

CONFIDENTIAL DRAFT

REGIONAL TENNIS ORGANISATION TEMPLATE CONSTITUTION

Issued [date] 2024

INTRODUCTORY NOTES

- This template constitution is suitable for an organisation wishing to become a Regional Tennis Organisation (RTO) of Tennis NZ (TNZ) under the new TNZ Constitution, adopted at a Special General Meeting of TNZ on 12 December 2024 and in force from 1 January 2025.
- Under Rule 11.1c of the TNZ Constitution, to become an RTO the organisation must have a constitution that is compliant and consistent with the TNZ Constitution and the TNZ Regulations.
- Existing Regional Centres and Associations will need to adopt new constitutions, or amend their existing constitutions, to comply with Rule 11.1c before approval by TNZ to become an RTO will be given.
- In addition, to maintain incorporated status, existing Regional Centres and Associations must re-register on the [Incorporated Societies Register](#) under the [Incorporated Societies Act 2022](#) (the Act) by April 2026 with a constitution that complies with the Act and the [Incorporated Societies Regulations 2023](#). Using this template will ensure the organisation's constitution is compliant with this legislation.
- Alongside the TNZ Constitution and legislative changes, you are encouraged to take this opportunity to review your constitution to reflect good governance practice and our changing communities.
- Using this template RTO Constitution is not mandatory and it is provided for guidance. However, if the mandatory and recommended wording (refer next section) is adopted without amendment, the organisation will be compliant with the requirements for a RTO under the TNZ Constitution. This template reflects the discussions and agreements reached amongst the current Regional Centres and TNZ and it is therefore expected that it will be adopted with only those changes required to reflect individual circumstances.
- Existing Regional Centres and Associations may wish to seek independent legal advice in preparing changes to their existing constitutions or adopting new constitutions.
- As every organisation differs in its structure and processes, this template does not set out all the options but reflects a suggested approach. It should be adapted to suit local processes and practices.
- An organisation's constitution should set out the purposes and rules by which the organisation will operate and as required by law. Details for the day-to-day operation of the organisation or the procedures by which the purposes are to be implemented can be included in regulations and policies.

HOW TO USE THIS DOCUMENT

1. **GUIDANCE NOTES** - words in purple are GUIDANCE notes to assist you with drafting your constitution. Remove these before you finalise your constitution.
2. **MANDATORY REQUIREMENTS** - guidance notes in red indicate that the rule referred to is a mandatory requirement. It must be in your constitution to meet the requirements of the Act or the Inland Revenue Department's requirements.
3. **RECOMMENDED WORDING** - words in black are recommended to comply with the TNZ Constitution.
4. **ORGANISATION SPECIFIC** - words in green mean you need to insert your ORGANISATION SPECIFIC wording. If the RTO does not have any Local Tennis Partners, all references to them should be deleted throughout the Constitution with the grammar and numbering adjusted accordingly.
5. **OPTIONAL WORDING** - words in blue are OPTIONAL. You can delete or use alternative wording.
6. **CHARITY** - if the organisation is, or wishes to apply to be, a registered Charity under the Charities Act 2005, the words in orange are recommended.

Please note: legal advice should be sought on whether your organisation may qualify to become a registered charity. Sport is not charitable in and of itself, but if it is a means of achieving a charitable purpose (such as education or improved health for the public), then it may be charitable.

7. **TABLE OF CONTENTS / NUMBERING**
Before finalising the constitution:
 - remove all the guidance notes and square brackets from where the organisation specific wording has been inserted;
 - check the cross referencing of rule numbers is correct; and
 - check table of contents numbering is correct.
8. **ADDITIONAL SUPPORT AND RESOURCES**
The following documents are available as additional resources (see hyperlinks):
 - [ISA Checklist \(Sport NZ\)](#)
 - [Pros and cons to being Incorporated \(Sport NZ\)](#)
 - [Sport NZ Ihi Aotearoa FAQs](#)
 - [Reregistration videos and tools | Incorporated Societies](#)
 - [Life after registering under 2022 Act](#)

[FULL LEGAL NAME]

INCORPORATED /

[MĀORI NAME] MANATŌPŪ

Incorporated Society No. [insert]

Charity Registration No. [insert]

Constitution

Adopted at a [Annual or Special]
General Meeting held on [date]

Commencement Date: [date]

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Guidance: Adjust table of contents and page numbers before finalising this constitution

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[INSERT FULL NAME OF ORGANISATION] INCORPORATED

/ [MĀORI NAME] MANATŌPŪ

CONSTITUTION

PART I - NAME, PURPOSES AND POWERS

1. Name

MANDATORY RULE: The name of your society is required to be in your constitution – sections 26(1)(a) and 11, Incorporated Societies Act 2022 (referred to as the “Act”). The name must end with Incorporated, Inc or Manatōpū.

The name of the society is [full legal name of organisation] Incorporated / [insert Māori name if applicable – e.g. for TNZ this is Te Tēnehi o Aotearoa Manatōpū] (“[insert short name e.g. “Tennis Auckland””).

2. Purposes

MANDATORY RULE: The purposes of your society are required to be in your constitution – section 26(1)(b) and 12 of the Act.

If your organisation is or wishes to be a registered charity use the following suggested wording:

The charitable purposes of [Organisation] are to improve the health and wellbeing of the general public in [geographical area e.g. Southland] through participation in Tennis including by:

[then list the purposes below]

If the organisation is not or does not wish to be a registered charity use the following suggested wording:

The purposes of [Organisation] are to administer, promote, develop, protect and, together with its Members, deliver the sport of Tennis mainly as an amateur sport for the recreation and entertainment of the general public in [geographical area e.g. Southland] including by:

[then list the purposes below]

Guidance: The reference to amateur sport is to satisfy the requirements for income tax exemption for amateur sport bodies under [section CW46, Income Tax Act 2007](#).

- 2.1 being the regional tennis organisation responsible for Tennis in [geographical area e.g. Southland];
- 2.2 encouraging, promoting participation, and providing education opportunities in Tennis throughout [geographical area e.g. Southland] through its Member Organisations, schools and other organisations; and by delivering Services and Programmes (including National Approved Programmes);
- 2.3 delivering Tennis competitions, tournaments, and other Tennis events in [geographical area e.g. Southland], including with its Member Organisations and other RTOs in its Regional Collective Area;

- 2.4 with other RTOs in its Regional Collective Area, implementing programmes to support the development of Tennis players to represent the Regional Collective Area and to compete and succeed in Tennis nationally;
- 2.5 enforcing the Rules of Tennis and establishing and enforcing other rules and regulations governing Tennis;
- 2.6 encouraging and promoting Tennis as a sport, and [Organisation] and TNZ as organisations, which protect and promote the safety and wellbeing of participants; have integrity including high standards of conduct; and respect the principles of fair play;
- 2.7 leading, promoting and enabling Diversity, Equity and Inclusion in the governance, management, and participation in, Tennis throughout [geographical area e.g. Southland];
- 2.8 maintaining membership of TNZ, and representing the views of Tennis in [geographical area] to TNZ and to other regional tennis organisations;
- 2.9 acting in good faith and loyalty with TNZ, Member Organisations and their Members to maintain and improve Tennis throughout New Zealand including their standards, quality and reputation for their collective and mutual benefit; and
- 2.10 promoting mutual trust and confidence between TNZ, [Organisation] and their Members, and at all times acting on behalf of, and in the interests of, the Members and Tennis in [geographical area e.g. Southland].

Guidance: These specific purposes are not mandatory, and you may wish to adapt them, however they are recommended to align with the TNZ Constitution.

3. Te Tiriti o Waitangi

[Organisation] is committed to upholding the mana of Te Tiriti o Waitangi and ensuring that the purposes of the organisation are carried out in a manner that is consistent with the principles of the Treaty of Waitangi.

4. Capacity and Powers

[Organisation] has within [geographical area], full capacity, rights, powers and privileges to carry out or undertake any activity, to do any act or enter into any transaction, subject to this Constitution, the Act, any other legislation and the general law. [Organisation] may also have such capacity, rights, powers and privileges outside of [geographical area] if agreed by TNZ or another RTO that is part of its Regional Collective.

Guidance: Section 18 of the Act provides that societies have the capacity and powers stated above. This rule does not have to be in the Constitution as the Act will apply in any event, but it is recommended.

PART II - MEMBERSHIP

5. Categories of Members

MANDATORY RULE: *How a person becomes a member is required to be in your constitution – sections 26(1)(c) and 76 of the Act. Therefore, the categories, criteria and application process to be a member must be included.*

The Members of [Organisation] are:

5.1 The following Voting Members:

- a. Local Tennis Partners (LTPs) (as described in Rule 6);
- b. Clubs (as described in Rule 7); and
- c. Life Members (as described in Rule 12).

5.2 The following Non-Voting Members:

- a. Local Affiliated Organisations (LAOs) (as described in Rule 8); and
- b. Individual Members (as described in Rule 11).

5.3 An entity can only be a Member Organisation in one Category of Membership at any one time.

Guidance: if life members are non-voting, move them to Rule 5.2. You may have other categories of members which need to be added.

6. Local Tennis Partners (LTPs)

6.1 **Criteria:** To become a Member of [Organisation] and TNZ as a LTP, an entity shall:

- a. demonstrate that, together with [Organisation] (by agreement), it provides reasonable support and services to each of the Clubs and LAOs in its geographical area;
- b. demonstrate that, together with [Organisation] (by agreement), it has sufficient resources (including financial and human) as specified in the TNZ Regulations to enable it to carry out its obligations;
- c. demonstrate that it has sufficient governance capability, as specified in the TNZ Regulations;
- d. if it owns, manages or otherwise has control of any Tennis courts, permit its Members to have reasonable Access to any Tennis Courts and Associated Facilities of the LTP, in accordance with terms and conditions decided by it;
- e. If it owns, manages, or otherwise has control of any Tennis courts, demonstrate that the courts and associated facilities meet reasonable standards; and
- f. meet the additional criteria to become a Member Organisation in Rule 9.

- 6.2 **Application:** Subject to the transition requirements (Rule 54.2), an entity's application to become a Member as a LTP shall be made to the [Organisation]'s Board and evaluated against the criteria in Rule 6.1, and in accordance with the TNZ Constitution and Regulations. If [Organisation]'s Board is satisfied, in its discretion, that the entity meets the criteria, [Organisation] shall enter into a written agreement with the applicant entity, (in accordance with Rule 6.1a and Rule 6.1b) and as specified in the TNZ Regulations, which agreement shall be satisfactory to the TNZ Board. The commencement of that agreement shall be conditional on the approval of the entity as a Member as a LTP by the Voting Members of [Organisation], either at a General Meeting or a Resolution Outside of a Meeting of [Organisation].

Guidance: if the RTO is to have no LTPs at the time of transition, then reference to Rule 54.2 above can be removed, as will Rule 54.2.

7. Clubs

- 7.1 **Criteria:** To become a Member of the Applicable LTP (if any), [Organisation] and TNZ as a Club, an entity shall:

- a. subject to the transition requirements (Rule 54.3), have a minimum of twenty (20) current Individual Members, (excluding Individual Casual Members);
- b. demonstrate that it delivers Services and Programmes for its Members;
- c. if it owns, manages or otherwise has control of any Tennis courts, permit its Members to have reasonable Access to any Tennis Courts and Associated Facilities of the Club, in accordance with terms and conditions decided by it;
- d. If it owns, manages or otherwise has control of any Tennis courts, demonstrate that the courts and associated facilities meet reasonable standards; and
- e. meet the additional criteria to become a Member Organisation in Rule 9.

- 7.2 **Application:** Subject to the transition requirements (Rule 54.3) an application by an entity to become a Member as a Club shall be made to the Applicable Governing Member Organisation, which shall be:

- a. the Applicable LTP Board, if the entity is situated within the geographical area of an LTP;
or
- b. if none, the [Organisation]'s Board,

following which the Board of the Applicable Governing Member Organisation shall, as soon as reasonably practicable, evaluate the application against the criteria in Rule 7.1, and in accordance with the TNZ Constitution and TNZ Regulations. If the Board of the Applicable Governing Member Organisation is satisfied, in its discretion, that the applicant entity meets the criteria to be a Club, the Board of the Applicable Governing Member Organisation shall recommend the approval of the entity as a Member by the Voting Members of the Applicable Governing Member Organisation, either at a general meeting or a resolution outside of a meeting.

8. Local Affiliated Organisations (LAOs)

- 8.1 **Criteria:** To become a Member of [Organisation] and TNZ as a LAO, an entity shall:
- a. be a Member of the Applicable NAO (if any);
 - b. demonstrate that within its area of interest, it provides Services and Programmes or otherwise has an interest in Tennis, in a geographical area within the Applicable LTP's (if any), and if not, the Applicable [Organisation]'s' region; and
 - c. meet the additional criteria to become a Member Organisation in Rule 9.
- 8.2 **Application:** An application by an entity to become a Member as a LAO shall be made to the board of the Applicable Governing Member Organisation and will be processed in the same manner as an application to be a Club under Rule 7.2.

9. Additional Criteria to become a Member Organisation

- 9.1 In addition to the criteria to become an LTP, Club or LAO in Rules 6 to 8 inclusive, an entity wishing to become a Member Organisation shall:
- a. be an incorporated entity registered in New Zealand in accordance with the law;
 - b. have a Member Management System approved by TNZ;
 - c. have a constitution (or equivalent governing document) that is compliant and consistent with this Constitution, [Organisation]'s Regulations and the constitutions and regulations of the Applicable Member Organisations;
 - d. operate within the geographical area decided by the Applicable Governing Member Organisation; and
 - e. meet such other criteria as specified in the TNZ Regulations.

10. Member Organisation Consent, Duration and Amalgamation

- 10.1 **Consent:** By making an application to be a Member as a Member Organisation, an applicant entity consents to become a Member of [Organisation] and each of the Applicable Member Organisations.
- 10.2 **Duration of Membership:** For Member Organisations, Membership commences upon approval by the [Organisation] Board or the Applicable Governing Member Organisation and payment of the Membership Fee; and continues indefinitely, unless its Membership ceases under this Constitution. The duration of Membership for Individual Members is specified in Rule 11.9.
- 10.3 **Amalgamation of Member Organisations:** If two or more Member Organisations wish to amalgamate with each other they need prior approval, from the board of the Applicable Governing Member Organisation, which shall be notified to TNZ.

MANDATORY RULE: A requirement that a person must consent to be a member of your society is required to be in your constitution – sections 26(1)(c) and 76 of the Act.

Note - existing members of the organisation do not need to give consent but as the member categories are changing and most clubs and some associations are not members of TNZ they will need to apply and consent to becoming a member.

11. Individual Members

11.1 Criteria: Any individual who is Eligible and wishes to become an Individual Member of [Organisation] and the Applicable Member Organisations shall do so in accordance with this Constitution and the [Organisation] Regulations.

11.3 Application: To become an Individual Member of [Organisation], an Eligible individual shall make an application, either:

- a. as part of, and at the same time as, making their application to be a Member of a Member Organisation, in accordance with Rule 11.4;
- b. directly to [Organisation], in accordance with Rule 11.5; or
- c. directly to TNZ, in accordance with the TNZ Constitution.

11.4 Membership via a Member Organisation: Applications for the Membership of [Organisation] and TNZ shall be made via a Member Organisation by individuals who:

- a. wish to have Access to any Tennis Courts and Associated Facilities which are owned, managed, leased or otherwise under the control of a Member Organisation;
- b. are the parents or guardians of the individuals in Rule 11.4a who are under 18 years of age as at the date of application;
- c. are honorary or Life Members of a Member Organisation;
- d. are Appointed Personnel of a Member Organisation;
- e. are engaged by a Member Organisation to coach Tennis for the Member Organisation;
or
- f. otherwise wish to be a Member of a Member Organisation.

