



# **Tennis New Zealand Incorporated**

## **Constitution**

**Adopted at Special General Meeting**

**12 August 2006**

**Commencement Date**

**1 September 2006**

**Amended at AGM July 2007**

**Amended by Special General Meeting 18<sup>th</sup> December 2007**

**Amended by Special General Meeting 16<sup>th</sup> April 2008**

**Amended at AGM 26 July 2008**

**Amended by Special General Meeting 8<sup>th</sup> July 2009**

**Amended at AGM 3<sup>rd</sup> August 2012**

## TABLE OF CONTENTS

Note – words used in this Constitution are defined at the end of the Constitution in Rule 25.

	Page
<b>Part I</b>	<b>Objects and Powers ..... 1</b>
<b>Rule 1</b>	Name and Registered Office..... 1
<b>Rule 2</b>	Objects ..... 1
<b>Rule 3</b>	Powers and Responsibilities .....2-4
<b>Part II</b>	<b>Regional Centres ..... 4</b>
<b>Rule 4</b>	Regional Centres .....4-12
<b>Part III</b>	<b>Membership ..... 12</b>
<b>Rule 5</b>	Members ..... 12
<b>Rule 6</b>	Life Members ..... 12-13
<b>Rule 7</b>	Affiliates ..... 13
<b>Rule 8</b>	Member Entitlements and Obligations ..... 14
<b>Rule 9</b>	Termination of Membership ..... 15
<b>Rule 10</b>	Register of Members ..... 16
<b>Rule 11</b>	Membership and Other Fees ..... 17
<b>Part IV</b>	<b>Officers and Board..... 18</b>
<b>Rule 12</b>	Officers ..... 18
<b>Rule 13</b>	Board ..... 19-29
<b>Rule 14</b>	Chief Executive ..... 30
<b>Part V</b>	<b>General Meetings ..... 30</b>
<b>Rule 15</b>	Meetings of Members.....30-34

<b>Part VI</b>	<b>Miscellaneous .....</b>	<b>35</b>
<b>Rule 16</b>	Discipline, Disputes and Appeals.....	35
<b>Rule 17</b>	Rules of Tennis .....	36
<b>Rule 18</b>	Finances.....	36
<b>Rule 19</b>	Common Seal.....	36
<b>Rule 20</b>	Alterations to Constitution .....	36
<b>Rule 21</b>	Prohibition on Personal Benefits.....	37
<b>Rule 22</b>	Regulations .....	37
<b>Rule 23</b>	Winding Up.....	37
<b>Rule 24</b>	Indemnity.....	38
<b>Rule 25</b>	Interpretation .....	38-40

# Tennis New Zealand Incorporated

## Constitution

### Part I – Objects & Powers

#### **1. Name and Registered Office**

---

- 1.1 The name of the incorporated society is Tennis New Zealand Incorporated (Tennis NZ).
- 1.2 The registered office of Tennis NZ shall be at such place as determined by the Board.

#### **2. Objects**

---

- 2.1 The objects of Tennis NZ are to:
- a. Be the national body in New Zealand to promote, develop, enhance and protect the sport of tennis mainly as an amateur sport for the recreation and entertainment of the general public in New Zealand;
  - b. Have players and teams consistently achieving success in international tennis;
  - c. Develop opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance in tennis in New Zealand and in Tennis NZ's activities;
  - d. Develop and maintain a world class high performance programme;
  - e. Establish, promote and stage international, national, regional and other tennis competitions and events in New Zealand including determining the rules for such competitions and events;
  - f. Seek and promote the membership of Tennis NZ;
  - g. Make available and enforce the Rules of Tennis;
  - h. Be the member representing New Zealand on the ITF and to liaise with other national tennis organisations internationally such as the ATP and the WTA;
  - i. Encourage and promote tennis as an activity that promotes the health and safety of all participants, respects the principles of fair play and is free from doping;
  - j. Give and seek recognition for individuals to obtain awards or public recognition for their services to tennis;

- k. Act in good faith and loyalty with its Members to ensure the maintenance and enhancement of tennis in New Zealand including its standards, quality and its reputation for the collective and mutual benefit of Tennis NZ, the Regional Centres and their members;
- l. Seek, maintain and enhance the reputation of tennis through the development of rules, standards and practices that fulfil these objects; and
- m. Promote mutual trust and confidence between Tennis NZ, the Regional Centres and their members and at all times to act on behalf of, and in the interests of, their members and tennis in New Zealand.

### **3. Powers and Responsibilities**

---

**3.1 Powers:** Tennis NZ has the power, subject to this Constitution, to do the following:

- a. Make, alter, rescind, enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of Tennis NZ;
- b. Determine, implement and enforce disciplinary, disputes and appeal rules, regulations, policies and procedures including sanctions and penalties and anti-doping, conduct and other rules, regulations, policies and procedures applicable to its Members;
- c. Determine its membership including withdrawing, suspending or terminating Members;
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- f. Sell, lease, mortgage, charge or otherwise dispose of any property of Tennis NZ and grant such rights and privileges over such property as it considers appropriate;
- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. Produce, develop, create, license and otherwise exploit use and protect the Intellectual Property of Tennis NZ;
- i. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;

- j. Make, alter, rescind and enforce rules of competition;
- k. Organise and control national competitions, events and programmes;
- l. Select national and other representative tennis players, squads and teams;
- m. Assign functions to and/or enter into agreements with organisations such as SPARC, the Sports Disputes Tribunal of New Zealand and Drug Free Sport New Zealand;
- n. Delegate powers of Tennis NZ to the Board, a committee or any sub-committee or any person;
- o. Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Tennis NZ and for that purpose to utilise any of the assets of or held on behalf of Tennis NZ;
- p. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of Tennis NZ or with which Tennis NZ is authorised to amalgamate or generally for any purpose designed to benefit tennis in New Zealand; and
- q. Do any other acts or things that are incidental or conducive to the attainment of the objects of Tennis NZ.

**3.2 Responsibilities:** As the guardians of tennis in New Zealand, Tennis NZ is responsible for leading, promoting, developing, enhancing and protecting the sport of tennis in New Zealand and in particular for:

- a. Determining, after consultation with the Regional Centres, national strategies, policies, programmes and initiatives for tennis in New Zealand particularly in, but not limited to, the areas of participation, coaching and high performance;
- b. Arranging and servicing national forums for the development of national strategies;
- c. Determining, after consultation with the Regional Centres, the manner in which its strategies, policies, programmes and initiatives are to be delivered by Regional Centres including determining standards, measures and specifications and monitoring and reviewing such delivery;
- d. Seeking and securing revenue, funding, grants, and sponsorship for the delivery of its national strategies, programmes and initiatives after consultation with the Regional Centres in order to minimize conflict with any regional funding or sponsorship being sought or secured by the Regional Centre;
- e. Assisting and supporting the Regional Centres;

- f. Developing and implementing national systems and standards for the consistent and efficient management and administration of tennis in New Zealand;
- g. Developing and implementing initiatives to encourage the continual increase in the number of individuals participating in tennis in New Zealand including casual participation;
- h. Owning, managing, or otherwise being responsible for, all national tennis tournaments and such other tennis tournaments and events in New Zealand which Tennis NZ has control over and authority to own or manage. For avoidance of doubt, nothing in this Constitution affects any existing ownership, management or other responsibility for tournaments and events that are held by Regional Centres or other entities in New Zealand, unless otherwise agreed with the Regional Centre or entity affected;
- i. Establishing and owning a corporate entity that, subject to Rule 3.2h, is responsible for the ownership, management or responsibility of those professional tennis tournaments and events in New Zealand that Tennis NZ owns, manages or has control or authority from the ITF, ATP or WTA to manage, together with such other commercial ventures such entity considers appropriate;
- j. Being the entity with which government, government agencies and other stakeholders liaise in respect of matters affecting tennis nationally in New Zealand; and
- k. Undertaking research and development for tennis in New Zealand.

## Part II – Regional Centres

### 4. Regional Centres

---

- 4.1 **Regions:** For the purposes of achieving the objects of Tennis NZ, New Zealand shall be divided into six (6) geographical areas, known as Regions.
- 4.2 The geographical boundaries of the Regions and their membership shall be determined initially in accordance with Rule 4.10. Any change to the number or nature of the Regions shall be determined by Ordinary Resolution of the Delegates at a General Meeting.
- 4.3 **Regional Centres:** There shall be one Regional Centre in each Region.

