

Mount Maunganui Tennis Club Incorporated

CONSTITUTION

REGISTERED NUMBER: 212873

NZBN: 9429043257492

Contents

- 1 Club details
- 2 Purpose and powers
- 3 Members
- 4 General Meetings
- 5 Committee
- 6 Committee meetings
- 7 Officers' Duties
- 8 Interests
- 9 Finances
- 10 Amendments
- 11 Bylaws
- 12 Dispute resolution
- 13 Liquidation and removal
- 14 Matters not provided for
- 15 Transition
- 16 Interpretation and Notices

1. Club details

1. **Name:** The name of the society is **Mount Maunganui Tennis Club Incorporated**
2. **Registered office:** The registered office of the Club is at the place the Committee decides.
3. **Contact person:** The person who holds the position of **Club Administrator** shall be the contact person required by the Act. The Committee shall advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

2. Purpose, Capacity and powers

1. **Purpose:** The purposes of the Club are to:
 - (a) advance, promote, develop, foster and administer Tennis as an amateur sport for the well-being, benefit and recreation of the community;
 - (b) provide a forum and facilities for playing, enjoying and associating with the game of Tennis, both socially and competitively;
 - (c) protect the integrity of Tennis and the Club by promoting the knowledge of and adherence to the rules, laws and regulations of Tennis, and establishing standards of conduct, ethics, and good governance;
 - (d) support the training, education and development of the Members in the skills of Tennis, including (but not limited to) umpires, coaches, team managers and volunteers;
 - (e) be committed to fairness, equity, inclusion, and diversity within the Club to create a sense of belonging for all;
 - (f) be a member of Tennis Western BOP Incorporated or any such other Association as the Club should in a general meeting decide.
2. **Capacity and powers:** The Club has full capacity, rights, powers, and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

3. Members

1. **Application:** An application to become a Member (Application) shall be in the form required by the Committee which may accept or decline an Application in its absolute discretion. A person becomes a Member when the Application has been accepted and the required membership fees have been paid and any other preconditions satisfied. The Club Administrator shall notify each new member by email/mail, of the successful completion or otherwise of their application.
2. **Member consent:** A person consents to become a Member by submitting an Application to the Club unless otherwise specified in this Constitution.

3. **Members:** The Members of the Club are:
- (a) Life Members: Who shall upon the recommendation of the committee be elected by the club in recognition of their exceptional service to the Club. Life members shall be exempt from payment of annual subscriptions.
 - (b) Senior Members: All persons aged 19 years or older as at 1 January who have paid the senior subscription or is an adult partner covered by the family subscription.
 - (c) Junior Members: All persons aged 18 years and under as at 1 January.
 - (d) Student Members: All persons aged between 19 and 25 years inclusive as at 1 January who are studying full time at a tertiary institution.
 - (e) Associate: Players who are affiliated to another Tennis Club in WBOP and desire to belong to the Club as well.
 - (f) Social: Non-playing members wishing to retain an association with the Club and its facilities.

and any other categories of Member as the Committee determines provided that all Members who have the right to play Tennis shall be affiliated to the relevant Association and to Tennis New Zealand, The Committee shall determine the membership rights, including voting rights, for any new category of member.

Non-Playing and Junior Members are not entitled to vote at General Meetings.

4. **Life Members:** Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Club. Any Member may nominate an individual to become a Life Member by giving notice to the Committee setting out the grounds for the nomination with consideration for the Life Member policy.

The committee must review the candidates nomination and must be near unanimous before taking the nomination to the AGM for majority vote.

There is no limit of Life Members, but affordability and ratio of life members to total membership to be taken into consideration.

