

Bowls Counties Manukau 2010 Incorporated

Incorporated Society No. 2538499

Constitution

Adopted on 8 July 2010

**Amended at the Special General
Meeting held on 14th November 2022**

**Reviewed and accepted for registration
by the Companies Office 13 February
2023**

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Bowls Counties Manukau 2010 Incorporated

Constitution

PART 1 - OBJECTS AND POWERS

1. Name

- 1.1 The name of the Centre shall be the "Bowls Counties Manukau 2010 Incorporated", which is abbreviated in this Constitution as the "Centre".

2. Registered Office

- 2.1 The registered office of the Centre shall be at such place as determined by the Centre Board from time to time.

3. Objects

- 3.1 The objects of the Centre are to:
- a. be the Centre in the Centre District responsible for the administration, promotion and development of the Game of Bowls;
 - b. promote the Game of Bowls as an amateur game in the Centre District for the recreation and entertainment of all New Zealanders;
 - c. be a member of Bowls NZ and, to the extent set out in the Bowls NZ Constitution, comply with and enforce the rules of Bowls NZ and the Bowls NZ Regulations;
 - d. assist and support the Regional Centre in accordance with the Bowls NZ Constitution;
 - e. encourage participation and achievement in the Game of Bowls in the Centre District;
 - f. enforce the Laws of the Sport;
 - g. promote the health and safety of all participants in the Game of Bowls;
 - h. encourage and promote the Game of Bowls as a sport to be played in a manner which upholds the principles of fair play and is free from doping;
 - i. manage the affairs of the Centre to a high administrative standard;
 - j. establish, maintain, and conduct the Centre and generally afford its Members the accommodation, advantages, privileges and conveniences of a Bowls NZ Centre in accordance with the Bowls NZ Constitution and Regulations;
 - k. where appropriate, give and seek recognition for Members who obtain awards or public recognition for their involvement in the Game of Bowls, the Centre, or for other services to the community;
 - l. facilitate the improvement of facilities for the enjoyment of the Game of Bowls in the Centre District;
 - m. provide information, assistance, and resources to its Members;
 - n. develop and train players, officials, and other personnel involved in the Game of Bowls;
 - o. promote the amalgamation of women's and men's bowls Clubs in the Centre District;
 - p. grant the use of the premises, facilities, and equipment of the Centre upon such conditions as shall be reasonable and proper, and to such users as the Centre may think fit, and to determine conditions regulating the activities of such users, subject to the Bowls NZ Constitution and Bowls NZ Regulations;
 - q. apply its property and capacity in pursuit of the objects of Bowls NZ, the Centre, and the Game of Bowls;
 - r. do all that is reasonably necessary to enable the objects of Bowls NZ and the objects of the Centre to be achieved;

- s. act in good faith and with loyalty to ensure the maintenance and enhancement of Bowls NZ, the Centre, and the Game of Bowls, and their standards, quality, and reputation for the collective and mutual benefits of the Members and the Game of Bowls;
- t. at all times operate with, and promote, mutual trust and confidence between Bowls NZ, the Centre, and the Members, in pursuit of these objects; and
- u. at all times to act on behalf of, and in the interests of, the Members and the Game of Bowls.

4. Powers

- 4.1 Subject to this Constitution and the Bowls NZ Constitution, the powers of the Centre are to:
- a. purchase, lease, hire, or otherwise acquire and hold real and personal property, rights and privileges;
 - b. control and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such by way of mortgage, or charge over all or part of any of its real and personal property;
 - c. sell, lease, mortgage, charge or otherwise dispose of any property of the Centre and to grant such rights and privileges of such property as it considers appropriate;
 - d. construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
 - e. determine, raise and receive money by subscriptions, donations, fees, levies, gate charges, sponsorship, government funding or otherwise;
 - f. determine regulations, policies and procedures for the governance, management and operations of the Game of Bowls in the Centre;
 - g. determine, implement and enforce disciplinary procedures for its Members, including imposing sanctions;
 - h. employ, determine and terminate staff and engage the services of personnel and organizations to work for and with the Centre, provided always that the payment for such services shall not exceed the market rate;
 - i. engage, determine and terminate the services of personnel and organizations to advise the Centre;
 - j. contract, engage or otherwise make arrangements with any person or organization to fulfil the objects of the Centre;
 - k. be a member of, and contribute to the administration and promotion of, Bowls NZ and the Game of Bowls in New Zealand;
 - l. be a member of, affiliate to, or be associated in any other way, with any organization which has objects which are similar, in whole or in part, to the Objects of the Centre;
 - m. determine who are its Members in accordance with the Bowls NZ Constitution;
 - n. establish and maintain a Board, committees and other groups, and delegate its powers and functions to such groups;
 - o. establish appropriate sub-committees;
 - p. develop Centre programmes and other programmes for competing, coaching and officiating the Game of Bowls;
 - q. establish, organize and control bowls competitions, tournaments and events in the Centre District, including determining the rules and conditions of entry for such competitions, tournaments and events provided that such competitions, tournaments and events comply with the Bowls NZ Constitution and the Bowls NZ Regulations;
 - r. award, grant or otherwise honour achievement and services to the Game of Bowls and the Centre;

- s. select Centre representative Bowls Teams, Bowls Sides and squads;
- t. print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that the Centre may consider desirable for the promotion of its Objects;
- u. produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property of the Centre;
- v. purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Centre, or with which the Centre is authorised to amalgamate or generally for any purpose designed to benefit the Centre;
- w. be, and to remain at all times, registered as an incorporated society in accordance with the Incorporated Societies Act 1908; and
- x. do any other acts or things which further the Objects of the Centre, provided that the above powers shall not limit the rights and powers of the Centre as an incorporated society under the Incorporated Societies Act 1908.

5. Obligations of the Centre

- 5.1 In accordance with the Bowls NZ Constitution, the Centre shall:
- a. administer, promote and develop the Game of Bowls in its Centre District in accordance with the objects of Bowls NZ;
 - b. be named as approved by the Bowls NZ Board, which name shall include reference to the name of the Centre District;
 - c. be an incorporated society under the Incorporated Societies Act 1908;
 - d. have as its Members, Clubs and Individual Members and any other Members it considers appropriate provided that such membership is consistent with the Bowls NZ Constitution and the Bowls NZ Regulations;
 - e. obtain the prior written approval of Bowls NZ (in accordance with the Bowls NZ Regulations) for any Game of Bowls held by or under the auspices of the Centre where it is proposed that persons who are not Members of the Centre may participate;
 - f. adopt a constitution which is consistent with the Bowls NZ Constitution;
 - g. file an annual return of Members with Bowls NZ in accordance with the Bowls NZ Constitution;
 - h. apply its property and capacity in pursuit of the objects of Bowls NZ, the Objects of the Centre, and the Game of Bowls;
 - i. do all that is reasonably necessary to enable the objects of Bowls NZ and the Objects of the Centre to be achieved;
 - j. act in good faith and with loyalty to Bowls NZ to ensure the maintenance and enhancement of Bowls NZ and the Game of Bowls, and its reputation, and to do so for the collective and mutual benefit of the Members and the Game of Bowls;
 - k. operate with, and promote, mutual trust and confidence between Bowls NZ and the Members;
 - l. at all times act in the interests of the Members and the Game of Bowls;
 - m. provide Bowls NZ with a copy of the Centre's Constitution and any Regulations or by-laws made pursuant to it, and all amendments to such documents at the request of the Bowls NZ Board, and upon any such amendment being made; and
 - n. acknowledge the role and authority of the Regional Centre in relation to matters affecting the Regional Centre.

PART II- MEMBERSHIP

6. Membership

- 6.1 **Categories of Members:** The categories of membership of the Centre, (collectively called "Members") shall be:
- a. **Clubs:** as described in Rule 7 (Member Clubs);
 - b. **Individual Members:** as described in Rule 8 (Individual Members); and
 - c. **Honorary Life Members:** as described in Rule 9 (Honorary Life Members).
- 6.2 **Sub-Centres:** Any one or more Clubs which are domiciled within a well-defined division of the Centre District may, by Ordinary Resolution at a General Meeting of the Centre, be permitted to form themselves into a Sub-Centre, for such purposes, with such derivative powers and authorities under the Centre, and upon and subject to such terms and conditions (not inconsistent with this Constitution and the Bowls NZ Constitution) as the Centre shall determine. Every Sub-Centre shall be deemed to be merely a component division of the Centre and shall be bound by the same obligations as the Centre. It shall not be entitled to separate representation or to be represented by a Delegate at General Meetings of the Centre or Bowls NZ.
- 6.3 **Obligations of a Sub-Centre:** Each Sub-Centre shall:
- a. administer, promote and develop the Game of Bowls in accordance with the objects of Bowls NZ and the Objects of the Centre;
 - b. obtain the prior approval of the Centre for any Game of Bowls held by or under the auspices of the Sub-Centre or the Centre, provided that such approval may be given for one or more tournaments or games;
 - c. not constitute itself as a separate incorporated entity, and recognise that at all times it is a sub-committee and division of the Centre, and subject to its authority and jurisdiction;
 - d. comply with all reasonable directions of the Centre Board;
 - e. provide such reports and information to the Centre Board as it reasonably requests;
 - f. only make decisions which the Centre Board has expressly authorised it to make, and to do so in accordance with any terms and conditions or limitations required by the Centre Board;
 - g. do all that is reasonably necessary to enable the objects of Bowls NZ and the Objects of the Centre, to be achieved;
 - h. act in good faith and with loyalty to Bowls NZ and the Centre to ensure the maintenance and enhancement of Bowls NZ, the Centre and the Game of Bowls, and its reputation, and to do so for the collective and mutual benefit of the Members and the Game of Bowls;
 - i. operate with, and promote, mutual trust and confidence between Bowls NZ, the Centre, and the Members; and
 - j. at all times act in the interests of the Members and the Game of Bowls.

