

**TENNIS NEW ZEALAND**  
**MASTERS INCORPORATED**

**CONSTITUTION**



**Te Tēnehi o Aotearoa**

**Inclusive of all previous amendments**

**Management Committee**

**August 2023**

**TENNIS NEW ZEALAND MASTERS INCORPORATED**  
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# **TENNIS NEW ZEALAND MASTERS INCORPORATED**

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## **CONSTITUTION**

### **1. NAME AND REGISTERED OFFICE**

1.1 The name of the incorporated society is Tennis New Zealand Masters Incorporated (TNZM)

1.2 The registered office of Tennis New Zealand Masters Incorporated shall be the residence of the National Administrator or at such place in New Zealand as determined by the Management Committee.

### **2. AFFILIATION**

The Association is affiliated to:

- a. Tennis New Zealand Incorporated.
- b. The International Tennis Federation.

### **3. OBJECTS**

The objectives of Tennis New Zealand Masters Incorporated are:

- a. To be the national body that promotes and develops the sport of tennis for masters players in New Zealand.
- b. To seek and promote membership of Tennis New Zealand Masters.
- c. To develop tennis opportunities and events for the participation and enjoyment of masters players.
- d. To promote and support national and club tournaments in New Zealand.
- e. To support players and teams in International competition.
- f. To provide sound financial management of Tennis New Zealand Masters finances and assets.

### **4. POWERS AND RESPONSIBILITIES**

**Powers:** The Association has the power, subject to this constitution, to do the following:

- a. Make, alter, rescind add or enforce this Constitution and any rules, regulations, policies and procedures for the governance, management and operation of the Association.
- b. Determine, implement and enforce disciplinary disputes and appeal rules, regulations, policies and procedures including sanctions and penalties.
- c. Determine its membership including withdrawing, suspending or terminating membership.
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights.

- e. Control and raise money.
- f. Sell, or otherwise dispose of any property of the Association, as it considers appropriate.
- g. Raise and receive money by subscriptions, donations, fees, levies entry or usage charges, sponsorship, community funding or other sources.
- h. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons or organizations.
- i. Organise and control National competitions, events and programmes.
- j. Make, alter, rescind and enforce rules of competition.
- k. Select National and other representative tennis players and teams.
- l. Delegate powers of the Association to other persons or sub-committees.
- m. Do any other acts which are conducive to the attainment of the objectives of the Association.

**Responsibilities:** The Association is responsible for leading, promoting, developing, enhancing and protecting master's tennis in New Zealand by:

- a. Determining after consultation with Masters Clubs, national strategies, policies, programmes and initiatives for masters tennis and how they are to be delivered.
- b. Seeking and securing revenue, funding, grants and sponsorship to enable the delivery of masters tennis initiatives.
- c. Assisting and supporting Masters Clubs.
- d. Developing and implementing systems and standards for the consistent and efficient management of masters tennis in New Zealand.
- e. Developing and implementing initiatives to encourage the continual increase in the number of individuals participating in senior tennis and its events.
- f. Owning, managing and being responsible for national tournaments.
- g. Establishing and owning the identity for Tennis New Zealand Masters.
- h. Being the entity with which all matters relating to masters tennis at a National level in New Zealand are communicated and addressed.

## 5. DEFINITIONS

The words and phrases used in this constitution shall mean the following:

- a. **Association** being Tennis New Zealand Masters Incorporated.
- b. **A Young Masters Player** is someone in the age group 30 to 54 attained in the current year..
- c. **A Masters Player** is someone in the age group 55 to 64 attained within the current year.

