



CONSTITUTION OF THE POHUTUKAWA COAST NETBALL CLUB

1.0 NAME

- 1.1 The name of the society shall be Pohutukawa Coast Netball Club Incorporated, hereinafter referred to as "PCNC".

2.0 REGISTERED OFFICE

- 2.1 The registered office of PCNC shall be situated at TE PURU COMMUNITY CENTRE, 954 Whitford Maraetai Road, Beachlands.

3.0 PURPOSE AND OBJECTIVES OF THE SOCIETY

- 3.1 The purpose of the society is to:
- a) To provide a long-term viable netball club which offers our members the opportunity to participate and grow within a positive and rewarding local environment
 - b) To administer, promote and develop Netball in the club and community
 - c) To encourage and promote participation and achievement in Netball as a sport to be played in a manner which represents equal opportunity, participation and sport for all in a safe, co-operative environment based on the overarching sense of fairness and integrity.
 - d) Support and develop the playing and leadership potential and life skills of all Society members both on and off the court
 - e) Create a safe and encouraging environment for players to improve their fitness, conditioning, strength, and sporting skill set
 - f) Raise funds in a way the Society shall determine for the purposes of carrying out the objectives of the Society
 - g) Do anything necessary or helpful to the above purposes
- 3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 MANAGING COMMITTEE

- 4.1 Only Members of the Society may be Committee Members.
- 4.2 The Society shall have an Executive Committee comprising the following officers:
 - a) President
 - b) Secretary
 - c) Treasurer
- 4.3 All officers shall be natural persons. An officer cannot hold prescribed dishonesty offences or other disqualifications that would prevent them being appointed as an officer.
- 4.4 There shall be a minimum of three General Committee Members in addition to the Officers. There shall be a maximum of nine General Committee Members in addition to the Officers.
- 4.5 The Executive Committee members may hold only one position.
- 4.6 The term of an Executive Committee member is renewable annually, however shall be no longer than 5 years.
- 4.7 The Executive Committee will be decided by majority vote at a committee meeting.

5.0 NOMINATION OF COMMITTEE MEMBERS

- 5.1 Nominations for members of the committee shall be called for at least 14 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All existing members of the Committee shall be eligible for re-election.
- 5.2 The Executive Committee shall be elected from those Members appointed as part of the General Committee. Voting for the Executive Committee shall take place at the next General Committee meeting after the Annual General Meeting.
- 5.3 If the position of any Officer becomes vacant between Annual General Meetings, the committee may appoint another committee member to fill that vacancy until the next annual general meeting.
- 5.4 If the position of any committee member becomes vacant between Annual General Meetings, the committee may appoint another society member to fill the vacancy until the next annual general meeting.

6.0 CESSATION OF COMMITTEE MEMBERSHIP

- 6.1 Persons cease to be Committee Members when:
 - a) They resign by providing written notice to the committee
 - b) They are removed by majority vote of the Executive Committee at a Committee Meeting

- c) Their term expires
- 6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.
- 6.3 If any committee member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

7.0 ROLE OF THE GENERAL COMMITTEE

There shall be different types of committees to help with the efficient administration and organisation of the club. These are the General Committee and the Executive Committee. The executive committee shall also be part of the general committee.

- 7.1 The role of the General Committee is to:
 - a) Administer, manage and control the Society;
 - b) Carry out the Purpose and objectives of the Society, and use money or other assets to do that;
 - c) To determine, raise and receive money by subscriptions, fees, levies, donations, grants, sponsors or otherwise and to grant rights and privileges to sponsors, promoters, or fundraisers.
 - d) Delegate responsibility and co-opt members where necessary;
 - e) Ensure all members follow the rules
 - f) Decide the times and dates for meetings, and set the agenda for meetings
 - g) Decide the procedure for dealing with complaints
 - h) Set Membership fees, including subscriptions and levies
 - i) Set the values of the society and expectations of members of the society
 - j) Make regulations
 - k) To approve the appointment of coaches, manager, and umpires
 - l) Have the power to form and appoint any subcommittee/s as required for specific purposes
 - m) May at their discretion employ a person or persons to carry out certain duties required by the society, at salaries or remunerations for such period, as may be deemed necessary
- 7.2 The committee has all the powers of the Society, unless the committee's power is limited by these Rules, or by a majority decision of the Society.
- 7.3 Decisions of the committee bind the society unless the Committee power is limited by these rules or by a majority decision of the society.

