

“Tennis Canterbury Region Incorporated”

Constitution

**Incorporating amendments passed at
the Special General Meeting
on 26 July 2018 and the Annual General Meetings on 3 October
2018, 30 September 2020 and 28 September 2022**

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Tennis Canterbury Region Incorporated

Constitution

Part I – Objects & Powers

1. Name and Registered Office

- 1.1 The name of the incorporated society is Tennis Canterbury Region Incorporated (Tennis Canterbury Region).
- 1.2 The registered office of Tennis Canterbury Region shall be at such place in the Region as determined by the Centre Board.

2. Objects

- 2.1 The objects of Tennis Canterbury Region are to:
- a. Be the body in the Canterbury and northern South Island region ("the Region") to govern, administer, promote, develop, enhance and protect the sport of tennis mainly as an amateur sport for the recreation and entertainment of the general public in the Region;
 - b. Develop opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance in tennis in the Region and in Tennis Canterbury Region's activities;
 - c. Establish, promote and stage regional and other tennis competitions and events in the Region including determining the rules for such competitions and events;
 - d. Seek and promote the membership of Tennis Canterbury Region;
 - e. Be the representative of the Members in the Region for Tennis NZ and to liaise with other Regional Centres in New Zealand;
 - f. Encourage and promote tennis as an activity in the Region that promotes the health and safety of all participants and that respects the principles of fair play and is free from doping;
 - g. Give and seek recognition for Members to obtain awards or public recognition for their services to tennis in the Region;
 - h. 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, Tennis Canterbury Region, the other Regional Centres and its Members;

- i. Seek, maintain and enhance the reputation of tennis through the development of rules, standards and practices that fulfil these objects;
- j. Promote mutual trust and confidence among Tennis NZ, Tennis Canterbury Region, the other Regional Centres and its Members and at all times to act on behalf of, and in the interests of, the Members and tennis in New Zealand;
- k. Provide administration and other assistance to Wilding Park Foundation Incorporated;
- l. Undertake and implement the objects of Tennis Canterbury Region in a manner that is consistent with the objects of Tennis NZ and compliant with the Tennis NZ Constitution.

3. Powers and Responsibilities

- 3.1 **Powers:** Without limiting the extent of available powers, Tennis Canterbury Region has the power to:
- a. Notwithstanding any other provision in this Constitution, make, alter, rescind, enforce this Constitution, and any rules, regulations, policies and procedures that it determines for the governance, management and operation of Tennis Canterbury Region;
 - b. 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. Determine its membership including withdrawing, suspending or terminating Members;
 - d. Own, purchase, lease, hire, construct 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 Canterbury Region 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 Canterbury Region;
- 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 competitions, events and programmes in the Region;
- l. Select regional representative tennis players, squads and teams;
- m. Delegate powers of Tennis Canterbury Region to the Centre Board, a committee or any sub-committee or any person;
- n. 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 Canterbury Region and for that purpose to utilise any of the assets of or held on behalf of Tennis Canterbury Region;
- o. 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 Canterbury Region or with which Tennis Canterbury Region is authorised to amalgamate or generally for any purpose designed to benefit tennis in the Region;
- p. Grant any status and privileges including life membership to any member of any Member or to any Board member, officer, member of any Advisory Group, employee or such other appropriate person.
- q. Arrange for the representation of Tennis Canterbury Region on any body for the purpose of attaining the objects of Tennis Canterbury Region.
- r. Provide administration and other assistance to Wilding Park Foundation Incorporated.
- s. Do any other acts or things that are incidental or conducive to the attainment of the objects of Tennis Canterbury Region.

3.2 Tennis Canterbury Region shall not utilise any of the above powers in a manner that is inconsistent with or contrary to the Tennis NZ Constitution.

3.3 **Responsibilities:** Tennis Canterbury Region is responsible for promoting, developing, enhancing and protecting the sport of tennis in the Region and achieving its objects 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 Tennis Canterbury Region in the Region;
- b. Arranging and implementing tennis tournaments, competitions, events and activities in the Region;
- c. Delivering national Tennis NZ strategic initiatives in the 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.

3.4 **Obligations:** Tennis Canterbury Region has obligations to Tennis NZ as set out in the Tennis NZ Constitution.

Part II – Membership

4. Members

- 4.1 The members of Tennis Canterbury Region shall be:
- a. Tennis Associations as described in Rule 5;
 - b. Member Clubs as described in Rule 6;
 - c. Member Sub-Associations as described in Rule 6;
 - d. Member Affiliates as described in Rule 6;
 - e. Honorary Life Members as described in Rule 7.1 (a);
 - f. Any other category or categories of membership of Tennis Canterbury Region determined from time to time by the Delegates at a General Meeting by Special Resolution **provided that** such membership is not inconsistent with the Tennis NZ Constitution.

5. **Tennis Associations**

5.1 **Existing Associations:** The existing Tennis Associations are:

1. The Marlborough Tennis Association
2. Nelson Bays Tennis Association
3. The West Coast Tennis Association

5.2 **New Associations:** The Centre Board may, upon written application, accept an application for membership from three or more Member Clubs to form a new Association, or to replace an Association, as a member of Tennis Canterbury Region. The Centre Board may also accept an application from any Existing Tennis Association that failed to meet the requirements in rule 5.2, to become an Association. The approval of any such application may be made with conditions.

5.3 **Responsibilities:** Each Association will be responsible for promoting, developing, enhancing and protecting the sport of tennis in the Association Area as specified in the Association Agreement and in particular for:

- a. Supporting Tennis Canterbury Region in assisting and developing the Member Clubs in the Association Area;
- b. Arranging and implementing tennis tournaments, competitions, events and activities in the Association Area;
- c. Delivering national and regional Tennis NZ and Tennis Canterbury Region strategic initiatives in the Association Area;
- d. Managing tennis facilities within their power and control in the Association Area; and
- e. Facilitating the administration of coaching, refereeing and other game officials in the Association Area.

5.4 **Obligations:** Each Association shall:

- a. Act autonomously but cooperatively with the Centre Board and the other Members in the Region in pursuit of the objects of Tennis NZ and Tennis Canterbury Region and in compliance with this Constitution and the Centre Regulations;
- b. Have a constitution that is:
 - i. Not inconsistent with the Tennis NZ Constitution and this Constitution,
 - ii. Substantially in accordance with the template Tennis Association Constitution issued by Tennis NZ; and

- iii. Contains the minimum requirements set out in the Tennis NZ Regulations.
- c. Be named as approved by the Centre Board and use such trademarks, logo and other livery as specified in the Centre Regulations;
- d. Be an incorporated society registered under and in compliance with the Act including maintaining registration;
- e. Have as its members, clubs and any other members it considers appropriate **provided that** such membership is consistent with this Constitution;
- f. Have its financial year ending on 30 June and accounting policies that are the same as Tennis NZ and Tennis Canterbury Region and which are compliant with GAAP. Unless otherwise determined by the Centre Board the financial year of Tennis Canterbury Region shall end on the 30th day of June;
- g. Comply with the terms and conditions of the Association Agreement, including any variations agreed to it from time to time;
- h. Appoint a Delegate annually to attend General Meetings and other forums and vote at General Meetings;
- i. At all times act for and on behalf of the interests of Tennis NZ, Tennis Canterbury Region, the Association, its Members and tennis in New Zealand;
- j. Act in good faith and with loyalty to Tennis NZ, Tennis Canterbury Region, the other Members in the Region 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;
- k. Do all that is reasonably necessary to enable the objects of Tennis NZ, the objects of Tennis Canterbury Region and the objects of the Association to be achieved;
- l. 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;
- m. Not acquire a private advantage at the expense of Tennis NZ, Tennis Canterbury Region, or any other Member in the Region unless otherwise agreed with that organisation; and
- n. Operate with mutual trust and confidence among Tennis NZ, Tennis Canterbury Region, and the other Members in the Region.

