

# **Rules of Incorporation**

**relating to**

# **PIC Netball Club Incorporated**

**Adopted**

**XX XXXXX 2019**

# **CONTENTS**

## **PART I: INTRODUCTION**

- 1. NAME**
- 2. REGISTERED OFFICE**
- 3. INTERPRETATION**
- 4. DEFINITIONS**

## **PART II – OBJECTS AND POWERS**

- 5. OBJECTS**
- 6. POWERS**

## **PART III - MEMBERSHIP**

- 7. CATEGORIES OF MEMBERS**
- 8. ACTIVE MEMBERS**
- 9. LIFE MEMBERS**
- 10. MEMBERSHIP FEES**
- 11. MEMBERS RIGHTS AND OBLIGATIONS**
- 12. REGISTER OF MEMBERS**
- 13. TERMINATION OF MEMBERSHIP**

## **PART IV – EXECUTIVE COMMITTEE**

- 14. PIC EXECUTIVE**

## **PART V- GENERAL MEETINGS**

- 15. ANNUAL GENERAL MEETINGS**

## **PART VI- FINANCIAL MATTERS**

- 16. FINANCIAL YEAR**
- 17. PRESIDENTS & ANNUAL REPORT**

**PART VII- DISCIPLINE OF MEMBERS**

18. PIC JUDICIAL COMMITTEE

**PARTVIII -MISCELLANEOUS**

19. APPLICATION OF INCOME
20. ALTERATION TO THESE ROI
21. REGULATIONS
22. LIQUIDATION
23. UNIFORM
24. DISPUTES AND MATTERS NOT PROVIDED FOR

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# PART I: INTRODUCTION

## 1. NAME

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The name of the incorporated society shall be PACIFIC ISLANDS CHURCH NETBALL CLUB INCORPORATED commonly known as PIC Netball Club or P.I.C.

## 2. REGISTERED OFFICE

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The registered office of PIC Netball Club shall be at such place or places as determined by the PIC Executive and notified to the Registrar of the Incorporated Societies as required from time to time.

## 3. INTERPRETATION

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The decisions of the PIC Netball Club Executive on the interpretation of rules or on any matter or things not contained in these rules of incorporation and which pertain to PIC, or its property or interests, shall be conclusive and binding on all members until revoked at an Annual General Meeting.

In these ROI unless the context otherwise requires:

- (a) Defined Expressions: expressions defined in the main body of these ROI have the defined meaning in the whole of these ROI.
- (b) Headings: rule and other headings are for ease of reference only and will not affect the interpretation of these ROI.
- (c) Negative Obligations: any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done.
- (d) Plural and Singular: words importing the singular number will include the plural and vice versa.
- (e) Persons: reference to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality.
- (f) Gender: references to any gender include all genders.
- (g) Statutes and Legislation: references to any statutory provision will include any statutory provision which amends or replaces it and any subordinate legislation made under it.
- (h) Rules and Schedules: references to Rules and Schedules refer to Rules and Schedules of these ROI.

## 4. DEFINITIONS

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The words and phrases used in these ROI shall have the following meanings, unless the context otherwise requires:

Act means the Incorporated Societies Act 1908 and its amendments.

Annual Report means the report described under Rule 17.

Appointed Board Member means a person appointed as an Executive Member under Rule 14.4.

Appointed Personnel means individuals who are appointed by the P.I.C. Netball Club executive to positions of responsibility within P.I.C. Netball Club and that are unpaid, and includes selectors and examiners.

Executive Member means the President, each elected Executive Members and any Appointed Executive Members elected and appointed to P.I.C. Netball Club executive respectively under Rules 14.3 and 14.4.

Club Official means a person who has been appointed by P.I.C. Netball Club executive to a position of responsibility within the club and that is unpaid, and includes a President, a member of any committee of the club, a club coach, manager, umpire, or selector.

Defendant means the Member against whom an allegation is made or an appeal is brought under Rule 19.1.

