

# **Constitution**

## **of the**

## **Vogelmorn Tennis Club Incorporated**

### **The Society**

#### **1. Name**

- 1.1. The name of the society shall be the 'Vogelmorn Tennis Club Incorporated' (the "Society").

#### **2. Registered office**

- 2.1. The registered office of the Society is the Society's clubhouse at the corner of Mornington Road and Vennell Street, Mornington, Wellington 6021.

#### **3. Purposes and powers of the Society**

- 3.1. The purposes of the Society are to:
- (a) provide tennis courts and facilities for its members to play tennis; and
  - (b) do anything necessary or helpful to the above purpose.
- 3.2. Pecuniary gain is not a purpose of the Society.

### **Society Membership**

#### **4. Types of members**

- 4.1. The Society shall have the following categories of membership:
- (a) Life members;
  - (b) Senior members;
  - (c) Junior members; and
  - (d) Honorary members.
- 4.2. The Society at a General Meeting may decide upon sub-categories of membership within these categories and may approve different membership subscriptions and fees for different categories and sub-categories of membership.
- 4.3. Subject to this constitution, the Committee (established under clause 14), or the Society at a General Meeting, shall from time to time determine the playing privileges that apply to each category or, as the case may be, each sub-category of membership.
- 4.4. The Committee, or the Society at a General Meeting, may restrict the total number of senior, junior or honorary members.

#### **5. Life members**

- 5.1. The category of life membership is to recognise an existing senior member's special or distinguished service to the club and shall be limited to 12 living persons.

- 5.2. A life member has all the rights and privileges of a senior member but without the requirement to pay a membership subscription.
- 5.3. A senior member shall be elected a life member only if:
- (a) another senior member (whether or not a member of the Committee) proposes in writing to the Committee that the member be elected a life member;
  - (b) the Committee decides by a majority vote to put the proposal to a Society Meeting as a Committee Motion;
  - (c) notice of the Committee Motion is given in accordance with clause 28.2; and
  - (d) the Committee Motion is approved by a 75 per cent majority of the votes cast by the members who are present at the meeting and who are entitled to vote.

## **6. Senior members**

- 6.1. Senior members are members who are aged 18 years or over as at 1 December.

## **7. Junior members**

- 7.1. Junior members are members who are aged under 18 as at 1 December.
- 7.2. The Committee or the Society at a General Meeting may set a minimum age for admission as a junior member.
- 7.3. Where a member turns 17 years of age in the course of a season, the membership fee applicable for that season shall be determined on the basis of the member's age as at 1 December.

## **8. Honorary members**

- 8.1. Honorary members may use the clubhouse facilities during playing hours and may play tennis on an occasional basis when the courts are not in use by club members or for any club events. Honorary members may not participate in the management of the Society.

## **9. Mid-Week Section**

- 9.1. There may be a section of the Society known as the Mid-Week Section, which may arrange organised play on the courts and use the clubhouse regularly on such days of the week as the Committee authorises.
- 9.2. The Mid-Week Section may, as it considers necessary elect from their own number a committee for the efficient administration of affairs within the section. However, the section remains subject to this constitution and to the control and management of the Committee, whose decision on any matter affecting the section shall be final.

## **10. Admission of new members**

- 10.1. To become a member, a person ("the Applicant") must:
- (a) complete an application form prescribed by the Committee;
  - (b) supply any other information the Committee reasonably requires; and
  - (c) pay the relevant membership subscription and any other fee by the date the Committee notifies.
- 10.2. If the Committee considers it appropriate to do so, it may interview an Applicant

before it decides whether to approve his or her application for membership.

- 10.3. The Committee shall have complete discretion in deciding whether or not to allow an Applicant to become a member.
- 10.4. The Committee shall advise the Applicant of its decision and that decision shall be final.

## **11. Register of members**

- 11.1. The Secretary shall keep a register of members (the "Register") which shall contain (at a minimum) the names, postal and email addresses and telephone numbers of all members and the dates upon which they became members.
- 11.2. If a member's postal or email address or telephone number changes, that member shall notify the Secretary of the change.
- 11.3. Each member shall provide to the Committee such other details as it reasonably requires.
- 11.4. Members shall have reasonable access to the Register.

## **12. Rights and responsibilities of members**

- 12.1. Members have the rights and responsibilities set out in this constitution and any rules and policies the Committee or the Society prescribes.
- 12.2. Without limiting clause 12.1, all members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute or harm the interests of the Society.
- 12.3. From time to time, the Committee may call upon Members to fulfil voluntary duties for the purposes of maintaining and improving the facilities of the Society.