5.5 **Constitution:** Each Association shall on request provide to the Centre Board a copy of its constitution and any proposed amendments to it as set out in the Centre Regulations. The Centre Board may require an Association to amend its constitution, or any rule or proposed rule within it, if it does not comply with, or is inconsistent or in conflict with, the Tennis NZ Constitution, Tennis NZ Regulations, and/or this Constitution or the Regulations.

5.6 **Centre Board Assistance:** The Centre Board may assist in the governance, management or operations of an Association in whatever manner it considers appropriate, (including appointing a person or persons to act in place of the Association Committee), if, either following its or the Tennis NZ Board's enquiries or upon request by the Association, the Tennis NZ Board or the Centre Board considers the Association:

- a. Is having significant administrative, operational or financial difficulties; or
- b. Has breached a substantial term of any written agreement entered into between it and Tennis Canterbury Region and has been given a reasonable opportunity to remedy such breach in accordance with such agreement; or
- c. Has less than 15 members or is struck off from the register of Incorporated Societies; or
- d. Takes, or has taken against it, any action or proceedings to wind up, dissolve or liquidate it (unless for the purposes of amalgamation); or
- e. Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Association; or
- f. A mortgagee or other creditor takes possession of any of its assets;

and the Tennis NZ Board and/or Centre Board (as the case may be) consider that to do so is in the best interests of Tennis Canterbury Region and tennis in New Zealand and that no other practical solution is available.

6. Member Clubs, Sub Associations & Affiliates

6.1 **Founding Member:** Subject to Rule 6.2, every tennis club, Sub Association or Affiliate that was a member of Canterbury Tennis Incorporated as at 1 December 2006 shall be a member of Tennis Canterbury Region, as a Member Club, Sub Association or Affiliate if it has subscribed as a member to the Application for Incorporation of Tennis Canterbury Region.

6.2 **Member of Tennis Canterbury Region:** Each Member Club, Sub Association or Affiliate shall be a member of Tennis Canterbury Region if:

- a. Its former Tennis Association was Canterbury Tennis Incorporated;
 - b. any membership fees are paid in full to Canterbury Tennis Incorporated by the Member Club; and
 - c. it is a subscribing party to the Application for Incorporation of Tennis Canterbury Region.
- 6.3 **New Member Clubs:** A group of individuals who wish to form a new Member Club in the Region shall apply to the Centre Board. The proposed new Member Club must be an incorporated society and must have the right to the full use of at least one court. Such application shall be determined by the Centre Board in accordance with this Constitution.
- 6.4 **Sub Associations:** In addition to a Sub Association that is a Founding Member pursuant to Rule 6.1 there shall be such Sub Associations as are approved by the Centre Board. Each Sub Association shall have the responsibilities as are set out in this Constitution, the Regulations and as directed by the Centre Board. Each Sub Association must comply with this Constitution, the Regulations, any policies or procedures of Tennis Canterbury Region and any directives from the Centre Board. The responsibilities of a Sub Association do not derogate, diminish or lessen in anyway the absolute authority of Tennis Canterbury Region and the Centre Board in respect of tennis in the Region.
- 6.5 **Responsibilities of Sub Association:** Each Sub Association will be responsible for promoting, developing, enhancing and protecting the sport of tennis in its sub association area.
- 6.6 **New Affiliates:** A group of individuals who wish to form a new Affiliate in the Region shall apply to the Centre Board. Such application shall be determined by the Centre Board in its discretion and in accordance with this Constitution. The Centre Board may impose conditions as to membership.
- 6.7 **Member Constitution:** Each Member Club, Sub Association or Affiliate shall, on request, provide to Tennis Canterbury Region a copy of its constitution and any proposed amendments to it. The Centre Board may require a Member Club, Sub Association or Affiliate to amend its constitution if it, or any rule or proposed rule within it, does not comply with, or is inconsistent or in conflict with the Tennis NZ Constitution, the Tennis NZ Regulations, this Constitution or the Regulations.
- 6.8 **Register of Members and Participants:** Each Member Club, Sub Association and Affiliate shall maintain a register of its members in the format determined by the Tennis NZ Board. Each Tennis Association, Member Club, Sub Association and Affiliate shall submit to Tennis Canterbury Region Incorporated by the last date of the financial year of Tennis Canterbury Region 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 the Tennis

Association, Member Club, Sub Association or Affiliate as at 30 June. In addition, if requested by the Tennis NZ Board, each Member Club, Sub Association and Affiliate shall use its best endeavours to submit to Tennis Canterbury Region, by a specified date annually, the details of any participants in tennis at the Club, Sub Association or Affiliate, who are not members of the Club, Sub Association or Affiliate, for the purposes of a national database of all tennis participants.

6.9 **Obligations of Clubs, Sub Associations and Affiliates:** In addition to the obligations as a Member (Rule 10), and in the case of Sub Associations Rule 6.10, each Member Club, Sub Association and Affiliate must:

- a. Administer, promote and develop tennis in the Club, Sub Association or Affiliate in a form consistent with its own objects, purposes, powers and responsibilities and in accordance with the objects of Tennis NZ and the Objects of Tennis Canterbury Region;
- b. Be an incorporated society registered under and in compliance with the Act including maintaining registration;
- c. Have as its members, players, officials and any other members it considers appropriate provided that such membership is consistent with this Constitution;
- d. Appoint a delegate to represent the Member Club, Sub Association or Affiliate at General Meetings.
- e. Have a constitution that is not inconsistent with this Constitution;
- f. Act in good faith and loyalty with Tennis NZ, Tennis Canterbury Region and its Members to ensure the maintenance and enhancement of tennis for the collective and mutual benefit of Tennis NZ, Tennis Canterbury Region, the Member Club, Sub Association and Affiliate and its respective members;
- g. Promote mutual trust and confidence among Tennis NZ, Tennis Canterbury Region, any Tennis Associations, the other Member Clubs, Sub Associations and Affiliates and their respective Members and at all times act on behalf of, and in the interests of, its Members;
- h. Do all that is reasonably necessary to enable the objects of Tennis NZ, the objects of Tennis Canterbury Region and the objects of the Member Club, Sub Associations and Affiliates to be achieved;
- i. 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;

- j. Not acquire a private advantage at the expense of Tennis NZ, Tennis Canterbury Region, any Tennis Associations or other Member Clubs, Sub Associations and Affiliates, unless otherwise agreed; and
- k. Operate with mutual trust and confidence among Tennis NZ, Tennis Canterbury Region, any Tennis Associations, the other Member Clubs and the Members.

