be heard, is entitled to legal or other representation, is entitled to call witnesses and is entitled to put questions to the complainant and any other party appearing
  - if the complaint is admitted, or upheld, the Club has the power to warn, fine, suspend, or expel the member
  - the member has the right of appeal to the Executive against any penalty decided against him or her
- B.4 Upon receipt of the member’s response, or in the event that no response is received, the Panel shall rule whether a hearing into the complaint should be held. If the complaint is disputed, a hearing must be held.
- B.5 If the Panel rules that a hearing is not necessary, the Panel shall consider the complaint, the member’s response (if any) and shall decide what penalty (if any) should be imposed against the member. The complainant and the member shall be notified of the decision in writing.
- B.6 If the Panel rules that a hearing about the complaint should be held, the Manager shall advise the complainant, the member and the President.
- B.7 Conduct of the hearing shall be as the Panel shall in its own discretion decide, provided however that any hearing shall be in accordance with the recognised principles of natural justice.
- B.8 At the conclusion of the hearing, the Panel shall decide what penalty (if any) should be imposed against the member. The complainant and the member shall be notified of the decision in writing.

- B.9 If the member is dissatisfied with the decision made by the Panel, he or she shall be entitled to lodge an appeal and be heard by the Executive (excluding the Officer who sat on the Panel).
- B.10 Conduct of the appeal hearing shall be as the Executive shall in its own discretion decide, provided however that any hearing shall be in accordance with the recognised principles of natural justice.
- B.11 At the conclusion of the appeal hearing, the Executive may confirm the previous decision, or substitute it with a decision of its own. The complainant and the member shall be notified of the decision in writing. The decision of the Executive shall be final.

## Attachment to, but not forming part of, the Constitution.

### Version History

Version	Date	Changes made
1	19 August 1975	Club incorporated as per Companies Office NZ
2	27 April 2003	Comprehensive rewrite of Constitution by Robin Espie (member & lawyer) to address issues, and passed at Extraordinary General Meeting
3	3 October 2004	Constitution amended to comply with IRD requirements as part of obtaining funding for court resurfacing – inclusion of clauses 1.3, 2.3, 2.4, and 11.4. Also included paragraphs B9, B10, and B11 in Appendix B.
4	7 July 2013	AGM resolution - Clause 9.1 change: From <i>"The accounts shall be audited..."</i> to <i>"The accounts shall be reviewed..."</i>
5	26 Feb 2017 (SGM)	<p>a) Include a new bullet point in Appendix A (Illustrative Schedule of Executive Powers) of the Constitution which reads:</p> <ul style="list-style-type: none"> <li>• <i>"from time to time, to consider whether it is appropriate to recommend to the Council that a member be appointed a life member of the Club. A life member must be a long-standing member, who in his or her unique way has contributed to the betterment of the Club."</i></li> </ul> <p>b) Clause 4.5 of the Constitution be changed from <i>"...clause 5.4"</i> to <i>"...clause 4.4"</i>.</p> <p>c) Clause 2.4 of the Constitution be deleted.</p> <p>d) Clause 10.12 of the Constitution be amended by changing <i>".....the Secretarial Manager shall convene a Special General Meeting no later than <b>fourteen</b> days after receipt of the request"</i> to <i>".....the Secretarial Manager shall convene a Special General Meeting no later than <b>twenty-one</b> days after receipt of the request"</i>.</p> <p>e) Insert a new clause (clause 4.6) in the Constitution (similar wording to clause 6.2): <i>"The quorum for any Council meeting shall be a minimum of three Council members"</i>.</p> <p>f) Clause 6.1 of the Constitution be amended so that Executive meets no less than seven times per year.</p> <p>g) Clause 3.10 of the Constitution be changed so that reports are received no later than twenty-one days <b>after</b> the end of the Club's financial year.</p>

## Attachment to, but not forming part of, the Constitution.

### Annual Timeline

#### Annual General Meeting

Clause	Date	Requirement
9.4	30 April	(Year end) – Executive to determine year end, currently 30 April.
3.10	21 May	(21 days after year end) – Manager reports to be completed and sent to Executive for inclusion in Annual Report.
4.4	Early June	(30 days before any major decision) – Executive to consult with Council for major changes including resolutions to change Constitution.
10.9	9 July	(21 days before AGM) – Written nominations for Executive positions and other proposed resolutions received by Secretarial Manager.
10.11	16 July	(14 days before AGM) – Secretarial Manager to give written notice of AGM and forward agenda, nominations and proposed resolutions.
10.3	23 July	(7 days before AGM) – Proxy form completed and votes received in writing by Secretarial Manager.
10.7	30 July	(within 3 months of year end) – AGM to be held.
11.1	30 July	(at AGM) – Constitution may be altered if passed by 75% vote.

#### Special General Meeting

Clause	Date	Requirement
4.4	Date less 30 days	(30 days before any major decision) – Executive to consult with Council for major changes including resolutions to change Constitution.
10.12, 10.13	Date TBD	Request received by Secretarial Manager – either signed by President, Council or by 25 members entitled to vote. Request must include the reasons for calling the meeting and the text of the resolution or resolutions which are to be submitted to the meeting.
10.12	Date <21 days	(within 21 days after SGM request) – Secretarial Manager to convene Special General Meeting.
10.12	Date <14 days	(within 14 days after SGM request) – Secretarial Manager shall forward to every member entitled to vote a notice of meeting, and an agenda, including the proposed resolutions