## **13. Cessation of membership**

- 13.1. An existing member ceases to be a member of the Society if:
  - (a) he or she resigns by giving written notice to the Secretary;
  - (b) fails to pay the relevant membership subscription or any other fee by the date the Committee notifies; or
  - (c) his or her membership is terminated in accordance with clauses 13.2 to 13.7.
- 13.2. The Committee may terminate a person's membership if:
  - (a) for any reason it considers that a member is in material breach of this constitution or of a rule or policy that the Committee or the Society has prescribed or has acted or is acting in a manner that is inconsistent with the purposes of the Society; and
  - (b) it gives written notice of this to the member (the "Committee's Notice").
- 13.3. The Committee's Notice must:
  - (a) explain how the member has breached or is breaching the constitution or a

- rule or policy that the Committee or the Society has prescribed or has acted or acting in a manner that is inconsistent with the purposes of the Society;
  - (b) 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 his or her membership;
  - (c) state that, if, within 14 days of the member receiving the Committee's Notice, the Committee is not satisfied that the member has remedied the situation or, as the case may be, has not given adequate reasons as to why the Committee should not terminate his or her membership, the Committee may in its absolute discretion immediately terminate the member's membership; and
  - (d) state that, if the Committee terminates the member's membership, the member may appeal to the Society.
- 13.4. No earlier than 14 days after the member has received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the member's membership by giving the member written notice ("Termination Notice"), which takes effect immediately. The Termination Notice must state that the member may appeal to the Society at the next Society meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the member's receipt of the Termination Notice.
- 13.5. If the member gives the Member's Notice to the Secretary, the member will have the right to be heard fairly at a Society meeting held within 28 days of the Secretary receiving the Member's Notice. If the member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them ("the Member's Explanation"), and the member may require the Secretary to give the Member's Explanation to every other member within 7 days of the Secretary receiving the Member's Explanation. If the member is not satisfied that the other Society members have had sufficient time to consider the Member's Explanation, the member may defer his or her right to be heard until the following Society meeting.
- 13.6. If the member is heard at a Society meeting, the Society may question the member and the Committee members about matters relating to the Committee's decision to terminate the member's membership.
- 13.7. The Society shall by majority vote decide whether to let the termination stand or whether to reinstate the member and the Society's decision shall be final.
- 13.8. A person who ceases to be a member under clause 13.1(a) or 13.1(b) may reapply at any time to be a member.
- 13.9. Where the Committee terminates a person's membership under clause 13.4, that person may not reapply for membership within 2 years of the Committee's decision except that, where the person was heard at a Society meeting under clause 13.6 and the Society decided to let the termination stand, he or she may not apply for membership within 2 years of the Society's decision.
- 13.10. When a person ceases to be a member of the Society, he or she shall have no membership rights but is not released from the obligation to pay any sums due to

the Society.

## **Management of the Society**

### **14. Committee**

14.1. The Society shall have a committee (the "Committee") comprising:

- (a) the officers of the Society; and
- (b) up to five other members as the Society shall elect or appoint at its annual general meeting as general members of the Committee.

14.2. Subject to this constitution, the role of the Committee shall be to:

- (a) administer, manage, and control the Society;
- (b) carry out the purposes of the Society and use money or other assets to do that;
- (c) manage the Society's financial affairs including approving the annual financial statements for presentation to members at annual general meetings;
- (d) set accounting policies in line with generally accepted accounting practice;
- (e) delegate responsibility and co-opt members where necessary;
- (f) set rules or policies on any matter relating to the Society;
- (g) ensure all members adhere to the constitution and follow any rules or policies the Committee establishes;
- (h) decide the times and dates for meetings and set the agenda for meetings;
- (i) decide the procedures for dealing with complaints provided that, in all cases, it shall comply with the rules of natural justice.

14.3. The Committee has all the powers of the Society unless the Committee's power is limited by this constitution or by a majority decision of members at a general meeting of the Society.

14.4. Decisions of the Committee bind the Society unless the Committee's power is limited by this Constitution or by a majority decision of members at a general meeting of the Society.

### **15. Officers of the Society**

15.1. The officers of the Society shall be:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary;
- (d) the Treasurer;
- (e) the Club Captain; and
- (f) the Junior Convenor.

15.2. The officers must be senior members of the Society and shall be elected or appointed at the Society's annual general meeting.