6.10 **Additional Obligations of Sub Associations**

Each Sub Association shall:

- a. At all times act for and on behalf of the interests of Tennis Canterbury Region, the Members and tennis in the Region;
- b. Manage its responsibilities in the Sub Association area in accordance with the Constitution, the Regulations, any policies or procedures of Tennis Canterbury Region and any directives of the Centre Board.
- c. Make full and proper disclosure to the Centre Board of all matters of importance to the Sub Association, Tennis Canterbury Region and the members in the Region including, without limitation, providing the Centre Board with a financial statement within 10 days of request;
- d. Manage all assets, liabilities, revenues and expenditure in a fiscally responsible and prudent manner that achieves the Objects of Tennis Canterbury Region, meets the strategic objectives set by the Centre Board and complies with the requirements of any Centre Board directive, policy or procedure including, without limitation any budget set by the Centre Board.
- e. Not undertake any activity that has, or may have, an adverse impact on Tennis Canterbury Region and/or its Members nor incur any debt or financial obligation unless it is able to satisfy such debt or financial obligation.
- f. Promote mutual trust and confidence between the Centre Board, the Sub Association and the Members in the Region and do all things reasonably necessary to achieve the Objects of Tennis Canterbury Region; and
- g. Act in good faith and with loyalty to the Centre Board, the Associations, the other Sub Association and the Members to ensure the maintenance and enhancement of Tennis Canterbury Region, its standards, quality and reputation for the collective and mutual benefit of its Members and tennis in the Region.

6.11 **Centre Board Assistance:** The Centre Board may assist in the governance, management or operations of a Member Club in whatever manner it considers appropriate, (including appointing a person or persons to act in place of the committee of the Member Club) if, either following its own enquiries or upon request by the Member Club's committee, the Centre Board considers the Member Club:

- a. Is having significant administrative, operational or financial difficulties; or
- b. Has breached a material term of any agreement entered into between Tennis Canterbury Region and the Member Club; or
- c. Has 15 or less individual members or is struck off the register of Incorporated Societies; or
- d. Takes, or has taken against it, any action or proceedings to wind up, dissolve or liquidate it (unless for the purposes of amalgamation); or
- e. Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Member Club; or
- f. a mortgagee or other creditor takes possession of any of its assets;

and the Centre Board considers that to do so is in the best interests of Tennis Canterbury Region and tennis in New Zealand and that no other practical solution is available.

7. Life Members

7.1 The status of life membership may be granted in recognition and appreciation of outstanding service by a person. The status of life membership can be conferred in the following two categories:

- a. Honorary Life Membership may be conferred for exceptional service to tennis in Tennis Canterbury Region on a provincial, regional or national basis and includes service to Canterbury Tennis incorporated.
- b. Wilding Park Life Membership may be conferred for service by a person:
 - i. for at least ten years cumulatively on the Centre Board, the Board of Canterbury Tennis Incorporated or the Junior Committee or Management Committee of Canterbury Tennis Incorporated under its previous constitution;
 - ii. for at least 15 years cumulatively on an Advisory Group of the Regional Centre or of Canterbury Tennis Incorporated or the Competitions Committee under the previous Constitution;

- iii. for at least 20 years cumulatively for any Club, Sub Association or Affiliate for a period of 20 years as an officer or a member of the management committee of that body or in an appointed position.
- 7.2 Any person may be nominated for life membership of Tennis Canterbury Region but must be nominated by the Centre Board, a Tennis Association in the Region, a Member Club, Sub Association or Affiliate. Such nomination must be made to the Centre Board in writing setting out the grounds for the nomination. The Centre Board, or any sub-committee delegated this responsibility, must then determine in its discretion as to whether 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.
- 7.3 Every person who prior to the incorporation of Tennis Canterbury Region and the commencement of this Constitution was awarded the distinction of Honorary Life Member or Wilding Park Life Member of Canterbury Tennis Incorporated shall be deemed to be a Life Member of Tennis Canterbury Region.
- 7.4 An Honorary Life Member may attend and vote at any General Meeting of Tennis Canterbury Region, is not liable to pay any membership fee, is eligible for any position in the structure of Tennis Canterbury Region and is entitled to such privileges as are defined by the Centre Board.

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 Canterbury Region and they are bound by this Constitution and the Regulations;
 - b. They shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy that may be made or passed by the Centre Board;
 - c. They are subject to the jurisdiction of Tennis Canterbury Region in the Region;
 - d. This Constitution and Regulations are necessary and reasonable for promoting the objects of Tennis Canterbury Region;
 - e. This Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of Tennis Canterbury Region, and its Members and the game of tennis; and
 - f. They are entitled to all 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 Centre Board including payment of any membership or other fees within a required time period.

8.3 **Failure to Pay Fees:** The failure by a Member to comply with Rule 8.2 may result in withdrawal of entitlements as determined by the Centre Board but shall not excuse such Member from being bound by this Constitution.

8.4 **Entitlements:**

a. Member Clubs, Sub Associations and Affiliates are entitled to:

- i. Participate in the activities of Tennis Canterbury Region subject at all times to being eligible for, and complying with, the terms and conditions of such activities;
- ii. Receive notices and papers and be able to attend (at their cost), speak and vote at General Meetings via a Delegate of the Member Club Sub Association or Affiliate, and in accordance with the Regulations.

b. Tennis Associations that are Members of Tennis Canterbury Region are entitled to:

- i. Participate in the activities of Tennis Canterbury Region subject at all times to being eligible for, and complying with, the terms and conditions of such activities;
- ii. Receive notices and papers and be able to attend (at their cost) and speak at General Meetings via a Delegate of each Association. In addition a Tennis Association in the Region may vote via its Delegate at General Meeting.

9. Termination of Membership

9.1 **Resignation:** A Member may resign its membership of Tennis Canterbury Region by giving one month's notice in writing to the Centre 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:** A Member may have its membership of Tennis Canterbury Region terminated if any fees (including Membership Fees) or other payments to Tennis Canterbury Region are due and outstanding without good reason. Before such termination can occur the Centre Board must give the Member 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

date of demand, membership shall be suspended pending payment. If such suspension continues for more than three months, the Member shall have its membership automatically terminated on the expiry of such period.

9.3 **Discipline:** If the Centre Board considers that a Member has:

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

(collectively referred to in this rule as a "breach")

it may suspend, take such other steps as it considers appropriate (including the imposition of a fine) or terminate its status as a Member and establish, appoint or deem another Member Club(s), Sub Association, Affiliate or Tennis Association in the Region (as the case may be) to be the Member Club, Sub Association, Affiliate or Tennis Association for the area formerly governed by the Member being suspended or terminated, provided that before doing so the Centre Board shall:

- i. Give written notice to the committee of the Member Club, Sub Association, Affiliate or Tennis Association (as the case may be) of the alleged breach in Rule 9.3a to c; and
- ii. Give the committee of the Member Club, Sub Association, Affiliate or Tennis Association (as the case may be) a reasonable opportunity to make submissions regarding the alleged breach; and
- iii. Give the committee of the Member Club, Sub Association, Affiliate or Tennis Association (as the case may be) a reasonable opportunity (as determined by the Centre Board) to remedy the breach, if in the Centre Board's opinion it is capable of being remedied.