5. **Member rights and obligations:** Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures and policies of Mount Maunganui Tennis Club, Western Bay of Plenty Tennis Association and Tennis New Zealand;
 - (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
 - (c) to receive, or continue to receive or exercise Member rights, they must meet all the Member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees or levies within the required time-period;
 - (d) they do not have any rights of ownership of, or the private right to the use of the Club's property;

- (e) they will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute;
 - (f) if they fail to comply with sub-clause (c) above the Committee may terminate their membership, but the Member continues to be bound by this Constitution.
- 6. **Suspension of Member:** If a Member is, or may be, in breach of any obligations under this Constitution and the Committee believes it is in the best interests of the Club to do so, the Committee may suspend the Member until final determination of the matter under the applicable dispute resolution process. Before imposing any suspension, the Member must be given notice of the suspension.
- 7. **Suspension of Member rights:** Unless otherwise determined by the Committee, while a Member is suspended the Member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a Member and is not entitled to continue to hold office in any position within the Club, until such time as the alleged breach is resolved or determined.
- 8. **Ceasing to be Member:** A Member ceases to be a Member:
 - (a) on death;
 - (b) by giving notice to the Committee of their resignation;
 - (c) if their membership is terminated under the terms of this Constitution;
 - (d) if their membership is terminated following a dispute resolution process under this Constitution or the Code of Conduct of Mount Maunganui Tennis Club;
 - (e) if the Member has not paid the required subscription including all WBOP and Tennis New Zealand Affiliation Levies within three months of the due date.
- 9. **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:
 - (a) remains responsible to pay all their outstanding membership and other fees and levies to the Club;
 - (b) must return all the Club's property;
 - (c) ceases to be entitled to any rights of a Member.
- 10. **Membership fees:** The Committee will decide any membership and other fees payable by Members and the due date for payment of those fees. The Committee may determine different levels of membership fees and other fees for different types of Members. The Committee will collect and make payment of the Affiliation Levies for each Playing Member to the relevant Association.
- 11. **Member register:** The Committee will keep an up-to-date Member register, which includes each Member's name and Contact Details. A Member must provide notice to the Club of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes in the information recorded in the Member register. The Committee will keep a record of those who have ceased to be a Club member. The Committee shall comply with the Privacy Act 2020 when collecting and dealing with personal information and Members will treat any such personal information made known to them for the purposes of the Club in confidence in terms of the Privacy Act.

4. General Meetings

1. **AGM:** An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 6 months after the balance date of the Club and not more than 15 months after the previous AGM.
2. **Notice of AGM:** The Members must be given at least 30 days' notice of the date of the AGM.
3. **Business of AGM:** The following business will be discussed at the AGM:
 - (a) confirmation of the minutes of the previous AGM;
 - (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report;
 - (ii) the annual financial statements;
 - (iii) notice of any disclosures of conflicts of interest made by Committee Members (including a brief summary of the matters, or types of matters, as defined in the Act, to which those disclosures relate);
 - (iv) the election of the President and/or any other Committee Members as applicable;
 - (v) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (vi) consideration of any other items of business that have been properly submitted for consideration at the AGM.
4. **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Secretary at least 15 days before the date of the AGM.
5. **Notice of agenda:** Notice of the agenda containing the business to be discussed and voted upon when necessary at the AGM must be sent to all persons entitled to attend the AGM at least 10 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.
6. **Calling of SGM:** The Committee must call a SGM (Special General Meeting) if it receives a written request stating the purpose of the SGM from the Committee itself or by 50% or more of eligible voting members.
7. **Notice of SGM:** Members must be given at least 30 days' notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
8. **Method of holding meeting:** A General Meeting may be held by a quorum of Members being assembled in person at the time and place appointed for the meeting. Participation may only be by Members present in person. A written resolution in lieu of a general meeting is not permitted.

9. **Quorum:** No business may occur at any General Meeting unless a quorum is present. The quorum for a General Meeting is fifteen of the Members entitled to be present and to vote. The quorum must always be present during the General Meeting.
10. **No quorum at AGM:** If a quorum is not present within 30 minutes of the scheduled start time of the AGM, the AGM is adjourned to a day, time and place set by the Chair of the AGM. If no quorum is present at the further AGM, the Members present and entitled to vote 15 minutes after the scheduled start time of the further AGM are deemed to constitute a valid quorum.
11. **No quorum at SGM:** If a quorum is not present within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
12. **Control of General Meetings:** The person holding office as President shall Chair General Meetings. If that person is unavailable, another Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to Chair the General Meeting.
13. **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:
 - (a) the Chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
14. **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
15. **Voting:** A Member entitled to vote may exercise one vote on any motion at a General Meeting in person in accordance with this Constitution.
16. **Voting by electronic means:** Voting by electronic means, by proxy or postal voting is not permitted.
17. **Conduct of voting:** Voting is conducted by voices, or a show of hands as determined by the Chair of the meeting. A secret ballot may be called for and approved by the Chair or by 25% of Members present or as otherwise required under this Constitution.
18. **Minutes:** Minutes must be kept of all General Meetings.
19. **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in this Constitution or otherwise required by the Act.