Elected Exec Members means a person elected as an Executive Member under Rule 14.3.

Individual Member means each individual described in Rule 7.

INF means the International Federation of Netball Associations or such other name or entity as is determined by IFNA, which administers and promotes netball internationally.

Intellectual Property means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to P.I.C. Netball Club or any event, or any competition or Netball activity or programme of or conducted, promoted or administered by P.I.C. Netball Club.

Life Members means those individuals described in Rule 9.

Members means the members of P.I.C. Netball Club as described in Rule 7.

Membership Fee means the fee or fees or levies payable to P.I.C. Netball Club under Rule 10.

PIC AGM means the P.I.C. Netball Club General Meeting held annually as described in Rule 15.1.

PIC Exec. means the Executive members as defined in Rule 14.2.

P.I.C. Netball Club General Meeting means the PIC AGM or a P.I.C. Netball Club Special General Meeting held under Rule 15.1 or 15.2 respectively.

P.I.C. Netball Club Judicial Committee means a committee formed in accordance with Rule 19.

Objects means the objects of P.I.C. Netball Club described under Rule 5.

Person means an individual living human being.

Powers means the powers of P.I.C. Netball Club as described under Rule 6.

President means the individual elected under Rule 14

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## Part II: OBJECTS AND POWERS

### 5. OBJECTS

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The Objects of PIC Netball Club are:

- a) to encourage participation and achievement in Netball;
- b) to develop and train players, coaches, managers, officials and other personnel involved in Netball;
- c) to be a member of Netball Wellington Centre, the Zone and NNZ and, subject to these ROI, to act in accordance with the reasonable rules and regulations of Netball Wellington Centre, the Zone and NNZ;
- d) to promote and organise social, educational, recreational and other sporting activities in addition to Netball to enhance the services of PIC Netball Club to, and on behalf of, the local community,
- e) to give, and seek where appropriate, recognition for PIC members to obtain awards or public recognition for Netball or other services to the community;
- f) to provide information, assistance and resources to PIC members;
- g) to seek and obtain improved facilities for members for the enjoyment of Netball;
- h) to promote the health and safety of all participants in P.I.C. Netball Club and Netball;
- i) at all times to act on behalf of, and in the interests of PIC members and Netball;
- j) to encourage and promote Netball as a sport to be played in a manner that upholds the principles of fair play and is free from performance enhancing drugs;

in descending order of priority.

### 6. POWERS

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The Powers of PIC Netball Club are:

- a) to determine regulations, policies and procedures for the governance, management and operations of PIC Netball Club;
- b) to contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of PIC Netball Club;
- c) to determine who are its members;
- d) to determine, implement and enforce disciplinary procedures for its members including imposing sanctions;
- e) subject to these ROI, to enforce the rules and regulations of Netball Wellington Centre, the Central Zone, International Netball Federation and Netball New Zealand;

- f) to develop programmes for playing, coaching and officiating Netball that are not inconsistent with those of Netball Wellington Centre;
- g) establish, organise and control Netball matches, fixtures, competitions, tournaments and events, including determining the rules for such matches, fixtures, competitions, tournaments and events, which do not conflict with those of Netball Wellington Centre; the Central Zone or Netball New Zealand;
- h) to award, grant or otherwise honour achievement and services to PIC Netball Club and to netball generally; to select netball teams and squads to represent PIC Netball Club;
- i) to establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of PIC Netball Club and for that purpose, to utilise any of the assets of or held on behalf of PIC Netball Club;
- j) to hold the monies of PIC Netball Club not immediately required for any of its objects in any trading bank in New Zealand;
- k) to purchase, lease, acquire by gift or bequest, license, hire, or otherwise acquire and hold real and personal property, rights and privileges;
- l) to control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- m) to sell, lease, mortgage, charge, surrender any lease or otherwise dispose of any property of PIC Netball Club and to grant such rights and privileges of such property as it considers appropriate;
- n) to determine, raise and receive money by subscriptions, fees, levies, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- o) to print and publish any newspapers, periodicals, books, leaflets or electronic communications and develop and/or implement any computer systems or software packages that PIC Netball Club may consider desirable;
- p) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property that does not conflict with the intellectual property of Netball Wellington Centre, the Central Zone and NNZ;
- q) do any other acts or things that further the Objects of PIC Netball Club, provided that the above powers shall not limit the rights and Powers of PIC Netball Club as an incorporated society under the Act.