**4.4 Powers:** Subject to this Constitution, each Regional Centre must have the following powers:

- a. To make, alter, rescind and enforce its constitution, and any rules, regulations, policies and procedures that it determines for the governance, management and operation of the Regional Centre;
- b. To determine, implement and enforce disciplinary, disputes and appeal rules, regulations and any policies and procedures including sanctions and penalties and other rules, regulations, policies and procedures applicable to its members;
- c. To determine its membership including withdrawing, suspending or terminating members;
- d. To purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licenses;
- e. To control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- f. To sell, lease, mortgage, charge or otherwise dispose of any property of the Regional Centre and grant such rights and privileges over such property as it considers appropriate;
- g. To determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. To produce, develop, create, license and otherwise exploit use and protect the intellectual property of the Regional Centre;
- i. To enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;
- j. To make, alter, rescind and enforce rules of competition;
- k. To organise and control competitions, events and programmes in the Region;
- l. To select regional representative tennis players, squads and teams;
- m. To delegate powers of the Regional Centre to the Centre Board, a committee or any sub-committee or any person;
- n. To establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Regional Centre and for that purpose to utilise any of the assets of or held on behalf of the Regional Centre;



- o.** To purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Regional Centre or with which the Regional Centre is authorised to amalgamate, or generally for any purpose designed to benefit tennis in the Region; and
- p.** To do any other acts or things that are incidental or conducive to the attainment of the objects of Tennis NZ and the objects of the Regional Centre.

**4.5 Responsibilities:** Each Regional Centre will be responsible for promoting, developing, enhancing and protecting the sport of tennis in their Region and in particular for:

- a.** Assisting and developing the Member Clubs and its other members to achieve the objects of Tennis NZ and the objects of the Regional Centre in their Region;
- b.** Arranging and implementing tennis tournaments, competitions, events and activities in the Region subject to Rule 3.2h of this Constitution;
- c.** Delivering national Tennis NZ strategic initiatives in their Region;
- d.** Arranging and servicing regional and local forums for the development of national and regional strategies;
- e.** Securing regional funding and sponsorship for the activities in the Region after consultation with Tennis NZ in order to minimise conflict, or potential conflict, with any national funding or sponsorship being sought or secured by Tennis NZ;
- f.** Establishing and maintaining a Centre Board;
- g.** Managing tennis facilities within its jurisdiction in the Region; and
- h.** Facilitating the administration of coaching, refereeing and other game officials in the Region.

**4.6 Obligations:** Each Regional Centre shall:

- a.** Act autonomously but co-operatively with the other Regional Centres in pursuit of the objects of Tennis NZ and the objects of the Regional Centre and in compliance with this Constitution and the Regulations;
- b.** Have a constitution that is consistent with this Constitution and contains the minimum requirements set out in the Regulations;
- c.** Be known by such name as approved by the Constitution and use such trademarks, logo and other livery as specified in the Regulations;
- d.** Be an incorporated society and comply with the Act including maintaining registration;

- e. Have as its members, Member Clubs, any Tennis Associations that become members of the Regional Centre under Rule 4.10, and any other members it considers appropriate **provided that** such membership is consistent with and permitted by this Constitution and the Regulations;
- f. Require its Member Clubs, any member Tennis Associations, and any other members to submit to it by 15 July in each year, the names and category of membership of each of their members who are registered with, and have paid all fees owing to, their Club as at 31 March and, if requested by the Board, any other participants in accordance with Rule 10.5;
- g. By no later than 30 April report to Tennis NZ the total number, and categories, of members submitted to it by its Member Clubs, any member Tennis Associations and other members in accordance with Rule 4.6f;
- h. Have its financial year ending on 30 April, and accounting policies that are the same as Tennis NZ and that are compliant with GAAP, and also have performance reporting that is standard across Tennis NZ and the other Regional Centres;
- i. Appoint two Delegates annually to represent it at General Meetings and Tennis NZ forums;
- j. At all times act for and on behalf of the interests of Tennis NZ, its members and tennis in New Zealand;
- k. Act in good faith and with loyalty to Tennis NZ and the other Regional Centres to ensure the maintenance and enhancement of Tennis NZ, its standards, quality and reputation for the collective and mutual benefit of its members and tennis in New Zealand;
- l. Do all that is reasonably necessary to enable the objects of Tennis NZ and the objects of the Regional Centre to be achieved;
- m. Not do or permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of Tennis NZ and/or tennis in New Zealand; and
- n. Operate with mutual trust and confidence among Tennis NZ, the other Regional Centres and their Members.

**4.7 Constitution:** Each Regional Centre shall provide to the Board a copy of its constitution upon request and following any amendments made to it from time to time. The Board may require a Regional Centre to amend its constitution, or any rule within it, if it is inconsistent with this Constitution and/or does not otherwise contain the minimum requirements as set out in the Regulations.

4.8 **Breach:** If the Board considers that a Regional Centre has, or is alleged to have:

- a. Failed or refused to pay any fees or other payments to Tennis NZ that are due and outstanding; or
- b. Breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations, or any resolution of the Board made by three (3) or more Elected Board Members and three (3) or more Appointed Board Members; or
- c. Defaulted under any agreement entered into with Tennis NZ; or
- d. Acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of Tennis NZ and/or tennis; or
- e. Brought Tennis NZ, another Regional Centre, any other Member or tennis into disrepute;

(collectively referred to in this rule as a “breach”)

it shall:

- i. Notify the Regional Centre of the alleged breach and request its representatives to meet with the Board, or any sub-committee or other representative/s of the Board, to explain the situation **provided that** if the alleged breach is a default in fees then such notification must specify the payment(s) due and demand payment by a due date, being not less than seven (7) days from the date of the notification. If payment is not made by the due date then Rule 4.8a (ii) shall apply;
- ii. Seek, in good faith, to resolve the breach by agreement between it and the Regional Centre;
- iii. Failing agreement being reached within 30 days (or such other period as agreed), appoint a mediator who is independent of the Board and the Regional Centre, to attempt to seek an agreed resolution to the matter; and,
- iv. Failing agreement in Rule 4.8e (iii) being reached within 30 days (or such other period as agreed), call a Special General Meeting for resolution of the alleged breach by the Delegates. Prior to, and at, the Special General Meeting the Board and the Regional Centre shall each be entitled to make submissions regarding the alleged breach. The Delegates shall determine by Special Resolution if the alleged breach is proven and/or the means by which it shall be resolved, which may include (but is not limited to) suspension (in which case Rule 9.4 shall apply) or termination (in which case Rule 9.5 shall apply) of membership of Tennis NZ by the Regional Centre. The decision of the Delegates at a Special General Meeting shall be final.

**4.9 Board Intervention:** The Board may intervene in the governance, management or operations of a Regional Centre in whatever manner it considers appropriate, (including appointing a person or persons to act in place of the Board of the Regional Centre), if, either following its own enquiries and with the agreement of the Centre Board, or upon request by the Centre Board, the Board considers the Centre:

- a. Is having significant administrative, operational or financial difficulties; or
- b. Has breached a substantial term of any agreement entered into between it and Tennis NZ and has been given a reasonable opportunity to remedy such breach in accordance with such agreement; or
- c. Takes, or has taken against it, any action or proceedings to wind up, dissolve or liquidate it (unless for the purposes of amalgamation); or
- d. Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Regional Centre; or
- e. To have had possession of any of its assets taken by a mortgagee or other creditor;

and the Board considers that to do so is in the best interests of Tennis NZ and tennis in New Zealand.

#### 4.10 Transitional Arrangements

The inaugural Regional Centres shall be established with effect from 1 December 2006 as follows:

- a. **Existing Tennis Associations:** subject to Rule 4.10b the existing Tennis Associations specified below (“Existing Tennis Associations”) shall become, and be named as, the following Regional Centres and as specified in accordance with any applicable Regulations:

<b>Existing Tennis Association</b>	<b>Regional Centre</b>
Tennis North Harbour Inc	Tennis Northern Region Incorporated
Auckland Tennis Association Inc	Tennis Auckland Region Incorporated
Waikato Tennis Association Inc	Tennis Waikato - Bays Region Incorporated
Wellington Tennis Inc	Tennis Central Region Incorporated
Canterbury Tennis Inc	Tennis Canterbury Region Incorporated
Otago Tennis Association Inc	Tennis Southern Region Incorporated

- b. **New Entities:** Notwithstanding Rule 4.10a, an Existing Tennis Association may, with the prior consent of the Board, and by no later than 31 December 2007 (or such other date as agreed to by the Board), establish a new incorporated society to be the Regional Centre, and retain the Existing Tennis Association to be an asset holding entity for the assets of that Association.