15.3. Any of the offices in clause 15.1 may be held by up to 2 persons at the same time.

- 15.4. A member may be elected or appointed to more than 1, but not more than 2, officer positions.
- 15.5. Once elected or appointed, an officer of the Society shall hold office until the next annual general meeting of the Society unless:
- (a) the Society by majority vote at a Society meeting decides on a shorter term;
  - (b) he or she resigns from office by giving written notice to the Committee;
  - (c) he or she is absent from 3 consecutive Committee meetings without leave of absence and the President declares that person's position to be vacant;
  - (d) he or she is removed by majority vote of the Society at a Society meeting; or
  - (e) he or she ceases to be a member of the Society, in which case he or she shall also cease to be an officer of the Society.
- 15.6. Without limiting in any way their rights as members, the President, Treasurer, Secretary, Club Captain and Junior Convenor shall not be required to pay an annual subscription.

**16. General members of the Committee**

- 16.1. The general members of the Committee must be senior members of the Society and shall be elected or appointed at the Society's annual general meeting.
- 16.2. Once elected or appointed, each general member of the Committee shall hold that position until the next annual general meeting of the Society unless:
- (a) the Society by majority vote at a Society meeting decides on a shorter term;
  - (b) he or she resigns from the Committee by giving written notice to the Committee;
  - (c) he or she is absent from 3 consecutive Committee meetings without leave of absence and the President declares that person's position to be vacant;
  - (d) he or she is removed by majority vote of the Society at a Society meeting; or
  - (e) he or she ceases to be a member of the Society, in which case he or she shall also cease to be a member of the Committee.

**17. Nomination of officers and general members of the Committee**

- 17.1. No prior notice of nomination for the position of officer or general member of the Committee shall be necessary before the annual general meeting.
- 17.2. Officers or general members of the Committee whose terms are expiring may stand for re-election.

**18. Vacancies between annual general meetings**

- 18.1. If the position of an officer or general member of the Committee becomes vacant between annual general meetings, the Committee may appoint another member of the Committee (whether an officer of the Society or a general member) or of the Society to fill that vacancy until the next annual general meeting.
- 18.2. If an officer or general member of the Committee ceases to be a member of the Committee, that person must, within one month, give to the Committee all Society documents and property in his or her possession or control.

## **19. Sub-committees**

- 19.1. The Committee may appoint sub-committees as it considers appropriate.
- 19.2. The Committee may co-opt onto a sub-committee one or more members of the Society who are not an officer or a general member of the Committee but:
- (a) a sub-committee must have at least one Committee member; and
  - (b) a sub-committee must be chaired by a Committee member.
- 19.3. A sub-committee appointed under clause 19.1 may not exercise any final decision-making powers and may only make recommendations to the Committee.

## **20. Roles of officers**

- 20.1. The President's responsibilities include:

- (a) ensuring that the constitution of the Society is adhered to;
- (b) overseeing the operations of the Society;
- (c) providing a report on the operations of the Society at each annual meeting;
- (d) convening meetings and establishing whether a quorum is present; and
- (e) chairing meetings and deciding who may speak and when.

- 20.2. The Secretary's responsibilities include:

- (a) recording the minutes of meetings;
- (b) keeping the Register of Members;
- (c) holding the Society's records, documents and books except those required for the Treasurer's function;
- (d) receiving and replying to correspondence as required by the Committee;
- (e) forwarding the annual financial statements of the Society to the Registrar of Incorporated Societies upon their approval by members at an annual general meeting;
- (f) advising the Registrar of Incorporated Societies of any changes to the constitution; and
- (g) producing the annual report.

- 20.3. The Treasurer's responsibilities include:

- (a) keeping proper accounting records of 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. These statements should be prepared in accordance with the Societies' accounting policies (14.2(d));
- (c) providing a financial report at each annual general meeting;
- (d) providing financial information to the Committee as the Committee determines; and
- (e) subject to the direction of the Committee or the Society, managing the finances and cash flow of the Society.

- 20.4. The Club Captain's responsibilities include:

- (a) organising club day rosters for senior members;

- (b) organising senior club championships and other tournaments for senior members; and
- (c) promoting the activities of the club.

20.5. The Junior Convenor's responsibilities include:

- (a) organising club day rosters for junior members;
- (b) organising junior interclub;
- (c) overseeing the junior coaching programme; and
- (d) organising junior club championships and other tournaments for junior members.

## **21. Committee meetings**

21.1. Subject to this constitution, the Committee may regulate its own procedures.

21.2. The quorum for every Committee meeting shall be at least half of the committee members.

21.3. The President shall chair Committee meetings or, if the President is absent, the Vice-President shall chair the meeting.

21.4. If both the President and the Vice-President are absent from a Committee meeting, the Committee shall elect a Committee member to chair that meeting.

21.5. Committee decisions shall be by majority vote.

21.6. In the event of an equal number of votes, the person who is chairing the meeting has a casting vote, that is, a second vote.