**6.1** It is declared that the Objects and Powers set out in these ROI are to be constructed independently and are not to be limited by reference to any other objects or powers recorded in these ROI. Each of the objects and powers set out in these ROI is an independent Object or Power of PIC Netball Club.

## **PART III - MEMBERSHIP**

### **7. CATEGORIES OF MEMBERS**

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The categories of membership of PIC Netball Club (collectively called **Members**) shall be:

- a) ACTIVE MEMBER: as described in Rule 8
- b) LIFE MEMBER: as described in Rule 9.
- c) Other categories: being any other category or categories of membership of PIC Netball Club as determined by the PIC Executive, from time to time.

### **8. ACTIVE MEMBERS**

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**Subject to Rule 8.2, an Active Member is:**

- 8.1** a person who is eligible and has elected to either play, administer or provide some other type of support to the game of netball;
- 8.2** an individual in Rule 8.1 will become an Active Member upon the following:
  - a) becoming a member of PIC Netball Club and paying the membership fee and/or any other fees due to PIC Netball Club;
  - b) selected by the PIC Executive as a volunteer coach, manager and/or bench official, and
  - c) the individual's election or appointment as a PIC Executive member.
- 8.3** No Active Member shall be a playing member of another netball club affiliated to Netball Wellington Centre.
- 8.4** An Active Member shall have the same rights and obligations as other Members, except as defined in these ROI and in particular she or he is permitted to vote at any club meeting and is eligible to be appointed as a club official or elected to the Executive ( see Eligibility rule 14.3)

### **9. LIFE MEMBERS**

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A LIFE MEMBER is a person who has been granted a Life Membership of PIC Netball Club for outstanding contribution or service to PIC Netball Club.

- 9.1** A person shall become a Life Member of PIC Netball Club by, recommendation of the Executive. Such process shall be carried out in accordance with PIC Netball Club Regulations.
- 9.2** A Life Member shall have the same rights and obligations as Active Members, except as defined in these ROI, and in particular she or he are eligible to be elected to office, and will not be called on for fees or subscriptions.

## **10. MEMBERSHIP FEES**

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The PIC Executive shall determine:

- a) the membership fee and other fees, fines, levies, subscriptions and payments payable by members to PIC Netball Club;
- b) the due date for each of the fees; and
- c) the manner of payment for each of the fees.

## **11. MEMBERS RIGHTS AND OBLIGATIONS**

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Members acknowledge and agree that:

- 11.1** these ROI constitute a contract between each of them and PIC Netball Club and they are each bound by these ROI and the PIC Netball Club regulations;
- 11.2** they shall comply with and observe these ROI and the PIC Netball Club regulations and any reasonable determination, resolution or policy that may be made or passed by the PIC Executive;
- 11.3** they are subject to the jurisdiction of PIC Netball Club and Netball Wellington Centre;
- 11.4** these ROI and the PIC Netball Club regulations are necessary and reasonable for promoting the Objects of PIC Netball Club and are made in the pursuit of a common object, namely the mutual and collective benefit of PIC Netball Club, Netball Wellington Centre, the Zone, NNZ and their respective members and Netball; and
- 11.5** they are entitled to all benefits, advantages, privileges and services of membership as conferred by these ROI.

