

**TENNIS NEW ZEALAND
INCORPORATED /
TE TĒNEHI O AOTEAROA
MANATŌPŪ**

Transition Regulation

Approved by the TNZ Board on 12
February 2025

Commencement Date: 12 February
2025

PART I – OVERVIEW

1. Purpose

The purpose of this Transition Regulation is to set out the procedure and timeline for existing Regional Centres, Associations, Clubs and Affiliated Organisations to transition to becoming Members of TNZ under the New TNZ Constitution.

2. Status, Application & Commencement

- 2.1 This Regulation was approved by the TNZ Board on 12 February 2025 under Rule 55 of the New TNZ Constitution.
- 2.2 This Regulation is binding on all Members and other entities and individuals who agree to be bound by it.
- 2.3 This Regulation will come into force with effect from 12 February 2025.
- 2.4 This Regulation will automatically cease to apply from 6 April 2026, unless amended by the TNZ Board.

3. Definitions

The words and phrases used in this Regulation will have the same meaning as defined in the New TNZ Constitution, unless specified otherwise. The additional words and phrases used in this Regulation will have the following meaning:

Clause means a Clause of this Regulation, unless specified otherwise.

New TNZ Constitution means the constitution of TNZ which was approved by the Members of TNZ on 12 December 2024 and which came into force on 1 January 2025. It includes any amendments made to it before 6 April 2026.

Rule means a rule of the New TNZ Constitution, unless specified otherwise.

TNZ CEO has the meaning given to it in the New TNZ Constitution and under this Regulation may include their nominee(s).

PART II – TRANSITION OF REGIONAL CENTRES AND ASSOCIATIONS

Rule 60.2 of the New TNZ Constitution provides that Existing Regional Centres and Associations will remain Members of TNZ but by no later than 13 January 2025 they will each apply (in the form and manner provided by TNZ) either to:

- a. TNZ for Membership as an RTO; or*
- b. the Applicable RTO, if it wishes to become a Member as an LTP or a Club.*

In either case, the application will be assessed and decided in accordance with Rule 6 (RTOs), Rule 7 (LTPs) or Rule 8 (Clubs) respectively, except the TNZ Board and Applicable RTO Board will decide the application instead of the Voting Members of TNZ or voting members of the Applicable RTO respectively. This Part II sets out the procedure for implementing Rule 60.2.

Table 1: Summary of key dates in Clauses 4, 5, and 6.

Task	Responsible	Due Date
Application to become a RTO/LTP submitted	Existing Regional Centres and Associations	By 13 January 2025
RTO / LTP applications considered	TNZ Board / Indicative RTO Board	From 12 February 2025
Entities wishing to be a RTO or LTP notified of outcomes	TNZ / Indicative RTO	Within 30 Working Days of receiving an application
RTO/ LTP constitutions submitted to TNZ / RTO (as applicable)	RTO / LTP	31 May 2025
RTO / LTP notified of outcome of compliant constitution	TNZ / RTO	Within 20 Working Days of receiving the constitution

4. Application for Membership as a RTO or LTP

- 4.1 On or before 13 January 2025, an entity wishing to become a Member of TNZ as a RTO (“applicant entity”), will submit an application to the TNZ CEO in the form and manner provided by TNZ.
- 4.2 Within 30 Working Days of receiving an application, the TNZ Board will consider the application and, taking into account the view of the Indicative RTOs in **Schedule 1** and Clause 12, notify the applicant entity either:
 - a. that it is requested to provide further or updated information to enable the TNZ Board to further assess whether it meets the criteria in Rule 6 (RTO);
 - b. the application is approved on the condition that:
 - i. a compliant constitution is approved by the due date (under Clause 6); and
 - ii. the TNZ Board is satisfied of any other requirements under the New TNZ Constitution or this Regulation which are due to be met after the approval date (and which will be set out in the approval notice); or
 - c. the application is declined.

- 4.3 If an application is approved under Clause 4.2b, the applicant entity will not become a RTO until any conditions and requirements precedent, as specified in the approval notice, are met to the satisfaction of TNZ.
- 4.4 If the application is not approved, TNZ will notify the applicant entity of the specific criteria which it considers has not been satisfied, the further information required, and the period within such information is to be provided.
- 4.5 The Board of each Applicable RTO (or if not yet approved, the Board of the indicative Applicable RTO in **Schedule 1**) will consider and decide applications from an entity wishing to become a Member of it as a LTP, on the same basis and manner (including the same due dates) as set out in Clauses 4.1 to 4.4.
- 4.6 The TNZ Board will notify all Member Organisations of the approved RTOs and LTPs (including their geographical areas) no later than 31 March 2025.