- d. A Super Masters Player** is someone in the age group 65 to 90+ attained within the current year.
- e. Masters and Member** shall be synonymous.
- f. Life Member** is a person who has been granted this status in recognition and appreciation of outstanding service to Masters tennis.
- g. Patron** is a person or persons who shall be invited to hold such a position.
- h. Club** shall be a group of members affiliated to and in compliance with the Association's constitution.
- i. Delegate** is a club representative elected or appointed by a club. A delegate may represent more than one club. A delegate may also be a proxy holder for another club and may exercise that club's right to vote at any annual general meeting, special general meeting or general meeting.
- j. Proxy** is the voting right of a club on how to vote on an issue, put in writing by a club or executive committee.
- k. Proxy Holder** shall be any person provided with the proxy. The proxy holder cannot represent or articulate the proxy views unless they are a delegate
- l. Management Committee** shall consist of those eight members elected at the Annual General Meeting to have the power to act on behalf of the Association.
- m. Officers;** The President is a person elected to that position from nominations at the Annual General Meeting. Officers are those holding the positions of; President, Vice-President, and Management Committee member assigned to Finance. Any term served as President to be for a maximum of five years.
- n. The Vice-President** is a person elected by the Management Committee to take responsibility when the President is unavailable.
- o. Executive Committee** shall be the elected Officers of the Association with power to act on behalf of the Management Committee on matters of urgency.
- p. Benefactor** is any person or organization providing benefits to the Association, whether the benefits are cash, assets or any other matter deemed a benefit.
- q. Rules of Tennis** mean the rules of the game of Tennis as determined and published by the ITF.

## **6. MEMBERSHIP**

The Association shall consist of the following classes of members:

- a.** Affiliated clubs
- b.** New clubs wishing to affiliate with Tennis New Zealand Masters shall apply to the Management Committee of the Association and comply with 5h.
- c.** Life Members.

## **7. CLUB MEMBERS**

- a. Someone who is a financial member of a Masters Club.
- b. Is registered with the Association in terms of 11 ( c )
- c. Is affiliated to Tennis New Zealand Inc. through a Masters Tennis Club or a Tennis Club affiliated to a Region/Association of Tennis New Zealand Inc.
- d. Is thirty years of age or older.

## **8. LIFE MEMBERS**

On the recommendation of the Committee, a General Meeting may elect a person to be a Life Member of the Association in recognition of special services rendered to tennis.

## **9. PATRON**

A General Meeting may appoint a Patron who, in the opinion of the members present, has rendered valuable service to Tennis or the Association.

## **10. DELEGATES**

- a. One Delegate may represent a Club at a General Meeting and shall be elected by the affiliated Club according to their own rules.
- b. Names and addresses of Delegates shall be sent to the Secretary before 31 December in each year.
- c. A club may replace a nominated delegate. Notice of such a vacancy and the name and address of the replacement delegate shall be sent to the National Administrator. A Club may appoint a proxy holder to represent it at an Annual General meeting, Special General meeting or General meeting.
- d. A delegate may represent more than one club.

## **11. OBLIGATIONS OF CLUBS**

Each Masters Club shall on or before 30 September each year, send to the National Administrator of the Association:

- a. The full name of their Secretary with postal address, contact telephone/cell number and e-mail.
- b. The full name of their Treasurer with postal address, contact telephone/cell number and e-mail.
- c. The following information shall be based on membership of each Club as at the immediate preceding balance date of the member Clubs:
  - (a). A list of their financial members including:
    - (i) Full Christian and Surname
    - (ii) Date of Birth
    - (iii) Postal and email address
  - (b) Amount of Tennis New Zealand Masters Registration Fees paid as at 30 September.

d. Provide copies of Clubs last AGM minutes, annual report and financial accounts on request Affiliation fees based on membership as at the immediate preceding annual balance date of the member clubs.

## **12. PRIVACY ACT**

In accordance with this constitution Tennis New Zealand Masters wishes to establish a register of its members and member clubs so that they have an accurate record of the names and categories of individuals that are members of masters clubs in New Zealand.

The information and details are necessary to:

- a. Establish a National database of members and participants in masters tennis in New Zealand.
- b. Determine the amount of membership fees due to the Association.
- c. Determine the voting entitlement of each Club.

To ensure that policies and procedures applied secure the lawful and proper security, disclosure, use and access of such personal information in accordance with the Privacy Act 2020, Tennis New Zealand Masters have adopted Tennis New Zealand's Membership and Participation Data Regulation as its regulations regarding the collection of such personal information.

## **13. RESIGNATIONS**

Any Club may resign from the Association by giving written notice of such intention to the Secretary not less than fourteen days before the Annual General Meeting in any year. Such a Club will be liable for all affiliation fees and/or other monies unpaid at the date of such resignation.