## **12. REGISTER OF MEMBERS**

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- 12.1** PIC Netball Club shall keep and maintain a Register in which shall be entered the full name, address, class of membership, the year of entry and any other information deemed appropriate by the PIC Executive of each:
  - a) player, coach and manager of each Team ;
  - b) affiliated umpire and bench official; and
  - c) person or class of persons where the PIC Executive determines it appropriate.
- 12.2** All Individual Members shall provide written notice of any change to the details in Rule 12.1 to the PIC Executive within 14 days of such change or as otherwise requested by the PIC Executive. The Secretary of the PIC Executive shall then forward such details to Netball Wellington Centre when requested.
- 12.3** PIC Netball Club shall, in collecting personal information for the Register referred to in Rule 12.1, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

**12.4** Any entry on the Register shall be available for inspection by Members and Executive, upon reasonable request and in compliance with the Privacy Act.

### **13. TERMINATION OF MEMBERSHIP**

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**13.1** An individual member may give written notice to the Secretary of the PIC Executive of their intention to terminate their membership. Upon payment of any debts or outstanding fees, the return of all uniform clothing and equipment owned by PIC Netball Club and performance of any outstanding obligations owed by the member to PIC Netball Club, that member's membership of PIC Netball Club will cease.

**13.2** A Member shall have its membership of PIC Netball Club terminated if any fees (including Membership Fees) or other payments or obligations to PIC Netball Club are due and outstanding and remain unpaid. Before such termination can occur, PIC Netball Club must give the Member written notice specifying the payment due and obligation owed and demanding payment or performance by a due date, being not less than seven days from the date of the demand, and may only terminate the membership if such payment is not made or obligation is not performed. Upon termination the return of all uniform clothing and equipment owned by PIC Netball Club will also be collected from the member.

**13.3** In addition to Rules 13.1 through to 13.2, a Member may have its membership of PIC Netball Club terminated if:

- a) The PIC judicial committee decides to do so under Rule 20 or
- b) An individual member is found guilty of misconduct by Netball Wellington Centre, such a member shall be liable to expulsion.

**13.4** Before any decision under Rule 13.3 is made:

- a) a resolution must be put to the PIC Executive to terminate the Member's membership
- b) the Member concerned shall be given seven days' prior written notice by the PIC Executive of the proposed resolution; and
- c) the Member concerned must have the right to be present, make submissions and be heard at the PIC Executive meeting(s) at which the resolution is to be determined.

**13.5** Membership, which has been terminated under these ROI, may be reinstated at the discretion of the PIC Executive.

**13.6** A Member that ceases to be a Member of PIC Netball Club shall forfeit all rights in and claims upon PIC Netball Club, and their property, and shall not use any property of PIC Netball Club, including Intellectual Property. Where a Member ceases to be a Member they shall also forfeit all rights or to claim upon the club or its property or funds as he/she otherwise would have by reason of membership.

## **PART IV – EXECUTIVE COMMITTEE**

### **14. P.I.C. EXECUTIVE**

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#### **14.1 Role of the P.I.C. Executive Committee**

The PIC Executive is responsible for determining strategies, policies and financial arrangements of, and for, PIC Netball Club.

#### **14.2 Membership of the P.I.C .Executive**

The PIC Executive shall consist of:

- a) the President, elected by the PIC Netball Club AGM under Rule 14.3.
- b) up to 4 persons (Secretary, Treasurer, Club Captain, Club Coach) elected by the PIC Netball Club AGM under Rule 14. 3 and
- c) up to 4 appointed persons under Rule 14.4
- d) The President shall chair the Executive Committee.

(Collectively called the P.I.C Executive);

No person who is employed by, or otherwise provides services for reward to, PIC Netball Club may be on the Executive.

#### **14.3 Eligibility and election of P.I.C. Executive Members**

- a) Eligible nominees for elected positions must be:
  - i. a Life Member, or is
  - ii. a current and active member and has been an active member for a minimum of 5 years.
- b) Nominations for elected Executive members will be called for at the AGM and must be made and seconded by at least one active member, Life member or an Executive Committee member.
- c) The President and elected Executive Members shall be elected by a vote at a PIC Netball Club AGM, except where the number of nominations received is equal to or fewer than the number of positions vacant, in which case the relevant nominees shall be deemed elected without a vote. Where more than one nomination has been received for a position, the person who receives the most votes shall be elected.