11.5 Membership directly with [Organisation]: Applications for Membership of [Organisation] shall be made directly to [Organisation] by individuals who:

- a. wish to be a Member of [Organisation] but who are not, and do not wish to be, an Individual Member of a Member Organisation and do not wish to have Access to any

Tennis Courts and Associated Facilities which are owned, managed, leased or otherwise under the control of a Member Organisation;

- b. wish to have Access to any Tennis Courts and Associated Facilities which are owned, managed, leased or otherwise under the control of [Organisation];
- c. are Life Members of [Organisation]; or
- d. are Appointed Personnel of [Organisation].

11.6 Process for Application: An application for Individual Membership under Rule 11.4 or Rule 11.5 shall be made using a Member Management System approved by TNZ and in accordance with the TNZ Regulations.

11.7 Consent: By making an application for Membership an individual consents to becoming a Member of [Organisation] and a Member of the Applicable Member Organisations.

***MANDATORY RULE:** A requirement that a person must consent to be a member of your society is required to be in your constitution – sections 26(1)(c) and 76 of the Act.*

Note - existing members of the organisation do not need to give consent but as the TNZ member categories are changing and most RTOs and TNZ do not have individuals as their members they will need to apply and consent to becoming a member.

11.8 Admission as a Member: An individual who has applied for Membership will be admitted to Membership of [Organisation] and the Applicable Member Organisations, as follows:

- a. upon submitting a completed application using the Member Management System ;
- b. if the individual is under 18 years of age on the date of application, a parent/guardian of that individual:
 - i. completing, and signing or submitting the application using the Member Management System for that individual to be a Member; and
 - ii. submitting a completed application for them, as parent/guardian of the individual, to be a Member;
- c. approval of the application by the Applicable Governing Member Organisation in accordance with its constitution; and
- d. payment of the applicable Membership Fee(s).

11.9 Duration of Membership:

- a. Individual Membership of the Applicable Member Organisations, commences upon admission as a Member under Rule 11.8 and continues, if Membership is obtained:
 - i. via a Member Organisation (under Rule 11.4), for the period specified in the Category of Membership selected by the individual when applying for Membership of the Applicable Governing Member Organisation in accordance with its constitution;
 - ii. directly with [Organisation] (Rule 11.5) or TNZ, for 12 months from the date of admission;

- iii. as a Life Member of [Organisation], for the life of the individual (subject to this Constitution); or
- iv. as an Appointed Personnel of [Organisation] or an Appointed Personnel of a Member Organisation, for the period of the individual's term of office as specified in this Constitution or the Member Organisation's constitution (as applicable).
- b. Membership will end before the expiry of the period in Rule 11.9a, if the individual's Membership ceases under Rule 22.
- c. If Membership by an Individual Member ends due to expiry (Rule 11.9a) or cessation (Rule 22), their Membership of each of the Applicable Member Organisations, and [Organisation] will automatically end at the same time.

11.10 Renewal of Membership: To continue as a Member, each Individual Member shall renew their Membership in the manner and by the date specified by the Applicable Governing Member Organisation, unless the Membership is granted for life. Such renewal shall include paying any applicable Membership Fees in the manner provided by the Applicable Governing Member Organisation (as applicable). If Membership lapses, a new application for Membership of a Member Organisation, or TNZ, is required either in accordance with Rule 11.4 or Rule 11.5.

12. [Organisation] Life Members

12.1 Criteria: [Organisation] Life Membership may be granted by the Voting Delegates at an AGM to any individual who is Eligible to be a Member who has [insert criteria]:

Guidance: Amend to reflect the title and description you have in place for example life members, honorary members or other descriptions.

12.2 Process: The process for granting [Organisation] Life Membership shall be specified in [Organisation]'s Regulations.

Guidance: Ensure you have a regulation to reflect the process you have in place.

13. Members' General Obligations

13.1 All Members: Each Member:

- a. is bound by, and shall comply with this Constitution, the [Organisation] Regulations and rules, codes, standards, resolutions, decisions, policies and procedures, made by the [Organisation] Board;
- b. is bound by, and shall comply with, the constitution, regulations, rules, codes, standards, resolutions, decisions, policies and procedures of the board or equivalent committee of the Applicable Member Organisations;
- c. is subject to the jurisdiction of [Organisation] and the Applicable Member Organisations including their respective disputes and disciplinary procedures;

- d. shall comply with, and if a Member Organisation, enforce the Rules of Tennis, tournament rules and other rules related to Tennis, or any Tennis event, approved by [Organisation] and TNZ;
- e. does not have any rights of ownership of, or the right to use, the property of [Organisation] and may only use the Intellectual Property of [Organisation] in accordance with this Constitution, the [Organisation] Regulations, the TNZ Constitution, the TNZ Regulations, or by agreement with [Organisation] or TNZ, as applicable; and
- f. shall meet all the applicable requirements and obligations specified in this Constitution, the [Organisation] Regulations, the TNZ Constitution, and the TNZ Regulations, or as otherwise decided by the [Organisation] Board and the TNZ Board, in order to receive, continue to receive, or exercise any of their rights as a Member.

Guidance: Members have rights to request information held by your organisation which are set out in sections 80 – 83 of the Act. This is not required to be in your constitution so this template does not include these, but you should be aware of your organisation's rights and obligations if you receive such a request and ensure you comply with the Act and, if relevant, the Privacy Act 2020.

13.2 Member Organisations: In addition to Rule 13.1, each Member Organisation shall:

- a. use reasonable efforts to assist, where practical, the individuals described in Rule 11.4a and Rule 11.4b who wish to have Access to any Tennis Courts and Associated Facilities which are owned, managed, leased or otherwise under the control of the Member Organisation, to become Members of the Applicable Member Organisations, in accordance with this Constitution, the [Organisation] Regulations, the TNZ Constitution and the TNZ Regulations;
- b. assist the individuals in Rule 11.4c, Rule 11.4d, Rule 11.4e and Rule 11.4f to become Members of the Applicable Member Organisations in accordance with this Constitution, [Organisation] Regulations, the TNZ Constitution and the TNZ Regulations;
- c. have and use a Member Management System approved by TNZ for all its Members, in accordance with the TNZ Constitution and the TNZ Regulations;
- d. only use (except in the case of Clubs and LAOs, which shall use all reasonable efforts to only use) Nationally Approved Programmes, and not to use any other programmes which are similar to any Nationally Approved Programme, unless there is no Nationally Approved Programme available, or with the prior agreement of TNZ;
- e. if it has an interest in a Related Entity which owns, manages, leases or otherwise controls any Tennis courts and associated facilities:
 - i. request the Related Entity to use all reasonable efforts to require the individuals who wish to have Access to any Tennis Courts and Associated Facilities of the Related Entity to become Members of the Applicable Member Organisations, in accordance with this Constitution and the [Organisation] Regulations; and
 - ii. request the Related Entity, if it has two (2) or more Tennis courts, to ensure its courts and associated facilities are maintained to a reasonable standard;

- f. maintain its Membership of the Applicable Member Organisations (subject to this Constitution, [Organisation] Regulations, the TNZ Constitution and the TNZ Regulations);
- g. remain an incorporated entity in compliance with the applicable legislation and laws, and have a name approved by the [Organisation] Board;
- h. have a constitution which is consistent, and complies, with this Constitution and the TNZ Constitution and provide a copy to {Organisation} on request and following any amendments made to it;
- i. pay Membership Fees and any other fees due to [Organisation] in accordance with Rule 20;
- j. continue to comply with all the criteria to be a Member Organisation in their Category of Membership;
- k. not become a Member of, or otherwise be affiliated to or have a proprietary interest in, any other national or regional Tennis organisation in New Zealand other than TNZ or a Member Organisation, unless permitted by the TNZ Board (which permission may be granted for a Category of Membership generally or for a specific Member Organisation); and
- l. comply with such other obligations as specified in this Constitution and the [Organisation] Regulations.

13.3 These general obligations are in addition to the rights and obligations for each Category of Membership set out in this Constitution and the [Organisation] Regulations.

14. Rights and Obligations of LTPs

14.1 **Rights:** Each LTP is entitled to the rights and entitlements specified in this Constitution, the [Organisation] Regulations (which [Organisation] has a corresponding obligation to provide) and the TNZ Constitution and the TNZ Regulations (which TNZ has a corresponding obligation to provide).

14.2 **Obligations:** In addition to its obligations as a Member under Rule 13, each LTP shall:

- a. in co-operation with its Clubs, promote and deliver Tennis including Services and Programmes for its Members within its geographical area; and
- b. provide reasonable support and assistance to its Clubs in accordance with the written agreement entered into between it and [Organisation] (Rule 6.1a and Rule 6.1b) including the minimum levels of support and services (including facility development and maintenance) specified in the TNZ Regulations.

15. Rights and Obligations of Clubs

15.1 **Rights:** Each Club is entitled to the rights and entitlements specified in this Constitution, and the [Organisation] Regulations (which [Organisation] has corresponding obligations to provide)

and the Applicable Member Organisations' constitutions and regulations (which the Applicable Member Organisations have a corresponding obligation to provide).

15.2 Obligations: In addition to its obligations as a Member under Rule 13, each Club shall:

- a. promote and deliver Tennis including Services and Programmes for its Members; and
- b. assist the connection of tennis players through membership, as stated in clause 13.2(a) and (b).

16. Rights and Obligations of Local Affiliated Organisations (LAOs)

Each LAO has the same rights, entitlements and obligations, as a Club under this Constitution, unless specified otherwise in this Constitution, the [Organisation] Regulations, the TNZ Constitution, or the TNZ Regulations.

17. Rights and Obligations of Individual Members

17.1 Rights: Each Individual Member is entitled to:

- a. have Access to any Tennis Courts and Associated Facilities of the Applicable Member Organisations of which they are a Member, and any other Member Organisation, in accordance with the applicable terms and conditions of their Membership or any other terms and conditions decided by the Member Organisations;
- b. the rights and entitlements specified in this Constitution and the [Organisation] Regulations; and
- c. such other rights and entitlements as specified in the Applicable Member Organisations' constitutions, rules, regulations or arising from their decisions.

17.2 Obligations: In addition to their obligations as a Member under Rule 13, each Individual Member shall:

- a. provide such Membership information (including updates to this information) to the Applicable Member Organisations as reasonably requested by any of them;
- b. pay any Membership Fees and any other fees due to their Applicable Member Organisation by the due date; and
- c. if they wish to renew their Membership to their Applicable Member Organisation to do so using a Member Management System approved by TNZ.

17.3 Dual Membership:

An Individual Member may become a Member of more than one Member Organisation at the same time if an application is made and approved for Membership of each Member Organisation in accordance with the applicable constitution of the Member Organisations, this Constitution and the TNZ Constitution. If this occurs the Member will have the rights and obligations of Membership applicable to each Member Organisation.

18. Rights and Obligations of [Organisation] Life Members

Each [Organisation] Life Member has the rights and entitlements specified in this Constitution and the [Organisation] Regulations and the same obligations as an Individual Member under Rule 17.2, unless specified otherwise in this Constitution or the [Organisation] Regulations.

Guidance: If life members do not have voting rights, adjust the wording. If life members are not required to pay a membership fee, this should be included in your regulations.

19. [Organisation] Intervention

19.1 Subject to Rule 19.2, the [Organisation] Board may intervene to govern, manage, or operate any LTP or Club following [Organisation]'s own enquiries and with the agreement of the LTP or Club respectively, or upon request by the board or equivalent committee of the LTP or Club, respectively if:

- a. after consulting with the respective board or equivalent committee of the LTP or Club, it considers that to do so is in the best interests of [Organisation], the LTP or Club and the sport of Tennis in the [insert geographical area e.g. Southland]; and
- b. one (1) or more of the following circumstances apply to the LTP or Club (as applicable):
 - i. it is having significant administrative, operational, or financial difficulties;
 - ii. it has breached a material term in any agreement entered into between it and [Organisation];
 - iii. if it is a LTP, it has less than four (4) Clubs for a reasonable period, as decided by the [Organisation] Board in its discretion;
 - iv. if it is a Club, it has less than twenty (20) Individual Members (not counting Individual Casual Members) as its Members for a reasonable period, as decided by the [Organisation] Board in its discretion (subject to the transition rules under the TNZ Constitution);
 - v. it takes, or has taken against it, any action, or proceedings to wind up, dissolve or liquidate it (unless for the purposes of amalgamation);
 - vi. it enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Club; or
 - vii. a mortgagee or other creditor has taken possession of any of its assets.

19.2 **Manner of Intervention:** If the [Organisation] Board and the board or equivalent committee of the LTP or Club (as applicable) agree to the [Organisation] Board intervening under Rule 19.1, the manner in which it will do so shall also be agreed and may include appointing an individual(s) to act in place of the respective board or equivalent committee.

19.3 **Intervention by a LTP:** [Organisation] shall not intervene in a Club if the Club is a member of a LTP. In this case, the Applicable LTP Board has the right to intervene on the same or similar grounds as Rule 19.1 (adjusted so that every reference to [Organisation] means the Applicable LTP Board) in accordance with its constitution, provided that before deciding whether to

intervene (with the agreement of the Club), the Applicable LTP Board shall notify and consult with the [Organisation] Board and TNZ.

- 19.4 **Consultation with TNZ:** Before deciding whether to intervene under Rule 19.1, the [Organisation]'s Board shall notify and consult with TNZ.

20. Membership and Other Fees

- 20.1 **Delegates to approve [Organisation] Membership Fees:** At each AGM the Voting Delegates shall approve the nature, amount, due date and manner for payment of any Membership Fee payable to [Organisation] by Voting Members for the next Financial Year. In doing so, they will have regard to any recommendation of the [Organisation] Board. Life Members are not required to pay any [Organisation] Membership Fee.

Guidance: Alternatively, in place of the above Rule, the organisation Board may approve Membership Fees:

[Organisation] Board to approve Membership Fees: The [Organisation] Board shall approve the nature, amount, due date and manner for payment of any Membership Fee payable to [Organisation] by Voting Members for the next Financial Year.

- 20.2 **[Organisation] Board may decide other fees:** Additionally, the [Organisation] Board may set other fees payable to [Organisation] by any of its Members and other participants in Services and Programmes held by or under the control of [Organisation].

20.3 Member Organisation Membership Fees:

- a. Each Member Organisation shall pay the portion of the Membership Fee (set by its Applicable Governing Member Organisation) received from its Members to its Applicable Governing Member Organisation.
- b. For Membership Fees set by a LTP or Club, the [Organisation] Board may investigate a LTP or Club, and if they consider it appropriate and after consultation with the LTP or Club concerned, request it to alter the nature and/or amount of any fees payable by its Members.

21. Register of Members

MANDATORY RULE: Arrangements you have for keeping your society's register of members up to date is required to be in your constitution – sections 26(1)(e) and 79 of the Act and Rule 13, Incorporated Societies Regulations 2023.

- 21.1 **National Database:** [Organisation]'s register of Members shall be maintained on the National Database. [Organisation]'s [Manager or equivalent role] shall:

- a. ensure that the required information about those Members who obtained Membership of [Organisation] directly with [Organisation] (Rule 11.5) are on the National Database in accordance with the TNZ Constitution and TNZ Regulations; and
 - b. support the Member Organisations to ensure that the required information about those Members who obtained Membership via a Member Organisation (Rule 11.4), are on the National Database in accordance with the TNZ Constitution and TNZ Regulations.
- 21.2 **Changes:** All Members shall promptly update any changes to their Membership details using a Member Management System approved by TNZ.
- 21.3 **Access to Information:** TNZ will provide authorised personnel from [Organisation] and each Member Organisation, with access to their respective Members' details held on the National Database, in accordance with the TNZ Regulations.