5. Committee

1. **Functions and powers:** The Committee must manage, direct or supervise the operation and affairs of the Club in accordance with this Constitution and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club.
2. **Composition:** The Committee consists of the elected positions of: President, Operations Convenor, Two Senior Club Convenors, Junior Club Convenor, Property Convenor, Social Convenor and Events Convenor. There must be a minimum of four persons forming the Committee. At the first meeting after each AGM the Committee shall appoint a Vice President.
3. **Role of President:** The President will engage in activities agreed with the Committee which may include activities to promote the Club, good relations and communications between Members and the reputation and best interests of the Club, and to preside at Club events.
4. **Role of Operations Convenor:** The Operations Convenor is responsible for:
 - (a) all correspondence and record keeping;
 - (b) all General Meetings, Committee meetings and any subcommittee meetings, that minutes are taken;
 - (c) all records and general secretarial work of the Club is performed;
 - (d) act as a Contact Person under the Act;
 - (e) all money paid to or received by the Club is recorded, and all accounts approved by the Committee are paid;
 - (f) the Club's financial accounts, financial statements at the AGM, and general treasurer work as required by the Committee;
 - (g) all funds of the Club are invested in the manner directed by the Committee;

With the written approval of the Committee these tasks may be varied or delegated, but the Operations Convenor retains overall responsibility.

5. **Election of Committee Members:** Committee Members are elected as follows:
 - (a) the Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM at least 30 days before the AGM;
 - (b) nominations are made in the form decided by the Committee and must be received by the date set by the Committee.
 - (c) the Committee must give notice of the nominations to all Members at least 10 days before the AGM;
 - (d) At the AGM, if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote. Otherwise:
 - (i) if there are insufficient nominations to fill vacant positions the Committee elected at the meeting may at its first meeting after the AGM appoint persons to those vacancies; or

- (ii) if there are more nominees than required for any vacant position, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes. In the election:
 - (1) those nominees who have the highest number of votes in their favour for each of the vacant positions are declared elected; and annual General Meeting
 - (2) if two or more nominees for a single position receive an equal number of votes, a further vote will be held between the tied nominees.
- 6. **Qualification:** Every nominee for a Committee position must, in writing:
 - (a) consent to that nomination; and
 - (b) certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution
- 7. **Disqualification:** The following persons are disqualified from being elected or holding office as a Committee Member:
 - (a) A person who is an employee of, or independent contractor to, the Club;
 - (b) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act;
 - (c) A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw.

If an existing Committee Member becomes or holds any position in (a) above then upon their appointment to such a position, they are deemed to have vacated their office as a Committee Member. If any of the circumstances listed in (b) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.
- 8. **Term of office:** The term of office for all Committee Members is 2 years, expiring at the end of the following AGM. A Member may serve on the Committee in any capacity for a maximum of three additional consecutive terms of two years, unless extended thereafter annually by a Special Resolution. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.
- 9. **Casual Vacancy:** If a Casual Vacancy arises, the remaining Committee Members may:
 - (a) appoint a person of their choice to fill the Casual Vacancy until the next AGM; or
 - (b) may leave the Casual Vacancy unfilled until the next AGM.
- 10. **Removal of Committee Member:**
 - (a) The Committee may, by Special Resolution, remove any Committee Member from the Committee before the expiry of their term of office if the Committee

considers the Committee Member concerned has seriously breached duties under this Constitution or the Act; or acted in a manner that is injurious to the character or interests of the Club.

- (b) The Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
- (c) Before considering a motion for removal, the Committee Member affected by the motion must be given:
 - (i) notice that a Committee meeting is to be held to discuss the motion to remove the Committee Member; and
 - (ii) adequate time to prepare a response; and
 - (iii) the opportunity prior to the Committee meeting to make written submissions; and
 - (iv) the opportunity to be heard at the Committee meeting.