9.4 **Suspension:** If a Member is suspended from membership of Tennis Canterbury Region the Member concerned shall:

- a. Not be entitled to be represented at or have its delegate attend, speak at or vote at a General Meeting;

- b. Not be entitled to have any status at or have its officers or other representatives continue to hold office in any position within Tennis NZ, Tennis Canterbury Region, an Affiliate, any other Regional Centre, a Tennis Association or a Member Club, Sub Association or Affiliate;
- c. Not be entitled to any privileges or benefits to which it would otherwise be entitled, including participation by its players or representatives in any tournament, activity or event of Tennis NZ, Tennis Canterbury Region, any other Regional Centre, a Tennis Association Member Club, Sub Association or Affiliate;

until such time as the suspension is revoked by the Centre Board.

9.5 **Effect of Termination:** A Member that ceases to be a Member of Tennis Canterbury Region shall forfeit all rights in and claims upon Tennis NZ and Tennis Canterbury Region and its property and shall not use any property of Tennis NZ or Tennis Canterbury Region including Intellectual Property. Where a Member that is terminated is a Tennis Association or a Member Club, Sub Association or Affiliate it shall also cease all rights to be present or represented at a General Meeting of Tennis Canterbury Region.

9.6 Membership that has been terminated by Tennis Canterbury Region may only be reinstated at the discretion of the Members at a General Meeting.

10. **Register of Members**

10.1 The CEO/General Manager shall keep and maintain a Register of Members in accordance with the Act.

10.2 Each Tennis Association, Member Club, Sub Association and Affiliate shall supply on an annual basis by no later than the last date of the financial year of Tennis Canterbury Region in each year the details of its Members in accordance with this Constitution and at any other time changes to such Member details as are notified to it.

10.3 The collection of any personal information for the Register of Members shall comply with the Privacy Act 2020.

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 2020.

10.5 If requested by the Tennis NZ Board, and/or the Centre Board, each Tennis Association, Member Club, Sub Association and Affiliate shall supply to Tennis Canterbury Region Incorporated by the specified date annually, the details of those participants in tennis in the Club, who are not members of the Club for the purposes of a national database of all tennis participants. Any such database must comply with the regulations relating to it and comply with the Privacy Act 2020.

11. **Membership and Other Fees**

- 11.1 The Centre Board shall annually determine:
- a. Any membership or other fees payable by each Member Club, Sub Association, Affiliate and/or Tennis Association in the Region;
 - b. Any membership or other fees payable by participants at tournaments, competitions, events and activities held by or under the auspices of Tennis Canterbury Region;
 - c. The due date for payment of such fees; and
 - d. The manner for payment of such fees.

Provided that the membership or other fees determined under Rule 11.1a shall be subject to the ratification of the Members of Tennis Canterbury Region at the next following Annual General Meeting pursuant to Rule 16.6d.

- 11.2 Each Member Club, Sub Association, Affiliate and Tennis Association in the Region shall annually determine membership and other fees for its 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 by the Tennis NZ Board under the Tennis NZ Constitution and the Centre Board under Rule 11.1 of this Constitution.
- 11.3 Subject to the proviso in clause 11.1 each Member Club, Sub Association, Affiliate and Tennis Association in the Region shall pay to Tennis Canterbury Region such amount or portion, as determined by the Centre Board, of any fees payable by the Members to Member Clubs, Sub Associations, Affiliates and the Tennis Associations in the Region, to Tennis Canterbury Region.

Part III – Officers and Centre Board

12. **Patron**

- 12.1 Any person who has given outstanding service to Tennis Canterbury Region, to Canterbury Tennis Incorporated or to tennis in the Region may be considered by the Centre Board to be appointed to the position of Patron.
- 12.2 The Patron shall hold office until the appointment ends by resignation, death, or removal by the Centre Board. The Patron is entitled to attend and speak at General Meetings but shall have no right to vote.

13. Centre Board

13.1 Role of the Centre Board:

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

13.2 Composition of the Centre Board: The Centre Board shall comprise of:

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

The CEO/General Manager shall not be a Centre Board Member but shall attend Centre Board meetings in accordance with Rule 14.3.

13.3 Board Appointments Panel

- a. A Board Appointments Panel shall be constituted to carry out the functions under this Constitution.
- b. The Board Appointments Panel shall be independent of the Centre Board and shall be responsible for:
 - i. Identifying and inviting suitable candidates to apply for appointment as an Appointed Centre Board Member;
 - ii. Advertising and inviting members of the public to apply for appointment as an Appointed Centre Board Member;
 - iii. Assessing candidates who have made an application for appointment as an Appointed Centre 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 Centre Board Members;
 - v. Receiving and assessing the nominees from Regional Centres for election as Elected Centre 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 Centre 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;
 - vii. Such other related matters as set out in the Regulations.
- c. In determining the Appointed Centre Board Members and recommending persons to be Elected Centre 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 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 a wide range of skills and experience on the Centre Board including skills in commerce, finance, marketing, law or business generally.
- d. The Board Appointments Panel shall comprise:
- i. The Chairperson of Tennis Canterbury Region, or if he or she is seeking re-election to the board or the Deputy Chairperson or another Centre Board Member (not seeking re-appointment or re-election to the Centre Board) as determined by the Centre Board;
 - ii. The nominee of the Chairperson of Sport Canterbury or his or her delegate for that purpose;
 - iii. A person appointed by all of the Members at an Annual General Meeting or otherwise, if a vacancy should arise or if a substitute should be required to be appointed by way of the voting procedure set out in Rule 16.17; provided that such person shall not be an official or an employee of a Member or a Board Member or employee of Tennis Canterbury Region; and
 - iv. A person appointed by the Centre Board who is independent of Tennis Canterbury Region 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.

- e. No member of the Board Appointments Panel may seek appointment or nomination as a Centre Board Member, while a member of the Panel.
- f. The members of the Board Appointments Panel shall determine from amongst themselves who will be the Panel's convenor.
- g. The quorum for a meeting of the Board Appointments Panel shall be four (4) members.
- h. The Board Appointments Panel shall meet as and when required and in any manner (including meetings using technology) as it thinks fit.
- i. Any decision of the Board Appointments Panel regarding the appointment of Appointed Centre Board Members and the persons to be recommended to the delegates to be Elected Board Members must be by majority.
- j. The person or persons responsible for appointing a member as specified in Rule 13.3d shall fill any vacancy that arises in the membership of the Board Appointments Panel.
- k. The appointment of members of the Board Appointments Panel under Rules 13.3(d)ii to iv both inclusive shall be for a three year term in each case and shall hold such positions for the period between the respective AGMs. A member of the Panel may be reappointed for two further terms each of 3 years, with a maximum terms for a Panel members of 9 years.

