

CLUB CONSTITUTION

MAIRANGI BAY TENNIS CLUB INCORPORATED

1. Name and Registered Office

- 1.1 The name of the organisation shall be Mairangi Bay Tennis Club Incorporated (the “Club”).
- 1.2 The club’s registered office is: The Clubhouse, 11 Ramsgate Terrace, Mairangi Bay.

2. Objects

The objects of the club are:

- (a) to operate and provide a successful tennis club,
- (b) to encourage and promote participation in the game of tennis,
- (c) to attract new members and maintain and promote the membership base,
- (d) to promote inclusiveness, friendship and congeniality amongst members,
- (e) to provide tennis courts and a clubhouse for members, and to maintain and improve existing facilities and any subsequently acquired facilities/assets for use by members of the club,
- (f) To associate with or to become a member of any Association or body in New Zealand whose objects are wholly or in part similar to those of the club,
- (g) to manage the financial affairs for the club consistent with good and prudent practice,
- (h) to act at all times on behalf of, and in the interest of, the members and the game of tennis,
- (i) to do all such other things that are incidental or conducive to the attainment of any or all of the above objectives, and to promote and undertake any other lawful action or activity that supports these objectives.

3. Powers

The powers of the club are:

- (a) To adopt and enforce the Constitution, and any policies and procedures for the governance, management and operation of the club,
- (b) To establish and maintain the club committee and sub-committees, and to delegate its powers and functions to such groups,
- (c) To raise and receive money by subscription, donations, fees, levies, entry charges, community and/or trust funding or otherwise,
- (d) To determine its membership including suspending or terminating the membership of members,
- (e) To lease, hire or otherwise manage, maintain, insure or otherwise deal with property, equipment, and other rights, privileges and licences,
- (f) To organise and control tennis competitions, events, social events and programmes administered by the club,
- (g) To resolve disputes in accordance with the Constitution,

4. Membership

- 4.1 Any natural person may be eligible for membership.
- 4.2 Membership of the club must be within one of the categories in section 5.
- 4.3 New members must:
 - (a) complete the club's Registration Form,
 - (b) pay the applicable membership fee in accordance with section 6,
 - (c) provide any other information that the club reasonably requires,
- 4.4 The club's membership year runs from 01 September through 31 August.
- 4.5 All members are subject to the club's Constitution and are deemed to have accepted these requirements upon becoming a member of the club.
- 4.6 All members will receive a swipe card (or similar device, for a fee) for club house and court access, and register to book courts via the online booking system,
- 4.7 Membership is not guaranteed as of right. The club's committee may at any time and in its absolute discretion refuse to grant any person(s) membership, and/or expel a member(s) from the club, where that person's action(s) and/or any past behaviour contravenes the aims and objectives of the club or is otherwise considered by the club's committee to be in such poor taste as to warrant refusal of membership or expulsion.
- 4.8 The club and the club's committee shall at all times endeavour to ensure that all members receive fair and equal treatment.

5. Membership Categories

Members may be enrolled in one of the following paid membership categories, or in one of the special membership categories outlined in sections 5.6 through 5.8 below. Criteria for these membership categories, and applicable fees, may be amended at the discretion of the committee subject to approval at the AGM.

5.1 Junior Membership

- (a) For persons under the age of 18 years, or as amended by the committee with AGM approval, as at 30 April of that membership year.
- (b) Junior members do not have the right to hold office, or to exercise voting powers.

5.2 Student Membership

- (a) For persons under the age of 25 years, or as amended by the committee with AGM approval, as at 30 April of that membership year who are enrolled as students at a tertiary education facility.
- (b) Student members have the right to hold office, and to exercise voting powers.