- c. **New Entities and Constitutions:**

- i. Each Existing Tennis Association that has obtained the Board’s consent to establish a new incorporated society to be the Regional Centre under Rule 4.10b, shall as soon as reasonably practicable and by no later than 31 December 2007 or such other date as agreed to by the Board, establish and register the Regional Centre as an incorporated society including adopting a constitution that is consistent with this Constitution and in accordance with Rule 4.6b. In addition each such Existing Tennis Association shall take such

steps as are necessary to alter the constitution of the Association to be an asset holding entity for the assets of the Association and complete such other documentation as is necessary to effect this Rule. Upon the registration of the new incorporated society under this Rule, the Existing Tennis Association shall cease to be a Regional Centre and a member of Tennis NZ. For avoidance of doubt, nothing in this Rule prevents a member of the Regional Centre from also being a member of the Existing Tennis Association.

- ii. Each Existing Tennis Association that becomes a Regional Centre under Rule 4.10a, shall as soon as reasonably practicable and by no later than 31 December 2007 or such other date agreed by the Board, adopt a constitution that is consistent with this Constitution and in accordance with Rule 4.6b of this Constitution. In addition each Existing Tennis Association shall take such steps and complete such documentation as is necessary to bring into effect its status as a Regional Centre.
- d. **Default:** Any Existing Tennis Association that fails to complete the steps set out in this Rule may be regarded by the Board as being in breach of this Constitution and if so, the Board may invoke Rule 4.8.
- e. **Remaining Tennis Associations:** Each of the remaining Tennis Associations (including any sub-associations) that are not Existing Tennis Associations ("Remaining Tennis Associations") shall determine which Regional Centre it will become a part of, provided that:

  - i. Prior to making its decision, each Remaining Tennis Association must consult as appropriate with its members, the relevant Regional Centre(s) and the Board;
  - ii. Each Remaining Tennis Association must become part of a Regional Centre that is most closely situated and/or convenient to the Association;
  - iii. The basis on which each Remaining Tennis Association is to become a part of the Regional Centre, and the procedure for doing so, is agreed in writing with the relevant Regional Centre and the Board, provided that the process shall be in accordance with the Regulations;
  - iv. Each Remaining Tennis Association must become part of a Regional Centre by 31 December 2007 unless another date is agreed to by the Board;
  - v. If any Remaining Tennis Association does not become part of a Regional Centre by the due date or the agreed date, its membership of Tennis NZ shall automatically be deemed to be terminated with effect from that date and

the Remaining Tennis Association and its members shall cease to be recognised by Tennis NZ and its Members.

- f. Transitional Rights and Obligations:** For the period commencing on the date this Constitution comes into force until 31 December 2007 or such other date as agreed by the Board, ("Transition Period"), each Remaining Tennis Association shall, upon payment of any membership fees to Tennis NZ and in compliance with this Constitution and the Regulations, remain as a Member of Tennis NZ, provided that such Remaining Tennis Association:
- i.** Shall not be entitled to be separately represented with a Delegate or to vote as an Association at a General Meeting of Tennis NZ but may attend and speak through a representative of the Association at General Meetings for the Transition Period;
  - ii.** May inform the Delegate(s) for the Regional Centre to which it is most closely situated, its view as to voting for the purposes of the Delegate(s)' voting at a General Meeting, whether or not such Regional Centre is the Regional Centre of which the Association proposes to become a part of;
  - iii.** Shall be sent all communications from Tennis NZ that are sent to the Regional Centres;
  - iv.** Shall pay directly to Tennis NZ any membership fee (including any annual subscription owing under the previous constitution of Tennis NZ) that it is required to pay to Tennis NZ or that it has received from its Member Clubs which is due and owing to Tennis NZ, under this, or any previous constitution.
- g. Sub-Associations:** For avoidance of doubt, any sub-association which is a member of or affiliated to an Existing Tennis Association or a Remaining Tennis Association must also become part of a Regional Centre at the same time and as part of its parent Association and then shall wind-up, unless otherwise agreed with the Board. Any sub-association (including its members) that fails to do so by 31 December 2007 or such other date as agreed to by the Board will cease to be recognised in this capacity by Tennis NZ and all Regional Centres.
- 4.11** Each Regional Centre is an autonomous body which is obliged, at all times, to use its best endeavours to act cooperatively and in agreement with the other Regional Centres and the Board to further national policies, strategies, initiatives and operations.

## Part III – Membership

### 5. Members

---

- 5.1 The members of Tennis NZ shall be:
- a. Regional Centres as described in Part II – Rule 4;
  - b. Life Members as described in Rule 6;
  - c. Affiliates as described in Rule 7; and
  - d. Any other category or categories of membership of Tennis NZ determined by the Delegates passed by Special Resolution at a General Meeting.

### 6. Life Members

---

- 6.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of Tennis NZ. Any person may be nominated for life membership of Tennis NZ but must be nominated by the Board or a Regional Centre. Such nomination must be made to the Board in writing setting out the grounds for the nomination. The Board, or any sub-committee delegated this responsibility, must then determine in its discretion whether or not the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.
- 6.2 Every person who prior to the commencement of this Constitution was awarded the distinction of Honorary Life Member of Tennis NZ, shall be deemed to be a Life Member.
- 6.3 The Chief Executive shall maintain an up to date list of all Life Members and shall forward to them notices as required by this Constitution and other communications as the Board considers appropriate.

### 7. Affiliates

---

- 7.1 The following New Zealand tennis organisations shall be members of Tennis NZ, known as Affiliates:
- a. New Zealand Tennis Umpires Association Incorporated (established to officiate at tennis events and to maintain, uphold, develop and improve the standards of tennis umpiring and officiating in New Zealand);
  - b. New Zealand Professional Tennis Coaches Association Incorporated (established to provide education, support and assistance to professional tennis coaches within New Zealand);



- c. The International Lawn Tennis Club of New Zealand (established to promote good fellowship among players who, as members of touring lawn tennis teams, have borne their racquets overseas or who have been or are active in international play);
- d. The Tennis Seniors New Zealand Incorporated (established to encourage veteran players to continue to play tennis for the love and enjoyment of the game);
- e. Aotearoa Maori Tennis Association Incorporated (established to foster, control develop and encourage the playing of tennis by Maori);
- f. New Zealand Wheelchair Tennis Incorporated (established to promote wheelchair tennis as rehabilitation, recreational and competitive sport); and
- g. such other organisations that promote tennis in New Zealand and/or whose members participate in tennis, as determined by the Delegates by Special Resolution at a General Meeting.

**7.2 Obligations:** The Affiliates are Members of Tennis NZ and in addition to their obligations as Members as set out in Rule 8, they shall each:

- a. Be an incorporated society under and complying with the Act including maintaining registration;
- b. Administer, promote and develop tennis in their organisation in a manner that is consistent with the objects of Tennis NZ;
- c. Appoint a delegate to represent it at General Meetings;
- d. Act in good faith and loyalty with Tennis NZ, the Regional Centres, and their respective members to ensure the maintenance and enhancement of tennis for the collective and mutual benefit of the Affiliate, Tennis NZ, the Regional Centres, and their respective members;
- e. Promote mutual trust and confidence among the Affiliates, Tennis NZ, the Regional Centres, and their respective members and at all times act on behalf of, and in the interests of, its members;
- f. Do all that is reasonably necessary to enable the objects of the Affiliate, Tennis NZ, and the Regional Centres to be achieved;
- g. Not do or permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of tennis in New Zealand; and
- h. Operate with mutual trust and confidence among Tennis NZ, the Regional Centres, the other Affiliates and their respective members.