#### **14.4 Appointment of P.I.C. Executive Members**

- a) Up to 4 appointed members will be appointed by the Executive Committee to take on roles that the Executive does not have the skills to provide.

#### **14.5 Term of office of Executive**

The term of office for all Executive Members shall be four years, expiring at the conclusion of the relevant PIC AGM.

#### **14.6 Rights of Executive members**

All Executive Members shall have the right to attend, speak and vote at all PIC Executive meetings.

#### **14.7 Vacancies on the PIC Executive**

- a) Subject to Rule 14.7(a), any vacancy on the PIC Executive that occurs during any Executive Member's term of office will be filled by the PIC Executive.

#### **14.8 Powers of PIC Executive**

The PIC Executive shall have the power:

- a) to develop and implement PIC Netball Regulations, strategies, policies and procedures for the administration, promotion and development of netball
- b) to develop and implement prudent policies and PIC Netball Club Regulations to manage, protect and enhance PIC Netball Club's finances and property;
- c) to establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities and to receive and deal with reports and recommendations from such commissions, committees and groups;
- d) to co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the PIC Executive or PIC Netball Club;
- e) to delegate such powers as it considers appropriate to commissions, committees or other groups appointed by it;
- f) to enforce the Rules of Netball;
- g) to determine the season calendar for development, trials, selection, tournaments, events and competitions;
- h) to employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for PIC Netball Club's netball teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- i) to appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within PIC Netball Club and, if necessary, terminate such appointments;
- j) to select Netball Teams and squads to represent PIC Netball Club;
- k) subject to these ROI, to fill vacancies of the PIC Executive, any commissions, committees and other groups that are established by it;
- l) to determine the conditions and rules of tournaments, events and competitions, held by PIC Netball Club or under its auspices;
- m) to discipline Members as specified under Rule 19 ;
- n) to resolve and determine any disputes or matters not provided for in these ROI;
- o) to seek legal, financial and other professional advice as required; and
- p) to do all other acts and things that are within the Powers and Objects of the PIC Netball Club and that the PIC Executive considers appropriate.

#### **14.9 Meetings of the PIC Executive**

- a) The PIC Executive shall meet at such places and times, and in such manner, as it shall determine.
- b) The President shall chair PIC Executive meetings, or in her/his absence any other Executive Member determined by the PIC Executive.
- c) A resolution in writing signed or assented to by facsimile, email or other form of visible or other electronic communication by all the PIC Executive Members shall be as valid and effectual as if it had been passed at a meeting of PIC Executive. Any such resolution may consist of several documents in like form each signed by one or more PIC Executive Members.
- d) A meeting of the PIC Executive may be held where one or more of the PIC Executive Members is not physically present at the meeting, provided that:
  - i. all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - ii. notice of the meeting is given to all the Executive Members in accordance with the procedures agreed from time to time by the PIC Executive; and
  - iii. a quorum is formed in accordance with Rule 14.11.
- e) An Executive Member who is absent from **two** PIC Executive meetings during the lead up to and including the Winter netball season (Feb-Sept) without prior approval or without reasonable explanation, shall be deemed to have vacated their office as an Executive Member.
- f) The Secretary must ensure that minutes are kept of all Resolutions of the Executive.

#### **14.10 Voting at PIC Executive Meetings**

- a) Each Executive Member shall have one vote at PIC Executive Meetings.
- b) All decisions and resolutions of the PIC Executive shall be determined by a vote of a majority of members present at the PIC Executive Meeting.
- c) The President shall hold a casting vote.

#### **14.11 Quorum for PIC Executive Meetings**

There shall be no fewer than **three** Executive Members present at a PIC Executive meeting to constitute a quorum.