- 5.3 Veteran Membership**
- (a) For persons who are aged 65 years or older, or as amended by the committee with AGM approval, as at 30 April of that membership year.
 - (b) Veteran members have the right to hold office and to exercise voting powers.
- 5.4 Senior Membership**
- (a) For persons who do not qualify for Junior, Student or Veteran membership.
 - (b) Senior members have the right to hold office and to exercise voting powers.
- 5.5 Family Membership**
- (a) For persons who sign up collectively as a family and whose individual membership fees would otherwise exceed the family fees subscription for that year.
- 5.6 Life Membership**
- (a) A special form of free membership for an existing member(s) to recognise exceptional services to the Club.
 - (b) Such members may be nominated for a Life Membership at an Annual General Meeting of the Club, and may be appointed as a Life Member on a special majority (2/3^{rds}) vote of AGM attendees. Nominations for Life Members must be made in writing at least 7 days prior to the AGM.
 - (c) Life members playing Interclub will be liable for any applicable interclub fees.
 - (e) Life members have the right to hold office and to exercise voting powers.
- 5.7 Other Paid Memberships**
- (a) The committee shall have the right to introduce other membership types to cover off ad-hoc situations.
- 5.8 Non-Playing Volunteer Membership**
- (a) For non-playing persons who are former paid members of the Club and still wish to be associated with the Club.
 - (b) Non-playing volunteers do not have the right to hold office nor to exercise voting powers.
- 6. Membership Fees**
- 6.1** Membership fees are due September 30, or per the annual membership form. Members wishing to play interclub must pay their fees prior to the start of interclub or September 30, whichever occurs first.
- 6.2** The Club, at the discretion of the committee, may offer an automatic payment plan to members.
- 6.3** Membership Fees for each year shall be approved at the Annual General Meeting on the recommendation(s) of the club's committee.
If no new Membership Fee is approved by the club's committee and approved at the Annual General Meeting, then the Membership Fee from the previous year shall apply.
- 6.4** Veteran Membership Fees shall be discounted from Senior Membership Fees as set by the Committee, with a maximum discount of up to 1/3rd of the Senior Fees.

- 6.5 The Committee may alter the Membership Fees to take into account any adjustments in levies payable to Tennis North Harbour.
- 6.6 Subject to articles 4.5 and 4.7 any member who has not paid his/her Membership Fees by October 31 in any year shall be notified that his/her membership rights will be suspended until payment is made in full.
- (a) If a suspended member does not pay within 10 business days, his/her membership may be cancelled without further notice.

7. Cessation of Membership

- 7.1 Any member may resign his/her membership by giving written notice to the club's Secretary. No refund for part year Membership Fees shall be payable by the club.
- 7.2 Any member may be expelled from the club in accordance with Article 4.7 and Article 11. Any person(s) expelled will cease to be a member from the time of his/her expulsion.
- 7.3 Cessation of membership includes the forfeiture of all rights and privileges previously associated with membership.

8. Management

8.1 Committee

- (a) The club's committee shall be responsible for the management of the club.
- (b) The club's committee shall comprise not less than seven nor more than 14 club members (including those Members who are also Officers of the club).
- (c) The club's committee shall:
- (i) convene for closed monthly meetings on the first Monday of each month,
 - (ii) be present in person at Annual General Meetings,
 - (iii) transact routine business affairs of the club,
 - (iv) Organise interclub and social activities for its members
 - (v) control the club's finances and investments, including the operation of the its bank account(s),
 - (vi) deal with any internal issues in accordance with Article 11,
 - (vii) ensure in so far as may be practical and convenient that the Club's Objects and Powers are met pursuant to Articles 1 and 2,
 - (viii) deal with any matter concerning the business and affairs of the club. The club's committee and its members shall at all times act with full accountability, transparency and good faith.

8.2 Election of Committee Members:

- (a) The club's committee members shall be elected each year at the Annual General Meeting.
- (b) At least 14 days before the annual meeting the secretary shall post in the club's pavilion a notice calling for written nominations for the appointment of officers to the club. Nominations shall be made by two paid-up members who shall be proposer and seconder and no nomination to office shall be made without the nominee's written consent. Nominations may be accepted during the annual meeting.