22. Cessation of Membership

MANDATORY RULE: *How a person ceases to be a member of your organisation is required to be in your constitution – section 26(1)(d) of the Act.*

- 22.1 An Individual Member or [Organisation] Life Member ceases to be a Member:
- a. upon their death;
 - b. by giving notice of their resignation from Membership, in the manner specified in the [Organisation] Regulations to the Applicable Governing Member Organisation;
 - c. if their Membership is terminated due to no longer being Eligible under Rule 11.2;
 - d. if their Membership is terminated due to a default in payment under Rule 23.2;
 - e. if their Membership is terminated following a dispute resolution or disciplinary process or other process specified in the constitutions or regulations of [Organisation] or the Applicable Member Organisations; or
 - f. if, for any other reason, their Membership ends or ceases in accordance with the constitutions of the Applicable Member Organisation.
- 22.2 A Member Organisation ceases to be a Member of [Organisation] and TNZ:
- a. upon its liquidation;
 - b. by giving not less than sixty (60) Days' notice of its resignation from Membership to the Applicable Governing Member Organisation;
 - c. if its Membership is terminated by [Organisation] under Rule 23;
 - d. if its Membership is terminated by any of the Applicable Member Organisations under any of their respective constitutions and regulations; or
 - e. if its Membership is terminated by [Organisation] or TNZ following a dispute resolution or disciplinary process or other process specified or referred to in this Constitution, the [Organisation] Regulations, the TNZ Constitution, or the TNZ Regulations.

22.3 A Member who ceases to be a Member:

- a. automatically ceases Membership of all the Applicable Member Organisations upon their cessation;
- b. remains responsible to pay all outstanding Membership Fees and other fees due to the Applicable Member Organisations;
- c. shall return all property of the Applicable Member Organisations; and
- d. ceases to be entitled to any rights as a Member but continues to be bound by any obligations as a Member which survive their Membership under this Constitution and the [Organisation] Regulations unless the {Organisation's} Board or TNZ decides otherwise.

23. Suspension, Sanctions and Termination of Membership

23.1 A Member may be suspended or terminated from Membership of [Organisation] and the Applicable Member Organisations or have sanctions imposed, if the Member:

- a. defaults in payment, under Rule 23.2;
- b. is suspended or terminated by any Applicable Member Organisation, or has sanctions imposed on them, in accordance with its constitutions and regulations; or
- c. is suspended or terminated by the [Organisation] Board, or has sanctions imposed under this Rule.

23.2 Default: If a Member has not paid [Organisation]'s Membership Fee (if any) (including any TNZ membership fee) or any other payments due to [Organisation] by the due date:

- a. [Organisation] will give the Member written notice of the payment(s) due and a further date for payment, being not less than twenty-one (21) Days from the date of the notice; and
- b. if payment is not made by the due date or other agreed date, the Member will be in default from that date and automatically terminated from Membership, unless the [Organisation] Board considers there are extenuating circumstances, and an agreed payment plan is reached with the [Organisation] Board. If the Member then defaults on the agreed payment plan, the Member will be in default and automatically terminated from Membership.

23.3 Suspension, Sanctions or Termination by the [Organisation] Board:

- a. In addition to the rights of TNZ under the TNZ Constitution a Member may be suspended for up to twelve (12) months, have other sanctions imposed or their Membership terminated if:
 - i. a Hearing Body, the Sports Tribunal, CAS or any other body having jurisdiction over a Member recommends such action or imposes a sanction;

- ii. the [Organisation] Board, or any individual(s) appointed by it, considers after reasonable enquiry, that the Member did not comply with this Constitution, a [Organisation] Regulation or any rule, code, standard, resolution, decision, policy, or procedure decided by the [Organisation]'s Board or at a [Organisation] General Meeting; or
 - iii. where the Member is an Individual Member; they are no longer Eligible to be a Member.
- b. Before any suspension, sanction or termination is imposed by the [Organisation] Board on a Member:
 - i. they shall be given twenty-one (21) Days' written notice of the proposal to suspend, impose a sanction or terminate the Member unless the proposal arises from a Member's failure to comply with any one or more of the applicable Membership criteria under this Constitution, in which case [three (3) months] written notice will be given; and
 - ii. has the right to be present, make submissions and be heard on the proposal to suspend, impose any sanction or to terminate the Member.
- c. A decision by the [Organisation] Board to suspend or impose a sanction on a Member is final and there is no right of appeal. A decision of the [Organisation] Board to terminate Membership may be appealed to a SGM called for that purpose in accordance with Rule 40.8 and may only be overturned by a Special Majority in favour of the motion at the SGM.

23.4 Reinstatement:

- a. Membership that has been terminated under this Constitution may be reinstated at the discretion of the [Organisation] Board, within such period as it considers appropriate, provided that any payments owing to any Applicable Member Organisations have been fully repaid. In deciding whether to reinstate a Member, the [Organisation] Board may take into account whether the matter giving rise to the termination has been rectified or remedied, or whether any sanction imposed has been served.
- b. Membership that has been terminated by decision of an Applicable Member Organisation may be reinstated in accordance with its constitution and regulations.
- c. Reinstatement to Membership under this Rule shall mean the individual or entity is reinstated to Membership of [Organisation] and the Applicable Member Organisations, without the need for separate application to each entity.

23.5 Consequences of Suspension or Termination of Membership: Where any Member's Membership is suspended or terminated by [Organisation] or an Applicable Member

Organisation, the following consequences apply to the Member for the period of the suspension, or indefinitely if terminated:

- a. the suspension or termination applies to the Member's Membership of all the Applicable Member Organisations;
- b. if the Member is suspended, they continue to be bound by this Constitution and the [Organisation] Regulations and the Applicable Member Organisations' constitutions and regulations including all of their obligations during the period of suspension;
- c. the Member forfeits all rights and entitlements it has as a Member under this Constitution, the [Organisation] Regulations and the Applicable Member Organisations constitutions and regulations;
- d. the Member shall not make any claim upon [Organisation] or any other Applicable Member Organisation, and their property, nor use any their property, including their Intellectual Property;
- e. if the Member is an individual, is not entitled to participate in any competition, tournament, activity, event, function, or meeting of, or held on behalf of [Organisation], or any Applicable Member Organisation (including any committee of any of them);
- f. if the Member is a Member Organisation, is not entitled (if it had the right to do so) to call, attend, be represented at, speak, or vote at any Applicable Member Organisation general meeting or resolution outside of a meeting; and
- g. if the Member is a Member Organisation, is not entitled to permit any of its Members or officials to participate in any event, tournament, activity, event, function, or meeting of, or held on behalf of, [Organisation] or any Applicable Member Organisation (including any committee of any of them).

PART III – GOVERNANCE AND MANAGEMENT

24. [Organisation] Officers

24.1 **Qualified:** Every [Organisation] Officer must, in writing, do the following to be qualified under the Act:

- a. consent to being an Officer; and
- b. certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act or under section 36B of the Charities Act 2005.

Guidance: Include the additional wording in orange if your organisation is or wishes to become a registered charity. Section 47 of the Act sets out disqualifying factors such as being under 16 years old, an undischarged bankrupt, a person who is prohibited from being a director under other legislation, a person who is disqualified from being an officer of a charity etc.

If a [Organisation] Officer ceases to be qualified, the individual will automatically be deemed to have vacated their office upon the occurrence of circumstance or the decision which

resulted in their disqualification. This Rule does not apply if the [Organisation] [manager or equivalent] becomes disqualified, in which case the terms and conditions of their employment or engagement with [Organisation] will apply.

24.2 Duties of [Organisation] Officers: [Organisation] Officers shall comply with their duties under the Act.

Guidance: Alternatively, in place of the above Rule, you can list the duties from the Act as follows:

An Officer:

- a. when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of [Organisation];
- b. must exercise a power as an Officer for a proper purpose;
- c. must not act, or agree to [Organisation] acting, in a manner that contravenes the Act or this Constitution;
- d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of [Organisation], the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- e. must not agree to the activities of [Organisation] being carried on in a manner likely to create a substantial risk of serious loss to [Organisation]’s creditors or cause or allow the activities of [Organisation] to be carried on in a manner likely to create a substantial risk of serious loss to [Organisation]’s creditors;
- f. must not agree to [Organisation] incurring an obligation unless the Officer believes at that time on reasonable grounds that [Organisation] will be able to perform the obligation when it is required to do so; and
- g. when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - i. an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - ii. a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person’s professional or expert competence; or
 - iii. any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer’s or subcommittee’s designated authority,if the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

24.3 **Cessation from Office:** An individual ceases to be an [Organisation] Officer, if the individual:

- a. resigns in accordance with the Act;
- b. becomes disqualified from being an [Organisation] Officer under the Act or the Charities Act 2005;

Guidance: Only include orange wording if your organisation is or wishes to become a registered charity.

- c. dies;
- d. if the [Organisation] Officer is a Board Member, is removed from office in accordance with Rule 35.2; or
- e. otherwise vacates their office resulting in a Casual Vacancy.

MANDATORY RULE: *Grounds for removal from office of officers is required to be in your constitution – sections 26(1)(f)(v) and 50(1)(b) of the Act.*

25. Board Role and Powers

25.1 **Role:** Except as specified otherwise in the Act or this Constitution, the [Organisation] Board is responsible for governing, managing, directing, and supervising the operation and affairs of [Organisation].

- 25.2 **Powers:** The [Organisation] Board has all the powers necessary to carry out its role. Except to the extent specified otherwise in the Act or this Constitution, the [Organisation] Board has the powers to do all things that are not expressly required to be undertaken at a General Meeting under this Constitution. The [Organisation] Board may also establish sub-committees to assist in fulfilling its responsibilities and may delegate specific powers or tasks to those sub-committees as it deems appropriate.

MANDATORY RULES: Functions and powers of the committee are required to be in your constitution – sections 26(1)(f)(iv) and 46 of the Act.

Guidance: This Rule sets out section 46 of the Act.

- 25.3 **[Organisation] Board and [Organisation] [manager or equivalent]:** The [Organisation] Board shall, through clearly defined delegations of authority, delegate to the [Organisation] [manager or equivalent] the day-to-day management, direction and supervision of the operations and affairs of [Organisation].

26. Composition of the Board

MANDATORY RULE: Number of members that must or may be on the committee is required to be in your constitution – sections 26(1)(f)(i) and 45 of the Act.

Guidance: You must have a minimum of 3 board (called a committee in the Act) members. Under section 45(3) of the Act a majority of your board members must be members or representatives of bodies corporate who are members. There is a 5-year exemption to this if your constitution expressly provides for the majority of the board to be made up of officers who are not Members or representatives of bodies corporate that are members – Rule 6, schedule 1, Incorporated Societies Regulations. The exemption ends on 5 October 2028. On re-registration organisations must indicate to the Registrar that they do not comply with section 45(3) and are relying on the exemption. It's important to notify the Registrar, so that MBIE can then understand the number and nature of organisations that have this level of independence on their board and support Sport New Zealand Ihi Aotearoa in advocating for a permanent exemption from the section 45(3) requirement.

The following board composition is recommended by TNZ.

- 26.1 **Composition:** Subject to this Constitution the [Organisation] Board shall comprise of eight (8) Board Members, as follows:
- four (4) Elected Board Members, elected in accordance with Rule 30.1; and
 - four (4) Appointed Board Members, appointed by the [Organisation]'s BAP in accordance with Rule 30.2.
- 26.2 **Co-option:** The [Organisation] Board may co-opt one (1) additional Board Member, for a term of no more than three (3) years, if it considers it needs specific skills, experience, or attributes to complement those of the Elected Board Members and Appointed Board Members. Any such co-opted Board Member is a non-voting Board Member but every other reference to a Board Member in this Constitution shall include any co-opted Board Member, unless stated otherwise.

President, Secretary, Treasurer: Guidance: Given it can be difficult to fill specific roles (e.g. secretary and treasurer), a modern governance approach that can be more effective is to elect a board to ensure all functions are performed and allow the board to assign people to positions/tasks as needed. This template does not include a president, secretary or treasurer on the board, but you may choose to include these positions on your board.

27. Eligibility to be a [Organisation] Board Member

- 27.1 An individual will not be eligible to be, or otherwise hold or remain in office, as [Organisation] Board Member if:
- a. the qualification requirements of being an Officer (under the Act) are not met; and
 - b. any of the circumstances described in Rule 27.2 occur to that individual.
- 27.2 The following individuals are disqualified from being elected, appointed, or to otherwise hold or remain in office, as a [Organisation] Board Member:
- a. **Member Ineligibility:** an individual who is not Eligible to be a Member (under Rule 11.2);
 - b. **Employee:** an individual who is a paid employee of [Organisation], or an Applicable Member Organisation, or a contractor in an equivalent position, unless as a condition of becoming a [Organisation] Board Member they resign from or terminate such employment or contract;
 - c. **Suspended or Terminated Member:** an individual who has been suspended or terminated from Membership of any Applicable Member Organisation under this Constitution, any Previous Constitution or the constitution or previous constitution of any Applicable Member Organisation; unless their Membership has been reinstated by [Organisation] or any Applicable Member Organisation in accordance with this Constitution or the constitution of the Applicable Member Organisation; or,
 - d. **Removed [Organisation] Board Member:** an individual who has been removed as a Board Member of [Organisation] (under Rule 35).
- 27.3 **Vacation of Office Deemed:** If any of the circumstances in Rules 27.1 or 27.2 occur to a [Organisation] Board Member while they are in office, they will be automatically deemed to have vacated their office as a [Organisation] Board Member upon the occurrence of the circumstance.

28. [Organisation] Board Chair [/President] and Deputy Chair

Guidance: If your Board Chair and President are the same person, use Option 1. If your Board Chair is a separate position use Option 2.

Option 1 – Where the Board Chair/President are the same position:

- 28.1 **Board Chair Ex Officio President:** The [Organisation] Board Member appointed as Board Chair under Rule 28.2 also holds the office of President of [Organisation] *ex officio* for the term of their appointment.
- 28.2 **Appointment:** At the first [Organisation] Board meeting following each AGM, the [Organisation] Board shall appoint one (1) of the Board Members to be the Board Chair/President and another to be the Deputy Chair for the period from that meeting until the [insert when their term ends e.g. the conclusion of next AGM]. If a Casual Vacancy arises in the position of the Board Chair/President or Deputy Chair, the [Organisation] Board shall appoint another Board Member to the vacant position for the balance of the term for the Chair's position.

Option 2 – Where the Board Chair and President are separate positions. See Rule 36 for appointment of the President:

- 28.1 At the first [Organisation] Board meeting following each AGM, the Board shall appoint one (1) of the Board Members to be the Board Chair and another to be the Deputy Chair for the period from that meeting until the [insert when their term ends e.g. the conclusion of next AGM]. If a Casual Vacancy arises in the position of the Board Chair or Deputy Chair, the [Organisation] Board shall appoint another Board Member to the vacant position for the balance of the term for the Chair's position.

29. Term of Office

MANDATORY RULE: *Term of office of officers is required to be in your constitution – section 26(1)(f)(iii) of the Act 2022.*

- 29.1 **Term:** Subject to this Constitution, the term of office for all [Organisation] Board Members is three (3) years:
- beginning, at the commencement of the first [Organisation] Board meeting held after the AGM following which they were elected, or if appointed, the first [Organisation] Board meeting held after their appointment by the [Organisation] BAP; and
 - ending immediately prior to the first [Organisation] Board meeting following the AGM held three (3) years after the commencement of their term.
- 29.2 **Staggered Terms:** Subject to Rule 55, every year there shall either be two (2) or three (3) Board Members who vacate their office at the end of their Term or due to a Casual Vacancy, as follows:
- one (1) Elected Board Member and two (2) Appointed Board Members in one year;
 - two (2) Elected Board Members and one (1) Appointed Board Member the next year; and

- c. one (1) Elected Board Member and one (1) Appointed Board Member in the following year.

Guidance: A rotation or staggering of terms of office is useful to minimise the risk of too many board members having terms that end at the same time and to support continuity of governance and stability of your organisation by retaining some experienced people on your board. The above example will need adjusting if you have a different number of board members or split of elected and appointed board members. If your organisation does not currently have a rotation or has a different rotation, then a transition rule will need to be included to set out how to get from the current structure to the new rotation.