13.4 **Appointed Centre Board Members**

- a. Except for the Inaugural Board, the Appointed Centre Board Members shall be appointed by the Board Appointments Panel.
- b. The Board Appointments Panel shall call for applications for any Appointed Centre 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 Centre Board Members may not hold any official position (whether paid or unpaid) in Tennis Canterbury Region other than Honorary Life Membership or Wilding Park Life Membership;
- d. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 13.3b(i)-(iv) and by no later than 20 days prior to the AGM notify the CEO/General Manager of the Appointed Centre Board Members who are to assume office at the conclusion of the AGM. The CEO/General Manager shall

notify the Tennis Associations in the Region and the Member Clubs of the Appointed Centre Board Members no later than 10 days prior to the AGM.

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

- a. The CEO/General Manager shall advise the Members of the number of Elected Centre Board Member positions that, due to the expiry of their term of office, are to be vacated at an AGM at least 60 days prior to the AGM;
- b. Nominations for Elected Centre Board Members may only be made by Tennis Associations in the Region, Member Clubs, Sub Associations, Affiliates and Honorary Life Members and shall be in the approved form as set out in the Regulations and received at the registered office of Tennis Canterbury Region not less than 40 days before the date set for the AGM;
- c. For avoidance of doubt, nominees for positions as Elected Centre Board Members may hold official positions in (except as employees of) Tennis Associations in the Region and/or Member Clubs, Sub Associations, Affiliates and may be Honorary Life Members provided that Rule 13.15 (and in particular Rule 13.15g) shall apply if any conflict of interest arises in respect of any such Centre Board Member.
- d. Upon receipt of any nominations for vacancies for the positions of Elected Centre Board Member/s, the CEO/General Manager 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 20 days prior to the AGM notify the CEO/General Manager of the nominee or nominees whom it considers would best suit the vacant positions of Elected Centre Board Members, for consideration at the General Meeting.
- f. Upon receipt of the recommendations of the Board Appointments Panel, and no later than 14 days prior to the AGM, the CEO/General Manager shall notify the Members of the Panel's recommendation/s to fill the Elected Centre Board Member positions at the General Meeting.
- g. Having considered the Board Appointments Panel's recommendations, the Elected Centre Board Members shall be determined from amongst the valid nominations received by the CEO/General Manager 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 Centre 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;
- 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;
- c. **Imprisonment:** a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon;
- 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 Centre Board Member, he or she shall be deemed to have vacated his or her office upon such event.

- 13.7 Notwithstanding any other Rule in the Constitution, in every year not less than two and no more than three Board Members shall be required to stand down at or by the date of the AGM and if applicable be eligible for re-election or reappointment as the case may be. The Board shall in the event of a vacancy arising on the Board use its powers under Rule 13.8 to this effect.
- 13.8 **Term of Office:** Subject to Rule 13.7, (Inaugural Centre Board), Rule 13.10 (Casual Vacancy) and Rule 13.11 (Removal), the term of office for all Centre 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 third AGM after their appointment *provided that* the term of office may be less than three years as determined by the Board to ensure that at least two Board Member positions are vacated in each year. A Centre Board Member may be re-elected or re-appointed to the Centre Board provided that the maximum term for a Centre Board Member shall be 9 years. With effect from the conclusion of each AGM, a least two of the existing Centre Board Members (as determined by the Board) being at least one Appointed Centre Board Member and one Elected Centre Board Member shall retire by rotation but shall be eligible for nomination and re-appointment or re-election. Prior to each AGM the Centre Board shall supply the CEO/General Manager (who shall

advise the Delegates) a schedule of the order of retirement of Centre Board Members by rotation. The Centre Board shall decide on the method of establishing such order of rotation by agreement, and failing agreement by lot.

- 13.9 **Vacancies:** If there is a casual vacancy on the Centre 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 Centre Board Members may appoint a person of their choice to fill the vacancy for the balance of the term, or the Centre 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 vacancy may be filled temporarily by the Centre board Appointment Panel whether or not the vacancy is in respect of an Appointed Centre Board Member's position or an Elected Centre Board Member's position. The appointment shall take effect immediately upon notification to the Centre Board Member concerned; but the position shall be subject to the full election process under Rules 13.4 and 13.5 at the next following Annual General Meeting.
- 13.10 A casual vacancy arises if:
- a. A Centre Board Member resigns from office prior to the expiry of their term of office;
 - b. A Centre Board Member dies;
 - c. A Centre Board Member is removed under Rule 13.11;
 - d. A Centre 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 Centre Board Member:** The Members in an SGM called for this purpose by the Members or the Centre Board may, by Special Resolution, remove any Centre Board Member before the expiration of his or her term of office.
- 13.12 Upon the CEO/General Manager receiving a request for an SGM for the purpose of removing a Centre Board Member, the CEO/General Manager shall send the notice to the Centre Board Member concerned in addition to the persons specified in Rule 15.9.
- 13.13 Following notification under Rule 16.9 and before voting on the resolution to remove a Centre Board Member, the Centre 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 orally to the Centre Board and the persons entitled to be present at the General Meeting about the proposed resolution.

- 13.14 a. **Chairperson:** At its first meeting following the AGM, the Centre Board must elect from amongst its number a Chairperson and Deputy Chairperson. The role of a Chairperson is to chair meetings of the Centre Board and General Meetings and to represent the Centre Board. 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 and if both are unavailable the Centre Board will elect the Chairperson for that meeting.
- b. **A Finance and Audit Committee:** While the Board shall as a whole have responsibility for the financial position of Tennis Canterbury Region, the Board shall in its first meeting after the Annual General Meeting in each year appoint the members of the Finance and Audit Committee which shall carry out analysis and reporting functions in regard to the financial position of Tennis Canterbury Region in accordance with Terms of Reference prescribed by the Centre Board from time to time.
- 13.15 **Duties of Centre Board Members:** The duties of each Centre Board Member are to:
- a. Act in good faith and in the best interests of Tennis Canterbury Region at all times;
- b. Exercise the powers of the Centre Board for proper purposes;
- c. Act, and ensure Tennis Canterbury Region acts, in accordance with this Constitution;
- d. Not agree to, nor cause or allow, the activities of Tennis Canterbury Region being carried on in a manner likely to create a substantial risk of serious loss to Tennis Canterbury Region's creditors;
- e. Not agree to Tennis Canterbury Region incurring any obligations unless the Centre Board Member believes at that time on reasonable grounds that Tennis Canterbury Region will be able to perform the obligations when it is required to do so;
- f. Exercise the care, diligence and skill that a reasonable Centre Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of Tennis Canterbury Region, the nature of the decision and the position of the Centre Board Member and the nature of the responsibilities undertaken by the Centre Board Member;
- g. If the Centre Board Member is interested (as defined in section 139(1) of the Companies Act 1993) in a transaction or proposed transaction of Tennis Canterbury Region, disclose to the Centre Board the nature and extent of such interest as soon as the Centre Board Member becomes aware of the fact that

he or she has such interest. Such interest shall also be recorded on the Centre Board's interests register;

- h. Take such other steps as determined by the Centre 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 Centre Board Member would not otherwise have available to him or her other than in their capacity as a Centre Board Member, to any person, or make use of or act on the information except;
 - i. For the purposes of Tennis Canterbury Region;
 - 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 Centre Board Meetings and General Meetings of Tennis Canterbury Region.