- 8.3 Committee Members must:
- (a) act in a manner that is consistent with the club's Constitution and at all times act in a manner that is prudent, commercially sensible and with full accountability, transparency and good faith,
 - (b) in any matters concerning any other member(s) and/or the club's business and affairs, act in an appropriate and respectful manner,
 - (c) immediately disclose any conflict(s) of interest that exist or may arise, and recuse themselves from committee discussion and decisions involving such conflicts of interest,
 - (d) not utilise the position of being a member of the club's committee to promote a member's own individual interests, or the interests of individual members or another organisation with whom they may have a special relationship with, without making full disclosure of the matter and the special relationship, in writing, to all of the other members of the committee.

9. Officers

9.1 President

- (a) The President's responsibilities include directing and overseeing the club's successful operation in accordance with Article 2.
- (b) The President of the club shall be the Chairperson of Annual General Meetings, all club committee meetings, and any other relevant meetings pertaining to any matter in relation to the business and affairs of the club.
- (c) The President of the club must be elected at the Annual General Meeting and shall hold office for a period of 1 year.
 - (i) Any voting member may nominate another voting member for Presidency. Nominations must be seconded by another member who is not in a familial relationship with that person.
 - (ii) Prior to a vote taking place nominated candidates are required to present a short curriculum vitae outlining their qualifications, experience, capability and credentials and must give a short introductory speech explaining why they think they would be good for the role.
 - (iii) Eligible voting members shall elect the President via a majority vote at Annual General Meetings.
 - (iv) Subject to Clause (d) below, if no nominations are received for President, the existing President may remain in office.
- (d) A member who has served as President for five consecutive years shall not be eligible for re-election to that position for a sixth consecutive year, but may be nominated for Presidency in any future years thereafter.

9.2 Club Captain

- (a) the Club Captain shall be responsible for:
 - (i) the selection and organisation of Senior Interclub Teams, and
 - (ii) regulating the conduct of play on the club courts in accordance with the committee's directions.
- (b) where the President is absent, the Club Captain shall serve as Acting President.

9.3 Club Secretary

- (a) the Club Secretary shall be responsible for:
 - (i) keeping a register of all club members; including their names, phone and email contacts and physical addresses, and the dates they became Members or ceased Membership,
 - (ii) keeping the minutes of the Annual General Meetings, the club's committee Meetings and any other meetings that may arise,
 - (iii) conducting correspondence on behalf of the club, including publication of the club's regular newsletter,
 - (iv) ensuring compliance by members and any invitees with all Health and Safety requirements imposed by law or by the club's Policies and Procedures Manual,
 - (v) ensuring that the club's Policies and Procedures Manual is properly created and kept up to date,
 - (vi) custody of the business and other records of the club and of the common seal, and
 - (vii) giving effect to the resolutions of the AGM, the club's committee meetings and other meetings that may arise.
- (b) the Club Secretary position and responsibilities may from time to time be covered by a paid Club Manager position as determined by the club's committee. The Committee shall have the right to appoint said Club Manager role.

9.4 Treasurer

The Treasurer is required to:

- (a) report to the club's committee on any financial matters relating to the club,
- (b) ensure the proper custody of the club's bank account(s) and control of online access and other transactional capabilities with the club's bank and other financial institutions and intermediaries,
- (c) collect and disburse monies under the direction of the club's committee,
- (d) keep the club's accounts, and prepare the annual financial statements of the club in accordance with GAAP at least two months prior to the Annual General Meeting,
- (e) file such tax returns and comply with such other finance related regulatory compliance requirements as may from time to time be required, and
- (f) meet the requirements of all relevant legislation concerning the financial administration of the club.

9.5 Other Key Roles (which may be filled by non-committee members):

- (a) Junior Convenor
 - (i) The Junior Convenor is responsible (together with the Club Coach) for the selection and organisation of Junior Interclub teams. The Junior Convenor may form a Junior sub-committee, which may contain non-committee members, to assist with organising junior interclub.
 - (ii) The Junior Convenor is also responsible for liaising with parents in accordance with their responsibilities in Article (a.i) above.