8.0 ROLE OF THE EXECUTIVE COMMITTEE

- 8.1 The general management of PCNC shall be under the control of the Executive Committee which shall do things as it considers are in the best interest of PCNC. The decisions of the Executive Committee upon all questions shall be final and binding unless and until set aside by a General Meeting of the Club especially convened for the purpose.

- 8.2 To manage the affairs of PCNC to ensure the stated purpose and objectives herein are achieved.
- 8.3 To report to the General Committee any decisions made regarding the outcomes of an Emergency Meeting.
- 8.4 The executive committee can call an emergency committee meeting to respond to any urgent matter that PCNC has been alerted to and requires immediate resolution.
- 8.5 Manage the Society's financial affairs, including approving the annual financial statements for presentation to the members at the annual general meetings;
- 8.6 Set accounting policies in line with generally accepted account practices;
- 8.7 Commission a chartered accountant to review or audit the society's financial statements annually.

9.0 ROLE OF THE EXECUTIVE COMMITTEE MEMBERS

- 9.1 The President is responsible for:
 - a) Ensuring the rules are followed
 - b) Convening meetings and establishing whether a quorum (half of the committee) is present
 - c) Chairing meetings, deciding who may speak and when
 - d) Overseeing the operation of the society
 - e) Providing a report on the operations of the society at each annual general meeting
 - f) Forwarding the annual financial statements for the society to the registrar of incorporated societies upon their approval by the members at an annual general meeting
 - g) Advising the registrar of incorporated societies of any rule changes
- 9.2 The Secretary is responsible for:
 - a) Recording the minutes of meetings
 - b) Holding the society records, documents, and books, except those required for the Treasurer function
 - c) Receiving and responding to correspondence as required by the committee
 - d) Maintain an up-to-date register of members of the society.
- 9.3 The Treasurer is responsible for:
 - a) Keeping proper accounting records of the Society's financial transactions to allow the society's financial position to be readily ascertained
 - b) Preparing annual financial statements for presentation at each annual general meeting.
 - c) Providing a financial report at each annual general meeting
 - d) Preparing and maintaining a budget which plans income and expenditure to meet the purpose and objectives of the society.
 - e) Providing financial information to the committee as the committee determines

10.0 COMMITTEE MEETINGS

- 10.1 There are two types of committee meetings, General Committee Meetings and Executive Committee meetings. These meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 10.2 No General Committee meeting may be held unless at least half of the committee members attend. General Committee meeting will be held regularly with a minimum of six (6) meetings per year.
- 10.3 An executive committee meeting requires three executive committee members form a quorum. Executive Committee meetings shall be held when necessary.
- 10.4 The President shall chair General committee meetings, or if the chair is absent the Presidents nominee shall chair the meeting.
- 10.5 Decisions of the General committee shall be by majority vote
- 10.6 The President or person acting as President has the casting vote, that is, a second vote
- 10.7 Only committee members present at a general committee meeting may vote at that meeting. This includes attendance by video call.
- 10.8 Subject to these Rules, the committee may regulate its own practices.
- 10.9 The president or their nominee shall adjourn meetings if necessary.
- 10.10 Adjourned meeting: If within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members shall be dissolved, in any other case it shall stand adjourned to a day, time and place determined by the president of the society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any society meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

CONDUCT OF MEETINGS

11.0 SOCIETY MEETINGS

- 11.1 A Society Meeting is an Annual General Meeting or a Special General Meeting.
- 11.2 The Annual General meeting shall be held once every year no later than 15 December. The Executive Committee shall determine when and where the Society shall meet.
- 11.3 Special General meetings may be called by the committee. The committee must call a special general meeting if the secretary receives a written request signed by at least 10% of the members.
- 11.4 The Secretary shall:
 - a) Give all members at least 14 days written notice of the business to be conducted at any society meeting
 - b) Additionally, the secretary will provide appropriate:

- (i) A copy of the Presidents report on the society operations and of the annual financial statements as approved by the committee
- (ii) A list of nominees for the committee, and information about those nominees if it has been provided
- (iii) Notice of any motions and the committee recommendations about those motions
- (iv) If the secretary has been sent a notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members did not receive the notice.