7. Member Clubs

- 7.1 **Existing Clubs:** Every club that was a member of the Centre immediately prior to the commencement of this Constitution is deemed to be a Member of the Centre (as a Club) from the date this Constitution comes into force. Those Clubs shall be under the jurisdiction of the Centre and shall be bound by and subject to this Constitution.
- 7.2 **New Member Clubs:** Any club which embodies a clearly defined and autonomous section organised for the playing of the Game of Bowls and which wishes to be a member of Bowls NZ and the Centre shall make an application in writing to the Centre Management. Such application must be accompanied by a copy of the Club's constitution and an application for membership of Bowls NZ in the approved form and be made in accordance with the Bowls NZ Constitution.

- 7.3 **Obligations of a Club:** In addition to the obligations of a Club as a Member under Rule 13 (Rights and Obligations of Members), each Club shall:
- a. administer, promote and develop the Game of Bowls in accordance with the objects of Bowls NZ and the Objects of the Centre;
 - b. be an incorporated society under the Incorporated Societies Act 1908, unless the written agreement of the Centre Board and the Bowls NZ Board is obtained to remain as an unincorporated association until a specified date;
 - c. have as its members Playing Members, Non-Playing Members, and Casual Members only, **provided that** such membership is consistent with the Bowls NZ Constitution, Bowls NZ Regulations, and this Constitution;
 - d. obtain the prior approval of Bowls NZ or the Centre in accordance with the Bowls NZ Regulations for any Game of Bowls held by or under the auspices of the Club where it is proposed that persons who are not Members of the Club may participate;
 - e. adopt a Constitution which is consistent with the Bowls NZ Constitution and this Constitution by such date(s) as determined by Bowls NZ. For this purpose Bowls NZ may issue a "model constitution" from time to time for the guidance of Clubs drawing up or amending their Constitutions and subject to this Rule, each Club shall have power to draw up or amend its Constitution for its own administration as it thinks fit provided however that the Constitution of every Club shall contain the minimum judicial requirements as determined by the Bowls NZ Board and the following provision: "All matches shall be played in accordance with the Laws of the Sport and Regulations as approved by Bowls NZ, and the Club and its members shall, as a condition of the continuance of membership to Bowls NZ, at all times and in all respects conform to and be bound by the Constitution of Bowls NZ.";
 - f. file an annual return of its Members with the Centre in accordance with Rule 14 (Register of Members);
 - g. apply its property and capacity in pursuit of the Objects of the Centre, the objects of the Club and the Game of Bowls;
 - h. do all that is reasonably necessary to enable the objects of Bowls NZ, the Objects of the Centre and the objects of the Club to be achieved;
 - i. act in good faith and with loyalty to Bowls New Zealand and the Centre to ensure the maintenance and enhancement of Bowls NZ, the Centre and the Game of Bowls, and its reputation, and to do so for the collective and mutual benefit of the Members and the Game of Bowls;
 - j. operate with, and promote, mutual trust and confidence between Bowls NZ, the Centre, and the Members;
 - k. at all times act in the interests of the Members and the Game of Bowls;
 - l. provide to the Centre upon request a copy of its constitution and all amendments to its constitution. Bowls NZ and/or the Centre Board may require a Club to amend its constitution if it, or any rule within it, is inconsistent or in conflict with the Bowls NZ Constitution or Bowls NZ Regulations or this Constitution or the Centre Regulations, as directed by the Bowls NZ Board and/or the Centre Board respectively; and
 - m. ensure that the Game of Bowls in the Club is not played with or under the authority or jurisdiction of any person, club, group or organization where that person, club, group or organization is not a member of Bowls NZ and/or the Centre, unless the prior written approval of the Centre Board has first been obtained.

- 7.4 **Consideration of Application:** Upon receiving an application pursuant to Rule 7.2, the Centre Board shall first consider the application. If it is approved by the Centre Board, the President of the Centre shall then countersign the application confirming that the application has been approved by the Centre Board, and forward it to the Bowls NZ Board for approval. Upon approval of a new Member, or upon receiving details of a new Member from a Club, the Centre Management shall notify Bowls NZ of the new Member so they can be recorded on the Bowls NZ Register of Members.
- 7.5 **Transferring Clubs:** The process outlined in Rule 7.4 (Consideration of Application) shall also apply to any Club which is a member of another Centre seeking to transfer its membership to this Centre.
- 7.6 **Amalgamation of Clubs:** Each existing men's Club and women's Club (whether incorporated or not) classified in the Centre District Register as a Club within the Centre District shall use its best endeavours to become an Amalgamated Club by such date or dates as determined from time to time by the Delegates at a General Meeting of the Centre. The following rules govern the amalgamation of Clubs:
- a. the Centre Board, if called upon by any Club to whom this Rule applies to assist in resolving any difference or dispute arising out of the amalgamation process, shall, after appropriate consultation with the other Club affected, use its best endeavours to encourage amalgamation between the Clubs concerned and to this end may, if it deems it appropriate, at the expense of the Centre, retain a suitably qualified mediator to attempt to mediate the difference or dispute;
 - b. if any existing men's Club and women's Club referred to in this Rule 7.6, is not amalgamated by the date or dates determined at a General Meeting of the Centre, the Delegates at a General Meeting may suspend or expel such Club from membership following the expiry of such date in accordance with Rule 15.7 (Suspension/Termination by Centre);
 - c. the boundaries of the women's and men's Clubs may be conformed to a common boundary at the time of amalgamation of the women's and men's Clubs within the Centre District; and
 - d. any Club that wishes to merge or otherwise amalgamate with another Club (other than the amalgamation of a men's and women's Club as described in this Rule 7.6) must notify and consult with the Centre Board and the Board of Bowls NZ prior to such merger or amalgamation.

8. Individual Members

- 8.1 **Individual Member Defined:** Subject to Rule 8.2, an Individual Member of the Centre is:
- a. a person who is a Playing Member, Limited Playing Member, Non-Playing Member, or Casual Member of a Club in the Centre District;
 - b. a member of the Centre Board;
 - c. a member of a Club Executive Committee in the Centre District;
 - d. a person who is an Officer or other Appointed Personnel of the Centre;
 - e. a person who is an Officer or other Appointed Personnel of any Club in the Centre District; or
 - f. an individual who:
 - i. umpires or officiates and is a member of a Club in the Centre District; or
 - ii. is a Centre Representative; or
 - iii. coaches or manages any Bowls Team or Bowls Side competing, in any Game of Bowls held by or under the auspices of the Centre, or a Club in the Centre District.
- 8.2 **New Individual Members:** An individual described in Rule 8.1 will become an Individual Member upon any of the following occurring:

- a. in the case of a Playing Member, Limited Playing Member, Non-Playing Member, or an umpire/official (as described in Rule 8.1f.i), upon such person paying any membership or other fees due to a Club in the Centre District and the completion of the prescribed Centre membership form; or
- b. in the case of an individual described in Rules 8.1b to 8.1e, 8.1f.ii and 8.1f.iii, upon their election, selection or appointment to such position; or
- c. in the case of a Casual Member, upon that person's written agreement to participate in a bowling event or competition held by or under the auspices of Bowls NZ (including any organising committee on their behalf), the Centre, or a Club situated in the Centre District, where such event or competition has been prior approved by Bowls NZ or the Centre in accordance with the Regulations. The Club, the Centre or Bowls NZ (whichever is holding the event or competition) must ensure that those Casual Members agree in writing to participate in any such event or competition, and that their agreement includes an agreement to be an individual member of Bowls NZ, the Centre, and the Club for the period of the event or competition and/or while present at the bowling venue.

8.3 **Clearance Certificates:** Any Individual Member leaving a Club in the Centre District shall be given by such Club a clearance certificate in the form prescribed by Bowls NZ confirming that she/he is financial upon clearing all outstanding financial obligations to the Club. No Club shall admit to membership any person who is or has been a Member of another Club unless such a clearance certificate is produced.