- (b) Social Convenor
 - (i) The Social Convenor is responsible for organising and promoting social events during the year.
 - (ii) The Social Convenor may form a social sub-committee, which may contain non-committee members, to assist with promoting social events during the year.
- (c) Midweek Players Representative
 - (i) The Midweek Players Representative is responsible for representing the Midweek Players Committee as a club committee member.
 - (ii) The Midweek Players Committee will help develop and implement programmes to promote the game of tennis amongst the Midweek membership.
 - (iii) The selection and organisation of North Shore Ladies Interclub is the responsibility of the Midweek Players Match and Tournament sub-committee.

10. Annual General Meetings

The annual meeting of the club shall be held in the month of June in each year upon a date and at a time to be fixed by the committee for the following purposes:

- (a) To receive from the committee a report on the financial statements for the preceding financial year and an estimate of the receipts and expenditure for the current financial year;
- (b) To elect a president, secretary (in cases where the paid Club Manager role is vacant), treasurer, club captain and other members of the committee, and appoint a reviewer for the ensuing year;
- (c) To elect a patron, who may not necessarily be a member of the club and for which no membership fee is required;
- (d) To approve the amount (if any) of honorarium to be paid to any office bearers of the club;
- (e) To decide on any resolution which may be duly submitted to the meeting as provided.

10.1 If the club's President is present at an Annual General Meeting he or she must chair the meeting.

10.2 If no President has been elected or if, at any meeting of club members, the President of the club is not present within 15 minutes of the time appointed for the commencement of the meeting, the committee members present may choose one of their number to be chairperson of the meeting.

10.3 The AGM will be held at the clubhouse.

10.4 Notice of meetings:

- (a) Written notice of the time and place of an Annual General Meeting must be sent to every club member entitled to receive notice of the meeting not less than 10 working days before the meeting.
- (b) Notice of the Annual General Meeting (the "AGM") shall be given to members in writing via the club's newsletter.

- (c) The notice must state:
 - (i) the nature of the business to be transacted at the meeting in sufficient detail to enable a club member to form a reasoned judgment in relation to it; and
 - (ii) the text of any special resolution to be submitted to the meeting; and
 - (iii) The closing date for nominations for any elections, proposed motions and other items of business to be submitted to the club.

10.6 Quorum

- (a) A quorum for the AGM shall be not less than 20 of the members that are eligible to cast a vote who are present in person.
- (b) The members that constitute a quorum must be present for the whole of the AGM.
- (c) Subject to sub clause 10.6 (e), no business may be transacted at an AGM if a quorum is not present.
- (d) Subject to this document, a quorum for an AGM is present if club members are present who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meeting.
- (e) If a quorum is not present within 30 minutes after the time appointed for the meeting;
 - (i) in the case of a special meeting called, the meeting is dissolved;
 - (ii) in the case of any other meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the current committee members may appoint, and, subject to this document, if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the club members present are a quorum.

10.7 Voting

- (a) Voting at the meeting shall be by whichever of the following methods is determined by the chairperson of the meeting:
 - (i) voting by voice; or
 - (ii) voting by show of hands.
- (b) A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact.
- (c) Subject to this document, the chairperson of the AGM is not entitled to a casting vote.

10.8 Special General Meeting

The committee may at any time for any special purpose call a special general meeting and they shall do so forthwith upon the requisition in writing of any 10 members stating the purposes of which the meeting is required.

- (a) Voting at the meeting shall be by whichever of the following methods is determined by the chairperson of the meeting:
 - (ii) voting by voice; or
 - (iii) voting by show of hands.
- (b) A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact.
- (c) Subject to this document, the chairperson of the Special General Meeting is not entitled to a casting vote.

10.9 Minutes

- (a) The committee must ensure that minutes are kept of all proceedings at AGMs
- (b) Minutes which have been signed correct by the chairperson of the meeting are prima facie evidence of the proceedings.

