

Southland Tennis Association Incorporated **(Certificate CC41432)**

This Constitution is effective from the second of December 2015.

1. NAME:

The name of the Organisation is Southland Tennis Association Incorporated hereafter called Tennis Southland.

2. PURPOSE/OBJECTS

The purpose of the organisation will be charitable and specifically will be:

- 2.1 To foster, manage and promote opportunities for positive tennis experiences for participants at all levels.
- 2.2 To coordinate, supervise and control championships, displays and competitions.
- 2.3 To affiliate, involve and foster the interests of tennis clubs within Tennis Southland's jurisdiction, so long as their objectives do not conflict with Tennis Southland.
- 2.4 To advise generally on the conduct and control of tennis in the wider Southland area.
- 2.5 To communicate cooperate and affiliate to other Regional and National organisations at the discretion of the Board e.g. Tennis Southern Region and Tennis New Zealand.
- 2.6 To make, amend or rescind bylaws or regulations not inconsistent with these rules pertaining to carrying out of all or any of the objects of Tennis Southland.
- 2.7 To establish, maintain throughout Southland a uniform code of rules and regulations to govern the sport of tennis.
- 2.8 To encourage and promote tennis as a sport to be played in a manner which upholds the principles of fair play, community welfare, community health and the advancement of physical education and research.
- 2.9 To encourage the development of facilities in order to meet the needs of all participants.
- 2.10 To do all such things as are incidental or conducive to the attainment and furtherance of the above objects and any other charitable purposes under New Zealand law, which Tennis Southland deems desirable.

3. ACTIVITIES LIMITED TO AOTEAROA/NEW ZEALAND

The activities of Tennis Southland will be limited to Aotearoa/New Zealand. For the purposes of this constitution, Tennis Southland shall mean Invercargill, the Southland District, and parts of West Otago.

4. OFFICE

The office of Tennis Southland will be in such place in Invercargill, New Zealand as Tennis Southland determines.

5. THE GOVERNANCE BOARD (The Board)

5.1 The Board will comprise of no less than six (6) Trustees and no more than seven (7) Trustees. The term of the Trustees on the board shall be two years. No more than 50% of the Trustees may stand down from the Board in any one year.

5.2 The Board shall consist of:

- a) Four (4) members by election. Each club shall have one (1) vote each
- b) Three (3) members appointed by an Appointment Committee. The Appointment Committee will consist of a Board Member who is not involved in the election process 60 days prior to the AGM, Tennis Southland Patron or life Member and an independent person with the objective of acquiring Board members with skills and knowledge to enhance The Board

All nominees must have the required skills to work as an effective Board member for Tennis Southland.

5.3 The Board will elect from among themselves a Chair at the first meeting following the AGM. This position will be elected on an annual basis.

The Board will elect from among themselves (or co-opt suitably skilled persons) to fill the roles of Secretary and Treasurer.

The positions of Secretary and Treasurer may be combined if appropriate.

5.4 Nominations for the Board must be made in writing and signed by the nominator, seconder and nominee. Either the nominator or seconder must be a full financial member of Tennis Southland aged sixteen (16) years and over. A parent or legal guardian with a child aged sixteen (16) years or under is entitled to be the nominator or seconder under the membership of the affiliated child.

Nominations must reach the staff at the Tennis Southland office at least fourteen (14) days before the date of the Annual General Meeting.

If nominations exceed the number required, a ballot shall be held.

If nominations do not exceed the number required, the nominated shall be declared elected.

If no nominations are received then six (6) persons shall be appointed.

5.5 The Roles of Office Holders

CHAIR

The Chair shall be responsible for chairing all meetings and to ensure the smooth and effective running of all meetings.

SECRETARY

The Secretary shall:

- Notify members of the Board of each meeting and give all such notices as may be required by these rules;
- Record the minutes and attendance of members of the Board at all meetings;
- Keep the Register of Members;
- Hold the records, documents, and books for Tennis Southland except those required for the Treasurer's function;
- Receive and reply to correspondence as required by Tennis Southland;
- Be responsible for completing any Annual Returns as required
- Advise the appropriate authorities of any rule changes;
- Complete any other reasonable request in relation to the affairs of Tennis Southland as required.

TREASURER

The Treasurer shall:

Keep proper accounting records of Tennis Southland's financial transactions to allow the financial position of the organisation to be readily ascertained;

- Provide a financial report at each monthly meeting which includes bank account reconciliations, budget expectations and forecasts;
- Provide financial information to the Board as it so determines;
- Prepare and/or assist in the preparation of annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the accounting policies of Tennis Southland.