11.5 All members may attend and vote at society meetings.

11.6 No society meeting may be held unless at least a minimum of ten member. (This will constitute a quorum).

11.7 All society meetings shall be chaired by the president. If the president is absent, then the Presidents nominee shall chair that meeting. Any person chairing a society meeting has a casting vote.

11.8 On any given motion at a society meeting, the Chair shall in good faith determine whether to vote by:

- a) Voice
- b) Show of hands
- c) Secret ballot

However, if any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting vote, that is, second vote.

11.9 The business of an Annual General Meeting shall be:

- a) Received any minutes of the previous society meeting (s)
- b) The President report on the business of the society
- c) The treasurers report on the finances of the society, and the annual financial statements
- d) Election of Committee members
- e) Motions to be considered
- f) General business

11.10 The chair or their nominee shall adjourn the meeting if necessary.

11.11 Adjourned meeting: If within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members shall be dissolved, in any other case it shall stand adjourned to a day, time and place determined by the president of the society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any society meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

12.0 MOTIONS AT SOCIETY MEETINGS

- 12.1 Any member may request that a motion be voted on (“Members Motion”) at a particular society meeting, by giving written notice to the secretary at least 14 days before that meeting. The member may also provide information in support of the motions (“Members Information”). The committee may in its absolute discretion decide whether or not the society will vote on the motion. However, if the members motion is signed by at least 20% of eligible members:
- a) It must be voted on at the society meeting chosen by the member and
 - b) The secretary must give the members information to all members at least 7 days before the society meeting chosen by the member; or if the secretary fails to do this, the member has the right to raise the motion at the following society meeting
- 12.2 The committee may also decide to put forward motions for the society to vote on (“Committee motions”) which shall be suitably notified.

SOCIETY MEMBERSHIP

13.0 TYPES OF MEMBERS

- 13.1 Membership shall be open to any person who wishes to further the interest of the Society. All senior (over 18 year old) players, coaches, managers, umpires and volunteers shall be eligible to be members.
- 13.2 Any person seeking membership shall complete an online registration form.
- 13.3 Each person admitted to the membership shall be:
- 11.3.1 Bound by the constitution and the policies of the society;
 - 11.3.2 Be liable for such fees and subscriptions as may be fixed by the committee;
 - 11.3.3 Entitled to all advantages and privileges of membership
- 13.4 Membership Categories
- 13.4.1 **PLAYING MEMBERS - SENIOR**
Any financial member of the society is entitled to hold any office and enjoy the privileges of the society. Senior playing members who have paid their membership for the year shall be entitled to attend all committee or Annual General Meetings of the Club and to exercise one vote at the Annual General Meeting, be elected as a member of the PCNC Committee and use PCNC facilities and equipment in accordance with the regulations, policies, and procedures of the Club.
 - 13.4.2 **PLAYING MEMBERS – JUNIORS**
Any financial member under the age of 18 years will be considered a junior playing member. Junior playing members shall have no voting rights nor be entitled to hold any office or committee position.
 - 13.4.3 **NON-PLAYING MEMBERS**

Any non-financial individuals who wish to support and be involved with PCNC, through coaching, managing, umpiring, or volunteering in association with PCNC. These members (excluding those under 18 years) are entitled to be elected as a member of the PCNC Committee, attend all committee or Annual General Meetings of the Club and to exercise one vote at the Annual General Meeting. All non-playing members must abide by the PCNC Code of Conduct and by the rules of netball.

13.4.4 LIFE MEMBERSHIP

Life membership shall be assessed for those Club Members who have been with PCNC for a minimum of ten years, and who in the opinion of the executive committee have rendered outstanding contribution or service to PCNC. Any member may nominate a person to the Executive Committee for consideration for the Life Membership which should be considered prior to the Annual General Meeting.

Life membership must be conferred at a committee meeting with a majority vote in favour of the nomination. Presentation shall be awarded at the end of season prizegiving. Life Membership shall carry the privileges of Non-Playing Membership.