10.10 Club member proposals.

- (a) Any member wishing to move a resolution at the annual meeting shall give notice in writing to the secretary not less than seven days before the date of such meeting.
- (b) The committee is not required to include in or with the notice given by the club:
 - (i) any part of a statement prepared by a club member that the committee considers to be defamatory (within the meaning of the Defamation Act 1992), frivolous, or vexatious; or
 - (ii) any part of a proposal or resolution prepared by a club member that the committee considers to be defamatory (within the meaning of the Defamation Act 1992).
 - (iii) Where the costs of giving notice of the club member's proposal and the text of any proposed resolution are required to be met by the proposing club member, the proposing club member must, on giving notice to the committee, deposit with the club or tender to the club a sum sufficient to meet those costs.

11. Committee Meetings

11.1 Chairperson

- (a) The President shall be the chairperson for all committee meetings
- (b) The President holds that office until he or she dies or resigns or the committee members elect a chairperson in his or her place.
- (c) If no chairperson is elected, or if at a meeting of the committee the chairperson is not present within 5 minutes after the time appointed for the commencement of the meeting, the committee members present may choose one of their number to be chairperson of the meeting.

11.2 Notice of meeting

- (a) The Club Secretary (or Club Manager if one is employed) will give notice of the committee meetings in accordance with this clause.
- (b) Not less than two days' notice of a meeting of the committee must be sent to every committee member who is in New Zealand, and the notice must include the date, time, and place of the meeting and the matters to be discussed.
- (c) An irregularity in the notice of a meeting is waived if all committee members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all committee members entitled to receive notice of the meeting agree to the waiver.

11.3 Methods of holding meetings

- (a) Club committee meetings may be called at any time by the President or two general committee members but generally the club committee shall meet at regular intervals agreed by the club committee provided a minimum of 10 committee meetings are held every year of office.
- (b) Where the majority of committee members are unable to attend, another meeting date may be agreed upon.

- (c) A reminder notice of committee meetings, including a proposed agenda, shall be sent to committee members via email in the week prior to the meeting taking place.
- (d) A meeting of the committee may be held either:
 - (i) by a number of the committee members who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
 - (ii) by means of audio, or audio and visual, communication by which all committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

11.4 Quorum

- (a) A quorum for a meeting of the committee is a majority of the committee members.
- (b) No business may be transacted at a meeting of committee members if a quorum is not present.

11.5 Voting

- (a) Every committee member has one vote.
- (b) The chairperson does not have a casting vote.
- (c) A resolution of the committee is passed if it is agreed to by all committee members present without dissent or if a majority of the votes cast on it are in favour of it.
- (d) A committee member present at a meeting of the committee is presumed to have agreed to, and to have voted in favour of, a resolution of the committee unless he or she expressly dissents from or votes against the resolution at the meeting.

11.6 The committee must ensure that minutes are kept of all proceedings at meetings of the committee.

11.7 Unanimous resolution

- (a) A resolution in writing, signed or assented to by all committee members then entitled to receive notice of a committee meeting, is as valid and effective as if it had been passed at a meeting of the committee duly convened and held.
- (b) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more committee members.
- (c) A copy of any such resolution must be entered in the minute book of committee proceedings.

11.8 Other proceedings: except as provided in this schedule, the committee may regulate its own procedure.

12. Complaints and Discipline

- 12.1 Any complaints should be made in writing, with appropriate context and explanation as to the nature of the complaint, together with any evidence by way of exhibits supporting the complaint.
- 12.2 Complaints should be directed to the President.
- (a) If a complaint concerns the actions or intended actions of the President, the complaint shall be made to the Club Manager who shall refer the complaint to the club's committee.
- 12.3 The club's committee will deal with such complaints at its discretion.
- 12.4 Disciplinary requirements may include;
- (a) a requirement to cease and desist in relation to a particular activity;
- (b) suspension of membership of the club;
- (c) a fine(s);
- (d) removal from office (where the complaint concerns a member in their capacity as a member of the committee or as an Officer of the club);
- (e) and/or expulsion from membership of the club.
- 12.5 Members subject to disciplinary action have a right to appeal the committee's decision where they believe they have been subject to unfair treatment. Any appeal needs to be made in writing within 10 days from the date at which they receive notice of the committee's decision.