#### **14.12 Removal of an Executive Member**

- a) Subject to Rules 14.12(b) and 14.13(c), The Members in a PIC Special General Meeting, called for this purpose, may by special resolution remove any Executive Member before the expiration of their term of office. The vacancy shall be filled in accordance with Rule 14.7(a).
- b) Upon PIC Netball Executive receiving a request for a Special General Meeting as specified in Rule 14.12 for the purposes of removing a Board Member under Rule

14.12(a), the Exec secretary shall send the notice in accordance with Rule 14.9 and to the Board Member concerned.

- c) (c) Following notification under Rule 14.12(b), and before voting on the resolution to remove a Board Member under Rule 14.13(a), the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to those notified under Rule 14 about the proposed resolution.

#### **14.13 Cessation of an Executive Member**

An Executive Member shall cease to hold office and shall be deemed to have retired if that Executive Member:

- a) resigns office by notice in writing; or
- b) becomes bankrupt; or
- c) is convicted of an indictable offence; or
- d) becomes incapable of acting (in which case, and for the avoidance of doubt, a majority decision of two thirds of the Executive (excluding the person being voted on) shall be determinative, notwithstanding who appointed such Executive Member); or
- e) dies; or
- f) is removed by resolution pursuant to Rule 14.12(a).

## PART V- GENERAL MEETINGS

### 15 MEETINGS

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#### 15.1 PIC Netball Club Annual General Meetings

- a) The Annual General Meeting of the PIC Netball Club (called the **PIC AGM**) shall be held no later than **31<sup>st</sup> day of March in each year**.
- b) All PIC General Meetings other than the PIC AGM shall be PIC Special General Meetings and shall be held in accordance with these ROI.

#### 15.2 PIC Special General Meetings

- a) PIC Special General Meetings may be called at any time by a minimum of 15 financial Active members, life members, by the PIC Executive, or by written notice to PIC Netball Club;
- b) The PIC Special General meeting shall be held within fourteen days of receipt of such requisition by the Secretary. **PROVIDED THAT** if the Secretary does not call such a meeting within the time prescribed then three financial members of the Club may then call a Special General Meeting.

#### 15.3 Chairperson

The Chairperson of a PIC General Meeting shall be the President or her/his nominee.

#### 15.4 Powers of PIC General Meeting

The Members at a PIC General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of PIC Netball Club, the Members and Netball. The Members shall have power at PIC General Meetings:

- a) to determine major strategic directions of PIC Netball Club;
- b) to alter these ROI by special resolution;
- c) to review PIC Netball Club's performance;
- d) to be the final arbiter on matters expressly referred to them under these ROI;
- e) to elect the President and the Elected Executive Members; and
- f) to elect Life Members.

#### 15.5 Notice of AGM

- a) Not less than 14 days' prior written notice shall be given by PIC Netball Club to:
  - i. Active Members;
  - ii. Life Members;

of:

- the date and place for the PIC AGM; and items of business (under Rule 15.6) to be submitted.

- b) The notice of PIC AGM shall also be placed on the PIC website and, if deemed appropriate by the PIC Executive, in local media as determined by the PIC Executive as a means of advising all Members who are not listed in Rule 15.5(a).

#### **15.6 Agenda and Business to be discussed**

- (a) The business that must be discussed at the PIC AGM includes:
  - (i) the Presidents Report of PIC Netball Club;
  - (ii) items of business of which notice has been given under Rule 15.6;
  - (iii) elections of the President (if the position would otherwise become vacant after that AGM) and Elected Exec Members; and
  - (iv) any alterations to these ROI.
- (b) An agenda containing the business to be discussed at the PIC AGM shall be forwarded to those Members listed in Rule 15.5(a) by no later than 14 days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of the Delegates at the meeting.

#### **15.7 Notice of P.I.C. Netball Club Special General Meetings**

Subject to Rule 15.11, upon receipt of a request for a NWC Special General Meeting under Rule 15.2, the Exec secretary must give not less than 20 days' prior written notice to those Members listed in Rule 15.5(a) of:

- (a) the date and place for the NWC Special General Meeting; and
- (b) the item(s) of business to be discussed.