- 5.6 A person will immediately be stood down or cease to be Trustee/Board Member/Committee Member when she or he resigns in writing, dies, is declared bankrupt or be found to be a mentally disordered person on a Compulsory Treatment Order (CTO) within the meaning of the Mental Health (Compulsory Assessment Treatment) Act 1992 or subsequent enactment provided. However for those deemed to be mentally disordered under the Mental Health Act, should they become well again (and the CTO is revoked within six months of it being issued), the person shall be deemed to have been reinstated to their former role within the organisation if they so wish.

- 5.7 The Board will have the power to fill any vacancy that arises within itself or to appoint any additional Board members that may be required.
- 5.8 The Board may continue to act notwithstanding any vacancy, but if their number is reduced below the minimum number of trustees as stated in this Constitution, the continuing Board members may act for the purposes of:
- (a) increasing the number of Board members to that minimum, and/or
 - (b) satisfy any legal requirements with the aim of maintaining the charitable status of the organisation until the number of Board members is increased to that minimum, but no other purpose.
- 5.9 The Board may, by a motion decided by a three-quarter (3/4) majority of votes, terminate a person's position as a member of the Board, if it believes that such action is in the best interests of Tennis Southland.
- 5.10 Tennis Southland may appoint Honorary Positions of a Patron and an Honorary Solicitor. Any such appointees may be invited to Board meetings, but they shall not have the right to vote.

6. MEETINGS:

ANNUAL GENERAL MEETINGS

- 6.1 The Annual General Meetings of Tennis Southland will be held each year not more than fifteen months after the previous Annual General Meeting. The Secretary will ensure that all members are notified of the meeting, either verbally, electronically, or in writing no later than fourteen days before the meeting date.

The business of the Annual General Meeting will include:

- 6.1.1 The Chair's Report.
- 6.1.2 The Executive Officers Report.
- 6.1.3 The Financial Reviewer's Report.
- 6.1.4 The election of the Board as described in Clause 5 of this Constitution.
- 6.1.5 The appointment of an independent registered accountant to review the accounts.
- 6.1.6 The setting of annual affiliation fees.
- 6.1.7 The consideration of any other general business pertaining to the affairs of Tennis Southland provided the Secretary has received written notice of the business no later than three days prior to the meeting.

- 6.1.8 An Annual report shall be issued to all members of Tennis Southland within fourteen days of the AGM inclusive of the finalised Financial Review Report.

BOARD MEETINGS

- 6.2 The procedure for Board meetings will be as follows:
- 6.2.1 A quorum will be at least half of its members.
 - 6.2.2 If a Board member, including an office-bearer, does not attend three (3) consecutive meetings of the Board without leave of absence that member may, at the discretion and on decision of the Board, be removed as a Board member, and/or from any office of Tennis Southland which they hold.
 - 6.2.3 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote of $\frac{3}{4}$ majority (75%).
Board members may vote in several ways:
 - (a) At a meeting in person a resolution put to the vote will be decided by show of hands.
 - (b) A meeting of the Board may be held by means of audio, or audio visual communication by which a quorum of Board members participating can simultaneously hear each other throughout the meeting. In such meeting voting will be decided by voices.
 - (c) A written resolution signed by all the Board members will be as valid and effectual as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in like form each signed by one or more Board members.
 - 6.2.4 In the event that a consensus cannot be reached, decisions shall be decided by a majority of votes. In the event of an equality of votes, the chair shall have a second or casting vote.
 - 6.2.5 In the absence of the Chair, the Board will elect a person to chair the meeting from among those present.
 - 6.2.6 No Proxy voting is permissible.
- 6.3 The Board will meet at least six (6) weekly and hold a minimum of 8 meetings per year. Meetings may be held in person or by any other means of communicating as decided on by the Board from time to time. The Secretary will ensure that all members of the Board are notified of the meeting, either verbally, electronically or in writing, no later than one week before the meeting date.
- 6.5 The Board may hold public meeting to inform the public of the activities of Tennis Southland. Such meetings will be held from time to time as the Board may decide.

- 6.4 The Secretary will ensure that minutes are kept of all meetings of the Board and any subcommittees, which will be available to any member of Tennis Southland and which, for each meeting of the Board, will record:
- 6.4.1 the names of those present;
 - 6.4.2 all decisions made by the Board; and
 - 6.4.3 any other matters discussed at the meeting.
- 6.5 Other than as prescribed to the contrary in this Constitution the Board shall have power to regulate their own proceedings as they think fit.