13. Common Seal

- (a) The Common Seal of the club shall be in a form approved by the committee and shall be kept in the custody of the club committee.
- (b) The Common Seal shall be affixed to any deed or other document requiring execution by the club under Seal only in pursuance of a resolution by the committee.
- (c) Every application of the Common Seal shall be attested by two members of the committee.

14. Review of Accounts

- (a) The financial statements of the club shall be reviewed at the end of each financial year by the Reviewer appointed at the AGM of members. The reviewer will provide an Independent Assurance Practitioner's Review Report.
- (b) The reviewer of the club shall be a chartered accountant within the meaning of Section 19 of the Institute of Chartered Accountants of New Zealand Act 1996 and shall be appointed by the club at its AGM of members. Any vacancy arising from the office of reviewer shall be filled by a reviewer appointed by the committee.

15. The Financial Business of the Club

- (a) The Financial Year of the club shall commence on the 1st day of April in each year and end on the 31st day of March in the following year.
- (b) The club committee is responsible for the receipt and banking of all monies received by the club. All funds of the club shall be paid to bank account(s) in the name of the club.
- (c) The club committee shall prepare the Annual Balance Sheet and Statement of Income and Expenditure and shall cause the same to be duly reviewed by the club reviewer in sufficient time for his or her certification and presentation to the AGM of the club.

16. No Pecuniary Profit

- 16.1 Nothing expressed or implied in these rules shall permit the activities of this club to be carried on for personal pecuniary profit of any member nor shall any distribution, whether by way of money, property or otherwise, be made to any member. No member or person associated with a member of the Club shall derive any income, benefit or advantage from the club where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
- (a) Professional services to the club rendered in the course of business, charged at no greater rate than current market rates, OR
 - (b) Interest on money lent at no greater rate than current market rates;

and all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the committee and shall take no part whatsoever in the matter before the committee, other than as a member of the committee.

- 16.2 The income and the property of the club from whatever source shall be applied solely towards the promotion of the objects of the club.

17. Borrowing Powers

- 17.1 If at any time the club in general meeting shall pass a resolution authorising the committee to borrow money, the committee shall be empowered to borrow for the purposes of the club such amount of money either at one time or from time to time and at such rate of interest in such form and manner and upon such security as shall be specified in such resolution and the committee shall make all such dispositions of the club property or any part of it and enter into such agreements in relation to it as the committee may deem proper for giving security to such loans and interest.
- 17.2 All members of the club whether voting on such resolution or not and all persons becoming members of the club after the passing of such resolution shall be deemed to have assented to the same as if they had voted in favour of such resolutions.

18. Alteration to Constitution

18.1 The club may alter this Constitution where it sees fit, on the direction of the club's committee, provided that any adjustments do not counteract the aims and objectives outlined in Article 2.

18.2 All proposed alterations shall be presented and agreed upon at the AGM by a two thirds majority of members.

18.3 Any alteration must be:

- (a) in writing; and
- (b) signed by at least 3 club members; and
- (c) delivered to the Registrar accompanied by a member of the committee, or a solicitor, certifying that the alteration has been made in accordance with this document.

18.4 Provided that the Registrar is satisfied with the proposed alterations, they shall be registered and take immediate effect as a result.

19. Dissolution

If upon the winding up or dissolution of the club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the club. Such remaining property shall be given or transferred to some other approved sports body having objectives similar to the objectives of this club or for some other charitable purpose within New Zealand. In the event of the committee being unable to decide on the recipient of such remaining property the remaining assets are to be distributed in accordance with an order of the High Court of New Zealand.