11. **Committee Member ceasing to hold office:** A person ceases to be a Committee Member if:

- (a) the person dies;
- (b) their term expires;
- (c) the person resigns by delivering a signed notice of resignation to the Committee;
- (d) the person is removed from office under this Constitution;
- (e) the person becomes disqualified from being an Committee Member under the Act.

6. **Committee meetings**

- 1. **Calling meetings:** Committee meetings may be called at any time by the President or by three Committee Members, but generally the Committee will meet monthly.
- 2. **Meeting procedure:** The Committee may regulate its own procedure in accordance with this Constitution, the Act and the law.
- 3. **Quorum:** The quorum for a Committee meeting is three persons. Any Committee Member may be counted for the purposes of a quorum, participate in any discussion and vote on any proposed resolution at a Committee meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.
- 4. **Chair:** The President will Chair the Committee meetings. If the President is unavailable, the Vice President will undertake the Chair's role during the period of unavailability. If neither is available, then another committee member must undertake the Chair's.
- 5. **Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes

are not permitted. Voting by electronic means is permitted for any Committee Member participating by audio, audio-visual or other electronic link. If there is an equality of votes, the Chair does not have a casting vote.

6. **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by all of the Committee Members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

7. **Committee Members' Duties**

7.1 A Committee Member:

- (a) when exercising powers or performing duties, must act in good faith and in what they believe to be the best interests of the Club;
- (b) must exercise a power for a proper purpose;
- (c) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the Club, the nature of the decision and their position and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
- (f) must not agree to the Club incurring an obligation unless they believe at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Committee Member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the Committee Member believes on reasonable grounds to be within the person's professional or expert competence; or
 - (iii) any other Committee Member or subcommittee of Committee Members (on which the member did not serve) in relation to matters within such other Committee Member's or subcommittee's designated authority; and

- 7.2 Sub-clause 7.1 (g) applies only if the Committee Member acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

8. Interests

1. The Committee will observe the conflict-of-interest disclosure rules in the Act.
2. **Register of Interests:** The Committee must keep a register of interest disclosures made by Committee Members.
3. **Duty to disclose Interest:** A Committee Member who is Interested in a matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, as soon as practicable after the Committee Member becomes aware of the interest and include it in the register of interests.
4. **Consequences of being Interested:** A Committee Member who is Interested in a matter:
 - (a) must not vote or take part in a decision of the Committee relating to the matter, unless all non-interested Committee Members consent;
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter, unless all non-interested Committee Members consent;
 - (c) must not take part in any Committee discussion relating to the matter or be present at the time of the Committee decision, unless all non-interested Committee Members consent;
 - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
5. **Calling of SGM:** Despite clause 8.3 above, if 50% or more Committee Members are Interested in a matter, an SGM must be called to consider and determine the matter.
6. **Notice of failure to comply:** The Committee must notify Members of a failure to comply with the conflict-of-interest disclosure rules in the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.
7. **Interpretation:** The terms “interest” and “matter” are to be interpreted in accordance with s.62 of the Act.

9. Finances

1. **Control and management of finances:** The funds and property of the Club are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in clause 2.
2. **Balance date:** The Club’s balance date is 31st May in any year.
3. **No personal benefit:** The Committee and Members may not receive any distributions of profit or income from the Club. This does not prevent the Committee or Members:

- (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with an organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties, provided no Committee Member or Member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.
4. **Insurance:** The Committee shall consider and determine the appropriate insurance to be purchased by the Club or any participation in Group Insurance Policies purchased on behalf of Tennis Clubs by Tennis New Zealand.
5. **Borrowing Powers:** With the consent of 75% of the full members present at the General Meeting convened for the purpose, the Club may:
- (a) Borrow such sum or sums of money as may be required for the purpose of the Club.
 - (b) Give security thereof by the issue of debentures, guarantees, or other obligations, or by mortgage or charge on the assets of the club.

The executive shall not have power to expend the Club funds without the consent of the members other than for the general purposes of the Club as hereinbefore in this rule provided.

10. Amendments

1. **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting provided however that if an amendment is of minor effect or to correct errors or similar technical alterations then the Committee may follow the process in S31 of the Act.
2. **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

11. Bylaws

The Committee may make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Club's purposes set out in clause 2, the Act and any other laws. All Bylaws are binding on the Club and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

12. Dispute or Complaint Resolution

1. The procedures for dealing with disputes shall consist of the procedures set out in Schedule 2 of the Act.

2. Should it be considered necessary the Club may adopt additional procedures that are consistent with the procedures in Schedule 2 and with the rules of natural justice.