5. RTO and LTP Agreements

Rules 7.1a and b of the New TNZ Constitution, require each RTO and any LTP which is a Member of it, to enter into an agreement regarding the support, services and resources given by RTOs to LTPs. Rule 64.1 and Schedule 3 (Transition Rules) of the New TNZ Constitution state that such written agreement must be completed by 31 March 2025, unless a later date is agreed by the TNZ Board.

- 5.1 The written agreement between a RTO and a LTP will include (but is not limited to) the following:
 - a. the support and services the RTO will provide to the LTP for the benefit of the Clubs and LAOs within the LTP's geographical area;
 - b. the services the LTP will provide for its Clubs and LAOs within its geographical area;
 - c. the amount, nature, frequency and process for payments by the LTP to the RTO or other arrangements, for the provision of services by the RTO to the LTP (which may include apportioning the membership fee payable by the Clubs between the RTO and the LTP);
 - d. the term of the agreement;
 - e. the grounds and process for terminating the agreement prior to its expiry;
 - f. a process for resolving any disputes between the RTO and the LTP about the interpretation, application or other disputes arising under the agreement; and
 - g. the requirements for the signed agreement; any amendments made to it by agreement between the RTO and LTP; and any termination of it by either the RTO or LTP, to be notified by the RTO to the TNZ Board.
- 5.2 Each RTO that has a LTP Member, will enter into a written agreement with its LTP that complies with Clause 5.1 by no later than 31 March 2025 and provide a copy of it to the TNZ CEO. TNZ will provide a template RTO and LTP agreement to assist RTOs and LTPs with this requirement.

6. Compliant Constitutions

Rules 15.2 of the New TNZ Constitution, requires each Member Organisation to have a constitution which is consistent, and complies with, the New TNZ Constitution and provide a copy to TNZ on request and following any amendments made to it. Schedule 3 (Transition Rules) of the New TNZ Constitution requires RTOs and LTPs to comply with this requirement by 31 May 2025.

- 6.1 TNZ will provide a template RTO constitution and a template LTP constitution to assist them with meeting their obligations under Rule 15.2 of the New TNZ Constitution.
- 6.2 Upon receiving a RTO's or LTP's constitution for approval, the TNZ CEO will, within twenty (20) Working Days notify the RTO or LTP (as applicable) either that:
 - a. changes are required before the constitution is compliant or consistent with the New TNZ Constitution; with details of the changes needed and the period within which it will be resubmitted for approval (which period will not be less than thirty (30) Working Days) or;
 - b. the constitution is consistent and compliant with the New TNZ Constitution and is therefore approved.
- 6.3 Should a RTO or LTP make any further amendments to its constitution before the expiry of this Regulation, they will be submitted to the TNZ Chief Executive for approval.
- 6.4 In addition, each RTO and LTP will be registered with the Registrar of Incorporated Societies under the Incorporated Societies Act 2022 no later than 31 May 2025. A copy of such registration will be sent to TNZ.

PART III – TRANSITION OF CLUBS

Rule 61.1 of the New TNZ Constitution provides that tennis clubs wishing to become Members of TNZ and the Applicable Member Organisations and which have at least ten (10) current Individual Members, (excluding Individual Casual Members) will apply to their Applicable LTP (if any), or if none, their Applicable RTO, for Membership. The application will be made in the form and manner prescribed by TNZ after the Applicable RTO or Applicable LTP has been admitted as a Member of TNZ (under Rule 60.2) and before 5 April 2026. An application made under this Rule will be assessed and decided in accordance with Rule 8, except the Applicable LTP Board (if any) or Applicable RTO Board will decide the application instead of the voting members of the RTO or LTP respectively. This Part III sets out the procedure for implementing Rule 61.1.