9. Honorary Life Members

9.1 **Honorary Life Members:** The Centre may grant honorary life membership of the Centre to any person who has rendered exceptional service to the Game of Bowls at the Centre level in accordance with Rule 9.2. In addition, any persons who were granted honorary life membership of Counties Manukau Bowls Incorporated (an incorporated society which was the Centre in the Centre District prior to the commencement of this Constitution) shall be deemed to be Honorary Life Members of the Centre.

9.2 **Process:** Any proposal to confer honorary life membership shall, after approval by the Centre Board, be notified to all Delegates at least thirty (30) Days prior to the General Meeting at which such proposal is to be considered. At any General Meeting where such a proposal is being considered the proposal must be supported by a Special Resolution before honorary life membership is conferred.

9.3 **Rights:** An Honorary Life Member shall be entitled, at that person's own expense, to attend all General Meetings of the Centre and take part in the debate but shall not be entitled to vote in that capacity.

9.4 **Obligations:** An Honorary Life Member is not required to complete a Centre membership form, but is deemed upon their appointment to acknowledge and agree to the obligations of a Member under Rule 13 (Rights and Obligations of Members).

10. Centre Boundaries

10.1 The Centre District's boundaries, and the Clubs which are situated in such boundaries, shall be recorded in an official Centre District Register. This register shall be retained at the offices of the Centre.

10.2 Alterations to the Centre District's boundaries or the Clubs within those boundaries may only be made at a general meeting of Bowls NZ in accordance with the Bowls NZ Constitution.

11. Centre Board Intervention

- 11.1 After consultation with a Club, the Centre Board may as a last resort, intervene in the governance, management or operations of a Club in whatever manner it considers appropriate, (including appointing a person or persons to act in place of the Club Executive Committee). This may occur if the Centre Board considers that to do so is in the best interests of the Centre and the Game of Bowls and that the Club:
- a. is having significant administrative, operational or financial difficulties; or
 - b. has breached a term of any agreement entered into between the Centre and the Club; or
 - c. has less than fifteen (15) Members; 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 Club; or
 - f. has a mortgagee or other creditor take possession of any of its assets; or
 - g. is acting in a manner which is bringing, or is likely to bring, the Game of Bowls into disrepute.

12. Membership Fees

- 12.1 **Fixed Annually:** At each AGM the Delegates shall fix annual Membership Fee(s) payable by Clubs situated in the Centre District based upon the number of Playing Members under the jurisdiction of the Club as at the previous 31st day of December. The Membership Fee(s) fixed in any year cannot be greater than the equivalent Membership Fee(s) for the preceding financial year unless the Centre Board gives notice to all Clubs by 30 May prior to the AGM of the amount of the proposed increase together with a draft tentative budget of the Centre's financial position for the succeeding financial year. If the Centre Board proposes an increase in the Membership Fee(s) the notice setting out such proposal must set out the reason(s) for the proposed increase and provide the Clubs with an opportunity to discuss such proposal at the AGM.
- 12.2 **Special-Purpose Fee:** For special purposes required by the Centre further Special-Purpose Fees may be imposed as determined by the Delegates at a General Meeting from time to time.
- 12.3 **When Due:** The Membership Fee(s) shall be payable for the financial year of the Centre ending the 30th day of April which follows the AGM, and they shall be due and payable by each Club at the office of the Centre Management not later than the 30th day of November in each year. Any Special-Purpose Fee(s) shall be payable on the date determined at a General Meeting.
- 12.4 **Notification to Clubs:** As soon as possible after every AGM the Centre Management shall notify each Club of the rate of Membership Fee(s) fixed at the AGM, but any failure of the Centre Management to do so, or any non-receipt of such notice, shall not exempt the Club from the provisions of Rule 12.5 (Default).
- 12.5 **Default:** Should any Club fail to pay its Membership Fee(s) or Special-Purpose Fee(s) in full by the due date(s), it shall be subject to such penalty payment as the Delegates at a General Meeting shall determine and shall in the meantime be suspended from membership of the Centre with the consequential penalties set out in Rule 15 (Resignation, Suspension and Termination of Membership).

13. Rights and Obligations of Members

- 13.1 Members acknowledge and agree that:
- a. this Constitution, and the Bowls NZ Constitution, constitute a contract between each of them and the Centre and Bowls NZ and they are bound by this Constitution and the Centre Regulations, and the Bowls NZ Constitution and the Bowls NZ Regulations;

- b. they shall comply with and observe this Constitution and the Centre Regulations, and the Bowls NZ Constitution and Bowls NZ Regulations, and any determination, resolution or policy which may be made or passed by the Centre Board or the Board of Bowls NZ;
- c. they are subject to the jurisdiction of the Centre and Bowls NZ;
- d. this Constitution and the Centre Regulations, and the Bowls NZ Constitution and Bowls NZ Regulations, are necessary and reasonable for promoting the Objects of the Centre and the objects of Bowls NZ;
- e. this Constitution and the Centre Regulations, and the Bowls NZ Constitution and Bowls NZ Regulations, are made in the pursuit of a common object, namely the mutual and collective benefit of Bowls NZ, the Centre, its Members and the Game of Bowls; and
- f. they are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution and the Bowls NZ Constitution.

14. Register of Members

- 14.1 Membership Return:** An annual return of all Members (including Casual Members) in the form prescribed by Bowls NZ shall be forwarded by each Club to the Centre in accordance with Rule 14.2 (Filing Annual Return) for the purposes of:
- a. complying with section 22 of the Incorporated Societies Act 1908 (by providing the name, address, and date of joining of each Member);
 - b. determining the exact number and categories of Members in each of the Clubs;
 - c. determining the exact amount of the Membership Fee(s) payable by each Club;
 - d. enabling Bowls NZ and the Centre to meet any contractual obligations they may have to sponsors, including the provision of membership lists containing the names and addresses of Individual Members, and
 - e. compiling the Centre Register of Members (which includes the Clubs Registers of Members).
- 14.2 Filing Annual Return:** The annual return of Members for each Club for the year ending 31 December, together with a copy of each Club's annual report and statement of accounts for the Club, shall be sent to the Centre Management by 30 January in each year. The return must be certified as true and correct by the Club President and Club Secretary.
- 14.3 Failure to File Return:** Should any Club fail to forward a full and accurate completed return of all of its Members in the required format by the due date, then it shall be deemed to have suspended its membership of the Centre and as such its Members shall be debarred from entering into any national or Centre competition or tournament until such time as a completed return is filed in accordance with Rule 14.2 (Filing Annual Return). In addition all other rights and privileges of membership of the defaulting Club shall be suspended pending the completion of the return.
- 14.4 Privacy Act 1993:** It shall be a condition of membership of the Centre that each Member provide the personal information described in Rule 14.1 (Membership Return). For the purposes of Principles 10-11 of the Privacy Act 2020, the use or disclosure of personal information obtained pursuant to Rule 14.1 (Membership Return) shall, subject to the provisions of Rule 14.5 (Exemptions), be a use or disclosure of information authorised by the individual concerned or a use or disclosure connected with or directly related to the purpose for which the information was obtained. All Clubs shall, for the purposes of compliance with the Privacy Act 1993, draw the attention of prospective new Members to the provisions of Rule 14.1 (Membership Return) above.
- 14.5 Exemptions:** Notwithstanding the provisions of Rule 14.4 (Privacy Act 1993):
- a. should any Member object for good reason to the disclosure of personal information in the manner prescribed in Rule 14.1 (Membership Return) then such person may make application to the Privacy Officer for exemption in whole or in part from the said requirements and the Privacy Officer, having regard to the privacy principles contained in the Privacy Act 2020, may in his/her absolute discretion grant refuse to grant such application. Any application to the

Privacy Officer for exemption under this provision shall fully state the grounds upon which the applicant relies;

- b. any person dissatisfied with the decision of the Privacy Officer under this Rule may have the matter referred to the Centre Board for determination. The matter may be further considered by the Board of Bowls NZ, whose decision shall be final; and
- c. a Club shall not be required to include in its return of Members the particulars of any Member who has applied for exemption under this Rule until such time as the application has been finally determined.

14.6 **Inspection of Register:** Any entry on the Register of Members shall, in respect of a Member, be available for inspection by that Member, upon reasonable request and in compliance with the Privacy Act 1993.

15. Resignation, Suspension and Termination of Membership

15.1 A Member may have their membership of the Centre end:

- a. if they no longer hold the position for which they became a member of the Centre;
- b. by resignation as described in this Constitution; or
- c. by termination as described in this Constitution.

15.2 **Resignation of Membership by Clubs:** No Club shall resign as a Member of the Centre without giving the Centre Board and Bowls NZ at least ninety (90) Days written notice of its intention to do so. No resignation shall release the Club from any monetary or other obligation to the Centre incurred during its membership. Upon such resignation, the Centre shall amend its Register of Members accordingly.