21.7. Only Committee members present at a committee meeting may vote at that meeting.

21.8. The President or the person who is chairing the meeting may adjourn the meeting if he or she considers it is necessary to do so.

21.9. Meetings of the Committee shall be adjourned if a quorum is not present within 30 minutes after the time appointed for the meeting and rescheduled to a day, time and place the President determines but in any case not earlier than 7 days from the adjourned meeting. At the rescheduled meeting the Committee members present shall constitute a quorum for that meeting.

21.10. Instead of meeting in person, the Committee may meet via video or telephone conference or other formats as the Committee may decide.

## **Money and Other Assets of the Society**

### **22. Use of money and other assets**

22.1. The Society may only use money and other assets if:

- (a) it is for a purpose of the Society;
- (b) it is not for the sole personal or individual benefit of any member; and

- (c) that use has been approved by either the Committee or by majority vote of the Society at a Society meeting.

### **23. Personal benefit**

- 23.1. Any income, benefit or advantage shall be applied to the purposes of the Society.
- 23.2. No member or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 23.3. Any payment to or on behalf of a member or an associated person of any income, benefit or advantage shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).
- 23.4. 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.

### **24. Additional powers**

- 24.1. The Society may:
  - (a) employ or contract people for the purposes of the Society;
  - (b) exercise any power a trustee might exercise;
  - (c) invest in any investment that a trustee might invest in; and
  - (d) borrow money and provide security if authorised by majority vote at any Society meeting.

### **25. Financial year**

- 25.1. The financial year of the Society begins on 1 May of every year and ends on 30 April of the following year.
- 25.2. The Society's balance date is 30 April in each year.

### **26. Assurance on the financial statements**

- 26.1. The Society shall appoint an accountant to review the annual financial statements of the Society unless the Society decides at a Society meeting:
  - (a) to obtain an audit of the annual financial statements of the Society (instead of a review); or
  - (b) not to obtain a review or an audit of the annual financial statements of the Society.
- 26.2. Where an accountant reviews the annual financial statements, he or she:
  - (a) must be a suitably qualified person (and preferably a member of the New Zealand Institute of Chartered Accountants) and must not be a member of the Committee, or an employee of the Society; and
  - (b) shall conduct an examination with the objective of providing a report that nothing has come to his or her attention to cause him or her to believe that the financial information is not presented in accordance with the Society's accounting policies.

- 26.3. Where an accountant audits the annual financial statements, he or she:
- (a) must be a suitably qualified person (and preferably a member of the New Zealand Institute of Chartered Accountants) and must not be a member of the Committee, or an employee of the Society; and
  - (b) shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies.
- 26.4. If the Society appoints an accountant to conduct a review or audit but that person is for some reason unable to act, the Committee shall appoint another accountant as a replacement.
- 26.5. The Committee shall provide the accountant who reviews or audits the annual financial statements with:
- (a) access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
  - (b) additional information that the accountant may request from the Committee for the purpose of the review or audit; and
  - (c) reasonable access to persons within the Society from whom the accountant determines it necessary to obtain information.

## **Conduct of Meetings**

### **27. Society meetings**

- 27.1. A Society meeting is either an annual general meeting or a special general meeting of the Society (but is not a meeting of the Committee).
- 27.2. The annual general meeting shall be held once every year no later than five months after the Society's balance date.
- 27.3. The Committee on its own motion may call a special general meeting.
- 27.4. The Committee must call a special general meeting if the Secretary receives a written request for a special general meeting signed by at least 15 senior members.
- 27.5. The Secretary shall:
- (a) give all members at least 14 days' written notice of the business to be conducted at any Society meeting; and
  - (b) provide as appropriate:
    - (i) a copy of the President's report on the Society's operations, the Treasurer's report and the annual financial statements as approved by the Committee;
    - (ii) a list of nominees for the Committee and, if it has been provided, information about those nominees; and
    - (iii) notice of any motions and the recommendations (if any) of the Committee in respect of those motions.

- 27.6. If the Secretary has sent a notice to all members in good faith, the Society meeting and its business shall not be invalidated merely because one or more members do not receive the notice.
- 27.7. All members may attend and have speaking rights at a Society meeting.
- 27.8. Senior members only may move a motion at a Society meeting and each motion must be seconded by a senior member.
- 27.9. Senior members only may vote at a Society meeting.
- 27.10. The President shall chair all Society meetings but the Vice-President shall chair a meeting if the President is absent.
- 27.11. In the absence of both the President and the Vice-President, the Society shall elect a senior member of the Society to chair that meeting.
- 27.12. On any motion at a Society meeting, the chair of the meeting shall in good faith determine whether to vote by:
- (a) voices;
  - (b) a show of hands; or
  - (c) secret ballot.