## **8. Member Entitlements and Obligations**

---

**8.1 Obligations:** Members acknowledge and agree that:

- a. This Constitution constitutes a contract between each of them and Tennis NZ and they are bound by this Constitution and the Regulations;
- b. They shall comply with and observe this Constitution and the Regulations, and any resolution made by three (3) or more Elected Board Members and three (3) or more Appointed Board Members;
- c. This Constitution and Regulations are necessary and reasonable for promoting the objects of Tennis NZ;
- d. This Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of Tennis NZ and its Members and the game of tennis; and
- e. They are entitled to all the benefits, advantages, and privileges conferred by this Constitution.

**8.2 Payment of Fees:** In order to receive or continue to receive entitlements Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board including payment of any membership or other fees by the due date.

**8.3 Failure to Pay Fees:** The failure or refusal by a Member to comply with Rule 8.2 may result in the application of Rule 4.8a, but shall not excuse such Member from being bound by this Constitution.

**8.4 Entitlements:** Subject to Rule 8.2, Regional Centres are entitled to:

- a. Participate in the activities of Tennis NZ subject at all times to being eligible for, and complying with, the terms and conditions of such activities;
- b. Receive notices and papers and be able to attend (at their cost), speak and vote at General Meetings via their Delegate(s).

**8.5** Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board. Life Members may attend and speak at General Meetings but shall have no voting rights.

**8.6** Affiliates are entitled to receive notices and papers and through their Delegate be able to attend and speak, and shall have the right to one vote each at General Meetings.

## **9. Termination of Membership**

---

**9.1 Resignation:** A Life Member or Affiliate may resign its membership of Tennis NZ by giving one month's notice in writing to the Board. Upon the expiration of the notice period and

provided that the Member has paid all arrears of membership fees due and payable by the Member, the Member shall cease to be a Member.

**9.2 Default in Fees:** An Affiliate shall have its membership of Tennis NZ terminated if any fees (including membership fees) or other payments to Tennis NZ are due and outstanding. Before such termination can occur the Board must give the Affiliate written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than three months, the Affiliate shall have their membership automatically terminated on the expiry of such period. Rule 4.8 shall apply to default in fees by a Regional Centre.

**9.3 Discipline:** If the Board considers that an Affiliate or Life Member has:

- a. Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any other resolution or determination of the Board or any duly authorised committee of the Board; or
- b. Acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of Tennis NZ and/or tennis; or
- c. Brought Tennis NZ, a Regional Centre, an Affiliate or any other Member or tennis into disrepute;

it may, after consideration refer the matter to investigation or determination, either under the procedures set out in the Regulations or by such other procedure or persons as the Board considers appropriate, including imposing any sanction including suspension or termination of membership of Tennis NZ. Rule 4.8 shall apply to Regional Centres in respect of any breach, as defined in that Rule.

**9.4 Suspension:** If a Member (including a Regional Centre) is suspended from membership of Tennis NZ the Member concerned shall:

- a. Not be entitled to attend, speak at or vote at a General Meeting;
- b. Not be entitled to continue to hold office in any position within Tennis NZ, a Regional Centre, or an Affiliate;
- c. Not be entitled to any other privileges or benefits to which it/they would otherwise be entitled including participation in any tournament, activity, event or meeting of Tennis NZ, a Regional Centre, or an Affiliate;

until such time as the suspension is revoked.

**9.5 Effect of Termination:** A Member who or that ceases to be a Member of Tennis NZ shall forfeit all rights in and claims upon Tennis NZ and its property and shall not use any property of Tennis NZ including Intellectual Property.

- 9.6 Membership that has been suspended or terminated may only be reinstated at the discretion of the Delegates by Special Resolution at a General Meeting.

## 10. Register of Members & Other Participants

---

- 10.1 The Chief Executive shall keep and maintain a Register of Members in accordance with the Act.
- 10.2 Each Regional Centre shall supply for the Register of Members the details of its members, and their members, in accordance with Rules 4.6f and 4.6g as requested by the Chief Executive, and at any other time changes to such member details that are notified to it.
- 10.3 The collection of any personal information for the Register of Members shall comply with the Privacy Act 1993.
- 10.4 Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.
- 10.5 If requested by the Board, each Regional Centre shall supply to Tennis NZ by a specified date annually, the details of those participants in tennis in the Region, who are not members of any Regional Centre, any Member Club or any other member, for the purposes of a national database of all tennis participants. Any such database must comply with Regulations relating to it, and comply with the Privacy Act.

## 11. Membership and Other Fees

---

- 11.1 **Delegates to determine Fees:** The Delegates at a General Meeting shall annually determine the nature and amount of any membership fee or fees payable by Regional Centres and Affiliates to Tennis NZ, including the due date for payment and the manner for payment of such fees.
- 11.2 **Board to determine Fees:** The Board shall determine any fees other than those specified in Rules 11.1 or 11.3 that are payable by Members and other participants at tournaments, competitions, events and activities held by or under the auspices of Tennis NZ and its Members, including at any facilities owned or under the control of Tennis NZ and its Members.
- 11.3 **Regional Centres' Fees**
- a. Regional Centres shall annually determine membership and other fees for its Member Clubs, and any member Tennis Associations and other members, including any fees payable for tournaments, competitions, events and activities held by or under their auspices, which fees may be in addition to any fees determined under Rule 11.1.

- b. Except during the Transition Period when Rules 4.10e(v) and Rule 11.3c apply, each Regional Centre shall pay to Tennis NZ such portion, as determined under Rule 11.1, of any membership fees payable by the Regional Centre's members to the Regional Centre;
  - c. During the Transition Period each Tennis Association shall remain liable for the membership fees due and owing to Tennis NZ under this Constitution, unless a Tennis Association has become a member of the Regional Centre during the Transition Period in which case the Regional Centre shall be liable for such fee. At the expiry of the Transition Period Rule 11.3 b shall apply.
- 11.4 The Tennis NZ Board may investigate, and if it considers appropriate, request a Regional Centre to alter the nature and/or amount of any fees specified in Rule 11.3.

## Part IV – Officers and Board

### 12. Officers

---

- 12.1 The officers of Tennis NZ shall be:
- a. the Patron or Patrons;
  - b. the President; and
  - c. the Honorary Vice-President.
- 12.2 There shall be one or more Patrons as determined by the Board. Patrons shall be invited by the Board to hold such position. Patrons shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 12.3 The President shall be the Chairperson of the Board appointed under Rule 13.14.
- 12.4 The Honorary Vice-President shall be an honorary officer who, with the President, is a figurehead of Tennis NZ and who is entitled to attend General Meetings and official functions and events of Tennis NZ. The Honorary Vice-President shall be elected at each AGM of Tennis NZ by the following process:
- a. Nominations shall be made in writing to the Chief Executive by the group of Regional Centres specified in this Rule by no later than 30 days before the date set for the AGM. Nominations shall include the nominee's name and a detailed record of their service to tennis;
  - b. Nominations shall be submitted by the following groups of Regional Centres in the following order:

- i. Tennis Northern Region Inc, Tennis Auckland Region Inc, and Tennis Waikato-Bays Region Inc (Group 1);
- ii. Tennis Central Region Inc (Group 2);
- iii. Tennis Canterbury Region Inc and Tennis Southern Region Inc (Group 3),

with Group 1 being entitled to submit a nomination for election at the AGM in 2007, Group 2 in 2008, and Group 3 in 2009, and then in rotation by the same groups of Regional Centres on the same basis thereafter. The Regional Centres in each group shall determine the manner in which they will determine any such nomination.

- c. If the relevant group of Regional Centres in Rule 12.4b fails to submit a nomination for election at an AGM by the due date, a nomination may be submitted by the Board. If the Board fails to submit a nomination, any Delegate may make a nomination from the floor at the AGM.
- d. The name of any nominee for the position of Honorary Vice-President and the detailed record of their service to tennis shall be sent to the Board, the Regional Centres and the Affiliates with the Agenda for the AGM as specified in Rule 15.7.
- e. The Honorary Vice-President shall be elected in the same manner as Elected Board Members under Rule 15.16g of this Constitution.

## **13. Board**

---

### **13.1 Role of the Board:**

- a. The Board shall be responsible for governing Tennis NZ and, subject to this Constitution, may exercise all the powers of Tennis NZ and do all things that are not expressly required to be undertaken by Tennis NZ at a General Meeting.
- b. The Board shall, through clearly-defined delegations of authority, delegate to the Chief Executive the day-to-day management of the business and affairs of Tennis NZ.