15.3 **Resignation of Membership by Individuals:** A person who is a member of a Club may resign their membership of that Club in accordance with the constitution of that Club, and thus no longer be a member of the Centre by virtue of their membership of that Club. Upon receipt of such notice of resignation, the Club shall inform the Centre Management, and in turn, the Centre shall inform Bowls NZ, of such resignation. The Centre Management shall then amend the Centre's Register of Members accordingly. Any other person who is a member of the Centre may resign their membership of the Centre by giving not less than seven (7) Days' notice in writing to the Centre Management. On expiry of the notice period, and provided the person has paid all arrears of any fees owing to the Centre, that person shall cease to be a Member. The Centre Management shall then amend the Centre's Register of Members accordingly.

15.4 **Suspension and Termination of Membership:** For the purposes of this Rule 15 (Resignation, Suspension and Termination of Membership), the term "suspension" means the action of suspending a Member from membership of their Club and/or the Centre for a defined period of time, unless the terms of the suspension specify otherwise. The terms "expulsion" and "termination" mean the action of expelling the Member and terminating their membership of their Club and/or the Centre indefinitely, unless the terms of the expulsion or termination specify otherwise.

15.5 **Suspension/Termination by Bowls NZ:** A Club may have its membership of Bowls NZ, and therefore the Centre, suspended or terminated by Bowls NZ if:

- a. the Bowls NZ Judicial Committee recommends such action under the Bowls NZ Constitution and the Bowls NZ Board resolves to adopt such recommendation; or
- b. the Bowls NZ Board, or any sub-committee of the Bowls NZ Board, after reasonable enquiry, considers that the Club did not or is unable to comply with a reasonable Bowls NZ Board decision, the Bowls NZ Constitution, the Bowls NZ Regulations or any policies or reasonable directions of the Bowls NZ Board; or
- c. the Bowls NZ Board, after reasonable enquiry concludes that the Club has ceased to exist

or has suspended operations or ceased to function as a Club.

- 15.6 **Process:** Before any decision under Rule 15.5 (Suspension/Termination by Bowls NZ) is made, the Club and the Centre shall:
- a. be given seven (7) Days written notice by the Bowls NZ Board of the intended resolution; and
 - b. have the right to be present, make submissions and be heard at the Bowls NZ Board meeting in which the resolution is to be determined.
- 15.7 **Suspension/Termination by Centre:** A Member that is a Club, a Centre Representative, an Honorary Life Member, an Officer or Appointed Personnel of the Centre, may have its or their membership of the Centre, suspended or terminated by the Centre if:
- a. in the case of a Club, under Rule 12.5 (Default), it defaults in the payment of any fees to the Centre;
 - b. the Centre Judicial Committee recommends such action under this Constitution and the Centre Board resolves to adopt such recommendation or;
 - c. the Centre Board, or any sub-committee of the Centre Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Centre Board decision. This Constitution, the Centre Regulations or any policies or reasonable directions of the Centre Board.
- 15.8 **Process:** Before any decision under Rule 15.7b or 15.7c is made the Member shall:
- a. be given seven (7) Days written notice by the Centre Board of the intended resolution, and
 - b. have the right to be present, make submissions and be heard at the Centre Board meeting in which the resolution is to be determined.
- 15.9 **Suspension/Termination of an Individual Member by a Club:** A person who is a member of a Club may have his/her membership of that Club suspended or terminated by the Club in accordance with the constitution of the Club. If this occurs, the person's membership of the Centre and Bowls NZ shall also be suspended or terminated.
- 15.10 **Suspension/Termination of an Individual Member by the Centre:** An Individual Member of the Centre may have his/her membership of the Centre (and therefore also of Bowls NZ) suspended or terminated in accordance with Rule 23 (Discipline).
- 15.11 **Notification of Decision:** Upon the decision by the Club or the Centre to suspend, expel or terminate a Member, the Club or Centre (as the case may be) shall within seven (7) Days of the decision inform the Centre or Bowls NZ (as the case may be) of the decision. If the decision to suspend, expel or terminate membership is made by the Centre under Rule 15.7 (Suspension/Termination by Centre), the Centre shall within seven (7) Days of the decision inform all Clubs and Bowls NZ, of such decision. The Centre shall then amend the Register of Members accordingly.
- 15.12 **Appeal of Centre Decision:** Any Member whose membership is suspended or terminated under Rule 15.7 (Suspension/Termination by Centre) may appeal the decision to an SGM called for that purpose. The appeal shall be allowed if a Special Resolution is passed at the SGM in favour of such appeal. Where a Member appeals a decision of the Centre Board under this Rule, then that decision shall be final, and Rule 24 (Appeals) shall not apply.
- 15.13 **Appeal of Club Decision:** Any person whose membership is suspended or terminated under Rule 15.9 (Suspension/Termination of an Individual Member by a Club) may appeal the decision in accordance with the constitution of the Club, which may permit an appeal to the Centre. If a Club decision is appealed to the Centre, there is no further right of appeal to Bowls NZ.

- 15.14 **Effect of Suspension:** Where a person who is a Member of a Club has their membership of the Centre suspended, their membership of their Club and Bowls NZ shall also be suspended, unless the terms of the suspension specify otherwise. The effect of such suspension shall, for the duration of the suspension period, be the same as the consequences of termination of membership specified in Rule 15.15, unless the terms of the suspension specify otherwise.
- 15.15 **Consequences of Termination of Membership:** Where any Member ceases to be a Member of the Centre, they shall forfeit all rights in and claims upon the Centre and its property (including Intellectual Property), and shall not use any Centre property (including Intellectual Property). In particular, unless the terms of the termination specify otherwise, the Member (and if a Club, the members of that Club) shall:
- a. not be entitled to any of the rights or privileges of membership set out in this Constitution, the Centre Regulations or the constitutions and regulations of the applicable Club and Bowls NZ, including the right to nominate, elect or appoint officers, or the right to vote;
 - b. not be entitled to participate, practice or play the Game of Bowls in any capacity in any competition, tournament. event or activity of any Club, Centre or Bowls NZ;
 - c. not be entitled to have access to any function, activity, facilities, services or premises of any Club. Centre or Bowls NZ; and
 - d. not be entitled to apply for, or be granted, membership, or to compete or play in a Game of Bowls with or for any other Club or Centre, and if such membership or playing rights are granted such membership and/or rights shall be invalid and in breach of this Constitution, indefinitely unless membership is reinstated under Rule 15.16 (Reinstatement by Centre) or 15.17 (Reinstatement by Club).
- 15.16 **Reinstatement by Centre:** Membership, which has been suspended, expelled or terminated by the Centre (including the Centre Board) under this Constitution, may be reinstated at the discretion of the Delegates at a subsequent General Meeting. If a Member is reinstated under this Rule the Centre shall notify all Clubs and Bowls NZ of such reinstatement within seven (7) Days of the decision being made to reinstate the Member, to enable Bowls NZ to amend the Register of Members accordingly.
- 15.17 **Reinstatement by Club:** Membership, which has been suspended, expelled or terminated by a Club, may be reinstated, if there is provision to do so, in accordance with the constitution of the relevant Club. If a member of a Club has their membership of the Club reinstated by the Club, the Club must notify the Centre and Bowls NZ of such reinstatement within seven (7) Days of the decision to do so, to enable the Centre and Bowls NZ to amend their respective registers of members accordingly.

PART III - GOVERNANCE

16. President

- 16.1 **President:** The President of the Centre shall be elected at each AGM, or any SGM called for that purpose, in accordance with this Constitution.
- 16.2 **Procedure:** The procedure for nomination and voting for the position of President shall be as follows:
- a. the Centre Management shall, not later than 15 April in each year (or by such other date as determined by the Centre Board if an SGM is called to elect a President), write to each Club and invite nominations for the position of President. The invitation must include the date for closing of nominations;
 - i. Clubs may put forward nominations for the position of President, and such nominations shall:

- ii. be in writing;
 - iii. be signed by the Club President and Club Secretary of the nominating Club;
 - iv. contain the consent of the nominee; and
 - v. contain the nominee's full postal address and such other information as the Centre Board may request in respect of each nomination;
- b. if more than one valid nomination for the office of President is received, the Centre Management shall advise all Delegates and Clubs of the names and addresses of the nominees, the names of the Clubs which submitted the nominations and such other information as the Centre Board from time to time deems appropriate; and
 - c. if no valid nominations for the position of President are received by the Centre Management in accordance with this Rule, then nominations may be made orally at the AGM (provided the approval of the nominee has been obtained);
 - d. if there is only one nominee the Chairperson of the meeting shall declare the nominee elected;
 - e. if there is more than one nominee:
 - i. a ballot shall be taken amongst the Delegates present;
 - ii. all Delegates are eligible to vote;
 - iii. where there is an equality of votes between candidates then a second ballot shall be held, and in the event of an equality of votes after the second ballot then the outcome shall be determined by lot; and
 - iv. in any ballot the candidate who receives at least fifty-one percent (51%) of the eligible votes shall be deemed to be duly elected.

16.3 **Term of Office:** Subject to this Constitution, the term of office of the President shall be from the conclusion of the General Meeting at which they are elected to the close of the following AGM. The President shall be eligible for re-election.