However, if any senior 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 of the meeting shall direct the procedure to be followed.

- 27.13. In the event of an equal number of votes, the person who is chairing the meeting may exercise a casting vote, that is, a second vote.
- 27.14. The business of an annual general meeting shall be:
- (a) consideration of the minutes of the Society's previous annual general meeting;
  - (b) presentation of the President's report on the business of the Society;
  - (c) presentation of the Treasurer's report on the finances of the Society and the annual financial statements;
  - (d) the election of officers of the Society;
  - (e) the election of general members of the Committee;
  - (f) to approve membership subscriptions and any other fees (including any rebate for subscriptions paid within a prescribed time);
  - (g) to consider any motions of which notice has been given; and
  - (h) general business.

27.15. The chair of a Society meeting may adjourn the meeting if necessary.

27.16. The quorum for a Society meeting is 15 senior members.

27.17. If a quorum is not present within 30 minutes after the time appointed for a Society meeting, the meeting shall be adjourned to the date 14 days later at the same time

and place. The senior members present on that date shall constitute a quorum for the adjourned meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **28. Motions at Society meetings**

- 28.1. Any member may request that a motion be voted on (“Member’s Motion”) at a particular Society meeting by giving written notice to the Secretary at least 21 days before that meeting. The member may also provide information in support of the motion (“Member’s Information”). The Committee shall in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least 15 senior members:
- (a) it must be voted on at a Society meeting chosen by the member; and
  - (b) the Secretary must give the Member’s Information to all members at least 14 days before the Society meeting chosen by the member but, if the Secretary fails to do this, the member has the right to raise the motion at the following Society meeting.
- 28.2. The Committee may also decide to put forward a motion (“Committee Motion”) for the Society to vote on at a Society meeting. The Committee must give members at least 14 days’ notice of any Committee Motion.

## **Common Seal**

### **29. Common seal**

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

## **Altering the Constitution**

### **30. Altering the constitution**

- 30.1. The Society may alter or replace this constitution at a Society meeting by a resolution passed by a two-thirds majority of senior members who cast a vote on the resolution.
- 30.2. Any proposed motion to amend or replace this constitution shall be made either:
- (a) by the Committee; or
  - (b) by at least 15 senior members who have signed the proposed motion and given it in writing to the Secretary at least 21 days before the Society meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 30.3. At least 14 days before the Society meeting at which any change to the constitution

is to be considered, the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

- 30.4. No change to the constitution approved at a Society meeting shall take effect until the Secretary has filed the change with the Registrar of Incorporated Societies.
- 30.5. No addition or alteration shall be made to the non-profit aims, personal benefit clause or the winding up clause so as to affect the tax exempt status of the Society. 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.

## **Rules and policies**

### **31. Rules and policies to govern the Society**

- 31.1. The Committee may from time-to-time make, alter or rescind rules or policies for the general management of the Society, so long as these are not repugnant to this constitution or to the provisions of law. All such rules and policies shall be binding on members of the Society. A copy of the rules or policies for the time being in force shall be available for inspection by any member on request to the Secretary.

## **Winding Up**

### **32. Winding up**

- 32.1. The Society shall be wound up voluntarily if at a Society meeting a majority of members present and entitled to vote pass a resolution that requires the Society to be wound up and that resolution is confirmed at a subsequent special general meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

- 32.2. If the Society is wound up:

- (a) the Society's debts, costs and liabilities shall be paid;
- (b) surplus money and other assets of the Society may be disposed of:
  - (i) by resolution; or
  - (ii) according to the provisions in the Incorporated Societies Act 1908 or any legislation that replaces that Act;
- (c) no distribution may be made to any member or any person associated with a member;
- (d) any surplus money and other assets of the Society shall be distributed to an organisation or body with similar objects to the Society provided such organisation or body also has an income tax exemption or for some other charitable purpose within New Zealand.

## **Definitions**

### **33. Definitions and miscellaneous matters**

- 33.1. In this constitution:

- (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 vote at that

- meeting upon a resolution put to that meeting;
- (b) “member” is a person who has completed the requirements set out in clause 10 to become a member;
  - (c) “money or other assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society;
  - (d) “use money or other assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets;
  - (e) “written notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods;
  - (f) it is assumed that:
    - (i) where the singular is used, plural forms of the noun may also be inferred; and
    - (ii) headings are a matter of reference and not a part of the constitution; and
  - (g) matters not covered in this constitution shall be decided upon by the Committee or by the Society at a Society meeting.