- 29.3 **Maximum Term:** Board Members who are re-appointed or re-elected to the [Organisation] Board for a consecutive term or terms (whether as an Elected Board Member or an Appointed Board Member), will only be eligible to serve a maximum of three (3) consecutive terms of office or nine (9) consecutive years in office. This includes any consecutive terms of office on the Previous [Organisation] Board. A [Organisation] Board Member who has reached the maximum term may seek re-election or re-appointment to the [Organisation] Board after a stand-down period of one (1) year.

Guidance: Having a maximum term of office is considered best practice to avoid the same board members being on the board following successive re-election or re-appointment. It allows for fresh perspectives and diversity of members to join the board. Adjust wording if you only have elected board members.

30. [Organisation] Board Election and Appointment Process

MANDATORY RULE: Election or appointment of officers is required to be in your constitution – section 26(1)(f)(ii) of the Act.

Guidance: This template sets out the recommended appointment process of the appointed board members (via a board appointments panel) after the election of the elected board members to fill any gaps in skills, experience or diversity from those who were elected (as is the case for the TNZ Board).

- 30.1 **Election of Board Members:** Subject to Rule 55 and Rule 32.2, the Elected Board Members shall be elected by the following process:
- no later than ninety (90) Days prior to each AGM, the [Organisation] [manager or equivalent] shall notify the Voting Members of the Elected Board Member positions that are or will become vacant;
 - the nomination process, and the assessment of nominees by the [Organisation] BAP, shall be undertaken as specified in the [Organisation] Regulations;
 - the [Organisation] BAP shall assess the nominees and decide on those nominees it considers are suitable for the vacant Elected Board Member positions in accordance with Rule 32.2 (referred to as “Suitable Nominees”). The [Organisation] BAP may decide on such number of Suitable Nominees as it sees fit including more or less than the number of vacant Elected Board Member positions. Any nominee who is not considered to be a Suitable Nominee will be informed of that individually by the convenor of the [Organisation] BAP and their nomination will be deemed to be withdrawn. The Voting Members will be notified of the Suitable Nominees for election at the same time as the agenda is sent to them (under Rule 40.6);

- d. at the AGM, each Voting Delegate who is present and entitled to vote may cast their vote for one Suitable Nominee for each of the Elected Board Member position(s) which are vacant;
- e. an election shall be held even if there are the same or a lesser number of Suitable Nominees as there are vacancies for the position(s) of Elected Board Members, provided that in this case each Suitable Nominee shall receive a Majority of votes in their favour to be elected;
- f. except where Rule 30.1e applies, in all other cases the Suitable Nominees who receive the highest number of votes cast for the number of Elected Board Member position(s) that are vacant, will be elected;
- g. if votes are tied for an Elected Board Member position between the highest polling Suitable Nominees, a second round of voting between those tied Suitable Nominees shall be undertaken, to find the Suitable Nominee with the highest number of votes and if votes are tied after that second round of voting, the Chair shall decide which of those tied Suitable Nominees will be the Elected Board Member; and
- h. if there are no Suitable Nominees, or a Majority of votes is not received where Rule 35.1(e) applies, for a vacant Elected Board Member position, it shall remain vacant and will be a Casual Vacancy (under Rule 31).

30.2 Appointment of Appointed Board Members: Subject to Rule 55 and Rule 32.2, the Appointed Board Members shall be appointed by the following process:

- a. no later than ninety (90) Days prior to each AGM, the [Organisation] [manager or equivalent] shall notify the Voting Members of the Appointed Board Member positions that are or will become vacant;
- b. the process for advertising vacant positions, the application process, and the assessment of the applicants by the [Organisation] BAP, shall be as specified in the [Organisation] Regulations;
- c. the [Organisation] BAP shall assess the applicants in accordance with Rule 32.2 and as specified in the [Organisation] Regulations;
- d. after each AGM, the [Organisation] BAP will decide the applicant or applicants to appoint to any vacant Appointed Board Member positions, in accordance with Rule 32.2f and the [Organisation] Regulations; and no later than fourteen (14) Days after the AGM, send a written report to the [Organisation] [manager or equivalent] notifying them of those appointments in accordance with Rule 32.2g;
- e. the convenor of the [Organisation] BAP shall notify the individuals appointed as Appointed Board Member(s); and
- f. [Organisation] [manager or equivalent] shall notify all the Voting Members of the individuals who have been appointed as Appointed Board Members.

- 30.3 **Positions Unfilled:** In the event there are insufficient nominations or applications for any vacant Board Member positions, or in the case of Appointed Board Members there are, in the opinion of the [Organisation] BAP no suitable applicants, Rule 31 shall apply.

31. Casual Vacancies

- 31.1 If a Casual Vacancy arises in the position of a [Organisation] Board Member within six (6) months of the date scheduled for the AGM for that year, the remaining [Organisation] Board Members may either leave the position vacant until the AGM or request the [Organisation] BAP to fill the vacancy by appointing an individual who is eligible to be a Board Member under Rule 27. If the Casual Vacancy filled under this Rule, is for an Elected Board Member position, the term of office shall be until the AGM, at which time an election will be held for that position for the balance of the term of the originally vacated position. If the Casual Vacancy filled under this Rule is for an Appointed Board Member, the term of office for that position is for the balance of the term of the vacated position.
- 31.2 If a Casual Vacancy arises in the office of a Board Member, more than six (6) months before the date scheduled for the AGM for that year, the following process applies:
- a. if the vacancy arises in an Appointed Board Member position, the [Organisation] BAP shall fill it as soon as practicable following the process in Rule 30.2. Adjustments to the process, including timing, may be made by the [Organisation] Board, and the appointment shall take effect upon the [Organisation] BAP's decision; or
 - b. if the vacancy arises in an Elected Board Member position, it shall be filled following the process in Rule 30.1 at a General Meeting or a Resolution Outside of a Meeting. Adjustments to the process, including timing, may be made by the [Organisation] Board.

In either case, a Casual Vacancy filled under this Rule 31.2 shall be filled for the balance of the term of the vacated position.

32. [Organisation] Board Appointments Panel ([Organisation] BAP)

- 32.1 **Role:** The role of the [Organisation] BAP is to make independent assessments of nominees and applicants for vacant [Organisation] Board Member positions by undertaking its responsibilities under this Constitution and the [Organisation] Regulations.
- 32.2 **Responsibilities:** The responsibilities of the [Organisation] BAP are to:
- a. identify and invite suitable nominees and applicants to apply for any vacant Board Member positions, which vacancies must be notified and advertised in accordance with the [Organisation] Regulations;
 - b. independently assess nominations and applications, including undertaking such enquiries, interviews and due diligence on nominees and applicants, as it sees fit;
 - c. comply with the process and timetable for its decisions in accordance with this Constitution and as specified in the [Organisation] Regulations;

- d. for the vacant Elected Board Member positions, decide on the nominees it considers are Suitable Nominees for the [Organisation] Board by taking into account any relevant factors and other requirements specified in the [Organisation] Regulations;
- e. prepare a written report for each AGM setting out the process it has undertaken for the vacant Elected Board Member positions; the nominees it considers are Suitable Nominees and the reasons for its decisions;
- f. as soon as practicable following each AGM, appoint individuals to be Appointed Board Members that it considers are best suited for the vacant positions, taking into account any relevant factors and other requirements specified in the [Organisation] Regulations; and
- g. prepare a written report for the [Organisation] Board as soon as practicable following each AGM setting out the process it has undertaken for the vacant Appointed Board Member positions; the individuals it has appointed and the reasons for its decisions.

32.3 Composition: The [Organisation] BAP shall comprise of the following individuals (who must each be eligible under Rule 32.5):

- a. the Board Chair/ President, or if they are seeking re-election or re-appointment to the [Organisation] Board, another Board Member as decided by the [Organisation] Board, (who is not seeking re-appointment or re-election to the [Organisation] Board);
- b. one (1) individual who is the Members' Representative appointed in accordance with Rule 32.4;
- c. one (1) individual appointed by the [Organisation] Board, who is independent of [Organisation] and is suitably skilled, qualified, or experienced to carry out the functions of the [Organisation] BAP, taking into account the skills, qualifications and experience of the other [Organisation] BAP members; and
- d. if specified in the [Organisation] Regulations, one (1) other individual as decided by the [Organisation] Board to bring specific knowledge, experience or diversity to the [Organisation] BAP.

32.4 Appointment of Members' Representative:

- a. Prior to each AGM, the Voting Members will, in the manner decided by agreement between them, call for expressions of interest for individuals to be proposed as the Members' Representative; identify suitable individuals and then decide on an individual to be the Members' Representative on the [Organisation] BAP. [Organisation] will provide advice and support for this process as requested.
- b. If the Voting Members cannot decide on the Members' Representative there shall be an election by vote of the Voting Delegates at the AGM from amongst those individuals proposed for this position. The individual who is the highest polling candidate will be elected as the Members' Representative.
- c. The Members' Representative cannot be a [Organisation] Board Member, [Organisation] Officer or a board member or employee of a Voting Member.

- d. **The term of a Member Representative is for one (1) year, but** the individual may be re-appointed for further terms by the Voting Members, up to a maximum of three (3) consecutive terms.
- 32.5 **Panel Eligibility:** No individual will be eligible to be a member of the [Organisation] BAP, or to remain on it, if the individual would not be Eligible to be a [Organisation] Board Member. In addition, no member of the [Organisation] BAP may seek appointment as a [Organisation] Board Member while in office as a member of the [Organisation] BAP. If a member of the [Organisation] BAP does not remain Eligible to be a [Organisation] Board Member while they are in office, they will automatically be deemed to have vacated their office upon the occurrence of the circumstance or the decision of the relevant authority, which made them not Eligible to be a [Organisation] Board Member.
- 32.6 **Appointment, Tasks and Procedures of the [Organisation] BAP:** The process for appointment of the [Organisation] BAP (including its convenor), the [Organisation] BAP members' term of office, the timing and procedures of the [Organisation] BAP and other matters related to it, will be specified in the [Organisation] Regulations. The [Organisation] BAP members shall comply with this Constitution and the [Organisation] Regulations.
- 32.7 **Vacancies on Panel:** Any Casual Vacancy that arises in the membership of the [Organisation] BAP shall be filled with a replacement member appointed in accordance with Rule 32.3. If a Casual Vacancy arises in the Members' Representative on the [Organisation] BAP, the process in Rule 32.4 will apply, except that if an election is required, it shall be undertaken by Resolution Outside of a Meeting.

33. [Organisation] Board Meetings and Procedures

- 33.1 **Calling and Notice of Meetings:** [Organisation] Board meetings may be called on reasonable notice at any time by the Board Chair or two (2) Board Members with notice generally being not less than fourteen (14) Days' and not less than one (1) Day depending on the urgency. Generally, the [Organisation] Board shall meet regularly as agreed by the [Organisation] Board.
- 33.2 **Procedure:** Except to the extent specified in this Constitution and the [Organisation] Regulations, the [Organisation] Board may regulate its own procedure.
- 33.3 **Method of Meetings:** A meeting of the [Organisation] Board may be held by a quorum of [Organisation] Board Members (under Rule 33.5):
- a. being physically present together at the time and place appointed for the [Organisation] Board's meeting;
 - b. participating in the meeting by means of audio link, audiovisual link or other electronic means; or
 - c. by any one (1) or more [Organisation] Board Members attending by a combination of both the methods in Rule 33.3a and Rule 33.3b.

33.4 Resolutions Outside of Meetings: A resolution in writing, signed or consented to by email or other form of visible or other electronic communication, by approval of a Majority of the [Organisation] Board Members will be valid as if it had been passed at a meeting of the [Organisation] Board.

33.5 Quorum: For a [Organisation] Board meeting, or a Board resolution outside of a meeting, the quorum is fifty percent (50%) (rounded up to the nearest whole number) of the total number of [Organisation] Board Members **which shall include not less than one Elected Board Member**. A co-opted Board Member shall not be counted in the quorum. A Member is present by attending or participating in accordance with Rule 33.3 or Rule 33.4, as applicable.

Guidance: Adjust rule if the number of board members is not eight (8) or you do not have a co-opted board member or any appointed board members. Even if both appointed and elected board members are on the board the suggestion of having at least one elected board member is optional.

33.6 Voting: Each [Organisation] Board Member (excluding any co-opted Board Member) is entitled to one (1) vote on every motion or resolution at any [Organisation] Board meeting or on any Board resolution outside of meeting. Voting at [Organisation] Board meetings will usually be by voice, show of hands or, if requested by any [Organisation] Board Member, secret ballot. Proxy voting is not permitted at [Organisation] Board meetings. In the event votes are tied, the Chair of the meeting is entitled to a casting vote.

33.7 Majority: Unless specified otherwise in this Constitution, a motion or resolution of the [Organisation] Board shall be approved if a Majority of [Organisation] Board Members are in favour of it.

34. Interests and Conflicts of Interest

Guidance: A conflict of interests' regime under the Act applies to your organisation by default, but certain sections can be modified, negated or limited (sections 63, 64, 65(1) and 73). This is an example of an interest's regime. It is optional to include, but it is worthy of inclusion as a ready reference for when an interest arises.

34.1 Register of interests: The [Organisation] Board must keep a register of interest disclosures made by [Organisation] Officers.

34.2 Duty to disclose interest: A [Organisation] Officer who is Interested in a Matter relating to [Organisation] must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the [Organisation] Board, as soon as practicable after the Officer becomes aware that they are Interested in the Matter and include it in the register of interests.

34.3 Consequences of being interested: A [Organisation] Board Member who is Interested in a Matter:

- a. must not vote or take part in a decision of the [Organisation] Board relating to the Matter, unless all non-interested [Organisation] Board Members consent;

Guidance: Default position under section 64(1)(a) and 64(2) of the Act.

- b. must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested [Organisation] Board Members consent;

Guidance: Default position under section 64(1)(b) and 64(2) of the Act.

- c. must not take part in any [Organisation] Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested [Organisation] Board Members consent;

Guidance: Default position in section 64(1)(c) of the Act is that an interested board member may take part in discussions unless the board decides otherwise. This Rule modifies that position so an interested board member cannot take part in discussions unless the board agrees.

- d. may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Guidance: Default position under section 64(2)(a) of the Act.

- 34.4 **Calling of SGM:** Despite Rule 34.3, if fifty percent (50%) (rounded up to the nearest whole number) or more of the total number of [Organisation] Board Members are Interested in a Matter, a SGM must be called (under Rule 40.8) to consider and determine the Matter.

Guidance: Default position under section 64(3) of the Act but can be modified or negated. It may be a rare occurrence for more than half of board members to be interested, so the requirement to call a SGM in those circumstances would be appropriate.

- 34.5 **Notice of failure to comply:** The [Organisation] Board must notify Members of a failure to comply with section 63 or 64 of the Act (reference Rules 34.1 and 34.2), and of any transactions affected, as soon as practicable after becoming aware of the failure.

Guidance: Default position under section 65(1) of the Act.

35. Suspension and Removal of [Organisation] Board Member

- 35.1 **Suspension:** If a [Organisation] Board Member is alleged to have, given notice of, or charged with any of the following, the remaining [Organisation] Board Members may suspend them from the [Organisation] Board, pending the determination of the allegation, notice or charge. A suspension may only be imposed following reasonable enquiries by the [Organisation] Board and giving the [Organisation] Board Member concerned a right to be heard:

- a. a [Organisation] Board Member is alleged to have been involved in, or is charged with, or is given notice by the relevant authority of a proposal to make an order or finding against that Board Member of any circumstances which if made will result in them not being Eligible to be a [Organisation] Board Member;
- b. a [Organisation] Board Member is given notice as a Member under Rule 23 of a proposal to suspend, terminate or impose any other sanction on that individual as a Member;
- c. a [Organisation] Board Member is given notice of a proposal by, or a decision of, an Applicable Member Organisation, to suspend, terminate or impose any other sanction on that individual as a Member; or
- d. a [Organisation] Board Member is alleged to have breached any of the duties as a [Organisation] Officer under Rule 24.2.