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

- a. To appoint a CEO/General Manager and enter into a contract with such remuneration and on such terms and conditions as the Centre Board thinks fit;
- b. To adopt clearly defined delegations of authority from the Centre Board to the CEO/General Manager and to confirm delegation from the CEO/General Manager;
- c. To adopt and regularly review a strategic plan for Tennis Canterbury Region that must be consistent with the strategic plan of Tennis NZ, and that must include goals and objectives for tennis in the Region and measures for short and long term success;
- d. To deliver national Tennis NZ strategic initiatives in the Region;
- e. To adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- f. To facilitate regional and local forums for Tennis Canterbury Region, and its Members, in addition to General Meetings;
- g. To assist and develop the Tennis Associations, Member Clubs, Sub Associations and the Affiliates in their Region;

- h. To arrange and implement tennis tournaments, competitions, events and activities in the Region;
- i. To secure funding and sponsorship for the activities in the Region;
- j. To manage tennis facilities within its jurisdiction in the Region;
- k. To facilitate the administration of coaching, refereeing and other game officials in the Region;
- l. To work with any Members in the Region so as to act collectively in the interests of the game of tennis in the Region;
- m. To make, repeal and amend any Regulations, policies and procedures as it thinks necessary for the management of Tennis Canterbury Region or to fulfil its objects including rules and regulations relating to Member Clubs, Sub Associations and Affiliates discipline, disputes and appeals, and such other matters as it thinks fit;
- n. To make, repeal and amend rules for the regulation and control of any tournaments or events under its jurisdiction including conditions of entry;
- o. To establish such subcommittees 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;
- p. To control expenditure, borrow or raise any money and give any charge or security therefore to fulfil the objects of Tennis Canterbury Region;
- q. To determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, managers and other members of regional tennis squads and teams;
- r. To ensure that Tennis Canterbury Region has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- s. To open and operate in the name of Tennis Canterbury Region such banking accounts as deemed necessary; and invest the funds of Tennis Canterbury Region.
- t. To regularly agree performance indicators and standards with management;
- u. To purchase, lease or otherwise acquire an interest in any asset and to sell lease or otherwise dispose of any asset;
- v. To establish such corporate and other entities to carry on and conduct all or any part of the affairs of Tennis Canterbury Region or to enter into any

agreement for sharing revenue or for the mutual assistance with any person or persons or body corporate that it may seem to the Centre Board is capable of directly or indirectly benefiting Tennis Canterbury Region;

- w. To co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Centre Board;
- x. To determine the yearly calendar for local tournaments, events and competitions in the Region;
- y. To appoint and administer an Finance & Audit Committee, a Judiciary Committee and such other committees as it considers appropriate;
- z. 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 by any team, player or official while under the direct control of Tennis Canterbury Region or for such other reason as the Centre Board shall decide;
- aa. To fill any casual vacancy on the Centre Board as specified in this Constitution;
- bb. To appoint the members of the Advisory Groups and the Chairperson of each and fill any vacancy on such Advisory Groups as may arise from time to time.
- cc. To appoint two delegates to attend general meetings of Tennis NZ;
- dd. To call SGMs;
- ee. To appoint an Emergency Panel from its own members comprising such number as the Centre Board may appoint and having such powers as the Centre Board may decide in order to make decisions in circumstances requiring urgency; and
- ff. To resolve and determine any disputes or matters not provided for in this Constitution; and
- gg. To review its own processes and effectiveness.

13.17 **Centre Board Meetings:** Centre Board meetings may be called at any time by the Chairperson or two (2) Centre Board Members but generally the Centre Board shall meet at regular intervals agreed by the Centre Board. Except to the extent specified in this Constitution the Centre Board shall regulate its own procedure.

13.18 **Quorum:** The quorum for a Centre Board meeting, including the Inaugural Centre Board, shall be five (5) Centre Board Members.

13.19 **Voting:** Each Centre Board Member shall have one vote at Centre 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 Centre 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 Centre Board shall be valid as if it had been passed at a meeting of the Centre Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Centre Board.
- 13.21 **Meetings Using Technology:** Any Centre Board Member may participate in any meeting of the Centre Board and vote on any proposed resolution at a meeting of the Centre 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 Centre Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Centre Board Member in this manner at a meeting shall constitute the presence of that Centre Board Member at that meeting.
- 13.22 **Expenses:** The Centre Board may, by majority vote, reimburse its Centre Board Members for their actual and reasonable expenses incurred in the conduct of Tennis Canterbury Region's business. Prior to doing so the Centre 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 Centre Board, is not provided for in the Regulations, policies or procedures of Tennis Canterbury Region, the matter will be determined by the Centre Board.

14. **CEO/General Manager**

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

15. **Advisory Groups**

- 15.1 Certain areas of responsibility will be delegated by the Centre Board to Advisory Groups.

- 15.2 The following Advisory Groups shall be appointed and shall operate in every year:
- a. The Competitions Advisory Group;
 - b. The Communications and Marketing Advisory Group;
 - c. The Canterbury Country Advisory Group;
 - d. The Game and Player Development Advisory Group.
- 15.3 Every Advisory Group under Rule 15.2 shall comprise at least five (5) members.
- 15.4 The Centre Board shall appoint or reappoint the members of each Advisory Group in Rule 15.2 at its first meeting after an Annual General Meeting. Members of an Advisory Group shall continue as members after an Annual General Meeting until such appointments or reappointments are made by the Centre Board. When considering the appointment of members of an Advisory Group the Centre Board shall take into account:
- a. the nomination of any person by a Club, Sub Association or Affiliate;
 - b. the need to appoint or reappoint persons of particular skill, experience and knowledge in regard to a particular Advisory Group.
- Terms for Advisory Group members maximum of 6 years.
- 15.5 The Centre Board shall pass such Regulations as it shall in its discretion determine to confer such powers, duties and responsibilities on and specify the procedures of the Advisory Groups or any of them.
- 15.6 Any member of an Advisory Group shall be appointed for a period not exceeding 6 years in total.

Part IV – General Meetings

16. Meetings of Members

- 16.1 **AGM:** Tennis Canterbury Region must hold an AGM once every year at such time, date and place as the Centre Board determines but not more than 15 months after the last AGM.
- 16.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 16.3 **Member Forums:** In addition to General Meetings, the Centre Board shall convene at least one forum for Members annually to contribute and be consulted on matters of importance to Tennis NZ, Tennis Canterbury Region and tennis in New Zealand including major strategic directions. Such forum/s may be held simultaneously with a General Meeting.

- 16.4 **Notice of AGM:** The CEO/General Manager must give at least 60 days notice in writing to all Centre Board Members, Tennis Associations in the Region, the Member Clubs, Sub Associations, Affiliates and Honorary 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) for the AGM must be received by the CEO/General Manager; and
 - c. the closing date/s for nominations for any elections, proposed motions and other items of business to be submitted to the CEO/General Manager.
- 16.5 **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 CEO/General Manager from Tennis Associations in the Region, Member Clubs, Sub Associations, Affiliates and the Centre Board.
- 16.6 **Business of AGM:** The following business shall be discussed at each AGM:
- a. The receipt from the Centre 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 Centre Board Members of Tennis Canterbury Region;
 - c. The appointment of the auditor (An Auditor can be appointed by the Centre Board if the Auditor appointed at the AGM resigns or is unable to complete the audit appointment. Any Centre board appointed Auditor is required to be ratified or otherwise at the next AGM).
 - d. The determination of the membership fee, if any, payable to Tennis Canterbury Region by the Members;
 - e. Any motion or motions proposing to alter this Constitution;
 - f. Any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.
 - g. Election of Member appointed to Appointments Panel.
- 16.7 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 16.6) shall be forwarded by the CEO/General Manager to the Centre Board, Tennis Associations in the Region, Member Clubs, Sub Associations, Affiliates and Honorary Life Members by no later than fourteen (14) 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. The Board shall apply its best endeavours to making available with the Agenda the financial report and statements described in Rule 16.6a or as soon as reasonable thereafter in advance of the AGM.

16.8 **SGM:** The CEO/General Manager must call a Special General Meeting (SGM) upon a written request from:

- a. The Centre Board; or
- b. Five (5) or more Member Clubs, Sub Associations and Affiliates.

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.

16.9 **Notice of SGM:** Not less than thirty (30) days written notice must be given by the CEO/General Manager to the Centre Board, Tennis Associations in the Region, Member Clubs, Sub Associations, Affiliates and Honorary 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 CEO/General Manager; and
- c. The proposed motion or motions that have been properly submitted for consideration including any motion or motions proposing to alter this Constitution.

16.10 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.

16.11 **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 16.4 and 16.9 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.

16.12 **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 an Annual General Meeting shall be 15 delegates and

Honorary Life Members. A quorum for any Special General Meeting shall be 12 delegates and Honorary Life Members. 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 Centre 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.

- 16.13 **Chairperson:** The Chairperson of the Centre Board or in his absence or if the Centre Board so directs the Deputy Chairperson of the Board shall preside at the General Meeting. 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.
- 16.14 **Delegates:** Each Member Club, Sub Association and Affiliate shall elect or appoint one Delegate to represent it at General Meetings. In addition, each Tennis Association in the Region shall appoint a Delegate to attend General Meetings. The Tennis Association Delegate shall also be the Delegate for the Member Clubs in the Association Area. No Centre Board Member or employee of Tennis Canterbury Region may act as a Delegate of a Member Club, Sub Association, Affiliate or a Tennis Association and no delegate shall represent more than one Member Club, Sub Association or Affiliate (provided that this requirement shall not apply to proxy votes). The names of the Delegates shall be forwarded in writing to the CEO/General Manager by a date and time determined by the Centre Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Tennis Association or Member Club, Sub Association or Affiliate, as applicable, may appoint an Alternate Delegate, provided that the name of such Alternate Delegate is notified in writing to the CEO/General Manager prior to the commencement of the relevant General Meeting.
- 16.15 **Attendees:** In addition to Centre Board Members and Delegates, any individual member of a Member Club, Sub Association or, Affiliate, is entitled to and may, at his or her expense, attend a General Meeting. Such members are entitled to speak at General Meetings with the prior agreement of the Chairperson (in the Chairperson's discretion), but shall not be entitled to vote. In addition other persons including employees, contractors and advisors to Tennis Canterbury Region may attend and speak at General Meetings with the permission of the Chairperson.
- 16.16 **Voting:** Unless otherwise required by this Constitution:
- a. An Ordinary Resolution shall be sufficient to pass a resolution;
 - b. Votes are allocated as follows:

- i. Each Tennis Association shall be entitled to
 - 1. one vote and;
 - 2. a further vote for every 50 members of the clubs and other members comprising the Tennis Association as specified on the Register of Members in accordance with Rule 10.2 of the Constitution;

Provided that the Tennis Association has paid any fees due to Tennis Canterbury Region.

- ii. Each Member Club shall be entitled to
 - 1. one vote and;
 - 2. a further vote for every complete 25 members of the clubs and other members comprising the Tennis Association as specified on the Register of Members in accordance with Rule 10.2 of this Constitution;

Provided that the Tennis Association has paid any fees due to Tennis Canterbury Region.

- iii. Each Sub Association shall be entitled to
 - 1. one vote and;
 - 2. a further vote for every complete 25 members of the clubs and other members comprising the Tennis Association as specified on the Register of Members in accordance with Rule 10.2 of this Constitution

Provided that the Tennis Association has paid any fees due to Tennis Canterbury Region.

- iv. Each Affiliate shall be entitled to two votes provided that the Affiliate has paid any fees due to Tennis Canterbury Region.

- v. Each Honorary Life Member shall have one vote.

- c. 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;

- d. 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;

- e. Elections of Elected Centre Board Members 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;
- f. Proxy votes shall be permitted provided they comply with the proxy voting procedure set out in the Centre Regulations;
- g. If an urgent matter or matters arise (as determined by the Centre 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 a 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 a SGM in this manner at a meeting shall constitute the presence of that person at that meeting;
- h. In the event of equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote;
- i. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- j. A declaration by the Chairperson of the meeting that a resolution has been carried or lost shall be conclusive evidence of that fact.

16.17 **Voting by Members outside a General Meeting:** In any instance where a vote is required to be cast among the Members, in respect of a matter that the Board and CEO/General Manager determine is not of a substantive nature requiring determination at a General Meeting, the following procedure shall apply:

1. The CEO/General Manager will give notice to the Members of the matter on which a vote is to be taken together with full particulars thereof, at least 60 days before the required date for determination.
2. All submissions, nominations or motions must be received by the CEO/General Manager no later than 40 days before the stipulated date for determination.
3. Notifications of all submissions, nominations and motions must be conveyed at least 20 days before the stipulated date for determination.

All votes must be cast on or before the date specified by the CEO/General Manager for determination in accordance with the voting rights in clause 16.16 as if the votes were cast at a General Meeting.

Part V – Miscellaneous

17. Discipline, Disputes and Appeals

- 17.1 **Centre Judiciary Committee:** The Centre Board shall establish a Centre Judiciary Committee which shall consist of not less than three (3) persons appointed annually by the Centre Board. The Centre Board shall appoint a Chairperson from one of the members appointed to the Centre Judiciary Committee. If the matter in issue is in relation to the conduct or operation of the Centre Board then no Centre Board Member is eligible to sit on the Centre Judiciary Committee for the hearing of the matter.
- 17.2 Subject to Rule 17.4 the Centre Judiciary Committee shall hear and determine all matters relating to misconduct and disputes arising out of:
- a. Events held by or under the auspices of Tennis Canterbury Region; including any matter arising within or concerning the premises at Wilding Park, Woodham Road, Christchurch; and
 - b. Any Tennis Canterbury Region policy or regulation, including imposing penalties, as set out in the Regulations.
- 17.3 A matter arising from a decision of the Competitions Advisory Group shall only be referred to the Centre Board if the Centre Judiciary Committee determines that there are exceptional circumstances which warrant the matter being so referred.
- 17.4 Before any matter is heard under Rule 17.2 the CEO/General Manager shall use his best endeavours to resolve the dispute by way of mediation.
- 17.5 **Disputes:** In the event of a sports related dispute arising between any Member and/or between a Member or Members and the Centre Board involving a matter that falls outside the jurisdiction of either Tennis NZ or the Centre Judicial Committee, the 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 Tennis NZ Board (or any sub-committee appointed by it) for determination by it in accordance with its Regulations.

- 17.6 **Appeals:** Subject to this Constitution, any Member who or which wishes to appeal a decision of the Centre Judiciary Committee where the Member has exhausted their rights of appeal within this Constitution, and/or the Regulations, may appeal to the Tennis NZ Judiciary Committee. The Tennis NZ Regulations shall apply to any such appeal.

18. **Rules of Tennis**

- 18.1 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 for New Zealand as permitted by ITF). The Rules of Tennis shall be observed by Tennis Canterbury Region, and all Members and all matters relating to the game of tennis in New Zealand shall be carried out in accordance with such Rules.

19. **Finances**

- 19.1 Unless otherwise determined by the Centre Board the financial year of Tennis Canterbury Region shall end on the 30th day of June.
- 19.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be sent to members with the AGM Agenda 14 days before the AGM. The Auditors shall be appointed at the AGM. Refer also to Rule 16.6 c.
- 19.3 The Centre Board is responsible for the receipt and banking of all monies received by Tennis Canterbury Region. All funds of Tennis Canterbury Region shall be paid to a bank account(s) in the name of Tennis Canterbury Region and the bank account(s) must be operated in accordance with the policy determined by the Centre Board.
- 19.4 The Centre Board must ensure correct accounting records are kept. The accounting records of Tennis Canterbury Region must be kept at the office of Tennis Canterbury Region or at such place as the Centre Board may determine and must be open to inspection by Members at such reasonable times agreed by the Centre Board.

20. **Common Seal**

- 20.1 The common seal of Tennis Canterbury Region shall be kept in the control of the Centre Board and may be affixed to any document only by resolution of the Centre 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 of another Centre Board Member.

21. **Alterations of Constitution**

- 21.1 This Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting.
- 21.2 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 Canterbury Region. This Rule must not be removed from this Constitution and must be included in any alteration, addition to or revision of this Constitution.

22. **Prohibition on Personal Benefits**

- 22.1 No person shall be entitled to derive or otherwise receive any income, benefit or advantage from Tennis Canterbury Region 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 Canterbury Region shall be entitled to be paid all usual and reasonable professional business and trade charges for work done for Tennis Canterbury Region.
- 22.2 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 22 and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

23. **Regulations**

- 23.1 Subject to Rule 23.2, the Centre Board may make, repeal and amend such Regulations as it thinks appropriate including Regulations relating to Tennis Associations in the Region, Member Clubs, discipline, disputes and appeals, and such other matters as it thinks fit **provided that** it must regulate matters that further the objects of Tennis Canterbury Region and that are in accordance with the powers of Tennis Canterbury Region as set out in this Constitution.
- 23.2 The Centre Board shall consult the Tennis Associations in the Region and Member Clubs, Sub Associations and Affiliates 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 Centre Board.
- 23.3 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.

24. **Winding Up**

- 24.1 Tennis Canterbury Region must be wound up if Tennis Canterbury Region, at a General Meeting of its Members, passes a Special Resolution requiring Tennis Canterbury Region

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 that the resolution so to be confirmed is passed.

- 24.2 If upon the winding up or dissolution of Tennis Canterbury Region there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of Tennis Canterbury Region but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of Tennis Canterbury Region, or to some charitable organisation or purpose within New Zealand."

25. Indemnity

- 25.1 Tennis Canterbury Region shall indemnify every member of the Centre Board, the CEO/General Manager and other officers and employees of Tennis Canterbury Region in respect of all liability arising from the proper performance of their functions connected with Tennis Canterbury Region.

26. Interpretation

- 26.1 **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.

Advisory Group means a group established under Rule 15

AGM means the Annual General Meeting of Tennis Canterbury Region.

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

Affiliate means a group of individual persons who together have a common interest for involvement in an aspect of tennis and includes Canterbury Tennis Umpires and Canterbury Tennis Seniors.

Association has the same meaning as **Tennis Association**

Association Agreement means a written agreement entered into between the Centre Board and a Tennis Association in the Region that wishes to be a Member of Tennis Canterbury Region that sets out the basis on which the Association will be a member of, relate to, and function with Tennis Canterbury Region, in accordance with the Tennis NZ Transitional Regulations.

Association Area means the geographical area in the Region in which the Association functions as described in the Association Agreement.

Centre Board means the Centre Board of Directors of Tennis Canterbury Region appointed and elected under Rule 13.

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

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

CEO/General Manager means the CEO/General Manager of Tennis Canterbury Region appointed under Rule 14.

Delegate means a person elected or appointed to represent a Member Club, Tennis Association, a Sub Association or Affiliate as specified in Rule 16.14.

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

GAAP means generally accepted accounting practices.

General Meeting means an AGM or a SGM.

Honorary Life Member means a person granted life membership under Rule 7.1(a).

Intellectual Property means all rights or goodwill in copyright, names, trade marks (or signs), devices, logos, designs, patents or service marks relating to Tennis Canterbury Region or any event, tournament or any competition or tennis activity or programme of or conducted, promoted or administered by Tennis Canterbury Region.

ITF means the International Tennis Federation Limited.

Life Member means a person who has been granted life membership of Tennis Canterbury Region under Rule 7.

Member means and includes all classes of members of Tennis Canterbury Region as specified in Rule 4.

Member Club means a tennis club that is a member of Tennis Canterbury Region.

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

Patron means the person who is appointed patron of Tennis Canterbury Region under Rule 12.

Region means the geographical area of that part of the South Island more or less north of the Rangitata River and encompassing the Canterbury, Westland, Nelson and Marlborough (but excluding the South Canterbury area).

Regional Centre means a Centre established under the Tennis NZ Constitution which has certain powers and functions as delegated under it and unless specified otherwise includes Tennis Canterbury Region.

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

Regulations means the regulations of Tennis Canterbury Region established and amended from time to time by the Centre Board.

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.

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

Sub Association means an association or member clubs managing the playing of tennis within a rural geographical area of Canterbury.

Tennis Association, also referred to as an **Association**, means an association that as at 1 December 2006 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 Canterbury Region means Tennis Canterbury Region Incorporated.

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 the Tennis NZ Constitution.

Tennis NZ Board means the board of directors of Tennis NZ appointed and elected under the Tennis NZ Constitution.

Tennis NZ Constitution means the constitution of Tennis NZ as amended from time to time.

Tennis NZ Regulations means the regulations of Tennis NZ as amended from time to time.

Wilding Park Life Member means a person granted life membership under Rule 7.1(b)

26.2 **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.