7. Application for Membership as a Club

- 7.1 An entity wishing to become a Member of TNZ, a RTO and an LTP as a Club, will between 1 April 2025 and 31 December 2025 make an application to the Applicable RTO or Applicable LTP (if any) in the form and manner provided by TNZ.
- 7.2 Each existing club which is a member of a Regional Centre or Association will provide the following information in support of its application to become a Member as a Club:
- a. the number of individual members registered as at 31 March 2024 or 31 March 2025 (if this data is available); which must be at least ten (10) current Individual Members, (excluding Individual Casual Members); and
 - b. its current constitution and certificate of incorporation.
- 7.3 On receipt of the application (and any further or updated information), the Applicable RTO Board or Applicable LTP Board (as applicable) will, within twenty (20) Working Days, notify the applicant entity either that:
- a. the Club is requested to provide further or updated information to enable the Applicable RTO Board or Applicable LTP Board to further assess whether it meets the criteria in Rule 8 of the New TNZ Constitution;
 - b. it approves the application (either with or without conditions); or
 - c. it declines the application.
- 7.4 If the application is approved and all requirements to become a Member as a Club under the New TNZ Constitution have been complied with, the entity will become a Member of the Applicable Member Organisations on the date specified by the Applicable RTO Board or Applicable LTP Board in the notification.
- 7.5 If the application is not approved, the Applicable RTO Board or Applicable LTP Board (as applicable) will specify the criteria which it considers has not been satisfied, the relevant further information required, and the time within such information is to be provided.

PART IV – TRANSITION OF NATIONAL AFFILIATES and AMTA

Rule 60.3 of the New TNZ Constitution provides that Existing National Affiliates will no later than 30 June 2025 each apply to TNZ for Membership as an NAO or AMTA (as applicable). The application will be assessed and decided in accordance with Rule 9 .1 (NAO) or Rule 10 (AMTA) respectively, except the TNZ Board will decide the application instead of the Voting Members of TNZ. This Part IV sets out the procedure for implementing Rule 60.3.

8. Application for Membership as a NAO and by AMTA

- 8.1 Any Existing National Affiliate (excluding AMTA) will on or before 30 June 2025 make an application to TNZ to become a NAO in the form and manner provided by TNZ.
- 8.2 The entity will provide the following information in support of its application to become a NAO:
- a. the number and nature of its members, including LAOs;
 - b. its area of interest in Tennis in New Zealand at a scale of national significance;
 - c. details of the Services and Programmes it provides to its Members;
 - d. details of the Member Management System its uses; and
 - e. its constitution and certificate of incorporation.
- 8.3 The application by an entity to become a Member as a NAO and outcome of it will be decided in the same manner as for a RTO or LTP in Clause 4, except the date in Clause 4.1 is 30 June 2025.
- 8.4 The application by AMTA to become a Member in the new constitution will follow the same process and timeline as outlined for NAOs.

PART V – TRANSITION OF LOCAL AFFILIATES

Rule 61.2 of the New TNZ Constitution provides that LAOs wishing to become members of TNZ, the and the Applicable Member Organisations, will apply to their Applicable NAO (if any), or if none, their Applicable LTP (if any), or if none, their Applicable RTO for Membership. This Part V sets out the procedure for implementing Rule 61.2.

9. Application for Membership as a LAO

- 9.1 An entity wishing to become a Member of TNZ and the Applicable Member Organisations as an LAO, will between 1 April 2025 and 31 December 2025 make an application to the Applicable NAO Board (if any), or if none, their Applicable LTP Board (if any), or if none, their Applicable RTO Board for Membership, in a form provided by TNZ.
- 9.2 The entity will provide the following information in support of its application to become a Member as a LAO:
- a. the number of individual members registered as at 31 March 2024 (or 31 March 2025 if this data is available);

- b. its area of interest within a geographical area e.g. masters, an ethnic group, a church group etc; and
 - c. the same information that is required for a Club under Clause 7.2 of this Regulation.
- 9.3 The application by an entity to become a Member as an LAO, and outcome of it, will be decided in the same manner as for a Club in Clauses 8.3 to 8.5, except the application to become a LAO will be considered in accordance with the criteria to be a LAO in Rule 9.3 of the New TNZ Constitution and the entity deciding the application will be the Applicable NAO Board (if any), or if none, their Applicable LTP Board (if any), or if none, their Applicable RTO Board.