- 13.5 A member may at any reasonable time inspect the records and documents of the society by written request to the committee.

14.0 REGISTRATIONS

- 14.1 To be set and reviewed on an annual basis by the committee prior to registration date. Fees may reflect the different membership categories.
- 14.2 Registration fees shall be due and payable by a date set by the General Committee.
- 14.3 The Executive Committee may in its absolute discretion to waive or reduce the registration fees of any member.

15.0 ADMISSION OF MEMBERS

- 15.1 To become a member a person ("the applicant") must:
- a) Pay the registration fees by the required date
 - b) All playing and non-playing applicants must submit a completed registration form
 - c) Supply any other information the committee requires
- 15.2 The committee may interview the applicant when it considers membership applications.
- 15.3 Each member shall provide other such details as the committee requires.
- 15.4 The committee shall have complete discretion when it decides whether to accept the applicant as a member. The committee shall advise the applicant of its decision and that decision shall be final.

16.0 THE REGISTER OF MEMBERS

- 16.1 The Secretary shall keep a register of members ("The Register") which shall contain the names, the postal and email addresses and telephone numbers of all members and the dates at which they became members.

17.0 OBLIGATIONS OF MEMBERS

- 17.1 All members shall promote the purpose and objectives of the society and shall do nothing to bring the society into disrepute.

18.0 CESSATION OF MEMBERSHIP

- 18.1 Any member may resign by giving written notice to the Executive Committee or is deemed to have resigned once the subscription remains unpaid for one month after due date.
- 18.2 Membership may be terminated in the following way:
- a) If for any reason whatsoever the committee is of the view that a member is breaching the rules or acting in a manner inconsistent with the purposes of the society, the committee may give written notice of this to the member ("the Committees Notice"). The Committees Notice must:
 - (i) Explain how the member is breaching the rules or acting in a manner inconsistent with the purposes of the society
 - (ii) State what the member must do in order to remedy the situation; or state that the member must write to the committee giving reasons why the committee should not terminate the members membership
 - (iii) State that if, within 14 days of the member receiving the committee notice, the committee is not satisfied, the committee may in its absolute discretion immediately terminate the members membership
 - (iv) State that if the committee terminates the members membership, the member may appeal to the society
 - (v) 14 days after the member received the committee notice, the committee may in its absolute discretion by majority vote terminate the members membership by giving the member written notice ("Termination Notice") which takes immediate effect. The Termination Notice must state that the member may appeal to the society at the next meeting by giving written notice to the secretary ("Members Notice") within 14 days of the members receipt of the termination notice
 - (vi) If the member gives the members notice to the secretary, the member will have the right to be fairly heard at a society meeting held within the following 28 days. If the member chooses the member may provide the secretary with a written explanation of the events as the members sees them (the Members explanation) and the member may require the secretary to give the members explanation to every other member within 7 days of the secretary receiving the members explanation. If the member is not satisfied that the other society members have had sufficient time to consider the members explanation the

member may defer his or her right to be heard until the following society meeting.

(vii) When the member is heard at a society meeting, the society may question the member and the committee members

(viii) The society shall then by majority vote decide whether to let the termination stand or whether to reinstate the member. The society's decision will be final.

MONEY AND OTHER ASSETS OF THE SOCIETY

19.0 USE OF MONEY AND OTHER ASSETS

19.1 The society may only use money and other assets if:

- a) It is for a purpose or objective of the society
- b) No part of the funds will be available to be used for the private pecuniary profit of any member, beneficiary or associate of any of them.
- c) No member of the organisation or any person associated with a member shall participate in, or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income should be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

20.0 ADDITIONAL POWERS

20.1 The Society may:

- a) Employ people for the purposes of the society
- b) Invest in any investment that benefits the club

21.0 FINANCIAL CONSIDERATIONS

21.1 The financial year of the society begins on the first day of October and ends on the last day of September.

21.2 Appropriate accounts shall be maintained by the Treasurer and reported monthly at the General Committee Meetings.

21.3 All transactions of PCNC shall be recorded according to best practice financial reporting controls.

21.4 All monies collected shall be deposited into the PCNC Bank Account.

21.5 The PCNC signatories shall be the Executive Committee. Signatures of any two of these members are required for all payments.