17. Patron

17.1 **Patron:** On the recommendation of the Centre Board, the Centre may, by decision of the majority of Delegates at a General Meeting, invite a person to be Patron of the Centre. Such invitation, if accepted, shall be for such term as the Delegates at the General Meeting determine.

18. Centre Board

18.1 **Composition of the Centre Board:** The Centre Board shall comprise the President, and five (5) other members who shall assume office in accordance with this Constitution.

18.2 **Selection Panel:** There shall be a Selection Panel established whose function shall be to consider, and recommend to the Delegates, candidates for appointment to the Centre Board. The Selection Panel shall consist of three (3) persons comprising:

- a. one (1) person who shall be elected or appointed by the Delegates at a General Meeting;
- b. the President for the time being of the Centre (or her/his nominee); and
- c. one (1) person who shall be appointed by the Centre Board.

18.3 **Process:** In establishing the Selection Panel:

- a. the Selection Panel shall be established by the Centre Board no later than 1 April in each year;
- b. no person nominated for a position as a Delegate or the Centre Board shall in the same year be eligible to be a member of the Selection Panel; and
- c. the Delegates may also appoint a deputy, from time to time, who shall stand in for its appointee under this Rule should the appointee for any reason not be available.

- 18.4 **Applications for the Centre Board:** Applications for the Centre Board shall be made as follows:
- a. the Centre Management shall, not later than 15 April in each year, call for applications for the required number of Centre Board Members. Applications by candidates seeking appointment as a Centre Board Member shall be made in writing and received by the Centre Management no later than 15 May. The Centre Management shall then forward all applications together with a copy of any curriculum vitae supplied by a candidate to the Selection Panel;
 - b. the Selection Panel shall recommend to the AGM the best candidate for the available positions on the Centre Board having regard to the factors specified in Rule 18.5. In making its recommendation(s) the Selection Panel shall supply a synopsis summarising the attributes it considers each recommended candidate has for the position. The number of candidates to be recommended shall be the total of the number of Centre Board Members retiring (by rotation or otherwise) or a lesser number if there are insufficient suitable candidates. In the event of there being insufficient applications, the Selection Panel may on its own initiative recommend a person (or persons) who it considers meets the required criteria. The Selection Panel's recommendations shall be conveyed to the Centre Management in time to enable the Centre Management to give the notice required under Rule 18.4c; and
 - c. not later than thirty (30) Days prior to the date of the AGM, the Centre Management shall advise all Clubs and Delegates of the names of the candidates recommended and make available the candidate synopses.
- 18.5 **Relevant Factors:** In considering its recommendation(s) for the Centre Board, the Selection Panel shall take into account the following factors about the applicant and the Board as a whole:
- a. their prior experience as a director, trustee, or experience in any other governance role;
 - b. their knowledge of, and experience in, the Game of Bowls generally, at international, national, and/or local level;
 - c. their occupational skills, abilities, and experience;
 - d. their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - e. the need for conflicts of interest on the Board to be minimised;
 - f. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;
 - g. the need for gender balance on the Board; and
 - h. the need for the Board as a whole to have sufficient knowledge of or experience in the Game of Bowls.
- 18.6 **Election of Centre Board Members:** The election of Centre Board Members shall be conducted as follows:
- a. the Delegates at the AGM shall appoint as Centre Board Members those candidates recommended by the Selection Panel unless a candidate is disqualified from holding office as a Centre Board Member. A person shall be so disqualified if she/he is an undischarged bankrupt or a person who is prohibited from being a director or promoter of a company under the provisions of the Companies Act 1993; and
 - b. in the event that a recommended candidate is found to be disqualified from holding office as a Centre Board Member then the Selection Panel shall reconvene as soon as practicable after the AGM and shall, having regard to the criteria set out in Rule 18.4b, select a person who it considers meets the required criteria and the name of the person so selected shall be circulated by the Centre Management to all Delegates for endorsement. Upon receipt by the Centre Management of the endorsement of a majority of Delegates, the candidate shall thereupon be deemed to have been duly appointed as a Centre Board Member.

- 18.7 **Term of Office of Centre Board Members:** Every Centre Board Member elected at an AGM of a Centre shall assume office from the conclusion of that AGM. Subject to the provisions of this Rule, Centre Board appointments shall be for a period of two (2) years.
- 18.8 **Schedule of Rotation:** To ensure rotation on the Centre Board, there must be at least two (2) vacancies (whether by expiry of term of office, retirement or otherwise) on the Centre Board at every AGM. If there are insufficient vacancies to give effect to this requirement the Centre Board shall, prior to the AGM, determine by lot which of its number shall retire and notify the Delegates of this decision prior to the AGM.
- 18.9 **Chairperson of the Centre Board:** The Chairperson of the Centre Board shall be appointed or elected annually by the Centre Board from amongst its number immediately after the AGM, as follows:
- a. if there is only one (1) nomination for the position of Chairperson the person nominated shall be duly appointed;
 - b. if more than one (1) person is nominated for the position of Chairperson then an election shall be held by ballot;
 - c. where there is an equality of votes between candidates then a second ballot shall be held, and in the event of an equality of votes after the second ballot then the Chairperson shall be determined by lot; and
 - d. if necessary, the Centre Board may seek assistance from the Centre Management in conducting the ballot(s) and/or lot.
- 18.10 **Term of Office of the Chairperson:** The Chairperson shall hold office from the date of appointment until the conclusion of the next AGM.
- 18.11 **Vacancies:** The office of a Centre Board Member shall become vacant if the Centre Board Member:
- a. dies; or
 - b. becomes ineligible to continue to hold office by reason of suspension or termination of membership; or
 - c. becomes bankrupt; or
 - d. commits a criminal offence punishable by a term of imprisonment;
 - e. resigns in writing; or
 - f. is absent, unless leave of absence is granted by the Centre Board, from more than two (2) successive meetings.
- 18.12 If the position of President becomes vacant, the Centre Board shall appoint one of its members to the position for the balance of the President's term of office.
- 18.13 If the position of Chairperson becomes vacant then the Centre Board shall appoint one of its members to that position.
- 18.14 Whenever any casual vacancy occurs on the Centre Board for the reasons specified in Rule 18.11 (Vacancies), the Centre Board may appoint a person who it considers has the necessary skills and attributes to fill the vacant position or may leave the position vacant until the next AGM. If a person is appointed to fill a vacancy that person shall hold office until the next AGM.

19. Powers and Duties of the Centre Board

- 19.1 **Overall Power:** The Centre Board shall be the policy-making body of the Centre and shall be responsible for managing the business and affairs of the Centre. The Centre Board shall, through clearly-defined delegations of authority, delegate to the Centre Management and, where appropriate, through the Centre Management to Centre staff, the day-to-day management of the business and affairs of the Centre.

- 19.2 **Powers and Duties:** Subject to Rule 19.3, the Board shall have the following general powers and duties:
- a. to develop and implement strategies, policies and procedures for the administration, promotion and development of the Game of Bowls in the Centre District;
 - b. to develop and implement prudent policies to protect and enhance the Centre's finances and property which shall include a restriction on investing in entities or interests other than major recognised trading banks;
 - c. to employ or engage the Centre Management, determine the terms and conditions of employment/engagement, and, if necessary, terminate such employment/ engagement;
 - d. to establish such committees and groups as it considers appropriate to assist it to carry out its responsibilities;
 - e. to establish such corporate and other entities to carry on and conduct any part of the affairs of the Centre;
 - f. to co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Centre Board;
 - g. to delegate such powers as it considers appropriate to employees, committees or other groups appointed by it;
 - h. to enforce the Laws of the Sport;
 - i. to determine the yearly calendar for Centre tournaments, events and competitions in the Centre District;
 - j. to employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for Centre representative bowls teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
 - k. to appoint such persons as it considers appropriate to committees, positions and roles within the Centre, (except as otherwise specified in this Constitution or the Centre Regulations), to determine the terms and conditions of such appointment and, if necessary, to terminate such appointments;
 - l. to approve Centre representative Bowls Teams, Bowls Sides, and squads;
 - m. subject to this Constitution, to fill vacancies of the Centre Board, any committees and other groups which are established by it;
 - n. to determine the conditions and rules of Centre tournaments, events and competitions, held by or under its auspices;
 - o. to appoint and administer the Centre Judicial Committee;
 - p. to participate in Regional Centre forums in accordance with the Constitution and Regulations of the Regional Centre;
 - q. to discipline Members as specified in this Constitution;
 - r. to develop Centre programmes for playing, coaching, umpiring and officiating the Game of Bowls and implement them as agreed by Bowls NZ together with national programmes in the Centre District;
 - s. to report to the Clubs and Bowls NZ after each meeting of the Centre Board with minutes which include a summary of the key decisions of the Centre Board, particularly in relation to financial matters;
 - t. to resolve and determine any disputes or matters not provided for in this Constitution; and
 - u. to do all other acts and things which are within the powers and objects of the Centre and which the Centre Board considers appropriate.
- 19.3 **Major Transactions:** The Centre Board shall not undertake a Major Transaction without the approval of the Members by Special Resolution at a General Meeting.