## **14. OFFICERS**

The Officers of the Association, all of whom shall be financial members are:

- a. The President (elected from the nominations received and voted for at the Annual General Meeting)
- b. The Vice-President as elected by the Management Committee.
- c. The Management Committee member assigned to Finance as elected by the Management Committee.

## **15. DUTIES OF NATIONAL ADMINISTRATOR**

The secretarial and financial duties of the National Administrator shall be determined by the Management Committee.

## **16. MANAGEMENT COMMITTEE**

The power and control of the Association shall be vested in the Committee, which shall consist of eight officers elected from the nominations received and voted for at the Annual General Meeting. In the event of insufficient nominations the incoming Management Committee has the power to fill any vacancy.

The President is to attend and chair the Management Committee meetings.

The Committee shall have power to:

- a. Elect a Vice-President at its first meeting.
- b. Appoint and remove sub-committees.
- c. Appoint the National Selection Panel and the Convenor.
- d. Fill any vacancy that arises on the Committee or sub-committees.
- e. Manage and control the finances of the Association.
- f. Co-opt not more than two additional committee members. Co-opted members shall have no voting rights at meetings.
- g. Fix honorariums or pay compensation to Committee members or other persons rendering service to the Association.
- h. Arrange the National Masters' Championships and National Masters Teams Championships and any other event not specified but sanctioned.
- i. Appoint, remove, or suspend the National Administrator.
- j. Fix the remuneration and other terms of employment of the National Administrator any in terms of an Individual Employment Agreement in accordance with the Employment Relations Act.

## **17. MEETINGS**

### **a. Annual General Meeting:**

The Annual general Meeting shall be held each year at such a time and place as the Committee may decide, but no later than the 31 March of any year.

At the Annual General Meeting in addition to the right of any delegate to speak, any individual member of Tennis New Zealand Masters, present at the meeting, shall be entitled to participate in any 'General Business' discussions.

The order of business shall be:

- a. Roll Call
- b. Apologies
- c. Confirmation of Minutes of previous Annual General Meeting
- d. Matters arising from those minutes
- e. Adoption of President's Report
- f. Annual Report and Balance Sheet
- g. Election of Officers, Patron, President, Auditor, and Honorary Solicitor
- h. Affiliation Fees
- i. Notices of Motion (but before any business that a motion affects)
- j. General Business

### **b. Special General Meeting:**

A special General Meeting may be called by the National Administrator on the motion of the Committee or by the National Administrator upon receipt of a request signed by the secretaries of no fewer than ten clubs setting out the objective of such a meeting. None other than the stated business shall be introduced at the meeting.



### **c. Notice of Annual General Meeting:**

**a)** Those requested to attend an Annual General Meeting are President, Management Committee Members and Delegates of Affiliated Clubs.

**b)** A notice of every Annual General Meeting shall be posted or e-mailed to all members of the Management Committee and to the Secretaries of the affiliated clubs at least sixty (60) days prior to the date fixed for such a meeting. The notice shall include:

- I. The date, time and venue for the Annual General Meeting
- II. Notice calling for Nominations for President & Management Committee
- III. Form for proposed Notices of Motion to be included in the Annual General Meeting Agenda

**c)** All nominations, notices of motion and other items of business for the Annual General Meeting agenda must be received by the Administrator no later than forty two (42) days before the date set for the meeting.

**d)** The Administrator must give twenty eight (28) days notice of the business of the Annual General Meeting to all members. The notice shall include:

- I. The agenda for the Annual General Meeting
- II. Nominations received for Elected Management Committee including the nominators and seconders.
- III. The financial report and statement of accounts of Tennis NZ Masters
- IV. Notices of motion and other items of business received
- V. The proxy vote form

**e)** Any additional items of general business raised at the Annual General Meeting that have not been notified to the Administrator forty two (42) days prior to the meeting may only be discussed by agreement of the majority of delegates present to vote at that meeting.

### **d. Notice of Special General Meeting:**

Not less than Thirty (30) days notice must be given by the Secretary to all affiliated clubs for any Special General Meeting which notice shall include:

**a.** The date, time, and venue/or the manner in which the meeting is to be held.

**b.** The date and time by which notification of the delegates for the Special General Meeting must be received by the National Administrator, and

**c.** The proposed motion, or motions, that have been properly submitted for consideration including any motion, proposed to alter this constitution.