### **13.2 Composition of the Board:** Except for the Inaugural Board (Rule 13.7), the Board shall comprise:

- a. Four (4) persons elected under Rule 13.5 (Elected Board Members); and,
- b. Four (4) persons appointed under Rule 13.4 (Appointed Board Members).

The Chief Executive shall not be a Board Member but shall attend Board Meetings in accordance with Rule 14.3.

### **13.3 Board Appointments Panel**

- a. The Appointments Panel shall be convened as and when required by the Chief Executive in accordance with Rule 13.3b.
- b. The Chief Executive shall notify the Board and the Chairpersons of the Regional Centres when the Board Appointments Panel needs to be convened, and require each of them to notify their respective appointees as specified in Rule 13.3e. The names of such appointees shall be submitted to the Chief Executive as soon as possible and upon receipt of them he or she shall arrange for the Panel to be convened.
- c. The Board Appointments Panel shall be independent of the Board and shall be responsible for:
  - i. Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
  - ii. Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
  - iii. Assessing candidates who have made an application for appointment as an Appointed Board Member, including undertaking such enquiries and holding interviews and meetings as it sees fit;
  - iv. Determining which candidates are to be appointed as Appointed Board Members;
  - v. Receiving and assessing the nominees from Regional Centres for election as Elected Board Members at a General Meeting, including undertaking such enquiries and holding interviews and meetings as it sees fit;
  - vi. Recommending to the General Meeting at which any vacancy in the position/s of Elected Board Member arises, the nominee or nominees whom the Panel considers would best suit the position, for consideration by those present and entitled to vote at a General Meeting and,
  - vii. Such other related matters as set out in the Regulations.
- d. In determining the Appointed Board Members and recommending persons to be Elected Board Members, the Board Appointments Panel shall appoint or recommend based on merit and in so doing shall take into account the following factors about the candidate or nominee:
  - i. their prior experience as a director, trustee or experience in any other governance role;
  - ii. their knowledge of, and experience in, the sport of tennis at international, national, regional and/or local level in New Zealand;

- iii. their occupational skills, abilities and experience;
  - iv. their knowledge of, and experience in, sport generally;
  - v. the need for conflicts of interest to be minimised; and
  - vi. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally.
- e. The Board Appointments Panel shall comprise:
- i. The Chairperson of Tennis NZ, or if he or she is seeking reappointment or re-election to the Board, then the Deputy Chairperson or another Board Member (not seeking re-appointment or re-election to the Board) as determined by the Board;
  - ii. A person appointed by the chairpersons of all of the Regional Centres, which person shall not be a board member or employee of a Regional Centre, or a Board member or employee of Tennis NZ;
  - iii. A person appointed by the Board who is independent of Tennis NZ and who is suitably skilled, qualified and /or experienced to carry out the functions of the Board Appointments Panel, taking into account the skills, qualifications and experience of the other Panel members.
- f. No member of the Board Appointments Panel may seek appointment or nomination as a Board Member, while a member of the Panel.
- g. The members of the Board Appointments Panel shall determine from amongst themselves who will be the Panel's convenor.
- h. The quorum for a meeting of the Board Appointments Panel shall be three (3) members.
- i. The Board Appointments Panel shall meet as and when required and in any manner (including meetings using technology) as it thinks fit.
- j. Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended to the Delegates to be Elected Board Members must be unanimous.
- k. The person or persons responsible for appointing a member as specified in Rule 13.3e shall fill any vacancy that arises in the membership of the Board Appointments Panel.



#### 13.4 Appointed Board Members

- a. Except for the Inaugural Board, the Appointed Board Members shall be appointed by the Board Appointments Panel.
- b. The Board Appointments Panel shall call for applications for any Appointed Board Member positions that due to the expiry of their term of office are to be vacated at an AGM.
- c. Applicants for positions as Appointed Board Members may not hold any official position (whether paid or unpaid) in a Regional Centre if they are appointed as a Board Member, and if they do hold such a position at the time of application they shall undertake to resign from such position if subsequently appointed as a Board Member.
- d. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 13.3c(i)-(iv) and by no later than 50 days prior to the AGM notify the Chief Executive of the Appointed Board Members who are to assume office at the conclusion of the AGM. The Chief Executive shall notify the Regional Centres of the Appointed Board Members no later than 42 days prior to the AGM.

#### 13.5 Elected Board Members: Subject to this Constitution, the Elected Board Members shall be elected in accordance with the following process:

- a. The Chief Executive shall advise the Regional Centres of the number of Elected Board Member positions which, due to the expiry of their term of office, are to be vacated at an AGM at least 90 days prior to the AGM;
- b. Nominations for Elected Board Members may only be made by Regional Centres and shall be in the approved form as set out in the Regulations and received at the registered office of Tennis NZ not less than 30 days before the date set for the AGM;
- c. For avoidance of doubt, nominees for positions as Elected Board Members may hold official positions in (except as employees of) any Regional Centre if they are elected as a Board Member provided that Rule 13.15 (and in particular Rule 13.15g) shall apply if any conflict of interest arises in respect of any such Board Member;
- d. Upon receipt of any nominations for vacancies for the positions of Elected Board Member/s, the Chief Executive shall refer the nominations to the Board Appointments Panel;
- e. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 13.3b(v)-(vi) and by no later than 10 days prior to the AGM notify the Chief Executive of the recommended nominee or nominees whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the General Meeting;

- f. Upon receipt of the recommendations of the Board Appointments Panel, and no later than 7 days prior to the AGM, the Chief Executive shall notify the Regional Centres of the Panel's recommended nominee or nominees to fill the Elected Board Member positions at the General Meeting;
- g. Having considered the Board Appointments Panel's recommendations, the Elected Board Members shall be determined from amongst the valid nominations received by the Chief Executive (including those recommended by the Board Appointments Panel) by Ordinary Resolution at the General Meeting at which the recommendation was made.

**13.6 Eligibility:** The following persons shall not be eligible for appointment, or election or to remain in office, as a Board Member:

- a. **Bankrupt:** a person who has been adjudged bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act 1967;
- b. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence imposed on them;
- c. **Imprisonment:** a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
- d. **Disqualified Director:** a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 199K or section 199L or section 199N of the Companies Act 1955 or under section 382 or section 383 or section 385 of the Companies Act 1993;
- e. **Property Order:** a person who is subject to a property order made under section 30 or section 31 (lacking in competence to manage own affairs) of the Protection of Personal and Property Rights Act 1988;

and if any of the above events occur to an existing Board Member, they shall be deemed to have vacated their office upon such event.

### 13.7 Inaugural Board:

- a. **From Commencement Date to 2007 AGM:** For the period from the date this Constitution comes into force until the conclusion of the Annual General Meeting in 2007, the Board shall comprise:
  - i. the seven (7) members of the Board who were appointed or elected to the Board prior to the commencement of this Constitution. For the purposes of this Constitution these Board Members shall be deemed to be Appointed Board Members; and
  - ii. the two persons who prior to the commencement of this Constitution attended Board meetings as representatives of the Tennis Associations, who shall be deemed to be Elected Board Members with all the rights and obligations of a Board Member as set out in the Constitution including the right to vote. At the conclusion of the Annual General Meeting in 2007 these two Board Members shall retire from office, but may be re-appointed or re-elected as Board Members in accordance with Rule 13.7b.
- b. **From 2007 AGM:** From the conclusion of the Annual General Meeting in 2007 for the periods set out in Rule 13.7c, the Inaugural Board shall comprise of the following:
  - i. **Appointed Board Members:** Four (4) of the seven (7) Board Members referred to in Rule 13.7a shall be deemed to be the Appointed Board Members as determined by agreement of the Board and failing agreement, by lot. They shall continue in office, subject to the terms of this Constitution, for the period set out in Rule 13.7c. The remaining three Appointed Board Members shall retire, but may be re-appointed or elected as Board Members in accordance with this Constitution; and
  - ii. **Elected Board Members:** Four (4) people shall be elected as Elected Board Members at the Annual General Meeting in 2007 for the period set out in Rule 13.7c. Rule 13.5 shall apply to the election of these inaugural Elected Board Members.
- c. **Term of Office of Inaugural Board Members:** Subject to Rule 13.10 (Casual Vacancy) and Rule 13.11(Removal), the four (4) Appointed Board Members referred to in Rule 13.7b(i) and the four (4) Elected Board Members shall remain in office for a further period of one (1) to three years (3) as determined by the schedule of rotation set out in Rule 13.8. Thereafter, the terms of office for Board Members and procedure for appointing and electing Board Members shall be in accordance with this Constitution.