20. Meetings of the Centre Board

- 20.1 **Number of Meetings:** The Centre Board shall meet a minimum of six (6) times in each year at the most convenient time and place, including immediately prior to each AGM or SGM of the Centre. Other business requiring the immediate consideration of the Centre Board may be conducted by written correspondence or conference calls.
- 20.2 **Convening of Meetings:** Notwithstanding Rule 20.1 (Number of Meetings), a meeting of the Centre Board shall be held at such venue and time as decided by the Chairperson, or if requisitioned for the consideration of urgent business by not less than two (2) Centre Board Members. Such requisition shall be in writing addressed to the Centre Management and shall state full details of the urgent business to be discussed.
- 20.3 **Notice of Meetings:** Unless for some good reason the circumstances do not permit, the Centre Management shall provide to each Centre Board Member not less than fourteen (14) Days' written notice of any Centre Board meeting convened under Rule 20.1 (Number of Meetings) and not less than seven (7) Days' written notice of any Centre Board meeting convened under Rule 20.2 (Convening of Meetings).
- 20.4 **Voting:** Subject to Rule 20.5, each Centre Board Member present at any Centre Board meeting shall be entitled to exercise one (1) vote whenever voting is required, including for the purposes of written correspondence under Rule 20.1. The Chairperson shall have a deliberative vote, and in the event of an equality of votes the Chairperson shall also have a casting vote.
- 20.5 **Disclosure of Interests:** Any Member, including any Centre Board member, who may be interested or concerned directly or indirectly in any matter before the Centre Board shall disclose the nature and extent of their interest to the Centre Board and shall take no part whatsoever in the matter before the Centre Board where they hold such interest.
- 20.6 **Minutes:** The Centre Management shall ensure the proceedings of each Centre Board meeting are properly recorded as soon as possible after the conclusion of each meeting. A copy of such minutes shall then be forwarded to each Centre Board Member and to each of the Delegates, Honorary Life Members and the Clubs. The original of each set of minutes shall be permanently affixed in the minute book and confirmed at the next meeting of the Centre Board.
- 20.7 **Quorum:** The quorum for meetings of the Centre Board shall be four (4) Centre Board Members. No business shall be transacted at any Centre Board meeting unless a quorum shall be present (but the abstention of a member from voting under Rule 20.5 shall not affect the quorum), except that those present may fix a date and venue for the reconvening of the meeting. Notice of such date and venue of any reconvened meeting shall be given forthwith to each Centre Board Member.
- 20.8 **Attendance:** Any Centre Board Member who fails to attend two (2) consecutive meetings of the Centre Board without leave of absence shall forfeit her/his seat on the Centre Board and Rule 18.11 (Vacancies) shall apply.
- 20.9 **Expenses:** Subject to Rule 27 (Application of Income), the reasonable expenses of all Centre Board Members attending meetings of the Centre Board shall be paid by the Centre.
- 20.10 **Conference Calls:** A meeting of the Centre Board may be held by the contemporaneous linking together by telephone or other means of communication of the Centre Board Members and in such event the procedural requirements of this Rule 20 shall apply with any necessary modification.

21. Centre Management

- 21.1 **Appointment:** The Centre Board shall appoint a person or body (not being a Delegate) to manage the business of the Centre at such remuneration, with such duties, and on such conditions as it shall

determine. Such person or body shall hold office as the Centre Management for the term of that person or body's appointment by the Centre Board. The Centre Management's representative shall be entitled with the permission of the Chairperson to address and advise the Delegates and the Centre Board on any matter under consideration.

21.2 **Administration:** The Centre Management's Representative shall attend all General Meetings and meetings of the Centre Board (subject to any decision to the contrary by any meeting of either body), but shall have no right to vote.

21.3 **Correspondence:** All correspondence to the Centre must be addressed to and come through the office of the Centre Management in order to receive due and proper consideration.

PART IV - GENERAL MEETINGS

22. General Meetings

22.1 **AGM:** An Annual General Meeting ("AGM") of Centre shall be held not later than 30 June in each year. The Centre Management shall give formal written notice including an agenda to the President, all Centre Board Members, all Delegates, and all Clubs (who shall in turn notify their Members) confirming the venue, date and time of such meeting, as determined by the Centre Board, not later than thirty (30) Days prior to the proposed date for the meeting.

22.2 **AGM Business:** The business to be transacted at every AGM shall include:

- a. confirmation of the minutes of the previous year's AGM and any SGM held since the last AGM;
- b. receiving the Centre Board's report for the financial year ending 30 April together with the Statement of Income and Expenditure and audited Statement of Accounts for the Centre for the financial year;
- c. receiving the Auditor's or Financial Reviewer's report on the accounts of the Centre for the preceding financial year;
- d. the election of a President;
- e. the election of Centre Board members;
- f. fixing the Membership Fee(s) and/or any Special-Purpose Fee(s) payable by Clubs to Centre, having regard to the recommendation of the Centre Board and budget presented to support the same;
- g. the appointment of an Auditor or a Financial Reviewer for the next financial year;
- h. the appointment of a person to the Selection Panel, and a deputy (if desired);
- i. the appointment of a Patron (if desired);
- j. considering and dealing with notices of motion from Clubs and Delegates of which due and proper notice has been given; and
- k. transacting such other business as the General Meeting deems appropriate.

22.3 **Notices of Motion:** Any notice of motion, including any motion to alter, add or repeal the Constitution, from the Centre Board or from a Club must be received by the Centre Management by 30 April prior to an AGM in order to be considered at that meeting. Every notice of motion from a Club must be signed by the Club President or the Club Secretary.

22.4 **Urgent Matters:** Any matter of an urgent or extraordinary nature which normally would be required to be the subject of a notice of motion may, if prior written notice has been given to the Centre Management and the Chairperson, be brought before such meeting and determined by it but only if the majority of the votes available to those Delegates present and voting at the meeting are in favour of the matter not being circulated to the Clubs for prior consideration

- 22.5 **Special General Meeting:** The Centre Management shall convene a Special General Meeting ("SGM") of the Centre:
- a. when directed to do so by the Centre Board; or
 - b. on requisition in writing signed by not less than three (3) Clubs which shall provide full details of the business to be dealt with at the meeting, by giving the requisite notice required under Rule 22.6 (Notice of SGM).
- 22.6 **Notice of SGM:** An SGM, if called for or requisitioned pursuant to Rule 22.5 (SGM), shall be convened by the Centre Management giving at least fourteen (14) Days' notice to the President, Chairperson, Delegates and member Clubs of the date and venue of such meeting (except where in the view of the President such notice period is not practicable). Such notice shall clearly state the reasons why the SGM is being convened and provide as full details as possible of the nature of the business to be transacted at the meeting. Only the business mentioned in the notice of requisition may be dealt with at such SGM.
- 22.7 **Meetings Using Technology:** In any case where the Centre Board deems it appropriate, an SGM may be held by the contemporaneous linking together of Delegates by telephone or other such means of communication and in so far as the circumstances so permit the procedural requirements in this Constitution relating to General Meetings shall apply with any necessary modification.
- 22.8 **Chairperson:** The Chairperson of any General Meeting shall be the Chairperson of the Centre Board. In the event of the Chairperson of the Centre Board being unavailable, the meeting shall appoint a person from amongst its number to chair the meeting.
- 22.9 **Delegates:** Each Club may elect or appoint a Delegate to represent it at General Meetings of the Centre as specified below:
- a. each Club shall be entitled to one (1) Delegate;
 - b. each Delegate must be a current financial Member of the Club;
 - c. if a Delegate is unable to attend a General Meeting due to sickness or other good reasons then the Club may nominate a substitute delegate to attend that meeting and any adjournment thereof and advise the Centre Management accordingly;
 - d. a Delegate shall commence their term of office as a Delegate at the commencement of the AGM of the Centre following their election/appointment and shall hold office as a Delegate until her/his successor assumes office;
 - e. in the case of any casual vacancy in the office of a Delegate, the Club may appoint a replacement Member of the Club to fill the vacancy in accordance with the constitution of the Club;
 - f. the President, Centre Board Members and the Centre Management cannot act as Delegates at a General Meeting;
 - g. no individual shall act as a Delegate for more than one (1) Club at the same General Meeting; and
 - h. each Delegate shall represent and vote on behalf of their Club in accordance with Rule 22.11 (Voting).
- 22.10 **Observers:** In addition to the Delegates, all Members except Honorary Life Members are entitled to attend General Meetings as observers. All Members (except Honorary Life Members) who attend shall not be entitled to speak or vote. Honorary Life Members are entitled to attend and speak at General Meetings, but shall have no right to vote (unless the Honorary Life Member is a Delegate in which case she/he has the rights as a Delegate). The Chairman may call upon Board Members or other relevant parties to explain matters relating to the Boards performance or matters proposed by the Centre Board which are under consideration at the meeting.
- 22.11 **Voting:** At General Meetings:
- a. each Club represented at a General Meeting by its Delegate shall be entitled to one vote for every forty (40) of its Members (or part thereof) as at 31 December last preceding the General Meeting,