PART VI – TRANSITION OF INDIVIDUAL MEMBERS

Rule 13 of the New TNZ Constitution sets out the criteria, eligibility and application process to become an Individual Member of TNZ and the Applicable Member Organisations. Schedule 3 (Transition Rules) of the New TNZ Constitution provides that this Rule does not need to be complied with by individuals until the date specified by the Applicable Governing Member Organisation and before 5 April 2026.

Rule 15.2 requires all Member Organisations to use all reasonable efforts to require individuals described in Rule 13.4a (Club members) and Rule 13.4b (if under 18, their parents/guardians) who wish to have Access to any Tennis Courts and Associated Facilities which are owned, managed, leased or otherwise under their control to become Members. Rule 15.3 requires all Member Organisations to require the individuals in Rule 13.4c (honorary/ life members), Rule 13.4d (Appointed Personnel), Rule 13.4e (coaches) and Rule 13.4f (others) to become Members. Schedule 3 (Transition Rules) of the New TNZ Constitution provides that these Rules do not come into effect until 30 June 2025 (RTOs, LTPs, NAOs) and 5 April 2026 (Clubs and LAOs). This Part VI notes the process for existing Individual Members.

10. Existing Individual Members

- 10.1 Individuals who are members of TNZ and any RTO, LTP, Club, NAO or LAO will continue as Members of those entities in accordance with their respective constitutions, regulations and other applicable rules, regulations, and other terms and conditions of membership.
- 10.2 Each Member Organisation will specify in its constitution the date and process by which individuals who are, or wish to become Members of it, will comply with Rule 13 of the New TNZ Constitution, which date will be no later than 5 April 2026. TNZ will work with Member Organisations on the practicalities of introducing new categories of individual member (where applicable).

PART VII – NATIONAL GOVERNANCE SUPPORT

Prior to the New TNZ Constitution being adopted, the National Governance Forum discussed and agreed a number of matters in order to support the New TNZ Constitution being supported at the Special General Meeting. This agreement was reached on 29 November 2024 and is known as the 'Friday Agreement'. This Part VII reflects the sections of the Friday Agreement which set out the additional national governance support for certain RTOs.

11. National Governance Support for Specified RTOs

11.1 For the purposes of this Clause 11 the following definitions will apply:

Support Package Agreement means the agreement entered into by an entity (in Clause 11.6) applying to become an RTO, TNZ and the existing Regional Centre that the applicant entity is a member of as at 30 November 2024, to provide defined support services as may be required to enable the applicant entity to meet or to continue to meet the RTO criteria set out in Clause 11.3.

Transition Steering Group (TSG) means the group established by TNZ and the NGF to monitor the implementation and progress of the New TNZ Constitution, the new constitutions of the Member Organisations and the progress of all RTOs to meet the RTO criteria set out in Clause 12.3 on an ongoing basis.

National Governance Forum (NGF) means the incoming National Governance Forum to be established per the new TNZ Constitution and Governance Regulation.

11.2 TNZ and the Regional Centres agree on the core modernising tennis proposals:

- a. the new structure;
- b. system wide membership;
- c. digital connectivity;
- d. compliance with the Incorporated Societies Act and modern corporate governance;
- e. the primary constitution changes; and
- f. the cascading requirements and timeline.

11.3 TNZ and the Regional Centres agree that the key measures of success for the modernising tennis proposals are:

- a. the number of Member Organisation constitutions that are approved as compliant with the New TNZ Constitution;
- b. growth in tennis participation numbers nationally and by RTO; and
- c. revenue growth in RTOs, and diversification of sources of revenue over time.

TNZ will measure and regularly report to the NGF on these measures of success, and on the additional measures of success included at **Schedule 2** of this Regulation. The NGF will consider the measures of success periodically, identify any areas of concern and agree on any initiatives designed to address those concerns.

11.4 TNZ and the Regional Centres agree that the assessment criteria for entities wishing to become a member of TNZ as a RTO are:

- a. the criteria set out in Rules 6.1 and 11 of the New TNZ Constitution (with financial capability to be assessed, as a minimum, against trailing year financial statements and current year budget / financials);
- b. a fit for purpose framework for identifying and managing risk; and
- c. completion of the Sport New Zealand Governance Evaluation Programme - <https://sportnz.org.nz/resources/governance-evaluation-programmes/>

11.5 TNZ and the Regional Centres agree that the following Existing Associations are likely to meet the assessment criteria to become an RTO in Clause 11.3:

- a. Tennis Northern, Tennis Auckland, Wellington / Kapi Mana Tennis, Tennis Canterbury; and
- b. Tennis Northland, Tennis Western Bay of Plenty, Tennis Eastern, Tennis Manawatu, Tennis Southland.