**13.8 Term of Office:** Subject to Rule 13.7 (Inaugural Board), Rule 13.10 (Casual Vacancy) and Rule 13.11 (Removal), the term of office for all Board Members shall be three (3) years, commencing at the conclusion of the General Meeting at which their appointment is made or effective, and expiring at the conclusion of the third AGM after their appointment. A Board Member may be re-elected or re-appointed to the Board. With effect from the conclusion of each AGM from 2008, two of the existing Board Members shall retire by rotation but shall be eligible for nomination and re-appointment or re-election. Prior to each AGM from 2008 and thereafter the Board shall supply the Chief Executive (who shall advise the Delegates) a schedule of the order of retirement of Board Members by rotation. The Board shall decide on the method of establishing such order, and if necessary the order, of such rotation.

**13.9 Vacancies:** If there is a casual vacancy on the Board and the AGM for that year is scheduled for a date being less than six months from the date the vacancy arises, the remaining Board Members may appoint a person of their choice to fill the vacancy for the balance of the term, or the Board may leave the vacancy unfilled until the AGM for that year. If the AGM for that year is scheduled for a date being six months or longer from the date the casual vacancy arose, the following process shall apply:

- a. If the vacancy is for an Appointed Board Member's position, it shall be filled by the Board Appointments Panel in accordance with the procedure in Rule 13.4 provided that the appointment shall take effect immediately upon notification to the Board Member concerned; and/or
- b. If the vacancy is for an Elected Board Member's position, it shall be filled in accordance with the procedure in Rule 13.5, with any modifications necessary as to timing as the Board considers appropriate.

**13.10** A casual vacancy arises if:

- a. A Board Member resigns from office prior to the expiry of their term of office;
- b. A Board Member dies;
- c. A Board Member is removed under Rule 13.11;
- d. A Board Member is absent from more than two successive meetings unless leave of absence is granted by the Chairperson; or
- e. Any of the circumstances in Rule 13.6 arise.

- 13.11 Removal of Board Member:** The Members in an SGM called for this purpose by the Members or the Board may, by Special Resolution, remove any Board Member before the expiration of their term of office.
- 13.12** Upon the Chief Executive receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive shall send the notice to the Board Member concerned in addition to the persons specified in Rule 15.9.
- 13.13** Following notification under Rule 15.9 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the Board and the persons entitled to be present at the General Meeting about the proposed resolution.
- 13.14 Chairperson and Deputy Chairperson:** At its first meeting following the Annual General Meeting, the Board must appoint a Chairperson and Deputy Chairperson from amongst the Board Members, provided that the Chairperson and Deputy Chairperson may not hold any official position (whether paid or unpaid ) in a Regional Centre.. The role of a Chairperson is to chair the meetings of the Board and General Meetings and to represent the Board. By virtue of his or her appointment as Chairperson, he or she also holds the position of President. In the event of the unavailability of the Chairperson for any reason, then the Deputy Chairperson shall undertake the Chairperson's role during the period of unavailability.
- 13.15 Duties of Board Members:** The duties of each Board Member are to:
- a. Act in good faith and in what the Board Member believes to be the best interests of Tennis NZ at all times;
  - b. Exercise the powers of the Board for proper purposes;
  - c. Act, and ensure Tennis NZ acts, in accordance with this Constitution;
  - d. Not agree to, nor cause or allow, the activities of Tennis NZ being carried on in a manner likely to create a substantial risk of serious loss to Tennis NZ's creditors;
  - e. Not agree to Tennis NZ incurring any obligations unless the Board Member believes at that time on reasonable grounds that Tennis NZ will be able to perform the obligations when it is required to do so;
  - f. Exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of Tennis NZ, the nature of the decision and the position of the Board Member and the nature of the responsibilities undertaken by the Board Member;
  - g. If the Board Member is interested (as defined in section 139(1) of the Companies Act 1993), in a transaction or proposed transaction of Tennis NZ, disclose to the Board

the nature and extent of such interest as soon as the Board Member becomes aware of the fact that he or she has such interest. Such interest shall also be recorded on the Board's interests register;

- h. Take such other steps as determined by the Board in respect of any interest specified in Rule 13.5g, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. Not disclose information that the Board Member would not otherwise have available to him or her other than in their capacity as a Board Member, to any person, or make use of or act on the information except:
  - i. For the purposes of Tennis NZ;
  - ii. As required by law; and
  - iii. To persons, or for the reasons, specified in sections 145(2) and 145(3) of the Companies Act 1993.
- j. Regularly attend Board Meetings and General Meetings of Tennis NZ;
- k. The Elected Board Members shall use their best efforts to consult widely with the Regional Centres and others in the tennis community to keep abreast of the issues facing them provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 13.15i.

**13.16 Powers of the Board:** Without limiting the generality of the Board's powers to carry out the objects of Tennis NZ as it considers necessary, the Board shall have the specific powers to carry out the following duties:

- a. To appoint a Chief Executive and enter into a contract with such remuneration and on such terms and conditions as the Board thinks fit;
- b. To adopt clearly defined delegations of authority from the Board to the Chief Executive and to confirm delegation from the Chief Executive;
- c. To adopt and regularly review a strategic plan for Tennis NZ, which shall include goals and objectives for tennis in New Zealand and measures for short and long term success;
- d. To adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- e. To facilitate national and regional forums for Tennis NZ, Regional Centres and its Members, other than General Meetings;
- f. To work with the Affiliates so as to act collectively in the interests of the game of tennis in New Zealand;

- g. To make, repeal and amend any Regulations (in accordance with Rule 22), and any policies and procedures as it thinks appropriate;
- h. To make, repeal and amend rules for the regulation and control of any tournaments or events under its jurisdiction including conditions of entry;
- i. To establish such sub-committees as it considers appropriate and to delegate such powers and responsibilities as it considers appropriate. The Chairperson or their nominee shall have the right to attend any meeting of any sub-committee;
- j. To control expenditure and raise any money to fulfil the objects of Tennis NZ;
- k. To determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, managers of national tennis squads and teams;
- l. To ensure that Tennis NZ has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- m. To open and operate in the name of Tennis NZ such banking accounts as deemed necessary;
- n. To regularly agree performance indicators and standards with management;
- o. To establish such corporate and other entities to carry on and conduct all or any part of the affairs of Tennis NZ or to enter into any agreement for sharing revenue or for the mutual assistance with any person or persons or body corporate that is considered by the Board to be capable of directly or indirectly benefiting Tennis NZ;
- p. To co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- q. To determine the yearly calendar for international, national tournaments, events and competitions in New Zealand and, subject to Rule 3.2h, regional tournaments, events and competitions in New Zealand;
- r. To appoint and administer an Audit Committee, a Judiciary Committee and such other committees as it considers appropriate;
- s. To discipline Members as specified in this Constitution and the Regulations including holding an enquiry or appointing a person or persons to hold an enquiry into and imposing such penalty as it thinks fit in case of misconduct, other than for any anti-doping violation under the anti-doping rules or Regulations of Tennis NZ, by any team, player or official while under the direct control of Tennis NZ or for such other reason as the Board shall decide;
- t. To fill any casual vacancy on the Board as specified in this Constitution;
- u. To call SGMs;

- v. To resolve and determine any disputes or matters not provided for in this Constitution; and
  - w. To review its own processes and effectiveness.
- 13.17 Board Meetings:** Board meetings may be called at any time by the Chairperson or two(2) Board Members but generally the Board shall meet at regular intervals agreed by the Board. Except to the extent specified in this Constitution the Board shall regulate its own procedure.
- 13.18 Quorum:** The quorum for a Board meeting shall be five (5) Board Members, including the Inaugural Board.
- 13.19 Voting:** Each Board Member shall have one vote at Board meetings. In the event of a deadlock, the Chairperson shall have an additional casting vote. Voting shall be by voices, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- 13.20 Resolutions:** A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Board.
- 13.21 Meetings using Technology:** Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing, facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 13.22 Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Tennis NZ's business. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses.
- 13.23 Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Regulations, policies or procedures of Tennis NZ, the matter will be determined by the Board.