SPECIAL & GENERAL MEETINGS

- 6.6 The Board or non office bearing members of Tennis Southland may request a Special or General Meeting at any time by giving written notice to the Secretary stating the reasons for requesting a Special or General Meeting.
- 6.6.1 The Secretary or delegated agent will give notice of a Special General Meeting no later than seven days after receiving the request.
 - 6.6.2 The Special General Meeting will take place no later than 10 days after the giving of such notice referred to in clause 6.6 above.
 - 6.6.3 The Notice for a Special General Meeting of Tennis Southland will include the reasons for calling the meeting.

6.7 Quorums for Special and General Meetings

- a) The quorum for all other meetings is 50% of those present at meetings being eligible voting members.
- b) Each member or member group shall have only one (1) vote.
- c) In the event of a tied vote, the Chair shall have a casting vote.
- d) No proxy voting is permitted at any meeting of Tennis Southland.
- e) To be successful any motion must receive at least a 3/4 (75%) majority of eligible votes to be passed.
- f) Any motions that are not successfully passed must not be raised again for at least 12 months, unless otherwise decided by the Board.

7. POWERS

The Board will, at all times, act in the best interests of the organisation. To enable them to act appropriately, in addition to the powers provided by the general law of New Zealand or contained in the Trustee Act 1956, the powers which the Board may exercise in order to carry out its charitable purposes are as follows:

- 7.1 To use the funds of Tennis Southland as the Board thinks necessary or expedient in payment of the costs and expenses of Tennis Southland, including the employment and dismissal of professional advisors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactment;
- 7.2 The Board shall at its discretion, appoint an Executive Officer, fix remuneration and review performance quarterly. The role of the Executive Officer shall be determined by the board from time to time but will include general administration and the day to day running of Tennis Southland. The Board shall complete a full job description and ensure an employment contract is entered into. The Board will at all times comply with the relevant Employment legislation in respect of any employees.
- 7.3 To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Board thinks necessary or expedient in order to attain the purpose of the Trust and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges;
- 7.4 To invest surplus funds with a Registered Trading Bank, in any way permitted by law for the investment of funds and upon such terms as the Board thinks fit;
- 7.5 To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the Board thinks fit; and
- 7.6 To do all things as may from time to time be necessary or desirable to enable the Board to give effect to and attain the purposes of Tennis Southland.
- 7.7 The Common Seal of Tennis Southland, will be kept in the custody and control of the Secretary, or any person appointed by the Board. When required, the Common Seal will be affixed to any document following a resolution of the Board and will be signed by the Chair (or a Board member acting as the Chair) along with one other Board Member appointed by the Board.

8. MEMBERSHIP

The members of Tennis Southland shall comprise:

- 8.1 Any financial member of a club affiliated to Tennis Southern Region in the area covered by Tennis Southland.
- 8.2 Any Club may become a member of a sub association by application to and election by the Board. Application for membership shall be in such form and be accompanied by the documentation required by Tennis Southland as determined by the Board from time to time.
- 8.3 Sub Associates may become members of Tennis Southland upon application and approval by the Board.

- 8.4 Life members may be any individual member of Tennis Southland who has rendered outstanding service, and who is nominated by an eligible member. Any such nomination must be made by any two (2) members in writing. All such nominations shall be considered at any Annual General Meeting, with a 3/4 majority of eligible votes being in favour of the nomination.

Any such life member shall retain status as such until removed by resignation, death or expulsion.

8.5 **Expulsion of Members.**

A member shall cease to be a member of Tennis Southland in any of the following circumstances:-

- a. If they have failed to pay any due membership fees, having been given sufficient time and reminder that fees are due;
- b. If they resign from membership in writing to the Secretary;
- c. If they die
- d. If any member has acted in a way that is harmful to Tennis Southland that member may be expelled by a majority of the Board. The member concerned must:-
 - Be given written notice of the proposed expulsion and the reasons, and
 - Be given an opportunity to be heard at the meeting considering the expulsion.

9 SUBSCRIPTIONS

- 9.1 The amount of the yearly subscription shall be set at the Annual General Meeting.
- 9.2 Subscriptions may be reduced or waived by the Board in special circumstances.
- 9.3 Life members will not be liable for annual affiliation fees or that of the NZ Tennis Association component.

10. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

- 10.1 Any income, benefit or advantage will be applied to the charitable purposes of Tennis Southland.
- 10.2 No member or Board member of Tennis Southland, or any person associated with a member or Board member shall participate in or materially influence any decision made by the Board in respect of any payment to, or on behalf of, that member or any associated person of any income, benefit or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

- 10.3 The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution of Tennis Southland.

11. POWER TO DELEGATE

- 11.1 The Board may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may, without confirmation by the Board, exercise or perform the delegated powers or duties in the same way and with the same effect as the Board could itself have done.
- 11.2 Any committee or person to whom the Board has delegated powers or duties will be bound by the terms of this Constitution, and any terms or conditions of the delegation set by the Board.
- 11.3 The Board will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Board.
- 11.4 Any person who is appointed to be a member of any such committee, or to whom such delegation is made, does not need to be a member of the Board.

12. FINANCIAL ARRANGEMENTS

- 12.1 The financial year of the Trust will be from 1 April to 31 March.
- 12.2 At the first meeting of the Board in each financial year, the Board will decide by resolution the following:
- 12.2.1 How money will be received by Tennis Southland;
 - 12.2.2 Who will be entitled to produce receipts;
 - 12.2.3 What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - 12.2.4 Who will be allowed to authorise the production of cheques and internet banking transactions, the names of cheque/internet banking signatories; and
 - 12.2.5 The policy concerning the investment of money by Tennis Southland, including what type of investment will be permitted.
- 12.3 Only registered trading banks will be utilised by Tennis Southland.
- 12.4 The Treasurer will ensure that true and fair accounts are kept of all money received and expended by Tennis Southland.

- 12.5 The Board are wholly responsible to ensure that true and full records will be kept, inclusive of all receipts, credits, payments and liabilities.
- 12.6 The annual accounts will, if required by the Board, be reviewed by an appropriately qualified person appointed by the Board. This person will be independent of Tennis Southland. The accounts will be kept at the offices of Tennis Southland or such other place as the Board see fit and will always be open to the inspection of the Board.

13. TRUSTEE LIABILITY

It is declared that:

- 13.1 The Board are liable only in respect of the money and securities they actually receive, or which, but for their own acts, omissions, neglects, or defaults they would have received;
- 13.2 The members of the Board are each answerable and responsible respectively only for their **own** acts, receipts, omissions, neglects and defaults and not for those of each other, or of any banker, broker, auctioneers, or other person with whom, or into whose hands, any money or security is properly deposited or has come in for Tennis Southland;
- 13.3 No Board member shall be liable personally for the maintenance, repair, or insurance of any charges on any property belonging to Tennis Southland;
- 13.4 No Board member shall be liable for any loss **unless** such loss is attributable:
- 13.4.1 To his or her own dishonesty; or
- 13.4.2 To the wilful commission by him or her of an act known by him/her to be a breach of trust.
- 13.5 No Board member shall be bound to take any proceedings against a co-Board member for any breach or alleged breach of trust.
- 13.6 The Board members shall be indemnified against all costs, charges, losses, damages, and expenses sustained or incurred by them or in or about the execution and discharge of their office or in or about any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

14. VARIATION OF CONSTITUTION

- 14.1 The Board may, pursuant to a motion decided by a majority of $\frac{3}{4}$'s (75%) or more members' votes, in the form of a supplemental Constitution, make alterations or additions to the terms and provisions of this Constitution provided that no such alteration or addition shall:

- 14.1.1 Detract from the exclusively charitable nature of Tennis Southland; or
 - 14.1.2 Result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
 - 14.1.3 Remove the provision or effect of Clause 10 of this Constitution.
- 14.2 Every such approved alteration or addition shall be registered with the Registrar of Societies and/or the Charities Commission or their successors.

15. DISPOSITION OF SURPLUS ASSETS

On the winding up of Tennis Southland, or on its dissolution by the Registrar, all surplus assets, after the payment of costs, debts and liabilities will be given to other charitable organisation/s within Southland New Zealand as the Board will decide. If Tennis Southland is unable to make such a decision, the surplus assets will be disposed of in accordance with the directions of the High Court of NZ, pursuant to section 27 of the Charitable Trusts Act 1957 or any subsequent enactment.

16. MATTERS NOT STATED

- 16.1 If any matter is not provided for in these rules, the Board shall have the power to deal with it.
- 16.2 The Board shall have the sole authority to interpret these rules. The decision of the Board on any question or interpretation or on any matter affecting Tennis Southland not provided for in these rules, shall be final and binding on all members.