Subject to Clause 4, TNZ will receive applications to be RTOs from these entities, evaluate them against the criteria in Clause 11.4 and decide whether or not to approve those applications.

11.6 TNZ and the Regional Centres agree that the following Existing Associations are likely to meet those assessment criteria, subject to a Support Package Agreement (refer Clause 11.7 below):

- a. Waikato Thames Valley, Hutt Valley Tennis, Tennis Taranaki, Tennis Wanganui, Wairarapa Tennis; and
- b. Nelson Bays Tennis, Marlborough Tennis, Tennis South Canterbury, Tennis Otago.

Subject to Clause 4, TNZ will receive applications to be RTOs from those entities. TNZ will evaluate each application against the criteria in Clause 12.4 and in doing so consult with the TSG, before the TNZ Board then decides whether or not to approve each application. If approved, TNZ and the TSG will agree on any ongoing support and evaluation which will be required (under Clause 11.7), as a condition of granting the application.

If the application is not approved, then TNZ and the TSG will recommend to the applicant entity that it apply to become a Member as a LTP status and facilitate an agreement with the Applicable RTO (under Clause 5).

11.7 For the entities set out in Clause 11.6:

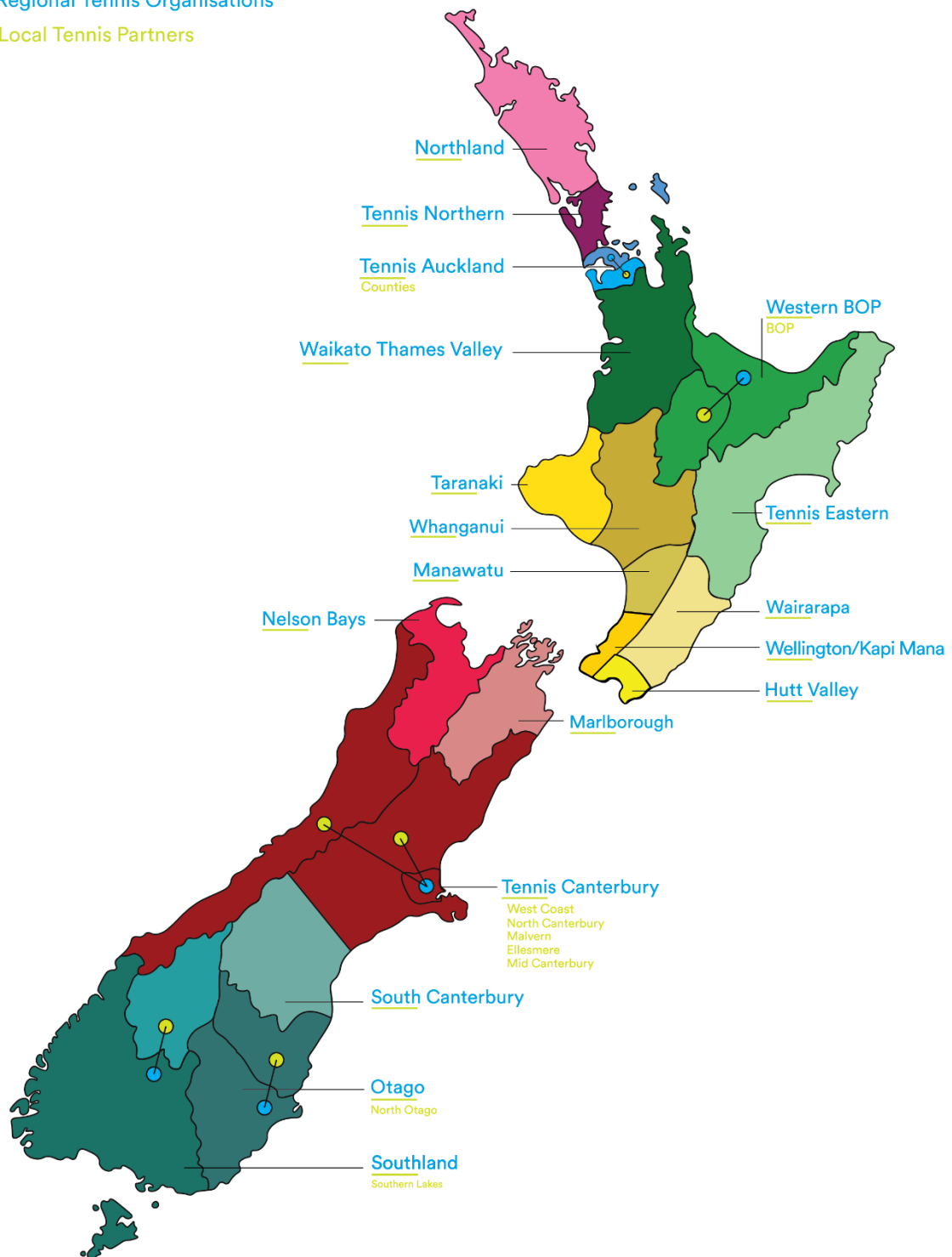
- a. The applicant entity, TNZ and the existing Regional Centre that the applicant entity is a member of as at 30 November 2024 will enter into a Support Package Agreement, to provide such defined support services as may be required to enable it to meet or continue to meet the RTO criteria set out in Clause 11.4.