#### **15.8 Quorum and Voting for PIC General Meetings**

- a) There shall be no fewer than ten Active, or life members present to constitute a quorum at any General Meeting.
- b) All elections and voting shall be by show of hands or by ballot if demanded.
- c) Only financial Active members or Life Members of the club shall be entitled to vote at any General Meeting.
- d) All Members are entitled to attend and speak at a PIC General Meetings, but shall have no right to vote, unless they are a financial Active Member or a Life Member.

#### **15.9 Agenda Items**

Any notice of motion, agenda items (including any proposed alterations to these ROI) and nominations under Rule 15 must be in writing and received by the PIC Club Secretary not less than 14 days before the date set for the PIC General Meeting.

#### **15.10 Circulating resolutions of members**

A resolution in writing signed but at least the number of members that would be required to vote in favour of such a resolution if it were voted on at a physical meeting is taken to be a resolution of members without the need for a physical Special General Meeting. Where resolutions in writing are

put to the members covering all items of business that were proposed to be discussed at the Special General meeting, circulation of those written resolutions shall be in lieu of the physical PIC Special General meeting. Resolutions in writing shall not be permitted to replace a physical PIC Netball Club AGM.

The Chairperson of the meeting shall hold a casting vote.

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## **PART VI- FINANCIAL MATTERS**

### **16 FINANCIAL YEAR**

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The financial year of PIC Netball Club shall end on the 31 December in each year, and may be altered from time to time by the PIC Executive.

### **17 PRESIDENTS and ANNUAL REPORT**

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**17.1** The Executive shall prepare two reports for presentation to the **PIC** AGM that contains:

- a) the audited annual financial statements; and
- b) an annual Presidents report of the year's activities,

(Collectively known as the **Annual Report**).

**17.2** The annual financial statement in Rule 17.1(a), shall be audited by an auditor appointed from time to time by the **PIC** Executive. The auditor shall be suitably qualified to audit PIC Netball Club.

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## PART VII- DISCIPLINE OF MEMBERS

### 18. P.I.C. JUDICIAL COMMITTEE

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#### 18.1 Matters that may be referred to PIC Judicial Committee

Without limiting the PIC Executive's powers under Rule 14. 8, an allegation by an individual or organisation that a PIC Member, or spectator, visitor or supporter (a **Spectator**) at any Netball game or event held by or under the auspices of PIC Netball Club has done any of the following may be referred for investigation and determination by the PIC Judicial Committee in the sole discretion of the PIC Executive:

- a) breached, failed, refused or neglected to comply with a provision of these ROI, the PIC Netball Club Regulations or any other policy, resolution or determination of an PIC General Meeting, the PIC Executive or any committee, or under any rules of an Event; or
- b) acted in a manner unbecoming of a Member or Spectator or prejudicial to the Objects of PIC Netball Club and/or Netball; or
- c) brought PIC Netball Club or Netball into disrepute,

and any such Member (**Defendant**) will be subject to the jurisdiction, procedures, sanctions and appeal mechanisms of PIC Netball Club set out in the PIC Netball Club Regulations or as determined by the PIC Judicial Committee (acting reasonably).

#### 18.2 Referral to PIC Judicial Committee

- a) The Executive may commence investigatory or disciplinary proceedings (**Proceedings**) against a Defendant by referring the matter to the PIC Judicial Committee to hear a matter or matters under the PIC Netball Club Regulations.
- b) The PIC Judicial Committee shall consist of not less than three persons appointed annually by the Executive. The Executive shall appoint a Chairperson from one of the members appointed to the PIC Judicial Committee.
- c) Any referral to the PIC Judicial Committee shall be made and determined in accordance with the PIC Netball Club Regulations.