## 14. Chief Executive

---

- 14.1 There shall be a Chief Executive of Tennis NZ who shall be employed for such term and on such conditions as the Board may determine.
- 14.2 The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of Tennis NZ in accordance with the Regulations, policies and procedures of Tennis NZ and within such constraints as may be imposed by the Board.
- 14.3 The Chief Executive shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

## Part V – General Meetings

### 15. Meetings of Members

---

- 15.1 **AGM:** Tennis NZ must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.
- 15.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 15.3 **Member Forums:** In addition to General Meetings, the Board shall convene at least one forum for Members annually to contribute to, and be consulted on, matters of importance to Tennis NZ and tennis in New Zealand including major strategic directions. Such forum/s may be held simultaneously with a General Meeting.
- 15.4 **Notice of AGM:** The Chief Executive must give at least 60 days notice in writing to all Board Members, the Regional Centres, the Affiliate and Life Members of the AGM. The notice shall set out:
- a. the date, time and venue for the AGM;
  - b. the date and time by which notification of the Delegate(s) of the Regional Centres for the AGM must be received by the Chief Executive; and
  - c. the number of vacancies, if any, of any Elected Board Members for which nominations are sought;
  - d. the closing date/s for nominations for any elections, proposed motions and other items of business to be submitted to the Chief Executive.
- 15.5 **Notice of AGM Business:** Not less than thirty (30) days before the date set for the AGM, any nominations for any elections, proposed motions and other items of business must be received in writing by the Chief Executive from Regional Centres and the Board.

- 15.6 Business of AGM:** The following business shall be discussed at each AGM:
- a. The receipt from the Board of a report and audited statement of financial position and statement of financial performance for the preceding year;
  - b. The election of any Elected Board Members of Tennis NZ;
  - c. The election of the Honorary Vice-President;
  - d. The appointment of the auditor;
  - e. The determination of the membership fee, if any, payable to Tennis NZ by the Regional Centres and Affiliates;
  - f. Any motion or motions proposing to alter this Constitution;
  - g. Any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.
- 15.7 Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 15.6) shall be forwarded by the Chief Executive to the Board, the Regional Centres, and the Affiliates by no later than twenty one (21) days before the date of the General Meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those persons entitled to vote at the meeting.
- 15.8 SGM:** The Chief Executive must call a Special General Meeting (SGM) upon a written request from:
- a. The Board; or
  - b. Two (2) or more Regional Centres.
- The written request for an SGM must state the purpose for which the SGM is requested. The SGM must only deal with the business for which the SGM is requested.
- 15.9 Notice of SGM:** Not less than thirty (30) days written notice must be given by the Chief Executive to the Board, Regional Centres, the Affiliates, and Life Members for an SGM, which notice shall include:
- a. The date, time and venue and/or the manner in which the meeting is to be held;
  - b. The date and time by which notification of the Delegate(s) for the SGM must be received by the Chief Executive; and
  - c. The proposed motion or motions that have been properly submitted for consideration.
- 15.10 Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.

- 15.11 Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 15.4 and 15.9 and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. The Chairperson in his or her 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 carried by Special Resolution.
- 15.12 Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be six (6) Delegates representing at least three (3) Regional Centres present at the meeting. Proxy votes shall not be counted for the purposes of determining a quorum. The quorum must be present at all times during the meeting. If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum.
- 15.13 Chairperson:** The Chairperson of the Board shall preside at the General Meeting. If the Chairperson is unavailable or unwilling to chair the meeting, then the Deputy Chairperson of the Board shall preside and in the absence of both of those persons, then the persons entitled to be present at the General Meeting shall elect a person present to be the chairperson of the General Meeting.
- 15.14 Delegates:** Each Regional Centre shall elect or appoint two (2) Delegates to represent it at General Meetings. Each Affiliate may elect or appoint one Delegate to represent it at General Meetings. No Board Member or employee of Tennis NZ may act as a Delegate. No individual may act as a Delegate for more than one Regional Centre and/or Affiliate at the same General Meeting. The names of the Delegates shall be forwarded in writing to the Chief Executive by a date and time determined by the Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Regional Centre or Affiliate may appoint an Alternate Delegate, provided that the name of such Alternate Delegate is notified in writing to the Chief Executive prior to the commencement of the relevant General Meeting.

**15.15 Attendees:** In addition to Board Members and Delegates, any Member is entitled to and may, at their expense, attend a General Meeting. Such Members are entitled to speak at General Meetings with the prior agreement of the Chairperson, but shall not be entitled to vote. In addition other persons including employees, contractors and advisors to Tennis NZ may attend and speak at General Meetings with the permission of the Chairperson. In addition representatives of Remaining Tennis Associations may attend and speak at General Meetings held during the Transition Period in accordance with Rule 4.10e(i).

**15.16 Voting:** Unless otherwise required by this Constitution:

- a. An Ordinary Resolution shall be sufficient to pass a resolution;
- b. The Delegate(s) for each Regional Centre shall be entitled to one vote for every 1000 members registered with the Members' Clubs in the Regional Centre's Region **provided that:**
  - i. the Regional Centre that the Delegate(s) represent have paid any fees due to Tennis NZ; and,
  - ii. there is no entitlement to vote in respect of any portion or part of each 1000 members.

For the purposes of this Rule a "member" registered with a Member Club, means a person who is a member as defined in the rules or constitution of the Club but shall **exclude:**

- (1) life members,
- (2) persons who play or participate in tennis at the club on a casual or pay- to-play basis, and
- (3) any other category of member that does not pay an affiliation or membership fee to their Club.

Further, for the purposes of this Rule, membership numbers shall be calculated as at 31 March in the year preceding the General Meeting based on the Register of Members compiled in accordance with Rule 10.2 of this Constitution.

- c. The Delegate for each Affiliate shall be entitled to one vote **provided that** the Affiliate, which the Delegate represents, has paid any fees due to Tennis NZ
- d. Where there is more than one (1) Delegate representing a Regional Centre, such Delegates may split their vote, so that one Delegate may vote in favour of a resolution and the other Delegate may vote against the same resolution, if they are authorised by their members to do so.

- e. Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is requested by the Chairperson or a Delegate;
- f. On a show of hands a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the motion;
- g. Elections of Elected Board Members and the Honorary Vice-President at an AGM must be undertaken by secret ballot except where:
  - i. There are the same number of nominations as positions available; or
  - ii. There are insufficient nominations and after calling for further nominations from the floor at the AGM there are still insufficient or the same number of nominations for positions available, then those persons who have been nominated shall be declared elected;
- h. Proxy votes shall be permitted provided they comply with the proxy voting procedure set out in the Regulations;
- i. If an urgent matter or matters arise (as determined by the Board), or where the Members have agreed at a previous General Meeting to do so for a specific purpose, a General Meeting may be held by telephone, through video conferencing facilities or by other means of electronic communication (but excluding email) provided that prior notice of the meeting is given to all persons entitled to vote at an SGM, and that all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by persons entitled to vote at an SGM in this manner at a meeting shall constitute the presence of that person at that meeting;
- j. In the event of equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote;
- k. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

## Part VI – Miscellaneous

### 16. Discipline, Disputes and Appeals

---

- 16.1 **Judiciary Committee:** The Board shall establish a Judiciary Committee, which shall consist of not less than three (3) persons appointed, as and when the Committee is required. The Board shall appoint a Chairperson from one of the members appointed to the Judiciary Committee. No Board member is eligible to sit on the Judiciary Committee.
- 16.2 The Judiciary Committee shall hear and determine:
- a. all matters relating to misconduct and disputes arising out of:
    - i. events held by or under the auspices of Tennis NZ, other than for any anti-doping violation under the anti-doping rules or Regulations of Tennis NZ;
    - ii. any Tennis NZ policy or regulation (other than any Tennis NZ policy or Regulation dealing with anti-doping), and
  - b. any appeal to the Judicial Committee from a decision of the Regional Centre (or any sub-committee appointed on its behalf) concerning misconduct or disputes;  
  
including imposing penalties, as set out in the Regulations **provided that** this Rule shall not apply to a dispute arising out of an alleged breach under Rule 4.8 of this Constitution nor to any decision made under the anti-doping rules or regulation of Tennis NZ.
- 16.3 **Disputes:** In the event of a sports related dispute arising between any Members and/or between a Member or Members (including any Regional Centre) and the Board involving a matter that falls outside the jurisdiction of the Judicial Committee (including a dispute regarding an alleged breach under Rule 4.8 but excluding a dispute relating to matters covered by the anti-doping rules or Regulations of Tennis NZ), the relevant parties shall:
- a. endeavour to negotiate a resolution of the dispute by themselves or with the assistance of professional advisors; and failing that,
  - b. endeavour to agree on a resolution of the dispute by attending mediation; and failing that,
  - c. either party may refer the dispute to the Sports Disputes Tribunal of New Zealand for determination by it in accordance with its rules.
- 16.4 **Sports Disputes Tribunal**
- a. Tennis NZ recognises the Sports Disputes Tribunal of New Zealand established by SPARC as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal. Subject to this Constitution, any Member who or which

wishes to appeal a decision of the Judiciary Committee regarding any sports related matter where the Member has exhausted their rights of appeal within this Constitution, the Regulations and any applicable constitution and/or regulations of a Regional Centre, or Affiliate, may appeal to the Sports Disputes Tribunal of New Zealand. The rules of that Tribunal shall apply to any such appeal.