35.2 Removal of a Board Member:

- a. A [Organisation] Board Member may be removed from the [Organisation] Board before the expiration of their term of office if the [Organisation] Board considers, by Special Majority, that the [Organisation] Board Member:
 - i. has materially breached any of their duties in Rule 24.2;
 - ii. did not, or is unable to, materially comply with this Constitution, the [Organisation] Regulations or any rule, code, standard, resolution, decision, policy, or procedure decided by the General Meeting or the [Organisation] Board;
 - iii. has engaged in Misconduct or acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of [Organisation];
 - iv. has brought [Organisation] into disrepute; or
 - v. has been suspended or terminated as a Member, or had a sanction imposed, by a Member Organisation, or TNZ.
- b. Before any decision for removal is made by the [Organisation] Board, the [Organisation] Board Member concerned shall:
 - i. be given no less than fourteen (14) Days' written notice by the [Organisation] Board of the proposal to remove them;
 - ii. has the right to make written submissions in advance of the decision; and
 - iii. has the right to be present, make submissions and be heard by the [Organisation] Board.

36. President, Honorary Vice-President or Patron etc

- 36.1 **Role:** The role of the President is to [insert (e.g. in co-operation with the [Organisation] Board/Chair to be a figurehead of [Organisation])]. The role of the Honorary-Vice President is to [insert etc.]
- 36.2 **Process for Appointment:** The process for the appointment of the [insert position or positions] shall be specified in the [Organisation] Regulations.
- 36.3 **Eligibility:** Any person seeking to be, or to remain as, [President, or insert other positions] must be Eligible under Rule 27 on the same basis as that is applicable to [Organisation] Board members.
- 36.4 **Term:** The term of office for the [position] is [insert term e.g. one (1) year] commencing [insert e.g. at the conclusion of the AGM at which they are appointed] and ending [insert e.g. the conclusion of the next AGM].

36.5 **Rights and Obligations:** The [position] has [insert the rights and entitlements e.g. the same rights, entitlements and obligations as a [Organisation] Life Member and is entitled to attend official functions and events of [Organisation]].

36.6 **Casual Vacancy:** If a Casual Vacancy arises in the office of the [position], the position shall [insert how/when filled].

Guidance: Adjust this rule to suit the various positions your organisation has that are not on the board.

37. [Organisation] [manager or equivalent]

Guidance: This rule should be included even if the RTO manager or equivalent is a voluntary position. The word “engaged” covers a voluntary appointment. If there is no equivalent position, this Rule can be deleted.

37.1 **Role:** There shall be a [Organisation] [manager or equivalent] of [Organisation] who is employed or engaged for such term and on such terms and conditions as the [Organisation] Board decides.

37.2 **Directions:** The [Organisation] [manager or equivalent] is directed by the [Organisation] Board and is responsible for the day-to-day management of [Organisation] in accordance with this Constitution, the [Organisation] Regulations, any applicable standards, rules, codes, policies, and procedures of [Organisation] and any resolutions and decisions of the Voting Members at a General Meeting or in a Resolution Outside of a Meeting and the [Organisation] Board. They shall act within the authority and limitations set by the [Organisation] Board.

37.3 **Attendance at [Organisation] Board Meetings:** The [Organisation] [manager or equivalent] shall attend all [Organisation] Board meetings unless otherwise required by the [Organisation] Board but has no voting rights.

38. Contact Person

At its first meeting following each AGM, the [Organisation] Board shall appoint or reappoint not less than one (1), and a maximum of three (3), individuals to be [Organisation]’s contact person(s), under the Act.

MANDATORY RULE: *How the contact person(s) will be elected or appointed is required to be in your constitution – sections 26(1)(g) and 113 of the Act.*

Guidance: This template suggests the board appoints a contact person, but this position could be elected or be part of another established position.

39. Indemnity and Insurance

Guidance: Sections 94 – 98 of the Act regulates indemnities and insurance for officers, members and employees. The board may wish to consider the use of specific indemnity insurance and seek specialist advice on the suitability and extent of insurance cover.

39.1 [Organisation] indemnifies its current and former [Organisation] Officers, Members and employees as permitted by the Act.

Guidance: You may not indemnify for criminal liability or a liability that arises out of a failure to act in good faith and in what the officer, member, or employee believes to be the best interests of the organisation.

- 39.2 [Organisation] may effect insurance for its current and former [Organisation] Officers, Members and employees as permitted by the Act, if approved by the [Organisation] Board.

Guidance: Section 97 of the Act requires that the officers who vote in favour of authorising the insurance must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the organisation.

- 39.3 [Organisation] is authorised to indemnify an Officer under the Act or effect insurance for an Officer under the Act for the following matters:

- a. liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act, namely:
 - duty of officers to act in good faith and in best interests of society
 - duty to exercise powers for proper purpose
 - duty to comply with the Act and this constitution
 - officer's duty of care
 - duty relating to activities that create substantial risk of serious loss to creditors
 - duty not to agree to the society incurring an obligation unless the officer believes at that time on reasonable grounds that the society will be able to perform the obligation when it is required to do so.
 - Duty in relation to use of information and advice
- b. or any other duty imposed on the Officer in their capacity as an Officer; and
- c. costs incurred by the Officer for any claim or proceeding relating to that liability.

Guidance: Consider carefully if you wish to indemnify or effect insurance for officers for a failure to comply with their officers' duties under sections 54 – 61 of the Act. If you do, this must be expressly authorised by your constitution.

PART IV - GENERAL MEETINGS

40. Meetings of Members

- 40.1 **Annual General Meeting (AGM):** [Organisation] shall hold an AGM not later than six (6) months after the end of each Financial Year and not later than fifteen (15) months after the previous AGM, at a date, time and place decided by the [Organisation] Board.

MANDATORY RULE: Intervals between AGMs are required to be in your constitution – sections 26(1)(k)(i) and 84 of the Act.

- 40.2 **Special General Meeting (SGM):** Any other General Meeting of the Members is a SGM.

40.3 Method of General Meetings: A General Meeting may be held by a quorum of Delegates (under Rule 40.13, by any one of the following methods (as decided by the [Organisation] Board)):

- a. being physically present together at the time and place appointed for the meeting;
- b. participating in the meeting by means of audio link, audiovisual link or other electronic means; or
- c. by a combination of both the methods in Rule 40.3a(i) and Rule 40.3a(ii).

Participation by any of these methods will count as the presence of that individual at the meeting for the purposes of this Constitution.

Guidance: Section 87 of the Act allows for this, subject to your constitution, so if you wish to prohibit attendance by some of these methods, do so here.

40.4 Notice of AGM: The [Organisation] [manager or equivalent] shall give not less than ninety (90) Days' written notice of an AGM to the [Organisation] Officers, the [Organisation] Board, Member Organisations, [Organisation] Life Members and all other Members. Notice to non-voting Members of an AGM may be given by posting it on the [Organisation] Website. The notice shall specify:

- a. the date, time, and place and/or the method by which the AGM is to be held;
- b. the date and time by which notification of the Delegates and Members wishing to attend, is to be received by the [Organisation] [manager or equivalent]; and
- c. the process and closing date(s) for Voting Members to submit (in writing) to the [Organisation] [manager or equivalent] any items of business (under Rule 40.5).

MANDATORY RULE: *Manner of calling general meetings is required to be in your constitution – section 26(1)(k)(iv) of the Act. The time within which, and manner in which, notices of general meetings and notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi) of the Act.*

40.5 Items for AGM Business: Subject to this Rule, any proposed motions or resolutions; nominations for positions to be elected or appointed at the AGM and any other business proposed by the [Organisation] Board, must be received by the [Organisation] [manager or equivalent] by the closing dates specified in the Notice of the AGM (Rule 40.4). These closing dates shall not be less than thirty (30) Days before the date set for the AGM, except for motion(s) or resolutions(s) to amend this Constitution, which must be received by the [Organisation] [manager or equivalent] not less than forty-two (42) Days before the date set for the AGM.

MANDATORY RULE: *Time within which, and manner in which, notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi) of the Act.*

40.6 AGM Agenda:

MANDATORY RULE: *Time within which, and manner in which, notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi) of the Act.*

- a. Not less than twenty-one (21) Days' written notice of the agenda for each AGM shall be given by the [Organisation] [manager or equivalent] to the [Organisation] Officers, the [Organisation] Board, Member Organisations, [Organisation] Life Members and all other

Members. The agenda shall set out the business to be discussed at the AGM in accordance with Rule 40.7. The agenda shall set out the business to be discussed at the AGM in accordance with Rule 40.7. All relevant information required to inform the business set out in Rule 40.7 shall be provided to Members with the agenda.

- b. Additional items of business not listed on the agenda cannot be voted on at the AGM but may be discussed if a Majority agree to do so at the meeting.
- c. The agenda for an AGM may be notified to non-voting members by posting it on [Organisation]'s Website.

40.7 Business of AGM: The following business shall be considered at each AGM in the order decided by the Chair:

- a. approval of the minutes of the previous AGM and any SGMs held since the previous AGM;
- b. presentation on the previous Financial Year of:
 - i. the Annual Report;
 - ii. [audited or reviewed] Annual Financial Statements of the preceding Financial Year;
 - iii. the [Auditor's or Reviewer's] report on the Annual Financial Statements for the preceding Financial Year;

Guidance: Include if the financial statements are required to be audited or reviewed by law, or the board requires it. Section 106 of the Act requires the auditor to report to members on the audited financial statements. The audit requirement arises for:

- a non-charity, if in each of the 2 preceding accounting periods, the total operating payments of the organisation and all entities it controls (if any) is \$3m or more – Rule 16, Incorporated Society Regulations;
- a **charity** if it is 'large', if in each of the 2 preceding accounting periods, the total operating expenditure of the organisation and all entities it controls (if any) is \$1.1m or more. If it is not 'large' but in each of the 2 preceding accounting periods the total operating expenditure of the organisation and all entities it controls (if any) is \$550,000 or more, the charity is 'medium' and must have their financial statements audited or reviewed by a qualified auditor. See sections 42C, 42D, Charities Act 2005.

- iv. disclosures of any conflicts of interests made by [Organisation] Officers;
- c. approval of any Major Transactions recommended by the [Organisation] Board;
- d. election for any vacant Elected Board Member positions;
- e. appointment or election (if required) of the Members' Representative on the [Organisation]'s BAP;
- f. approval of the [Auditor or Reviewer] for the next Financial Year;

Guidance: see note above re auditor.

- g. election [or appointment] of the [President, Honorary Vice-President or Patron etc] [as recommended by the [Organisation] Board];
- h. appointment of any [Organisation] Life Members as recommended by the [Organisation] Board;
- i. approval of any [Organisation] Membership Fee in accordance with Rule 20.1;
- j. any motion or resolution(s) proposing to amend this Constitution; and
- k. any other items of business that have been properly submitted for consideration.

MANDATORY RULE: Information that must be presented at general meetings is required to be in your constitution – sections 26(1)(k)(ii) and 86 of the Act. Section 86 of the Act requires the annual report, annual financial statements, and notice of disclosure of conflicts of interest to be presented at each AGM.

- 40.8 **Calling a SGM:** The [Organisation] [manager or equivalent] shall call a SGM as soon as reasonably practicable after receiving a written request from the [Organisation] Board or [insert percentage or portion e.g. 1/3rd] or more of the total number of Voting Members entitled to vote. This request shall state the purpose for which the SGM is being requested and include the proposed motion(s) or resolution(s) to be voted on.

MANDATORY RULE: Manner of calling general meetings is required to be in your constitution – section 26(1)(k)(iv) of the Act. The time within which, and manner in which, notices of general meetings and notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi) of the Act.

- 40.9 **Notice of SGM:** Not less than thirty (30) Days' written notice of a SGM shall be given by the [Organisation] [manager or equivalent] to the [Organisation] Officers, the [Organisation] Board, Member Organisations, [Organisation] Life Members and all other Members, unless the purpose of the SGM is to propose amendments to this Constitution, in which case not less than forty-two (42) Days' notice must be given. This notice may be given by posting it on [Organisation]'s Website. It shall only deal with the business for which the SGM is requested and shall include:

- a. the date, time, and place and/or the method by which the meeting is to be held (as decided by the [Organisation] Board);
- b. the date and time by which notification shall be received by the [Organisation] [manager or equivalent] of the names of the [Organisation] Officers, Delegates, [Organisation] Board Members, [Organisation] Life Members and Members, who will be attending the SGM; and
- c. the proposed motion(s) or resolution(s) that are permitted, and properly submitted for consideration.

MANDATORY RULE: Manner of calling general meetings is required to be in your constitution – section 26(1)(k)(iv) of the Act. The time within which, and manner in which, notices of general meetings and notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi) of the Act.

40.10 Attendees at General Meetings: The following individuals are entitled to attend a General Meeting:

- a. two (2) delegates representing each LTP (and its Members), who may attend, speak (including moving and seconding motions or resolutions) and vote (in accordance with Rule 41) at the General Meeting. One (1) of these Delegates shall be appointed by each LTP as the Voting Delegate for the meeting;
- b. two (2) Delegates representing each Club (and its Members) if such Club is not a member of a LTP, who may attend, speak (including moving and seconding motions or resolutions) and vote (in accordance with Rule 41) at the General Meeting. One (1) of these Delegates shall be appointed by each Club as the Voting Delegate for the meeting;
- c. two (2) Delegates representing each LAO who may attend, speak (including moving and seconding motions or resolutions) and vote (in accordance with Rule 41) at the General Meeting. One (1) of these Delegates shall be appointed by each LAO as the Voting Delegate for the meeting;
- d. [Organisation] Life Members, who may attend, speak (including moving and seconding motions or resolutions) and vote (in accordance with Rule 41) at the General Meeting;
- e. [Organisation] Board Members, [Organisation] [manager or equivalent] and [the President, Honorary Vice-President or Patron etc] who may attend and speak at General Meetings but have no right to move or second motions or resolutions (other than a [Organisation] Board Member authorised to do so on behalf of the [Organisation] Board) nor to vote or hold a proxy for any Voting Member (except the Chair under Rule 41.7);
- f. any Member, or representative of a Non-Voting Member Organisation, who may attend (at their own cost). They are not entitled to speak (unless invited to do so by the Chair of the General Meeting), move or second motion or resolutions, vote nor hold a proxy for any Voting Member. At least three (3) Working Days before the date of the General Meeting; they shall notify the [Organisation] [manager or equivalent] of their proposed attendance;
- g. any other individuals invited by the [Organisation] Board, including [Organisation] employees may attend General Meetings. They may speak only if invited to do so by the Chair of the General Meeting and are not entitled to move or second motions or resolutions, to vote or hold a proxy for any Voting Member; and
- h. any other individual entitled to do so by law or under the Act.

Guidance: Under the Act all Members (including individual members) have a right to attend an AGM unless, your organisation has 1,000 or more members at the time that an AGM is called, your constitution may restrict that to delegates or other representatives of members – Rule 14 of the Incorporated Societies Regulations. There is also a 5-year exemption if, as at 4 October 2023, your current constitution included a restriction on attendance at AGMs to delegates or other representatives of Members – Rule 7 of schedule 1, Incorporated Societies Regulations. That 5-year exemption runs until 5 October 2028. If your membership numbers are less than 1,000 at the time of the AGM, then all members are entitled to attend the AGM or a SGM. If life members do not have voting rights, remove Rule 40.10d and include reference to them in Rule 40.10e.

40.11 Delegates: The following applies to Delegates:

- a. **Appointment:** each LTP, and each Club which is not a Member of a LTP, which are Financially Current with [Organisation], is entitled to appoint two (2) Delegates each for each General Meeting, each of whom shall hold office with the LTP or Club respectively. One of these Delegates shall be designated by each LTP or Club to be its Voting Delegate. Each LAO which is not a Member of a LTP, which is Financially Current with [Organisation], is entitled to appoint one (1) Voting Delegate. [Organisation] Officers and [Organisation] Life Members cannot be Delegates.
- b. **Notice:** notice of the Delegates' appointments, (signed by an authorised representative of the Voting Member which each Delegate represents), shall be received by the [Organisation] [manager or equivalent] not less than three (3) Working Days before each General Meeting. Voting Members may replace their Delegate(s) by giving written notice to the [Organisation] [manager or equivalent] (signed by an authorised representative of their Voting Member) prior to the commencement of the meeting.
- c. [Organisation] Life Members shall be entitled to represent themselves at General Meetings and are included as Voting Delegates, unless stated otherwise.