- up to a maximum of three (3) votes;
- b. the Centre Management shall declare the voting entitlement for each Club at a General Meeting, based on the most up to date records held at the office of Centre as to number of Individual Members;
- c. voting shall be by Ordinary Resolution unless this Constitution expressly requires a Special Resolution (such as in Rule 9.2 (Honorary Life Members – Process), Rule 15.12 (Appeal of Centre Decision), Rule 19.3 (Major Transactions) Rule 31 (Alterations to Constitution) and Rule 32 (Winding Up, Dissolution and Liquidation) which shall be by Special Resolution;
- d. Voting on any proposal shall be by show of hands and the issue shall be carried or rejected by a simple majority of members present. A ballot shall be taken where the chairperson considers a ballot appropriate or if any delegates demand a ballot;
- e. in the event of a tied vote, the Chairperson shall have a casting vote. In exercising a casting vote the Chairperson shall have due regard to, but shall not be bound by, the status quo;
- f. no names of Delegates shall be recorded as voting either for or against a motion, unless specifically requested by any Delegate, and then in the case of that Delegate only;
- g. where a show of hands or ballot is taken, the total votes for and against the motion or amendment shall be recorded;
- h. a Delegate may vote in person or through a substitute Delegate appointed pursuant to Rule 22.9c (Delegates); and
- i. proxy voting is not permitted.

22.12 Meeting Procedure: At General Meetings:

- a. the quorum for a General Meeting shall be one greater than half of the number of Delegates entitled to vote, provided that should such number not be a whole number the quorum shall be the next whole number;
- b. no business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and venue to be fixed by the Chairperson on adjourning the meeting. If a quorum is not present within half an hour after the appointed commencement time of the reconvened meeting, the Delegates present at the reconvened meeting shall constitute a quorum; and
- c. on all questions of order the decision of the Chairperson shall be final unless dissented from by Ordinary Resolution.

22.13 Minutes: The Centre Management shall ensure the proceedings of all General Meetings are recorded and incorporated in a minute book. As soon as possible after the conclusion of each meeting the Centre Management shall forward a copy of the minutes to the President, Chairperson, all Centre Board Members, all Delegates, all Clubs and Bowls NZ.

PART V–DISCIPLINE FOR MISCONDUCT AND DISPUTES

23. Discipline

- 23.1 **Jurisdiction of the Centre Board:** Subject to Rule 23.3 (Jurisdiction of the Bowls NZ Judicial Committee) and in accordance with the Centre Regulations, the Centre Board has jurisdiction to hear and determine Disputes and Misconduct at Centre Level. For the purposes of this Rule the Centre Board includes a judicial committee established by the Centre Board in accordance with Rule 19.2d (Powers and Duties).
- 23.2 **Composition of Centre Judicial Committee:** If the Centre Board establishes a judicial committee to assist it to hear and determine Disputes and Misconduct at a Centre Level in accordance with Rule 23.1 (Jurisdiction of the Centre Board), such Centre Judicial Committee shall comprise not less than

three persons appointed by the Centre Board. Each member of the Centre Judicial Committee shall not be an employee of the Centre or a person who has an interest in the matter before the Centre Judicial Committee. At least one of the members must have legal experience, and the others should, if possible have one or more of the following competencies:

- a. a person with significant experience in disciplinary tribunals, preferably in relation to bowls; and/or
- b. a person with extensive knowledge of the Game of Bowls.

The Centre Board shall appoint one of the members of the Centre Judicial Committee to act as the chairperson of the Centre Judicial Committee. The quorum for all meetings of the Centre Judicial Committee shall be three persons.

23.3 **Jurisdiction of the Bowls NZ Judicial Committee:** In accordance with the Bowls NZ Constitution and/or the Bowls NZ Regulations, the Bowls NZ Judicial Committee has jurisdiction to hear and determine:

- a. Disputes and Misconduct at National Events, unless already heard in accordance with any applicable event rules;
- b. Disputes and Misconduct at International Level, unless already heard in accordance with applicable event rules;
- c. Other Disputes and Misconduct involving Bowls NZ Members:
 - i. that are not within the jurisdiction of a Club, Centre, the Bowls NZ Board and/or Regional Judicial Committee; or
 - ii. where the parties agree in writing; and
- d. any jurisdictional issues regarding Disputes and Misconduct.

23.4 **Application of Rule 23:** The Centre Board has no jurisdiction to hear and determine any Dispute(s) and/or Misconduct heard and/or determined by a Club.

23.5 **Procedure:** The relevant body in this Rule 23 (Discipline) shall take such action as it considers appropriate provided it acts in accordance with the principles of natural justice and any appropriate regulations.

23.6 **Delegation of the Centre Judicial Committee:** The Centre has the right to refer Disciplinary hearings 23.1 for consideration by Auckland Bowls Inc.'s Judicial Committee where their experience and expertise would provide better consideration of a judiciary matter.

24. Appeals

24.1 **Appeal Process:** The process for appeals of decisions involving Misconduct or a Dispute shall be as follows:

- a. **Appeal to a Regional Judicial Committee:** Where there is a Dispute or Misconduct at Centre Level which is determined by the Centre Board (or committee on its behalf), any party affected by that decision may only appeal such decision to the Bowls NZ Judicial Committee in accordance with the Bowls NZ Regulations.
- b. **Appeal to Sports Tribunal:** Where there is a Dispute or Misconduct which is determined by the Bowls NZ Judicial Committee under Rules 23.3 (Jurisdiction of the Bowls NZ Judicial Committee) (a) and (b), any party affected by that decision may only appeal such decision to the Sports Tribunal provided such an appeal is permitted by the Rules of the particular event.
- c. **No Appeal Right:** There shall be no right of appeal from a decision of the Bowls NZ Judicial Committee under Rules 23.3 (Jurisdiction of the Bowls NZ Judicial Committee) (c) and (d).

24.2 **Procedure:** In determining any appeal, the Centre Judicial Committee shall follow the procedures set out in the Centre Regulations.

24.3 **Stay of Execution:** Pending the determination of an appeal before it, the Centre Judicial Committee may grant a stay of execution of the decision which is being appealed.

25. Laws of the Sport

25.1 All matches shall be played in accordance with the Laws of the Sport and the Bowls NZ Regulations. The Centre and its Members shall, as a condition of the continuance of membership of Bowls NZ conform to and be bound by the Constitution of Bowls NZ at all times and in all respects.

PART VI - FINANCIAL

26. Finances

26.1 **Financial Year:** The financial year of the Centre shall end on the date determined by the Centre Board.

26.2 **Centre Funds:** The Centre Board is responsible for the receipt and banking of all monies received by the Centre. All funds of the Centre shall be paid to bank account(s) in the name of the Centre and the bank account(s) must be operated in accordance with the policy determined by the Centre Board

26.3 **Accounting Records:** The Centre Board must ensure correct accounting records are kept. The accounting records of the Centre must be kept at the office of the Centre or at such other place as the Centre Board. The accounting records must be open to inspection by Members at such reasonable times agreed by the Centre Board.

26.4 **Annual Review:** An Auditor or Financial Reviewer who is independent of the Board shall be appointed. The role of the reviewer or auditor is to examine and report on the accounts of the Centre. The Auditor or Financial Reviewer shall at all reasonable times have access to the books and accounts of the Centre and shall be entitled to any information required to them or to any matter deemed necessary or desirable for audit purposes.

27. Application of Income

27.1 The income and property of the Centre shall be applied solely towards the promotion of the Objects of the Centre.

27.2 Except as provided in this Constitution:

- a. no portion of the income or property of the Centre shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or any Centre Board Member; and
- b. no remuneration or other benefit in money or money's worth shall be paid, or given, by the Centre to any Member or Centre Board Member.

27.3 Nothing in Rule 27.2 shall prevent payment in good faith of, or to, any Member or Centre Board Member for any of the following (provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction):

- a. any services actually rendered to the Centre, whether as an employee or otherwise;
- b. goods supplied to the Centre in the ordinary and usual course of operation;
- c. interest on money borrowed from any Member or any Centre Board Member;
- d. rent for premises demised or let by any Member or Centre Board Member to the Centre; or
- e. any out-of-pocket expenses incurred by a Member or Centre Board Member on behalf of the Centre for any other reason.

PART VII - ADMINISTRATION

28. Awards

- 28.1 The Delegates may, at the AGM, on the recommendation of the Centre Board award a service medal to any person whose long and outstanding or meritorious service to the Centre merits such recognition.