- b. In addition to the right of appeal to the Sports Disputes Tribunal, it shall have jurisdiction to hear and determine any matters referred to it under, and in accordance with, the anti-doping rules or Regulations of Tennis NZ.

## **17. Rules of Tennis**

---

The rules of the game of tennis shall be the Rules of Tennis as set down and interpreted from time to time by the ITF (and subject to any variations permitted for New Zealand as permitted by ITF). The Rules of Tennis shall be observed by Tennis NZ and all Members and all matters relating to the game of tennis in New Zealand shall be carried out in accordance with such Rules.

## **18. Finances**

---

- 18.1 Unless otherwise determined by the Board the financial year of Tennis NZ shall end on the 30<sup>th</sup> day of April.
- 18.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM.
- 18.3 The Board is responsible for the receipt and banking of all monies received by Tennis NZ. All funds of Tennis NZ shall be paid to a bank account(s) in the name of Tennis NZ and the bank account(s) must be operated in accordance with the policy determined by the Board.
- 18.4 The Board must ensure correct accounting records are kept. The accounting records of Tennis NZ must be kept at the office of Tennis NZ or at such place as the Board may determine and must be open to inspection by Members at such reasonable times agreed by the Board.

## **19. Common Seal**

---

- 19.1 The common seal of Tennis NZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and the Deputy Chairperson, and in the absence of either of those then by another Board Member.

## 20. Alterations of Constitution

---

- 20.1 This Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting.
- 20.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules of Tennis NZ. This Rule 20.2 must not be removed from this Constitution and must be included in any alteration, addition to or revision of this Constitution.

## 21. Prohibition on Personal Benefits

---

- 21.1 No person shall be entitled to derive or otherwise receive any income, benefit or advantage from Tennis NZ where that person is able to determine or materially influence the amount or nature of that income, benefit or advantage, provided that any person who renders professional services to Tennis NZ shall be entitled to be paid all usual and reasonable professional business and trade charges for work done for Tennis NZ.
- 21.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This Rule 21 and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

## 22. Regulations

---

- 22.1 Subject to Rule 22.2, the Board may make, repeal and amend such Regulations as it thinks appropriate including Regulations relating to Regional Centres, discipline, disputes and appeals, anti-doping, and such other matters as it thinks fit **provided that** they must regulate matters which further the objects of Tennis NZ and which are in accordance with the powers of Tennis NZ as set out in this Constitution and **provided further that** any Regulations relating to or affecting Regional Centres including any transitional Regulations or any variations to them, shall not be effective until they are approved by each of the Regional Centres, or failing such agreement, are approved by Special Resolution at a General Meeting.
- 22.2 The Board shall consult the Regional Centres regarding any Regulation it proposes to promulgate and provide them with a reasonable opportunity to consider, and have input into, any proposed Regulation before it is finally promulgated by the Board.
- 22.3 A regulation may be revoked by Special Resolution of the Delegates at a Special General Meeting called for this purpose, provided that such revocation shall not be applied retrospectively.



## **23. Winding Up**

---

- 23.1** Tennis NZ must be wound up if Tennis NZ, at a General Meeting of its Members, passes a Special Resolution requiring Tennis NZ to be wound up and the resolution is confirmed by Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution so to be confirmed is passed.

- 23.2 If upon the winding up or dissolution of Tennis NZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall be paid to or distributed to some other charitable organisation within New Zealand.

## 24. Indemnity

---

- 24.1 Tennis NZ shall indemnify every member of the Board, the Chief Executive and other officers and employees of Tennis NZ in respect of all liability arising from the proper performance of their functions connected with Tennis NZ.

## 25. Interpretation

---

- 25.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

**the Act** means the Incorporated Societies Act 1908, including any amendments to it.

**AGM** means the Annual General Meeting of Tennis NZ.

**Appointed Board Member** means a Board Member appointed under Rule 13.4.

**Affiliate** means a Member of Tennis NZ as specified in Rule 7.

**ATP** means the ATP Tour Inc, (a corporation registered in the United States of America), which organises an international circuit of men's professional tennis tournaments.

**Board** means the Board of Directors of Tennis NZ appointed and elected under Rule 13.

**Board Member** means a member of the Board including Elected Board Members and Appointed Board Members.

**Centre Board** means the board of directors of a Regional Centre.

**Chairperson** means the chairperson of the Board determined under Rule 13.14.

**Chief Executive** means the Chief Executive of Tennis NZ appointed under Rule 14.

**Delegate** means a person elected or appointed to represent a Regional Centre or an Affiliate as specified under Rule 15.14.

**Elected Board Member** means a Board Member elected under Rule 13.5.

**Existing Tennis Association** means a Tennis Association specified in Rule 4.10a.

**GAAP** means generally accepted accounting practices.

**General Meeting** means an AGM or a SGM.

**Intellectual Property** means all rights or goodwill in copyright, names, trade marks (or signs), devices, logos, designs, patents or service marks relating to Tennis NZ or any event,

tournament or any competition or tennis activity or programme of or conducted, promoted or administered by Tennis NZ.

**ITF** means the International Tennis Federation Limited.

**Life Member** means a person who has been granted life membership of Tennis NZ under Rule 6.

**Member** means and includes the members of Tennis NZ as specified in Rule 5.

**Member Club** means a tennis club that is a member of a Regional Centre.

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

**Patron** means the person or person appointed patron of Tennis NZ under Rule 12.

**Region** means a geographical area of New Zealand in which a Regional Centre has certain powers and authority as specified in this Constitution, and "Regions" has the same meaning.

**Regional Centre** means a Centre established under this Constitution, which has certain powers and functions of Tennis NZ as delegated under Rule 4.

**Register of Members** means the register in which details of the Members are held by Tennis NZ as specified in Rule 10.

**Regulations** means the regulations of Tennis NZ established in accordance with Rule 22 and amended from time to time by the Board.

**Remaining Tennis Association** means a Tennis Association, which is not an Existing Tennis Association, as specified in Rule 4.10d.

**Rules** means these rules and "Rule" shall have a corresponding meaning.

**Rules of Tennis** means the rules of the game of tennis as determined and published by the ITF.

**SGM** means a Special General Meeting.

**SPARC** means Sport and Recreation New Zealand, the crown agency established under the Sport and Recreation New Zealand Act 2002.

**Special Resolution** means a resolution passed by two thirds of the votes cast.

**Tennis Association** means an association that prior to the commencement of this Constitution was a member of Tennis NZ as a District Association (as defined in the previous constitution of Tennis NZ), and for avoidance of doubt expressly excludes Affiliates.

**Tennis NZ** means Tennis New Zealand Incorporated and, where relevant, also means New Zealand Tennis Incorporated, as it was previously named prior to the commencement of this Constitution.

**Transition Period** means the period as defined in Rule 4.10e of this Constitution.

**WTA** means the WTA Tour, Inc (a corporation registered in the United States of America), which organises an international circuit of women's professional tennis tournaments.

25.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. any agreement includes that agreement as modified, supplemented, novated or substituted from time to time;
- e. a reference to persons includes bodies corporate;
- f. a reference to a "day" means any day of the week and is not limited to working days, unless specified otherwise;
- g. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- h. headings and the contents page are for reference only and are to be ignored in construing this Constitution.