## **PART VIII -MISCELLANEOUS**

### **19. APPLICATION OF INCOME**

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- 19.1** The income and property of PIC Netball Club shall be applied solely towards the promotion of the Objects.
- 19.2** Except as provided in these ROI:
- a) no portion of the income or property of PIC Netball Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - b) no remuneration or other benefit in money or money's worth shall be paid or given by PIC Netball Club to any Member.
- 19.3** Nothing in Rules 20.2(a) or 20.2(b) shall prevent payment in good faith to any Member, Executive Member for:
- a) any services actually rendered to PIC Netball Club whether as an employee or otherwise;
  - b) goods supplied to PIC Netball Club in the ordinary and usual course of operation;
  - c) interest on money borrowed from any Member or Executive Member;
  - d) rent for premises demised or let by any Member or Executive Member to PIC Netball Club;
  - e) any out-of-pocket expenses incurred by the Member or Executive Member on behalf of PIC Netball Club or any other reason;
  - f) provided that any such payment shall not exceed the amount ordinarily payable between parties dealing at arm's length in a similar transaction.

### **20. ALTERATION TO THESE ROI**

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- 20.1** Subject to Rule 21.2, these ROI may only be amended, added to or repealed by special resolution.
- 20.2** No alteration to Rule 3 (Objects), Rule 22 (Application of income) or Rule 25 (Liquidation) shall commence until approved by Inland Revenue. This rule, and the effect of it, shall not be removed from these ROI and shall be included and implied into any rules of incorporation replacing these ROI.
- 20.3** Notice of an intention to seek to alter these ROI must be given by a Member or the Executive to PIC Netball Club no later than 20 days prior to a PIC General Meeting.

## **21 REGULATIONS**

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- 21.1** The Executive may create, adopt, determine and amend such PIC Netball Club Regulations as it considers necessary or desirable.
- 21.2** All PIC Netball Club Regulations shall be binding on the Members.
- 21.3** All PIC Netball Club Regulations and any amendments to them shall be advised to all Members in writing or electronically as approved by the Executive.

## **22 LIQUIDATION**

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- 22.1** PIC Netball Club may voluntarily be put into liquidation if:
- a) a two-thirds majority of votes cast at a PIC General Meeting are in favour of a resolution appointing a liquidator; and
  - b) such special resolution is confirmed in a subsequent PIC Special General Meeting called for that purpose, and held not later than 30 working days, after the date on which the resolution was passed.
- 22.2** On the winding up of the club or on dissolution by the Registrar all surplus assets after the payment of all costs, debts and liabilities shall, subject to any trust affecting the same, be disposed of as decided by the members present at a Special General Meeting to be called for that purpose, and held prior to the date on which the club is to be wound up or dissolved.

## **23 UNIFORM**

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- 23.1** The colours of PIC Netball Club shall be Green, Black and White.
- a) The uniform of the Club shall be an outfit suitable for playing netball which the Executive and Netball Wellington Centre has approved.
- 23.2** All members shall wear full uniform in all club netball matches.
- 23.3** Any blazers, travel uniforms, tracksuits, badges etc. adopted for wear by members off the field and implying an association with the Club shall conform to the above colours and shall be approved as to design by the Annual General Meeting before adoption. Similarly any amendment to the design of such apparel and the purchase and design of hoodies and t/shirts, implying association with the Club shall be approved by the PIC Executive before adoption.

## **24 DISPUTES AND MATTERS NOT PROVIDED FOR**

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- 24.1** If any dispute arises out of the interpretation of these ROI or the PIC Netball Club Regulations, or any matter arises that is not expressly covered in these ROI or the PIC Netball Club

Regulations, then such dispute or matter shall be referred in writing to the **PIC Executive**, whose decision shall be final and binding.

**24.2** If the dispute referred to in Rule 26.1 is between the **Executive** and any Member, or between any one or more **of the Executive**, the dispute shall be resolved by:

- a) the parties acting in good faith to seek an agreement; or failing such agreement
- b) a party or the parties appointing an independent person to mediate between them; or failing agreement at such mediation
- c) by arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the New Zealand Law Society (or his or her delegate). The location of the arbitration shall be Wellington, and the language shall be English. The arbitrator shall determine the procedure for the arbitration. The decision of the arbitrator shall be final and binding.

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