13. Liquidation and removal

1. **Notice:** The Committee must give notice to all Members at least 20 Working Days of a proposed motion:
 - (a) to appoint a liquidator;
 - (b) to remove the Club from the Register of Incorporated Societies; or
 - (c) for the distribution of the Club's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

2. **Special Resolution:** Any resolution for a motion set out in clauses 14.1 (a) to (c) requires a Special Resolution of Members to be passed.
3. **Surplus Assets:** The surplus assets of the Club, after the payment of all costs, debts and liabilities, must be disposed of to one or more not-for-profit entities that share similar purposes and have the same legal status as the Club.

14. Matters not provided for

1. If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.

15. Transition

1. **Transition:** This Constitution shall take effect from the date of incorporation under the Act. The 1908 rules or constitution shall apply until the date of incorporation.
2. **Authority during transition period:** The persons authorised by the Members to progress the application for re-registration at the time the resolution to adopt this Constitution is passed have full authority to take all necessary steps to ensure the re-registration is completed and this Constitution is brought fully into effect. This authority includes making any amendments required under the re-registration process to ensure this Constitution fully complies with the requirements for re-registration under the Act. This clause applies until re-registration is completed and the Certificate of Incorporation has been issued and is solely to enable flexibility in the transition of the Club to this Constitution and to correct any unintended consequences occurring in the re-registration process.
3. **Transition of Committee Members:** Following the approval of this Constitution by a resolution passed in accordance with the Act, the Committee to hold office under this Constitution for the offices and periods in accordance with clause 5.8 above shall be elected by a separate resolution. A certified copy of that resolution shall be attached to this Constitution and filed with the application to re-register. This Constitution and

the new Committee shall take office in accordance with that resolution on the date set out in the Certificate of Incorporation under the Act.

16. Definitions and interpretation

1. **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

Affiliation means the recognition of the Club as a member of an Association that in turn is a member of Tennis New Zealand; and **Affiliation Levies** means the levy that is payable (i) by a Club as the member of Tennis WBOP and/or (II) to Tennis New Zealand to assist those bodies to promote and develop the sport.

AGM or Annual General Meeting means a meeting of the Members held once a year convened under this Constitution.

Association means the incorporated body that is a member of Tennis New Zealand and which has responsibilities for the administration of tennis in the Western Bay of Plenty area in which the Club is situated as delineated by Tennis New Zealand

Bylaws means any bylaws, policies, regulations and codes of the Club made under this Constitution.

Casual Vacancy is a vacancy which arises when a Committee Member does not serve their full term of office.

Committee means the Club's governing body consisting of the Committee Members.

Committee Member means a member of the Committee.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

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

General Meeting means an AGM or SGM of the Club.

Member means each person who for the time being is a member of the Club and includes all classes of members described in this Constitution.

Non-Playing Member means a former Playing Member or a person who on the invitation of a Playing Member and with the approval of the Committee is permitted to attend at the premises of the club and participate in any activities other than to play tennis. They may not act for or represent the club and have no right to attend or vote at General Meetings. The Committee shall fix the annual fee for Non-Playing Members.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Playing Member means a member of a Club who has the right to play tennis on its courts.

SGM or Special General Meeting means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Tennis means the sport of Tennis in all its forms.

Tennis New Zealand or TNZ means the National Governing Body for the sport of tennis in New Zealand recognised by Sport NZ.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in the province where the Club is located.

WBOP means Western Bay of Plenty Tennis Association.

These defined words are capitalised in the text of the Constitution.

2. **Interpretation:** Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (e) A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.

3. **Notices:** Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a Member if delivered by hand to the Member or sent by post to the address set out in their Contact Details; or to their email address;
- (b) the Club if handed to the Club Administrator; or sent to the email address of the Club Administrator or sent by post to the Club's registered office set out in the Register of Incorporated Societies.

4. **Receipt of notices:** A notice is deemed to have been received:

- (a) if delivered by hand, at the time of delivery;
- (b) if given by post, when left at the address of that party or five Business Days after being put in the post; or
- (c) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

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