21.6 No liabilities other than those deemed reasonable for the successful operation of the Club shall be incurred.

- 21.7 All PCNC Accounts shall have a biennial 'Audit of the Financial Statements'. For years where a full audit is not conducted a 'Financial Statement Review' will take place. Both the Audit and Review will be conducted by an independent and qualified Accountant.

ALTERING THE CONSTITUTION

22.0 ALTERING THE CONSTITUTION

- 22.1 The society may alter or replace these rules at a society meeting by a resolution passed by majority of those members present and voting.
- 22.2 At least 14 days before a society meeting at which any constitution changes are to be considered, the secretary shall give to all members written notice of the proposed motion, the reasons for the proposal and any recommendation the committee has.
- 22.3 When a constitution change is approved at a society meeting, no change shall take effect until the President has filed the changes with the registrar of incorporated societies.
- 22.4 No addition to or alteration of the objects, personal benefit clause, or the winding up clause shall be made which effect the tax-exempt status/not for profit status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

23.0 COMMON SEAL

- 23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

24.0 BYLAWS TO GOVERN THE SOCIETY

- 24.1 The committee may from time to time make, alter, or rescind bylaws for the general management of the society, so long as these are not repugnant to the constitution or to the provisions of law. All such bylaws shall be binding on members of the society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the secretary.

25.0 AFFILIATION

- 25.1 PCNC shall be affiliated to Te Puru Community Centre Charitable Trust, Howick Pakuranga Netball Centre, Netball Northern Zone and Netball New Zealand. Any new affiliation or amendments to these affiliations need to be passed by majority vote at a Society meeting for this purpose.

WINDING UP

26.0 WINDING UP

26.1 If the society is wound up:

- a) The society debts, costs and liabilities shall be paid:
- b) Surplus money and other assets of the society may be disposed of:
 - (i) By resolution
 - (ii) According to the provisions of the Incorporated Societies Act 1908 but;
- a) No distribution may be made to any members
- b) The surplus money and other assets shall be distributed to:
 - (i) Another incorporated society having objects like those of the society; or for charitable or benevolent purposes, which incorporated society or purposes, as the case required, shall be determined by resolution of the members or;
 - (ii) The cancer society

CONFLICTS OF INTEREST

27.0 CONFLICT OF INTEREST

- 27.1 Any conflict of interest must be declared at all Meetings where participation in any process may be considered beneficial to any Member (or their family member) that has voting rights. In an instance where a Conflict of Interest is declared, the Member concerned must remove themselves from any discussion or decision regarding that conflict. Any Conflict of Interest should be included within the Meeting's Minutes and recorded in the conflict of interest register.
- 27.2 Where a perceived or actual conflict of interest is identified, this will be managed in accordance with the Conflicts of Interest Policy.

DISPUTES RESOLUTION

28.0 DISPUTES RESOLUTION PROCEDURE

- 28.1 Where a dispute arises either from a member grievance or complaint, these will be recorded in the Complaints Register and managed in accordance with the disputes resolution policy.

DEFINITIONS

29.0 DEFINITIONS AND MISCELLANEOUS MATTERS

- 29.1 The colours of PCNC shall be navy blue and gold.
- a) Changes to the club colours may only be made at a society meeting.
- 29.2 Equipment, uniforms and clothing owned by PCNC shall be handed in to the club at a date set by the committee

29.3 In these rules:

- a) "Majority vote" means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.
- b) "Money or other assets" means any real or personal property or interest therein, owned or controlled to any extent by the society
- c) "Society Meeting" means any annual general meeting, or any special general meeting, but not a committee meeting
- d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, extend, dispose of, or in any other ways deal with, Money or Other assets
- e) "Written Notice" means communications by post, electronic means, (including email and website or social media posting) or advertisement in periodicals, or a combination of these methods.
- f) Matters not covered in these rules shall be decided upon by the Executive committee whose decision shall be final.
- g) It is assumed that
 - (i) Where a masculine is used, the feminine is included
 - (ii) Where the singular is used, plural forms of the noun are also inferred
 - (iii) Headings are a matter of reference and not part of the rules

Constitution approved:

Kim Beere:

Arna Roding:

Tim Bastin:



