



Constitution of the Taupo Tennis Club Incorporated

The Society

1. Name

1.1 The name of the society shall be the Taupo Tennis Club Incorporated ("the Club").

2. Registered Office

2.1 The registered office of the Club shall be at such a place as the Management committee from time to time determines.

3. Purposes

3.1 The purposes of the Club are to:-

- a) provide members with opportunities to play social and competitive tennis;
- b) provide and maintain tennis courts and facilities for playing tennis;
- c) promote the game of tennis in the community and provide a facility for members of the community to play tennis; and
- d) maintain links to relevant regional and national tennis associations for the benefit of members.

4. Powers

4.1 In order to carry out its purposes and manage its affairs, the Club may:-

- a) belong to any relevant tennis associations;
- b) employ or contract the services of any person or company;
- c) purchase, lease, and hire equipment and facilities;
- d) sell and dispose of its assets and equipment;
- e) exercise any power a trustee might exercise, including investing funds in any investment that a trustee might invest in; and
- f) borrow or raise money and provide security as authorised by a resolution of a General Meeting; and
- g) do anything necessary or conducive to the above purposes.

4.2 The management committee ("the Committee") (established under clause 13) shall exercise the Club's powers, in accordance with this constitution except for those required to be exercised by resolution of a General Meeting.

Society Membership

5. Types of members

5.1 The Club shall have the following categories of membership:

- a) Life members;
- b) Senior members; and
- c) Junior members.

5.2 From time-to-time changes to these membership categories may be decided by the

Committee and approved by the Club at a General Meeting.

5.3 Sub-categories of membership within these categories may be decided by the Committee and approved by the Club at a General Meeting.

5.4 Various subscriptions and fees for different categories or sub-categories of membership may be decided by the Committee and approved by the Club at a General Meeting.

5.5 Subject to this constitution, the Committee shall from time-to-time determine the playing privileges that apply to each category or sub-category of membership.

5.6 *The membership year begins on 1 September and ends on 31 August.*

6. Life membership

6.1 Life membership may be conferred upon any member in recognition of special or distinguished service to the Club.

6.2 Life members shall be elected at a Special or Annual General Meeting of the Club if:

- a) any two members of the Club nominate a person for life membership by making a written submission to the Committee at least four weeks before the date of a General Meeting;
- b) the Committee submit the nomination as a motion to a Special or Annual General Meeting as an agenda item and notice of the motion is given in accordance with clause 17.5; and
- c) the resolution is approved by a 75% majority vote by the members present who are entitled to vote.

6.3 A life member is entitled to all rights and privileges of membership, without payment of an annual membership subscription.

7. Senior membership

7.1 Senior members are members who are aged 18 years and older as at 1 September.

8. Junior membership

8.1 Junior members are members who are aged under 18 years as at 1 September.

9. Admission of new members

9.1 To become a member of the Club, a person must:

- a) complete a membership registration form prescribed by the Committee;
- b) pay the relevant membership subscription, and any other relevant fees, in full by the due date notified by the Committee; and
- c) provide any other information the Committee reasonably requires.

9.2 The Committee shall have absolute discretion in deciding whether to accept or decline a person's membership application.

9.3 If a membership application is declined for any reason, the Committee shall advise that person of the decision within 7 days of the most recent Committee meeting at which the membership application was considered.

10. Membership register

10.1 The Committee shall keep an up-to-date membership register containing the names and contact details of all members, and payment details of subscriptions and fees.

10.2 Members shall advise the Committee of any changes to their contact details.

10.3 Members shall provide to the Committee any other details as it reasonably requires.

10.4 Members shall have reasonable access to their own personal details on the membership

register.

10.5 The Club will comply with the Privacy Act 1993 at all times, when collecting personal information.

11. Rights and responsibilities of members

11.1 Members have the rights and responsibilities set out in this constitution and any rules and policies the Club prescribes.

11.2 Without limiting clause 10.1, all members shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute or harm the interests of the Club.

11.3 From time-to-time, the Committee may call upon members to fulfil voluntary duties for the purposes of maintaining and improving the facilities of the Club.

11.4 The Committee shall consider any complaint submitted to it in writing about the conduct of a member acting contrary to the Club's constitution, rules and policies that are inconsistent with the purposes and interests of the Club. If the Committee considers that there is sufficient substance to the complaint, the Committee shall:

- a) investigate the complaint;
- b) give the member written notice of the complaint and invite the member to attend a meeting of the Committee to discuss the matter, or to provide a written response; and
- c) determine, in its absolute discretion, the sanctions against the member, which could range from a written warning through to cessation of membership.

12. Cessation of membership

12.1 The Committee, by a 75% majority vote, may terminate a person's membership if for any reason it considers that the member is in breach of the Club's constitution, rules and policies or has acted or is acting in a manner inconsistent with the purposes and interests of the Club.

12.2 Prior to any termination of membership, the Committee shall give the member the opportunity to attend a meeting of the Committee to discuss the matter, or to provide a written response.

12.3 A member shall cease to be a member of the Club who:

- a) resigns by giving notice in writing to the Secretary;
- b) fails to pay the membership subscription or any other fee by the due date notified by the Committee; or
- c) receives written notice from the Committee that his or her membership is terminated, in accordance with clause 12.1 and 12.2, which takes effect immediately.

12.4 A person who ceases to be a member under clause 12.3a) or 12.3b) may reapply at any time to be a member.

12.5 A person whose membership is terminated under clause 12.3c) may not reapply for membership within two years of the Committee's decision.

12.6 When a person ceases to be a member of the Club, that person shall have no membership rights but is not released from the obligation to pay any outstanding fees due to the Club.

Management of the Society

13. Management committee

13.1 The Club shall have a management committee ("the Committee") with no less than seven members, and a maximum of nine, comprising the officers and other committee members.

13.2 The officers of the Club are:

- a) the President;
- b) the Vice-President;

- c) the Secretary; and
- d) the Treasurer.

13.3 The roles of the other Committee members of the Club may include but are not limited to:

- a) social, and publicity;
- b) property maintenance;
- c) midweek co-ordinator
- d) club competitions and tournaments
- e) junior co-ordinator; and
- f) website.

13.4 Role descriptions for Committee roles will be decided by the Committee and made available to members.

13.5 All officers and other Committee members shall be members of the Club.

13.6 Officers and other Committee members shall be elected for a one-year term at the Annual General Meeting, and shall be eligible for re-election from year to year.

13.7 If the position of any officer or other Committee member becomes vacant between Annual General Meetings, the Committee may appoint another Committee member to fill the vacancy until the next Annual General Meeting.

13.8 An officer or other Committee member ceases to be a member of the Committee if:

- a) he or she resigns by giving written notice to the Committee;
- b) he or she is absent from three consecutive Committee meetings without leave of absence and the President declares that person's position to be vacant; or
- c) he or she is removed by majority vote of the Club at a Club General Meeting.

13.9 If an officer or other Committee member ceases to be a member of the Committee, that person must, within one month, transfer to the Committee all Club documents, property and signatory rights in his or her possession or control.

13.10 The Committee may, at any time, form a sub-committee when a particular project/venture is taking place. One or more officers or other Committee members must head the sub-committee. The Committee may second any relevant personnel, who may or may not be members of the Club, to a sub-committee providing the personnel are of sound character and are willing to work for the benefit of the Club in accordance with Club rules and policies.

14. Role of management committee

14.1 The role of the Committee shall include:

- a) carrying out the purposes of the Club subject to this constitution and in accordance with Club rules and policies;
- b) administering the operation of the Club;
- c) producing a club calendar of events ready for the start of each year;
- d) managing the financial affairs of the Club;
- e) setting Club rules, policies, and procedures;
- f) deciding dates, times and agendas for General Meetings, and organise documents for presentation at these meetings, including annual financial statements;
- g) delegating responsibility and co-opting members as required to assist in the operation of the Club;
- h) ensuring all members adhere to the constitution and follow any rules or policies of the Club;
- i) handling complaints, disputes and breaches of Club rules and policies;
- j) liaising regularly with Club members;
- k) promoting the Club within the community and relevant networks; and
- l) complying with the terms and conditions of the Club's ground lease agreement with the Taupo District Council.

14.2 The Committee has all the powers of the Club unless the Committee's power is limited by this constitution or by a majority decision of members at a General Meeting of the Club.

14.3 Decisions of the Committee bind the Club unless the Committee's power is limited by this Constitution or by a majority decision of members at a General Meeting of the Club.

14.4 The Committee may from time-to-time make, alter or rescind rules or policies for the general management of the Club, so long as these are not repugnant to this constitution or to the provisions of law. All such rules and policies shall be binding on members of the Society. A copy of the rules or policies in force shall be available for inspection by any member on request to the Secretary.

15. Responsibilities of officers

15.1 The President's responsibilities may include but are not limited to:

- a) overseeing and directing the operation of the Club in accordance with the Club's constitution, rules and policies;
- b) overseeing Club finances, including bank accounts and payments for purchase of supplies and services for the Club;
- c) liaising with the Club's key stakeholders, including the Regional and National Tennis Association;
- d) representing and promoting the Club at Club events, stakeholder meetings and functions;
- e) chairing Committee and General meetings; and
- f) preparing a report on the operations of the Club for presentation at Annual General Meetings.

15.2 The Secretary's responsibilities may include but are not limited to:

- a) preparing agendas, and any relevant correspondence, for Committee and General meetings, and providing members with written notice of these meetings;
- b) producing annual reports;
- c) recording full and correct minutes of Committee and General meetings;
- d) receiving and replying to correspondence or forwarding on to relevant Committee members;
- e) keeping all Club documents, records of minutes, and copies of correspondence;
- f) keeping the Club's register of members; and
- g) notifying the Registrar of Incorporated Societies of any changes to the Constitution approved by members at a General Meeting.

15.3 The Treasurer's responsibilities may include but are not limited to:

- a) keeping proper accounting records of all financial transactions for the Club;
- b) managing the finances and cash flow of the Club in order to meet its financial obligations;
- c) preparing budgets and providing regular financial reports to the Committee;
- d) maintaining bank accounts and authorities for those accounts as required by the bank and approved by the Committee;
- e) submitting summaries of accounts to the Committee for approval of payment;
- f) establishing appropriate, secure systems for the handling and banking of money, ordering and purchase of supplies and services for the Club, and control of stock held by the Club;
- g) preparing annual financial statements and a report on the finances of the Club for presentation at Annual General Meetings; and
- h) filing annual financial statements with the Registrar of Incorporated Societies.

16. Committee meetings

16.1 The Committee shall meet as often as needed for proper management of the Club's affairs, with a minimum of six Committee meetings per year.

16.2 Subject to this constitution, the Committee may regulate its own procedures for Committee meetings.

16.3 The President shall chair Committee meetings or, if the President is absent, the Vice-President shall chair the meeting. If both the President and the Vice-President are absent from a Committee meeting, the Committee shall elect a Committee member to chair that meeting.

16.4 Five members constitute a quorum at meetings of the Committee.

16.5 Decisions of the Committee shall be made by consensus or majority vote. In the event of a tied vote, the President or chair of the meeting shall have a casting vote.

16.6 Only Committee members present at a committee meeting may vote at that meeting. This includes members who are present via formats as outlined in clause 16.8.

16.7 The President or chair of the meeting may adjourn the meeting if he or she considers it is necessary to do so. This includes if a quorum is not present 30 minutes after scheduled meeting start time.

16.8 Instead of meeting in person, the Committee may meet via video or telephone conference or other formats as the Committee may decide.

17. General meetings

17.1 A general meeting is either an Annual General Meeting or a Special General Meeting of the Club (but is not a meeting of the Committee).

17.2 The Annual General Meeting shall be held once every year not later than **31August**.

17.3 The business of the Annual General Meeting is to:

- a) receive the Annual Financial Statements and reports from the President and Treasurer;
- b) elect officers and general Committee members;
- c) elect a Club Patron (if appropriate) and advisory roles to the Committee, including a Solicitor, if the Committee so recommends;
- d) set annual membership subscriptions on the recommendation of the Committee;
- e) consider any notices of motion; and
- f) consider any other business.

17.4 The Committee may call a Special General Meeting at any time, and must call a Special General Meeting if the Secretary receives a written request, signed by at least 15 members, stating the purpose of the meeting. The Committee must hold the meeting within 30 days of the written request from members being received and the Secretary must disseminate the member's information in accordance with clause 17.5.

17.5 Notice of a General Meeting, and agenda with the business to be conducted, including any motions to be considered, shall be given in writing to all members at least 14 days prior to the meeting.

17.6 The President shall chair General Meetings or, if the President is absent, the Vice-President shall chair the meeting. If both the President and the Vice-President are absent, the Club shall elect a member to chair that meeting.

17.7 Fifteen members, present in person, shall form a quorum at a General Meeting. If there is no quorum present the President or chair of the meeting shall adjourn the meeting to a date and time to be determined by those present. If at that meeting there is no quorum present then those members present shall constitute a quorum.

17.8 All members, excluding junior members, may move a motion at a General Meeting. Each motion must be seconded by a member, excluding junior members.

17.9 Any member may request that a motion be voted on at a General Meeting by giving written notice to the Secretary at least 21 days before that meeting. The member may also

provide information in support of the motion. The Committee shall, in its absolute discretion, decide whether or not the Club will vote on the motion. However, if the member's motion is signed by at least 15 members then a Special General Meeting will be called as outlined in clause 16.4. The member's motion must be voted on at this meeting.

17.10 The Committee may decide to put forward a motion for the Club to vote on at a General Meeting. The Committee must give members at least 14 days notice of any Committee motion.

17.11 All members, excluding junior members, may vote at a General Meeting.

17.12 Voting at General Meetings shall be by voice, show of hands, or secret ballot, at the discretion of the President or chair of the meeting, in good faith. Any member may require a secret ballot.

17.13 In the event of a tied vote the chair of the meeting shall have the casting vote.

17.14 All members may attend and have speaking rights at a General Meeting.

17.15 All members are entitled to access financial reports presented at an Annual General Meeting and the minutes of previous Annual General Meetings.

Society Finances

17. Use of money and other assets

17.1. The Society may only use money and other assets if:

- a) it is for a purpose of the Society;
- b) it is not for the sole personal or individual benefit of any member; and
- c) that use has been approved by either the Committee or by majority vote of the Club at a General Meeting.

18. Handling of Finances

18.1 The Club's financial year begins on 1 July and ends 30 June.

18.2 The Committee will set accounting policies in line with generally accepted accounting practice, and ensure that funds are sufficient to carry out its financial obligations.

18.3 All expenditure shall be approved by the Committee, or by majority vote at a General Meeting. All accounts paid or for payment shall be submitted to the Committee for approval of payment.

19 Assurance on financial statements

19.1 An audit of the Club's accounts is not required unless requested by a majority of members at a General Meeting or at the discretion of the Committee.

19.2 The Club shall appoint an accountant to review and prepare the annual financial statements ready for presentation at the Annual General Meeting.

19.3 This accountant must be a suitably qualified person (and preferably a member of the New Zealand Institute of Chartered Accountants) and

- a) must not be a member of the Committee, or an employee of the Club; and
- b) shall conduct an examination with the objective of providing a report that nothing has come to his or her attention to cause him or her to believe that the financial information is not presented in accordance with the Club's accounting policies.

19.4 The Committee shall provide the accountant who reviews or audits the annual financial statements with:

- a) access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- b) additional information that the accountant may request from the Committee for the

- purpose of the review or audit; and
- c) reasonable access to persons within the Club from whom the accountant determines it necessary to obtain information.

20. Personal benefit

20.1 Any income, benefit or advantage shall be applied to the purposes of the Society.

20.2 No member or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

20.3 Any payment to or on behalf of a member or an associated person of any income, benefit or advantage shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

20.4 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

21. Common seal

21.1 The Committee shall provide a common seal for the Club and may from time-to-time replace it with a new one.

21.2 The Secretary shall have custody of the Club's common seal, which shall be used only by the authority of the Committee.

21.3 Documents to which the common seal is affixed shall be signed by the President and countersigned by another officer of the Committee.

22. Alteration of the Constitution

22.1 The Club may alter or replace this constitution at a General Meeting by a resolution passed by a two-thirds majority of members who cast a vote on the resolution.

22.2 Any proposed motion to amend or replace this constitution shall be made either:

- a) by the Committee; or
- b) by at least 15 members who have signed the proposed motion and given it in writing to the Secretary at least 21 days before the Society meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

22.3 At least 14 days before the General Meeting at which any change to the constitution is to be considered, the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

22.4 No change to the constitution approved at a General or special meeting shall take effect until the Secretary has filed the change with the Registrar of Incorporated Societies.

22.5 No addition or alteration shall be made to the non-profit aims, personal benefit clause or the winding up clause so as to affect the tax exempt status of the Society. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

Winding Up

23. Winding up

23.1 The Club shall be wound up voluntarily if at a General Meeting a majority of members present and entitled to vote pass a resolution that requires the Club to be wound up from a date to be named, and that resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

23.2 Notice of the resolution shall be sent to the Registrar of Incorporated Societies.

23.3 If the Club is wound up:

- a) all Club debts and liabilities shall be paid;
- b) no distribution may be made to any Club member or any person associated with a member; and
- c) any surplus money and other assets or property of the Club shall be given or transferred to an organisation or body with similar purposes to the Club that also has an income tax exemption or for some other charitable purpose within New Zealand.

23.4 In the event of expiry or early termination of the Club's lease of the land it occupies, the terms and conditions of the Taupo District Council's leases policy shall apply to disposal of the clubhouse and any other buildings or structures owned by the Club.