**d.** In all other respects the Special General Meeting shall be conducted under the rules applicable to Annual General Meetings.

### **e. Voting at General Meetings:**

**a.** The President and each member of the Committee shall be entitled to one vote.

**b.** Each club delegate shall be entitled to two (2) votes plus one (1) vote for every fifty (50) registered members of their club.

**c.** A delegate of a club not present at a General Meeting may be represented by another person holding a written proxy with entitlement to vote, lodged with the National Administrator forty eight (48) hours prior to the commencement of the meeting.

d. The President or the Chairperson of the meeting may have a deliberate vote as well as a casting vote in the event that votes for and against are equal.

e. All ordinary business shall be decided by a majority vote on a show of hands or by ballot if desired by any member present.

f. All special business shall be decided by at least two-thirds of the vote recorded by ballot.

g. Special business shall be motions:

(i) To alter or annul any Rule or to add a new Rule.

(ii) To expel any Club.

(iii) To expel any Officer

(iv) To express no confidence in the Committee or any Officer.

(v) To move without Notice of Motion upon matters of extreme urgency.

**f. Voting at Management Committee Meetings:**

a. Each Committee Member and the President shall be entitled to one vote.

b. The President or the Chairperson of the meeting may have a deliberate vote as well as a casting vote in the event that votes **for and against are equal**.

c. Business shall be decided by majority vote registered by voice show of hands or by ballot if desired by any member present.

d. Any Committee Member may participate in any meeting of the management committee and vote on any proposed resolution at a meeting of the management committee without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all committee members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a member in this manner at a meeting shall constitute the presence of that member at that meeting.

e. The Management Committee may by a majority vote reimburse its members for their actual and reasonable expenses incurred in the conduct of its business.

The President shall preside over all General Meetings.

**g. Presiding over Meetings:**

The President shall preside over all General Meetings.

The President shall preside over Management Committee meetings or, if absent, the Vice-President.

If the President and Vice-President are not present at the respective meetings within ten minutes of the advised starting time of the meeting, those members at the meeting may appoint a Committee member to act as Chairperson.

**h. Quorums:**

- a. Ten members shall constitute a quorum at any General Meeting.
- b. Five members shall constitute a quorum at any Management Committee Meeting.

**i. Notices of Motion:**

Notice of Motion may be given by:

- a. Any Club signed by the Secretary and certified as having been adopted by the Committee of the club.
- b. The Management Committee.
- c. A motion of which notice has been given may be moved by:
  - (i) Any member of the Committee.
  - (ii) A Delegate of the Club giving such notice.

## **18. FINANCE**

- a. The financial year of the Association shall end on 30<sup>th</sup> June in each year unless otherwise determined by an Annual General Meeting.
- b. All monies received shall be paid by to the credit of the Association at a Bank or Banks appointed by the Committee.
- c. All accounts shall be paid by electronic banking, signed or imputed, by the Secretary and also signed or authorised by another member of the Committee so appointed **by the Committee**.
- d. A Reviewer appointed either at the Annual General Meeting or by the Management Committee shall review the accounts of the Association.
- e. The Reviewer shall not be a member of the Management Committee.

## **19. AFFILIATION FEES**

The Association's affiliation fee shall be decided at an Annual General Meeting. Any proposed change of fees shall be the subject of a Notice of Motion.

- a. Each financial member shall be affiliated with the Association through a Club.
- b. Each financial member shall be affiliated to Tennis New Zealand. The Affiliation fee may be paid either to the Association or through a Tennis New Zealand Club
- c. The Association affiliation fees paid by each Club shall be based on the number of financial members of each Club as at the immediately preceding balance date of the members clubs. The fee shall be due and payable not later than 30<sup>th</sup> September of the year it is due.
- d. Any Club whose fee remains unpaid by 31 December of the year they are due shall have its membership of the Association terminated. Before such termination can occur the Management Committee must give that club written notice specifying the payments due and demanding payment by a certain date not being less than seven days from the date of the demand. If payment is not made by the due date of demand, membership shall be suspended pending payment. If such suspension continues up

to the 31<sup>st</sup> December in that year, then clubs shall have their membership automatically terminated as at that date.

e. Financial members of a defaulting Club shall be ineligible to compete in any tournament or competition sanctioned by the Association and the non-acceptance of the members entry could be requested by the Association until payment is made. The defaulting club shall not be entitled to attend, speak at or vote at any general meeting. It shall not be entitled to any other privileges or benefits to which it would otherwise be entitled.