Guidance: If life members do not have voting rights, remove this Rule 40.11c.

40.12 Not Financially Current: A Member which is not Financially Current may attend General Meetings and receive notice of Resolutions Outside of Meetings but is not entitled to any other rights they would otherwise be entitled to, including to speak, move or second motions or resolutions) or vote.

40.13 Quorum: A quorum for a General Meeting is not less than half the Voting Members entitled to vote either being present by their Voting Delegates or by proxy. No business may be conducted if a quorum is not present at the time the meeting was notified to commence, and at all times during the meeting. If a quorum is not reached within thirty (30) minutes of the scheduled commencement time, the General Meeting is adjourned to another time on the same day as decided by the [Organisation] Board. If at the subsequent General Meeting, a quorum is not reached within thirty (30) minutes of its scheduled commencement time, the General Meeting shall be adjourned to another day (not less than seven (7) Days later) at a time, and place as decided by the [Organisation] Board. If a quorum is not reached within thirty (30) minutes of its scheduled commencement time at the third General Meeting, the Delegates present will be deemed to constitute a valid quorum and the meeting may proceed.

MANDATORY RULE: Quorum for general meetings is required to be in your constitution – section 26(1)(k)(vii) of the Act.

Guidance: If you allow voting by proxy, post or electronic means, it is mandatory to include whether the quorum takes into account members present by proxy or casting postal votes or votes by electronic means.

40.14 Chair of Meeting: The Board Chair [or President] will chair all General Meetings. If they are unavailable, or a motion or resolution concerns them, the Deputy Chair will chair the meeting while the Board Chair [or President] is unavailable. If the Deputy Chair is also unavailable or

the motion or resolution concerns them, a [Organisation] Board Member appointed by the [Organisation] Board will chair the meeting, while they are unavailable.

Guidance: If you have a separate Board Chair and President and the President is to chair AGMs/SGMs, or only a President, you will need to adjust the wording of this rule.

40.15 Errors: Any irregularity, error or omission in notices, agendas or papers for a General Meeting will not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a. the Chair, in their discretion, decides it is appropriate for the meeting to proceed despite the irregularity, error or omission; and
- b. a motion or resolution to proceed is approved by Special Majority.

40.16 Minutes: Minutes of all General Meetings shall be kept and posted on the [Organisation]'s Website. They shall also be available upon request by any Member in accordance with the Act.

MANDATORY RULE: *When minutes are required to be kept is required to be in your constitution – section 26(1)(k)(iii) of the Act 2022. A society must ensure minutes of its AGM are kept – section 84(3)(b) of the Act 2022.*

40.17 Regulation of Procedure: The Chair regulates the proceedings at each General Meeting and makes any decisions on the procedure of the meeting, subject to this Constitution and any [Organisation] Regulations.

41. Voting at General Meetings

MANDATORY RULE: *Voting procedures of your organisation is required to be in your constitution – section 26(1)(k)(vii), of the Act 2022.*

41.1 Vote: Each Voting Delegate is entitled to one (1) vote on each motion or resolution (including in an election), at a General Meeting or in Resolutions Outside of a Meeting. Each Voting Delegate shall vote in accordance with any instructions given to it by the Voting Member which appointed them. The voting entitlement of each Voting Delegate cannot be split (i.e. some of it in favour and some of it against a motion or resolution). **Each Life Member is entitled to one (1) vote.**

Guidance: delete last sentence if life members do not have a right to vote.

41.2 Value of Vote: The value of a vote cast by the Voting Delegate for each LTP, Club (if it is not represented by a LTP) and LAO on each motion or resolution (including in an election) held at a General Meeting or in Resolutions Outside of Meetings shall be:

- a. one (1) for each LTP, Club and LAO; plus
- b. one (1) for every 20 of its Individual Members who are Financially Current with their Applicable Governing Member Organisation (excluding Individual Casual Members) registered on the National Database as at 31 March prior to the meeting.

For example, the value of a LTP's vote where it has 1015 Individual Members would be 51 i.e. 1 for being a LTP and 50 for each lot of 20 Members. There would not be any additional votes for the remaining 15 Members.

41.3 Decisions by Majority: Unless specified otherwise in this Constitution, all motions and resolutions proposed at a General Meeting will be adopted if there is a Majority in favour.

41.4 Decisions by Special Majority:

- a. Any motions or resolutions of the nature described in Rule 41.4b shall be proposed at a General Meeting and will only be adopted if there is a Special Majority in favour of the motion or resolution.
- b. The matters for which a Special Majority is required are those proposing:
 - i. any amendment to this Constitution in accordance with Rule 49;
 - ii. a Major Transaction; or
 - iii. any other matter stated in this Constitution which specifies that a Special Majority is required at a General Meeting.

41.5 No Casting Vote: In the event votes are tied at a General Meeting or in a Resolution Outside of a Meeting, the Chair or their nominee, is not entitled to have a casting vote and the motion or resolution will fail.

41.6 Method of Voting: Voting at General Meetings shall be conducted by voices, show of hands, or ballot, as decided by the Chair, or by secret ballot as specified in this Constitution, (including using Electronic Voting). Voting by secret ballot shall apply for elections of any Elected Board Member position or for any motion or resolution if requested by three (3) Voting Delegates present at the meeting and approved by a Majority.

MANDATORY RULE: *Voting procedures of your society are required to be in your constitution – section 26(1)(k)(vii) of the Act.*

Guidance: Members are permitted to vote by electronic means if your constitution allows it – section 93(2) of the Act. Electronic voting is not recommended if you allow proxy votes, as that provides a means to do so. However, attendance at an AGM/SGM online and voting via that method would still be permissible and not electronic (e.g. show of hands). Electronic voting is included for resolutions outside of meetings (Rule 42).

41.7 Proxies: Voting Delegates may exercise their vote and be deemed present at a General Meeting, either by their attendance in accordance with Rule 40.3; or by giving their Voting Member's vote to the Chair of the General Meeting or another Voting Delegate as their proxy. Only Voting Delegates or the Chair of the General Meeting may hold proxies. Each proxy shall be specific and direct the proxy holder how to vote on each motion, resolution or in an election. Proxies shall be given and notified in accordance with the [Organisation] Regulations. At the commencement of a General Meeting, the Chair will inform the Voting Delegates of which Voting Delegates hold valid proxies and for whom. A Voting Delegate and the Chair of the General Meeting cannot each hold more than four (4) proxies each for a General Meeting. Each valid proxy shall count towards the quorum required for a General Meeting. Proxies are not permitted for Resolutions Outside of Meetings.

MANDATORY RULE IF PROXIES ARE PERMITTED: *If you allow proxy voting, the procedures for proxies are required to be in your constitution – section 26(1)(k)(vii) of the Act 2022.*

Guidance: Note life members are included as Voting Delegates, unless stated otherwise.

- 41.8 **Scrutineers:** If required for a secret ballot, two scrutineers must be appointed at the General Meeting to count the votes.
- 41.9 **Chairperson's Declaration:** The Chair shall declare the result of each vote (including the number of votes in favour, against or that abstained) once voting is complete. The Chair's declaration of the result will be conclusive.

42. Resolutions Outside of Meetings

MANDATORY RULE IF WRITTEN RESOLUTIONS PERMITTED: *If written resolutions can be passed in lieu of a general meeting, it is mandatory to include how written resolutions may be passed in lieu of a general meeting for the purposes of section 89 in your constitution – sections 26(1)(k)(v) and 89 of the Act.*

- 42.1 **Types of Resolutions:** Decisions of Voting Delegates may be made outside of General Meetings for Casual Vacancies arising in the [Auditor or Reviewer], the Members' Representative, or an Elected Board Member position or any other matter which could otherwise be decided at a General Meeting (unless this Constitution specifies otherwise) that the [Organisation] Board considers should be decided within thirty (30) Days or less, or in the case of an Urgent Resolution, within seven (7) Days.
- 42.2 **Process for Resolutions:** Resolutions Outside of a General Meeting shall be conducted as follows:
- not less than seven (7) Days' written notice shall be given by the [Organisation] [manager or equivalent] to the Voting Members, [Organisation] Officers, [Organisation] Board, and [Organisation] Life Members of the proposed resolution(s) to be voted on, or in the case of any appointment or election, the nominees. The date and time by which the votes for any such resolution shall be received, will be decided by the [Organisation] Board, and included in the notice. If it is an Urgent Resolution not less than three (3) Days' notice is required and the reason for the urgency shall be stated;
 - the Voting Delegates shall be notified to the [Organisation] [manager or equivalent] by the date and time specified in the notice prior to the closing time for voting. The minimum number of Voting Delegates who shall participate in voting is the same as the Quorum for a General Meeting. Participation in voting by a Voting Delegate shall constitute their presence for the purposes of this Constitution;
 - voting shall be conducted by Electronic Voting. Voting Delegates are entitled to vote on the same basis as they would at a General Meeting;
 - the votes shall be received at the specified email address or other online or electronic process, and in the manner, specified by the [Organisation] [manager or equivalent], by the date and time set out on the notice in Rule 42.2a;
 - not less than two (2) Scrutineers (who comply with Rule 41.8) shall be appointed by the [Organisation] Board;
 - a resolution proposed under this Rule is only carried, if seventy-five percent (75%) of the votes properly cast by Voting Delegates are in favour of the resolution, even if the resolution would otherwise require approval by a Special Majority or a Majority if it had been voted on at a General Meeting under this Constitution, except that where a

resolution is to fill a Casual Vacancy arising in the position of an Elected Board Member, the outcome shall be decided under Rule 30.1; and

- g. the [President / Board Chair] shall declare the result of any such resolution (including the number of votes in favour, against or that abstained) and their declaration will be conclusive. All Members will be notified of the result as soon as possible and within three (3) Working Days of the vote closing.

Guidance: Section 90 of the Act requires that the proposed resolution under section 89:

- *is dated with the date on which the proposed resolution is first sent to a person entitled to vote for the purpose of approval (the circulation date);*
- *is sent to an address for each person who is entitled to vote;*
- *as far as is reasonably practicable, is sent on the circulation date; and*
- *states that the proposed resolution lapses if it is not passed within 3 months (or any shorter period provided in the constitution) after the circulation date.*

Section 91 of the Act provides that an accidental omission to send a proposed resolution or statement under section 90 to a person entitled to vote does not invalidate a resolution passed under section 89. Section 92 of the Act provides the society must send a copy of the resolution to all those entitled to vote who did not approve the resolution and on whose behalf the resolution was not approved within 5 working days after a resolution is passed.

43. Forums

In addition to holding General Meetings, [Organisation] shall hold not less than two forums annually at which representatives of the Voting Members (as specified in the [Organisation] Regulations) may attend to raise and discuss issues affecting them and [Organisation]. These forums shall be held using any of the methods in Rule 40.3, except that a quorum is not required.

PART V - FINANCIAL MATTERS

44. Application of Income

The funds and property of [Organisation] shall be:

- controlled, managed, invested and disposed of by the [Organisation] Board, subject to this Constitution; and
- devoted solely to the promotion of the [charitable] Purposes.

MANDATORY RULE: *How the society will control and manage its finances is required to be in your constitution – section 26(1)(h) of the Act. If a charity, add the word “charitable” as shown.*

45. Financial Year

The Financial Year of [Organisation] will commence on [date] and end on [date], unless decided otherwise by the [Organisation] Board from time to time.

Guidance: It is recommended that RTOs align their financial year with TNZ (ending 30 June), but this is optional.

46. Annual Report and Annual Financial Statements

- 46.1 The [Organisation] Board shall prepare an Annual Report for presentation to the AGM.
- 46.2 The [Organisation] Board shall also present audited Annual Financial Statements for the preceding Financial Year to each AGM, which statements shall be audited or reviewed if and as required.

47. [Audit or Review] and [Auditor or Reviewer]

[Organisation]'s financial statements must be [audited or reviewed] each year and the [audited or reviewed] financial statements must be submitted to the AGM. The [Organisation] Board will recommend the [Auditor or Reviewer] to be approved by Members at the AGM.

Guidance: See guidance at Rule 40.7b (iii) regarding whether financial statements are required to be audited or reviewed by law. Include/amend this rule as applicable.

48. No Personal Benefit

MANDATORY RULE: This Rule is required by the IRD for sports organisations seeking an income tax exemption. See <https://www.ird.govt.nz/roles/not-for-profits-and-charities/before-you-start/rules-wording>

The [Organisation] Officers and Members shall not receive any distributions of profit or income from [Organisation]. This does not prevent [Organisation] Officers or Members receiving reimbursement of actual and reasonable expenses incurred; or entering into any transactions with [Organisation] for goods or services supplied to or from them, which are at arms' length relative to what would occur between unrelated parties. No [Organisation] Officer or Member may influence any such decision made by [Organisation] in respect of payments or transactions between it and them, their direct family, or any associated entity.

PART VI – OTHER MATTERS

49. Amendments to the Constitution

- 49.1 Subject to Rule 49.4, this Constitution may only be amended, added to, or repealed by Special Majority at a General Meeting or by a Resolution Outside of a Meeting.

MANDATORY RULE: Method by which the constitution may be amended is required to be in your constitution – sections 26(1)(i) 30 and 31 of the Act.

- 49.2 Notice of an intention to amend this Constitution shall be given to the [Organisation] [manager or equivalent]:
- by a Voting Member entitled to vote or the [Organisation] Board, no later than forty-two (42) Days prior to a General Meeting; or

- b. by the [Organisation] Board, no later than forty-two (42) Days prior to a Resolution Outside of a Meeting, unless it is an Urgent Resolution, in which case no later than ten (10) Days prior.
- 49.3 No addition to, deletion from or amendment to this Constitution may be made which would allow personal pecuniary profits to any individuals.
- MANDATORY RULE:** *This rule is required by the IRD for sports organisations and charities seeking an income tax exemption.*
- 49.4 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the [Organisation] Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to it. If the [Organisation] Board does not receive any objections within twenty (20) Working Days after the date on which the notice is sent, or any longer period that the [Organisation] Board decides, the [Organisation] Board may make that amendment. If it does receive an objection, the [Organisation] Board may not make the amendment.

Guidance: This rule reflects section 31 of the Act. You can choose to include this clause, or simply rely on having the ability to make minor/technical amendments under the of the Act.

50. Regulations

- 50.1 Subject to Rule 50.2, the [Organisation] Board may make, amend, or repeal [Organisation] Regulations as it considers necessary or desirable, provided they are consistent with the Purposes of [Organisation], and not contrary to this Constitution, the Act or other laws.
- 50.2 Before making, amending, or repealing any [Organisation] Regulation, the [Organisation] Board shall provide the Voting Members with its proposal to make, amend or appeal a [Organisation] Regulation and provide not less than sixty (60) Days' notice for them to provide written feedback on the proposal to the [Organisation] Board. If the proposed amendments are minor, clerical or typographical, such consultation is not required. Any proposal to make, amend or repeal a [Organisation] Regulation shall also be posted on the [Organisation]'s Website.
- 50.3 All [Organisation] Regulations and any amendments to them, shall be notified to all Members and published on the [Organisation]'s Website. [Organisation] Regulations are binding on [Organisation], [Organisation] Officers, and all Members, unless expressly stated otherwise.
- 50.4 A [Organisation] Regulation may, in whole or in part, be amended or revoked by Special Majority at a SGM, if a motion or resolution proposing that is notified in accordance with Rule 40.8. Unless the motion or resolution provides otherwise, any such amendment or revocation shall take immediate effect but cannot be applied retrospectively.
- 50.5 To the extent of any inconsistency between this Constitution, any [Organisation] Regulation, the TNZ Constitution, or any TNZ Regulations, the following shall prevail in this order of priority, unless otherwise agreed: the TNZ Constitution, TNZ Regulations, this Constitution and the applicable [Organisation] Regulations.

51. Liquidation or Dissolution

51.1 The [Organisation] Board shall give not less than twenty (20) Working Days' notice to all Members of a proposed motion or resolution to be voted on at a General Meeting:

- a. to appoint a liquidator;
- b. to remove [Organisation] from the Register of Incorporated Societies; or
- c. for the distribution of [Organisation]'s surplus assets.

51.2 A motion or resolution in Rule 51.1 requires a seventy-five percent (75%) majority of votes in its favour from the Voting Delegates present and entitled to vote, for it to be carried.

Guidance: Section 228 of the Act requires the committee send written notice of the resolution to every member at least 20 working days before the general meeting at which the resolution is to be submitted. The notice must state:

- *the time and place of the meeting;*
- *the nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgement in relation to it;*
- *the text of the resolution;*
- *the right of a member to appoint a proxy or to cast a vote by post or electronic means (in all cases, if the society's constitution allows); and*
- *for a resolution under section 216(1)(c) (disposing surplus assets), a statement confirming that the committee has had regard to the society's purposes.*

Under the Incorporated Societies 1908 Act resolutions passed at two meetings were required to wind up the organisation. However, the 2022 Act only requires one meeting. Given the serious nature of this decision, a higher threshold of 75% (rather than a Special Majority of 2/3rds) is recommended.

If a charity:

51.3 The surplus assets of [Organisation], after the payment of all costs, debts, and liabilities, shall be given or transferred to [name of not-for-profit organisation] with charitable status or any other not-for-profit entity which is exclusively charitable that shares similar charitable purposes to the organisation.

Guidance: If your organisation is a charity, specific wording is required by the IRD and Charities Services to comply with the Charities Act 2005. See <https://www.ird.govt.nz/roles/not-for-profits-and-charities/before-you-start/rules-wording> and <https://www.charities.govt.nz/ready-to-register/need-to-know-to-register/charitable-purpose-and-your-rules/>.

If not a charity:

51.3 The surplus assets of [Organisation], after the payment of all costs, debts, and liabilities, shall be given or transferred to [insert name of not-for-profit entity] or any other not-for-profit entity that shares similar purposes to [Organisation].

Guidance: If your organisation is not a charity but an amateur sports body, the IRD has guidance on wording for this rule. See <https://www.ird.govt.nz/roles/not-for-profits-and-charities/before-you-start/rules-wording>.

MANDATORY RULE: *Nomination of a not-for-profit, or class/description of not-for-profit entities to which surplus assets should be distributed to on a wind-up is required to be in your constitution – section 26(1)(i) of the Act.*

Guidance: A not-for-profit entity is defined in section 5(3) of the Act as: (a) a society incorporated under the Act; (b) a charitable entity (defined in section 4(1), Charities Act 2005); (c) any other society, institution, association, organisation or trust that is not carried on for the private benefit of an individual and whose funds are applied entirely or mainly for benevolent, philanthropic, cultural, charitable, sporting or public purposes in NZ and whose rules require that on winding up, any surplus assets must be given to other not-for-profits within the meaning of section 5(3) of the Act. Include the wording in orange if your organisation is charitable.

52. Matters Not Provided For

If any matters arise that the [Organisation] Board considers are not provided for in this Constitution or in the [Organisation] Regulations (or in the TNZ Constitution and TNZ Regulations), or if any dispute arises out of the interpretation of this Constitution or the [Organisation] Regulations, the matter or dispute will be decided by the [Organisation] Board as it sees fit.

53. Complaints and Disputes

MANDATORY RULE: *Procedures for resolving disputes, including providing for how a complaint may be made, are required to be in your constitution – sections 26(1)(j) and 38 to 44 of the Act.*

Guidance: Dispute resolution procedures must be consistent with the rules of natural justice. Schedule 2 of the Act contains optional dispute resolution procedures. Review any policies and regulations that sit outside of your constitution that currently contain dispute resolution procedures that may need revoking or updating to align with this.

53.1 In this Rule 53:

- a. **Dispute** means a disagreement or conflict between and among any one or more Members, or any one or more [Organisation], Officers and [Organisation], that relates to an allegation that:
 - i. a Member or a [Organisation] Officer has engaged in Misconduct;
 - ii. a Member or a [Organisation] Officer has breached, or is likely to breach, a duty under this Constitution or the Act;
 - iii. [Organisation] has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - iv. a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.
- b. **Disputes Procedure** means the procedure for resolving a Dispute specified in Rule 53.5 and Rule 53.6;
- c. a **Member** is a reference to a Member acting in their capacity as a Member; and
- d. a **[Organisation] Officer** is a reference to an Officer acting in their capacity as an Officer.

53.2 **Application of legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that legislation requires the Dispute to be dealt with in a different way.

53.3 **Application of other procedures:** If the Dispute is dealt with by another procedure under the TNZ Constitution, TNZ Regulations, this Constitution or [Organisation] Regulations or the rules of a Related Organisation (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure.

If the subject matter of the Complaint does not meet the definition of a Dispute and is dealt with by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

53.4 **Application of the Disputes Procedure:** If the Dispute is not required by legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure in Rule 53.5 and Rule 53.6 shall apply to the Dispute.

53.5 Disputes Procedure - Raising a Complaint

- a. A Member or a [Organisation] Officer may commence the Disputes Procedure by giving written notice (a **Complaint**) to the [Organisation] Board setting out:
 - i. the allegation relating to the Dispute and who the allegation is against; and
 - ii. any other information reasonably required by [Organisation].
- b. [Organisation] may make a Complaint involving an allegation of a Dispute against a Member or a [Organisation] Officer by giving notice to the Member or [Organisation] Officer concerned setting out the allegation to which the Complaint relates.
- c. The information given shall be enough to ensure an individual against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details to enable them to prepare a response.

53.6 Disputes Procedure - Investigating and Resolving Disputes

- a. Unless otherwise provided, [Organisation] shall as soon as reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and resolved.
- b. Disputes shall be dealt with in a fair, efficient, and effective manner.
- c. [Organisation] may decide not to proceed with a Dispute if:
 - i. it is not a Dispute as defined in Rule 53.1 including that it is not within the jurisdiction of [Organisation] under this Constitution;
 - ii. the Complaint is trivial or appears to be without foundation or there is no apparent evidence to support it;
 - A.
 - iii. the Complaint appears to be without foundation or there is no apparent evidence to support it;
 - iv. the individual who makes the Complaint has an insignificant interest in the matter;

- v. the issue giving rise to the Dispute has already been investigated and dealt with under this Constitution or Other Procedure; or
 - vi. there has been an undue delay in making the Complaint.
- d. [Organisation] may refer a Dispute to:
 - i. a hearing body or individual authorised, delegated or appointed by the [Organisation] Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**);
 - ii. any type of consensual dispute resolution with the consent of all parties to the Dispute including mediation; or
 - iii. a subcommittee of the [Organisation] Board or an external individual to investigate and report to the [Organisation] Board, following which, the [Organisation] Board may refer the matter to consensual dispute resolution or to a Hearing Body or decide the outcome of the Dispute itself.
- e. The [Organisation] Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which may be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the [Organisation] Board to resolve, or assist to resolve, Disputes.
- f. An individual may not be a Member of a Hearing Body in relation to a Dispute if the [Organisation] Board or the Hearing Body considers there are reasonable grounds to believe that the individual may not be impartial or able to consider the matter without a predetermined view.
 - g. The Member or [Organisation] Officer who, or [Organisation] which, made the Complaint (**Complainant**), shall be given a reasonable opportunity (orally or in writing as determined by the Hearing Body) to be heard before the Dispute is resolved or any outcome is determined

The Member or [Organisation] Officer who, or [Organisation] which, is the subject of the Complaint (**Respondent**) shall also be given a reasonable opportunity (orally or in writing as determined by the Hearing Body) to be heard before the Dispute is resolved or any outcome is determined.

- 53.7 **Appeals:** Unless this Constitution, any [Organisation] Regulations, the TNZ Constitution, or TNZ Regulations provides otherwise, there is no right of appeal or right of review of a decision about a Dispute.
- 53.8 **Decisions Binding:** Decisions and awards by any [Organisation]'s Hearing Body and any hearing bodies, international Tennis bodies and CAS as referred to in the TNZ Constitution are binding on [Organisation] and all Members.

PART VII – TRANSITION AND DEFINITIONS

54. Transition of Existing Members

- 54.1 **Existing [Organisation] Life Members:** Individuals who were granted [Organisation] Life Membership prior to the Commencement Date, will remain as [Organisation] Life Members, subject to this Constitution.
- 54.2 **Existing Associations:** The tennis associations listed in **Schedule 1** are Existing Associations and Members of [Organisation] as at the Commencement Date. Subject to this Constitution, they will remain Members but by no later than 6 January 2025 they shall each either apply (in the form and manner provided by TNZ) to [Organisation], if it wishes to become a Member as an LTP. The application will be assessed and decided in accordance with Rule 6 (LTPs), except the [Organisation] Board will decide the application instead of the Voting Members of [Organisation]. Any applications received on or after 6 April 2026 shall be made and decided in accordance with Rule 6 (LTPs).
- 54.3 **Existing Clubs:**
- The organisations listed in Schedule 2 are Existing Clubs and Members of Tennis Northern as at the Commencement Date. Subject to this Constitution, they will remain Members but by no later than [date] they shall each apply (in the form and manner prescribed by TNZ) to Tennis Auckland for Membership of TNZ in accordance with clause 7.2.
 - The application shall be made in the form and manner provided by TNZ after the Applicable LTP (if any), or [Organisation] has been admitted as a Member of TNZ (under Rule 54.2) and before 5 April 2026. Any application for Membership as a Club made on or after 5 April 2026 shall be made and decided in accordance with Rule 7.2.
 - An application made under this Rule will be assessed and decided in accordance with Rule 7, except the Applicable LTP Board (if any), or the [Organisation] Board will decide the application instead of the voting members of the [Organisation] Board or LTP respectively.
- 54.4 **Existing LAOs:** LAOs (whether they are existing Members of a Regional Centre, an Existing Association or a NAO in **Schedule 3** or not), that wish to become Members of the Applicable Member Organisations, shall apply to their Applicable NAO (if any), or if none, their Applicable LTP (if any), or if none, [Organisation], for Membership. The timing and process for doing so shall be the same as for Clubs (under Rules 54.3b and c).

55. Board Transition

Guidance: This rule needs to:

- detail if the board members under the previous rules/constitution continue;*
- to maintain/set up rotation of board members, state the number of board members that must retire at the first AGM, and at the second AGM etc; and*
- state whether the number of terms served under the previous rule/constitution count towards any maximum number of terms in this constitution.*

56. Application of Rules in Transition

- 56.1 Members shall not be required to comply with the Rules in this Constitution that are specified in **Schedule 4** until the date specified in that Schedule, unless a later date is prior approved by the TNZ and [Organisation].
- 56.2 TNZ Regulations setting out the process and timing of the transition for Members to comply with the TNZ Constitution shall apply.

57. Transition of Regulations, Policies, and Procedures

- 57.1 All regulations, rules, codes, standards, policies and procedures of [Organisation] that were in force immediately prior to this Constitution or any Previous Constitution coming into force, will continue in force, until such time as they are revoked by [Organisation] Board.
- 57.2 If any of them are inconsistent with this Constitution, the [Organisation] Regulations, the TNZ Constitution, or the TNZ Regulations (whether in whole or in part), the TNZ Constitution and then this Constitution (in priority order) shall apply, to the extent of any such inconsistency.

58. Definitions and Interpretation

- 58.1 **Definitions:** The capitalised words and phrases used in this Constitution shall mean as follows:

Access to any Tennis Courts and Associated Facilities means access to any Tennis courts and associated facilities by an individual to play, coach, train, be coached, officiate, administer or otherwise be involved in (but excludes spectators of), Tennis or any Tennis-related activities, programmes, services, tournaments and competitions held at, or by, or otherwise under the control of, the Applicable Member Organisation, whether that access is one-off, casual, regular, seasonal, annual or for a longer period.

Act means the Incorporated Societies Act 2022 (as amended from time to time), unless stated otherwise.

AGM means the **Annual General Meeting** of [Organisation] as described in Rule 40.1. For example, a reference to the “2025 AGM” means the AGM which reports on the Financial Year from 1 July 2024 to 30 June 2025.

AMTA means the Aotearoa Māori Tennis Association Incorporated, being an incorporated society (#202849) registered in New Zealand, whose objects are to foster, promote and organise the game of Tennis for Māori in Aotearoa.

Annual Financial Statements means the annual financial statements of [Organisation] including a statement of financial position and an income and expenditure statement for each Financial Year and such other statements as required by law.

Annual Report means a report by the [Organisation] Board of the activities of [Organisation] for each Financial Year.

Anti-Doping Violation means an anti-doping violation as defined in the World Anti-Doping Code issued by the World Anti-Doping Agency, or any other rules made pursuant to that Code, including the Sports Anti-Doping Rules issued by the Integrity Commission for Sport and Recreation or its predecessor Drug Free Sport New Zealand.

Applicable Club means the Club operating within the geographical area (decided by the [Organisation]'s Board), in which the individual ordinarily resides.

Applicable Governing Member Organisation means the Member Organisation required under this Constitution to consider, or which has approved, the individual's or entity's Membership and with whom it has a direct relationship i.e.:

- a. for an Individual Member; it is either the Applicable Club, Applicable LTP, Applicable LAO, [Organisation], Applicable NAO, AMTA or TNZ;
- b. for a Club; it is the Applicable LTP or if none, [Organisation];
- c. for a LTP; it is [Organisation];
- d. for a LAO; it is the Applicable NAO or AMTA (as applicable), or if none, the Applicable LTP, or if none, [Organisation]; and
- e. in the case of an amalgamation, it is the Member Organisation to which the proposed amalgamated entity is required to apply to become a Member. For example, if a Club and LTP wish to amalgamate, the Applicable Governing Member Organisation is [Organisation].

Applicable LAO means the LAO operating within the geographical area (decided by the board of the Applicable Governing Member Organisation) where the individual ordinarily resides.

Applicable LTP Board means the board of an Applicable LTP.

Applicable LTP means the LTP operating within the geographical area (decided by the [Organisation]'s Board) in which a Club or LAO is located or, in the case of an Individual Member, where the individual ordinarily resides.

Applicable Member Organisations means the Applicable Governing Member Organisation and all the Member Organisations of which the Applicable Governing Member Organisation is a Member i.e.

- a. for an Individual Member whose Applicable Governing Member Organisation is a Club, means the Applicable Club, the Applicable LTP (if any), [Organisation] and TNZ;
- b. for an Individual Member whose Applicable Governing Member Organisation is a LTP, means the Applicable LTP, [Organisation] and TNZ;
- c. for an Individual Member whose Applicable Governing Member Organisation is [Organisation], means [Organisation] and TNZ;

- d. for an Individual Member whose Applicable Governing Member Organisation is a LAO, means the Applicable LAO, the Applicable LTP (if any), [Organisation], the Applicable NAO or AMTA (as applicable) and TNZ;
- e. for an Individual Member whose Applicable Governing Member Organisation is a NAO or AMTA, means the Applicable NAO or AMTA (as applicable) and TNZ;
- f. for an Individual Member whose Applicable Governing Member Organisation is TNZ, means TNZ only;
- g. for a Club, means the Applicable LTP (if any), [Organisation] and TNZ;
- h. for a LTP, means [Organisation] and TNZ;
- i. for a LAO means the Applicable LTP (if any), [Organisation], the Applicable NAO or AMTA (as applicable), and TNZ; and
- j. for [Organisation] and a NAO means TNZ

Applicable NAO means the NAO in which the LAO has the same area of interest.

Appointed Board Member means an individual who is appointed to the [Organisation] Board in accordance with Rule 30.2 or Rule 55 unless specified otherwise.

Appointed Personnel means an individual who has been elected or appointed to a position with authority and responsibilities either at a Member Organisation or [Organisation], as the context requires, and includes, Officers, other individuals holding office, members of committees, boards, administrators, and tournament officials, except that the [Organisation] [manager or equivalent], employees of [Organisation] and the Members of the [Organisation] BAP (Rule 32.3), and the equivalent positions at any Member Organisation, are not Appointed Personnel.

Auditor means an individual, independent of [Organisation], who is a qualified auditor under the Financial Reporting Act 2013.

Guidance: See guidance at rule 40.7b(iii) regarding whether an auditor or reviewer is required to audit or review the financial statements. Delete this definition if a reviewer is used.

Board and [Organisation]'s **Board** means the [Organisation] Board as described in Rule 26, and for the period specified in Rule 55, the [Organisation] Board in transition, unless specified otherwise.

Board Appointments Panel and [Organisation] **BAP** means the panel described in Rule 32.2.

Brand means the names "[insert names, including any short names of the organisation used]" and any logos and trademarks associated with those names (whether registered or unregistered), any designs and brands using or associated with those names, any domain names using or associated with those names (and all rights and property associated with such domain names (including but not limited to any related urls), any social media accounts and all other Intellectual Property related to those names.

Guidance: If you have Board/Chair and President in the same role, change this to “Board Chair/President” and do this throughout the Constitution.

Board Members means the Elected Board Members, Appointed Board Members and any co-opted Board Member (appointed under Rule 26.2) of the [Organisation] Board, unless stated otherwise.

Casual Vacancy means a vacancy which arises:

- a. when a Committee Member does not serve their full term of office for any reason;
- b. where the office holder is no longer eligible to remain in office as specified in this Constitution;
- c. where there are insufficient applications for the available positions of Elected Board Members and the position is not filled following an election; or
- d. for Board Members only, due to the Board Member being absent from more than three (3) consecutive meetings without having their absence approved by the Board Chair, or without reasonable excuse.

Category of Membership means any one of the categories of Membership specified in Rule 5.

Chair means the individual who chairs the meeting as specified in this Constitution.

Club means an entity which is a Member of the Applicable Member Organisations as described in Rule 7.

Commencement Date means the date this Constitution came into force, being [date].

Constitution means this constitution, unless stated otherwise.

Contact Details means a physical or electronic address and a telephone number.

Day means any day of the week (including a Saturday, Sunday, and a public holiday).

Delegate means an individual who represents a Voting Member as described in Rule 40.11.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

Elected Board Member means a Board Member elected to the [Organisation] Board in accordance with Rule 30.1 or Rule 55.

Electronic Voting means a method of voting at General Meetings (where an individual entitled to vote is present using technology under Rule 40.3a(ii) or Rule 40.3(iii) or for Resolutions Outside of Meetings. An Electronic Vote means a vote made by email or an online or electronic process, in the manner provided by the [Organisation] Board, and received by the Scrutineers by email, online or electronically at the specified address

Eligible means any individual other than one who has:

- a. been found by a relevant authority to have committed an Anti-Doping Violation, unless the period of ineligibility imposed has been served or the sanction imposed has been fulfilled;
- b. been found by TNZ, or any other TNZ Member Organisation, to have breached any applicable rule, regulation, standard, code, policy, term or condition, unless the period of ineligibility imposed has been served or the sanction imposed has been fulfilled; or
- c. not satisfied any other eligibility requirements specified in the TNZ Constitution or the TNZ Regulations. an individual is eligible to apply to become, and to remain as, an Individual Member under Rule 11.2 and **Eligibility** has the same meaning.

Existing Affiliates means the organisations listed in Schedule 3.

Existing Associations means the Regional Centres and tennis associations listed in Schedule 1.

Existing Clubs means the organisations listed in Schedule 2.

Financial Year has the meaning given to it in Rule 45.

Financially Current means the Member has fully paid its Membership Fees and other fees to its Applicable Governing Member Organisation by the due dates or in accordance with any agreed payment plan (if permitted under its constitution).

General Meeting and [Organisation]'s General Meetings mean an AGM or SGM of [Organisation].

Hearing Body has the meaning given to it in Rule 53.6d.

Honorary Vice-President means the individual described in Rule 36.

Individual Casual Member means an Individual Member who has the right to Access any Tennis Courts and Associated Facilities for a period up to two (2) months within a 12-month period, including on a one-off, fixed period, or irregular basis.

Individual Member means an individual who is a Member of [Organisation] under Rule 11 whether that Membership is one-off, casual, regular, seasonal, annual or any other capacity, unless specified otherwise in this Constitution.

Intellectual Property means all rights and goodwill in copyright works, names, trademarks, service marks, devices, logos, designs, patents, domain names, know-how, ideas, processes, and confidential information, and all other intellectual property rights capable of ownership or protection at law relating to [Organisation] or relating to any event, competition, activity, or programme conducted, promoted, or administered by [Organisation], and includes the [Organisation]'s Brand.

Interested has the meaning given to it in the Act and as extended by Rule 34.2.

ITF means ITF Limited, trading as the International Tennis Federation, which is an international company limited by shares and registered in the Bahamas. It is the world governing body for Tennis and is responsible for fostering and developing Tennis on a worldwide basis.

LAO means a **Local Affiliated Organisation** which is a Member of [Organisation] and the Applicable Member Organisations, as described in Rule 8.

Life Member and **[Organisation] Life Member** has the meaning given to it in Rule 12.

LTP means a **Local Tennis Partner** which is a Member of [Organisation] and the Applicable Member Organisations, as described in Rule 6.

Major Transaction has the same meaning as this term is given in sections 129(2) to (3) of the Companies Act 1993, where the reference to a company means [Organisation].

Majority means a majority (50% +1) of the votes properly cast by those entitled to be and who are present (in accordance with this Constitution) and entitled to vote.

Matter means [Organisation]'s performance of its activities or exercise of its powers; or an arrangement, agreement or contract made or entered (or proposed to be made or entered) into by [Organisation].

Member means a Member of [Organisation] as defined Rule 5, or a Member of a Member Organisation or the Applicable Member Organisations, as the context requires.

Membership means being a Member of [Organisation], or a Member of a Member Organisation or the Applicable Member Organisations, as the context requires.

Membership Fee means the fee payable to the Applicable Member Organisation(s) by a Member and includes a portion of the TNZ Membership Fee and any [Organisation] Membership Fee, unless stated otherwise.

Member Management System means an online or electronic system into which Membership and personal information is collected by TNZ, [Organisation] or a Member Organisation (in accordance with this Constitution) for membership purposes and used to provide required information to the National Database.

Member Organisation means a LTP, LAO, Club, or any other body that is a Member of [Organisation] as specified in Rule 5.

Members' Representative means the individual appointed to represent Members on the [Organisation] BAP under Rule 32.3b and Rule 32.4.

Misconduct includes, but is not limited to, conduct (whether in person, online or otherwise) by an individual who:

- a. uses any profane, indecent or improper language at any event, function or activity of the [Organisation] or any Applicable Member Organisation, or whilst on the property of the [Organisation] or any Applicable Member Organisation;
- b. engages in offensive or insulting behaviour towards the [Organisation] or any Applicable Member Organisation, or any individual acting for or on behalf of the [Organisation], at any time or place;
- c. has breached any Rule or provision of any applicable Constitution, Regulation etc., or reasonable direction, or any applicable decision of any body with proper jurisdiction;
- d. has acted in a manner unbecoming of a Member, or which has brought or could bring [Organisation] into disrepute, or has damaged the rights or interests of [Organisation] and its Members.

NAO means a **National Affiliated Organisation** which is a Member of TNZ as specified in the TNZ Constitution.

National Database means the online database management system established by TNZ which holds Membership and personal information about Members of, and other individuals involved or connected with, TNZ and the TNZ Member Organisations, including Officers and Appointed Personnel.

Nationally Approved Programmes mean Tennis or Tennis related programmes and activities developed by TNZ.

Non-Voting Members means Members who are not Voting Members.

Officer means an individual defined as an officer under the Act and includes:

- a) a natural person who is a member of the committee;
- b) a natural person occupying a position in the society that allows the person to exercise significant influence over the management or administration of the society (for example, a treasurer or a chief executive); and
- c) and any class or classes of natural persons that are declared by regulations to be officers for the purposes of this Act;

but excludes any class or classes of natural persons that are declared by regulations not to be officers for the purposes of the Act.

Patron means the person described in Rule 36.

President means the person described in Rule 36.

Previous Constitution means the constitution of [Organisation] registered on the Register of Incorporated Societies in force immediately prior to the Commencement Date and any other constitution in force prior to it.

Purposes means the purposes of [Organisation] as specified in Rule 2.

Regional Collective Area means the area within which a group of RTOs work together to carry out certain responsibilities regionally as described in the TNZ Constitution.

Related Entity means a society, trust, company, partnership, or other body corporate in which a Member Organisation has a legal interest including without limitation where:

- a. the entity is a trust, and the Member Organisation is the settlor or a beneficiary of that trust;
- b. the Member Organisation is a shareholder, or beneficial owner of a share, in the entity;
- c. the Member Organisation has power to exercise, or control the exercise of, the right to vote attached to a share or other interest;
- d. the Member Organisation has the power to, or control the exercise of the power to, appoint or remove trustees or directors, whether alone or with others;

- e. the Member Organisation has the power of approval to amend the governing document e.g. trust deed;
- f. the Member Organisation has the power to vote or approve the resettlement, liquidation or dissolution of the entity; and
- g. the Member Organisation is a “related company” of the entity as defined in section 2(3) of the Companies Act 1993.

Resolution Outside of a Meeting means a decision of the Voting Members made in the manner described in Rule 42 and **Resolutions Outside of Meetings** has the same meaning.

Reviewer means a person independent of [Organisation] who is a qualified auditor under the Financial Reporting Act 2013.

Guidance: See guidance at rule 40.7b(iii) regarding whether an auditor or reviewer is required to audit or review the financial statements. Delete this definition if an auditor is used.

RTO means a **Regional Tennis Organisation** which is a Member of TNZ as described in the TNZ Constitution.

Rule means a rule of this Constitution, unless stated otherwise.

Rules of Tennis means the rules of Tennis as approved by the ITF, as amended from time to time.

Scrutineers means the individuals described in Rule 41.8.

Services and Programmes means Tennis or Tennis related activities, programmes, services, tournaments, competitions and other Tennis related events and does not include Nationally Approved Services and Programmes, unless specified otherwise.

SGM means a **Special General Meeting** of [Organisation] as described in Rule 40.2.

Special Majority means a motion or resolution passed by two-thirds (2/3rd) (rounded up to the nearest whole number) of the votes properly cast by those entitled to be and who are present (as specified in this Constitution) and entitled to vote (under this Constitution) at a General Meeting, or at a [Organisation] Board meeting, (as applicable).

Sports Tribunal means the Sports Tribunal of New Zealand established by Sport NZ and continued under the Sports Anti-Doping Act 2006.

Suitable Nominee has the meaning given to it in Rule 30.1c and Rule 30.2d.

Tennis means the racket sport played either individually against a single opponent (singles) or between two (2) teams of two (2) players each (doubles) on a court, as defined in the rules of Tennis. It may also include any complementary formats of tennis such as pickle ball, Padel, beach tennis, e-sports as decided by the TNZ Board.

TNZ means Tennis New Zealand Incorporated (#215373) and where relevant, includes its TNZ Officers, TNZ Board Members, employees, contractors and agents.

TNZ Board means the Board of TNZ as defined in the TNZ Constitution.

TNZ Constitution means the constitution of TNZ (including any amendments made from time to time).

TNZ Member Organisation means any RTO, LTP, Club, NAO, the AMTA, or LAO that is a Member of TNZ including any of the [Organisation]'s Member Organisations.

TNZ Regulations means the regulations of TNZ (including any amendments made from time to time) as defined in the TNZ Constitution.

Urgent Resolution means a resolution for a matter which could otherwise be decided at a General Meeting but in the opinion of the [Organisation] Board should be decided within seven (7) Days or less.

Voting Delegate has the meaning given to it in Rule 40.11a.

Voting Members means the Members stated in Rule 5.1 who are entitled to vote at General Meetings of [Organisation] and in Resolutions Outside of Meetings.

Working Day has the meaning given to that term in the Legislation Act 2019 and excludes the day observed as the anniversary of [insert applicable area e.g. Auckland].

Guidance: the below definitions should be moved above and ordered alphabetically based on the first letter of the name of your organisation.

[Organisation] [manager or equivalent] means the [manager or equivalent] of [Organisation] appointed by the [Organisation] Board in accordance with Rule 37 ([Organisation] [manager or equivalent]).

[Organisation]'s Membership Fee means the membership fee payable to [Organisation] in accordance with Rule 20.

[Organisation] Regulations means any regulations, standards, or codes which apply to Members generally or to a category of Members, as decided by the [Organisation] Board in accordance with Rule 50.

[Organisation]'s Website means [insert organisations website address] or any other website of [organisation], as decided by the Board from time to time.

[Organisation] means [full legal name, (# registration number)] and where relevant, includes its Officers, Board Members, employees, contractors and agents.

60.2 Interpretation: In this Constitution:

- a. words using the singular includes the plural and vice-versa;
- b. any reference to legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of that legislation;
- c. any agreement includes that agreement as modified, supplemented, novated or substituted from time to time;
- d. any obligation not to do something includes an obligation not to suffer, permit, or cause that thing to be done;
- e. a reference to an individual means a natural person;

- f. a reference to person includes bodies corporate, unless stated otherwise;
- g. a reference to a person includes the legal and personal representatives, successors and permitted assignees of that person;
- h. references to periods of time or notices, exclude the days on which they are given;
- i. headings and the contents page are for reference only and are to be ignored in interpreting this Constitution; and
- j. a reference to “in writing” includes words visibly represented, copied or reproduced including by email or online.

60.3 Notices:

- a. Subject to any other notice provision in this Constitution, any notice or other communication required to be given under this Constitution shall be in writing and will be given as follows:
 - i. if to a Member, to the address specified in their Contact Details;
 - ii. if to [Organisation], to [insert email] or by post to [Organisation]’s registered office set out in the Register.
- b. A notice is deemed to have been received:
 - i. if given by post, when left at the address of a person or five (5) Working Days after being put in the post;
 - ii. if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt); or
 - iii. if posted on the [Organisation] Website; at the date and time it is posted;

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

SCHEDULE 1 – EXISTING ASSOCIATIONS

Full Legal Name (Society registration number)	Status under Previous Constitution	Known As

SCHEDULE 2 – EXISTING CLUBS

Full Legal Name (Society registration number)	Status under Previous Constitution	Known As

SCHEDULE 3 – EXISTING AFFILIATES

Full Legal Name (Society registration number)	Known As

SCHEDULE 4 – TRANSITION RULES

Members shall not be required to comply with the Rules set out in the table below until the date specified, unless a later date is prior approved by the TNZ Board.

Rule	Date
LTPs	
Rule 6 - have written agreement with [Organisation]	31 March 2025
Rule 13.2a - use efforts to require individuals to become Members	30 June 2025
Rule 13.2b - require others to become Members	30 June 2025
Rule 13.2c - have a Member Management System	30 June 2025
Rule 13.2f - be a member of TNZ and RTO	30 June 2025
Rule 13.2h - have a compliant constitution	31 May 2025
Clubs / LAOs	
Rule 13.2a - use efforts to require individuals to become Members	5 April 2026
Rule 13.2b - require others to become Members	5 April 2026
Rule 13.2c - have a Member Management System	5 April 2026
Rule 13.2f - be a member of TNZ, RTO and any LTP	5 April 2026
Rule 13.2h - have a compliant constitution	5 April 2026
Rule 15.2b - as much as reasonably practicable only Members have access	5 April 2026
Individual Members	
Rule 11 - Individual Members	Date specified by the Member's Club, Applicable LTP or [Organisation]
Rule 17.2 - renew membership using Member Management System	Date specified by the Member's Club, Applicable LTP or [Organisation]