- b. Each such written agreement must be completed by 30 June 2025 and will include (but is not limited to):
 - i. the support and services the parties to the agreement respectively will provide to the applicant entity;
 - ii. the monitoring and reporting against agreed criteria;
 - iii. the amount, nature, frequency and process for any payments to be made by any party to the agreement to any other party;
 - iv. the term of the agreement;
 - v. any additional criteria as per the Transition Regulations; and
 - vi. any other template provisions.
 - c. By no later than [date] TNZ will provide a template for the Support Package Agreement.
- 11.8 The TSG will report to the TNZ Board and the new National Governance Forum on progress and highlight any areas of concern that may require additional national governance support. The TSG will operate until 30 June 2026, but prior to that date will review the overall position and determine whether that date should be extended.

SCHEDULE 1
INDICATIVE GEOGRAPHICAL VIEW OF RTOs AND LTPs

Regional Tennis Organisations

Local Tennis Partners



SCHEDULE 2 SUCCESS MEASURES

What does long term success look like?

For Tennis in NZ

- Successful Change programme delivered.
- All Tennis entities re-registered under new Act.
- Connected network of entities delivering quality and accessible experiences to participants.
- Aligned strategic aims across the country, driving growth in participation.

For RTOs

- Stable financial base
- Strategic, stable governance
- Alignment to National Strategic Framework
- Agreeing and meeting annual KPI's

For LTPs

- Reflect they have been provided stable and consistent support from RTO that adds value and is connected to the national framework

For Clubs

- Reflect they have been provided stable and consistent support from RTO that adds value and is connected to the national framework
- Growth in participation

MEASURES OF SUCCESS

CHANGE PROGRAMME METRICS		RTO CAPACITY+CAPABILITY	
# Constitutions approved	#Re-Registrations	☐ # of RTO Boards meeting skills matrix needs	
☐ RTO	☐ RTO	☐ # RTO Boards with full roles	
☐ LTP	☐ LTP	☐ Increase in total RTO paid staff time (hours)	
☐ CLUB	☐ CLUB	☐ Increase in grant funding received (\$)	
TENNIS GROWTH AND HEALTH		COMMUNITY PULSE CHECK	
☐ # Club Members	☐ Increase in total club revenue from	Clubs	RTO/LTPs
☐ Casual Participants	BookACourt	☐ We are confident to implement the	☐ We are confident to implement the
☐ Registered Coaches	☐ # Clubs using BookACourt	club constitution template	RTO/LTP constitution template
☐ Registered Coache with ITF Level 2	☐ #Junior Club members	☐ We know how to access support to	☐ We feel confident to support our
or Above		implement our new constitution	clubs with their constitutions
☐ # Clubs using National Programmes		☐ We feel confident our club can work	☐ We feel confident to support our
☐ # Clubs using ClubSpark		with the changes	clubs with the system changes