## **20. NZ NATIONAL MASTERS CHAMPIONSHIPS**

The Committee shall make the allocation of the National Masters Championships and National Teams' Championships to Clubs under terms and conditions laid down by the Management Committee.

## **21. TOURNAMENTS**

a. Open tournaments for Masters shall be sanctioned by Tennis New Zealand and the Region/Association where they are to be held and shall be in accordance with the rules of Tennis New Zealand Inc.

b. All Age Group Events at the Association's National Championships shall be held in accordance with Tennis New Zealand Masters and ITF Tennis Event Rules.

## **22. SELECTION OF REPRESENTATIVE TEAMS AND INDIVIDUALS**

The Selection of New Zealand Representative teams and individuals will be the responsibility of the Management Committee and managed in accordance with the Association's Selection Policy.

## **23. MISCONDUCT**

a. The Committee shall have the power to reprimand, suspend or accept the resignation of an officer, delegate, club or club member where their conduct is considered to be injurious to the interests of the Association, provided that the officer, delegate, club or club member shall have the opportunity to explain their conduct in writing or in person, at a Committee meeting.

b. Should the Committee recommend expulsion, then this action must be considered only at an Annual General Meeting, if it is to be held within thirty days of the alleged misconduct, or at a Special General Meeting held for that purpose.

c. The defending party shall be given the opportunity to attend the Annual General Meeting or Special Annual General Meeting to explain their conduct or to provide a written submission.

## **24. COMMON SEAL**

The Seal of the Association shall consist of the words "Tennis New Zealand Masters Incorporated" in a circle with the words "Common Seal" in the centre.

The Seal shall be kept in the custody of the National Administrator and shall be affixed to any document only upon resolution of the Committee, by a member of the Committee appointed for the purpose, in the presence of the National Administrator of the Association.

## **25. AMENDMENTS TO RULES**

These Rules may be amended, rescinded or new rules added at an Annual General Meeting or Special General Meeting called for that purpose.

## **26. RULES OF TENNIS**

The rules of the game of tennis shall be the Rules of Tennis as set down and interpreted from time to time by the ITF [and subject to any variation for New Zealand as permitted by ITF]. The Rules of Tennis shall be observed the Association, and all clubs and all matters relating to the game of tennis in New Zealand shall be carried out in accordance with such rules.

## **27. IN-DEMNITY**

The Association shall indemnify every member of the Management Committee and employees on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses incurred by any such member or employee arising from the proper performance of their functions connected with the Association. The indemnity is enforceable without such person having first to incur any expense or make any payment, is a continuing obligation and is enforceable by such person even though that person may have ceased to be connected with the Association. The extent of indemnity also applies to liabilities incurred by such person both before and after the adoption of this constitution.

## **28. PROHIBITION ON PERSONAL BENEFITS**

No person shall be entitled to derive or otherwise receive any income, benefit, or advantage from the Association where that person is able to determine or materially influence the amount

or nature of that income, benefit or advantage, provided that any person who renders professional services to the Association shall be entitled to be paid all usual and reasonable professional business and trade charges for work done for the Association. Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms-length transaction. This rule 28 and its effect must not be removed from this constitution and must be included in any alteration, addition to or revision to this constitution.

## **29. DISOLUTION**

The Association shall not be dissolved unless:

- a. A Special General Meeting has been called not less than four weeks after the original resolution to dissolve was tabled.
- b. The Resolution is passed by a two-thirds majority of those present at the meeting.
- c. The liabilities of the Association have been discharged.
- d. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members of the Association but shall be given or transferred to Tennis New Zealand or some other organization, institution or association having objectives similar to those of this Association [or to some other charitable organisation or purpose within New Zealand] and which shall prohibit the distribution of its or their income or property amongst its or their members, such institution or institutions to be determined by the members at or before the time of the dissolution.