29. Centre Regulations

- 29.1 **Centre Board to Promulgate:** The Centre Board may promulgate Centre Regulations covering conditions of play for tournaments and competitions and any other matters the Centre Board in its discretion deems appropriate, provided they are not inconsistent with this Constitution or the Bowls NZ Constitution or Bowls NZ Regulations. When promulgated, such Centre Regulations shall be recorded in a Regulations Register maintained by the Centre Management and shall be circulated to Clubs.
- 29.2 **Application:** Centre Regulations shall be binding on all Members.
- 29.3 **Alterations:** Centre Regulations may be rescinded, amended or added to from time to time only by resolution of the Centre Board.

30. Uniform and Colours

- 30.1 The official uniform and official colours of the Centre shall be determined by the Centre Board and specified in the Centre Regulations.
- 30.2 No Club may use the official uniform or official colours of the Centre unless the agreement of the Centre Board is first obtained, or it is otherwise specified in the Centre Regulations.

31. Alterations to Constitution

- 31.1 **Process:** Subject to Rule 31.3 (Restriction), this Constitution may only be altered, added to, or repealed by a Special Resolution at a General Meeting in accordance with this Constitution.
- 31.2 **Timing:** Notice of an intention to alter this Constitution must be given by the Centre Board or any Member:
- a. by no later than 30 April for it to be considered an AGM; or
 - b. as part of the request to hold an SGM made in accordance with Rule 22.5 (Special General Meeting).
- 31.3 **Restriction:** 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 the Centre. This Rule must not be removed from this Constitution and must be included in any alteration, addition to, or revision of this Constitution.

32. Winding Up, Dissolution and Liquidation

- 32.1 The Centre may be voluntarily liquidated, wound up, or dissolved if a Special Resolution is passed at a General Meeting of the Centre to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than thirty (30) Days after the date on which the resolution was passed.
- 32.2 The Centre may also be put into liquidation in accordance with the Incorporated Societies Act 1908.
- 32.3 If upon the liquidation, winding up or dissolution of the Centre there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of the Centre but shall be given or transferred to some other body which is established substantially or primarily for the purpose of promoting the Game of Bowls. No part of the income or other funds of such body may be used or available to be used for the pecuniary profit of any individual

proprietor, Member or shareholder.

33. **Common Seal**

- 33.1 The Centre shall have a common seal which shall be kept in the custody of the Centre Management. The common seal shall be affixed to any document only by the authority of the Centre Board and in the presence of any two (2) of the President, Chairperson or the Centre Management, or any Centre Board Member so authorised by resolution of the Centre Board to that effect.

34. **Indemnity**

- 34.1 Each Delegate and each Centre Board Member shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of the Centre against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the Centre.
- 34.2 The Centre Board may take out any appropriate insurance cover in respect of the indemnity provision in this Rule at the expense of the Centre.

35. **Matters Not Provided For**

- 35.1 If any matter shall arise which in the opinion of the Centre Board is not provided for in this Constitution then the same may be determined by the Centre Board in such manner as it deems fit, and every such determination shall be binding upon Members unless and until set aside by Ordinary Resolution at a General Meeting.

36. **Interpretation**

- 36.1 In this Constitution, unless the context otherwise requires:

"**AGM**" means an Annual General Meeting of the Centre convened pursuant to Rule 22.1.

"**Amalgamated Club**" means a Club comprising both female Members and male Members.

"**Appointed Personnel**" means individuals who are appointed by the Centre Board, or the Club Executive Committee (as the case may be), to positions of responsibility (and who are not employees or Officers) and includes coaches, green keepers, selectors, umpires, and tournament directors.

"**Bowls NZ**" means Bowls New Zealand Incorporated.

"**Bowls NZ Board**" means the Board of Bowls NZ.

"**Bowls NZ Constitution**" means the constitution of Bowls NZ.

"**Bowls NZ Judicial Committee**" means the Bowls NZ committee established in accordance with the Bowls NZ Regulations, or in the absence of such Bowls NZ Regulations, as determined by the Bowls NZ Board.

"**Bowls NZ Regulations**" means the regulations of Bowls NZ made in accordance with the Bowls NZ Constitution.

"**Bowls Side**" means a Bowls Team including singles players plus a coach, manager and/or other Official.

"**Bowls Team**" means a pair, four, or triple of bowls players.

"**Casual Member**" means a person who participates in any bowling event or competition held by or at a Club (or Clubs), the Centre, or Bowls NZ in accordance with Rule 8.2c and becomes a Member for the period of that event or competition and/or while present at the bowling venue. The rights and privileges of membership as a Casual Member shall be specified in the constitution, regulations and/or rules of the Club, Centre or Bowls NZ (whichever is holding the event or competition) and/or as set out in the written agreement with the Casual Member to participate in the event or competition. Such

rule/agreement must comply with the Bowls NZ Regulations.

"**Centre**" and "**the Centre**" means Bowls Counties Manukau 2010 Incorporated.

"**Centre Board**" means the management committee, board, or other committee however described of the Centre that is responsible for the governance of the Centre.

"**Centre Board Member**" means a person appointed to the Centre Board pursuant to Rule 18.1.

"**Centre District**" means the geographical area from Homai in the north, to Te Kauwhata in the south, and from Waipipi in the west, to Clevedon in the east.

"**Centre District Register**" means the register maintained by the Centre pursuant to Rule 10.1 recording the details of its boundaries and Clubs within the Centre District.

"**Centre Judicial Committee**" means the Centre's judicial committee constituted under Rule 23.

"**Centre Level**" means during or in connection with, a Game(s) of Bowls held by the Centre which is not part of a National Event, or which involves Members whether or not connected to a Game(s) of Bowls, other than at a National Event or at Club Level or International Level.

"**Club Level**" means during, or in connection with, a Games(s) of bowls held by a Club which is not part of a National Event, or which involves Members whether or not connected to a Game(s) of Bowls, other than a National Event or at Centre Level or International Level.

"**Centre Management**" means the person appointed by the Centre Board to carry out the directions of the Centre Board as an employee or volunteer of the Centre, including the general manager, chief executive officer, executive director or any other equivalent position.

"**Centre Regulations**" means the regulations promulgated by the Centre Board from time to time pursuant to Rule 31.

"**Centre Representative**" means a player or other member of a Bowls Team or Bowls Side that has been selected by the Centre to play Bowls in an event or competition as a representative of the Centre District, and also includes an Official selected by the Centre to represent the Centre District.

"**Club**" means a women's bowling club or a men's bowling club or an Amalgamated Club that is a Member of the Centre situated in the Centre District and by virtue of such membership, is also a Member of Bowls NZ. For the purposes of this Constitution a Club also includes any section or division of a club, whether or not incorporated (provided that Rule 9.2.1(b) of the Bowls NZ Constitution has been complied with), (such as a Cosmopolitan or Charter Club) which section or division promotes and holds bowls competitions, even where such club or group is not a member of Bowls NZ.

"**Club Executive Committee**" means the management committee, board, or other committee however described of a Club that is responsible for the governance and management of that Club.

"**Club Secretary**" means the secretary or equivalent officer of a Club.

"**Constitution**" when used in relation to the Centre means this Constitution together with any amendments thereto.

"**Controlling Body**" has the same meaning as in Law 1.1 of the Laws of the Sport.

"**Day**" means any day of the week (including Saturday, Sunday, and public holidays). Where an action is required to be done within a specified time (such as thirty (30) Days) this means 'clear days', so it should be calculated by excluding the date of notice (or other relevant action) and the date of the meeting (or other activity).

"**Delegate**" means a person appointed or elected by a Club to represent it at General Meetings of the Centre.

"**Dispute**" means a situation where a Member has a grievance or difference about the meaning or effect of any rule, provision, decision, policy, practice, right, privilege or direction determined by another Member. A Dispute shall **not** include any grievance or difference about the meaning or effect of any rule of the Bowls NZ Anti-Doping Regulations, any decision of the Bowls NZ Board, or a matter which involves an allegation of Misconduct.

"Game of Bowls" means the game played on outdoor or indoor flat greens and defined in more detail by the Laws of the Sport.

"General Meeting" means either an AGM or an SGM of the Centre convened in accordance with Rule 22.

"Honorary Life Member" means a person who has been granted honorary life membership of the Centre pursuant to Rule 9.1.

"Individual Member" means a person who is a member of the Centre, and/or a Club pursuant to Rule 8, and includes Playing Members, Non-Playing Members, and Casual Members.

"Intellectual Property" means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to the Centre or any event, or any competition or bowls activity or programme of or conducted, promoted or administered by the Centre provided that such property is not the intellectual property of Bowls NZ as defined in the Bowls NZ Constitution.

"International Level" means during, or in connection with, a Game(s) of Bowls held between New Zealand and another country or a region situated outside of New Zealand, or which involves individuals who are Appointed Personnel appointed by the Bowls NZ Board, Officers, appointed or elected in accordance with the Bowls NZ Constitution, and/or National Representatives, whether or not connected to a Game(s) of Bowls.

"Laws of the Sport" means the laws for playing the Game of Bowls determined and issued by World Bowls Limited including any domestic regulations issued by Bowls NZ from time to time.

"Limited Playing Member" means a person who wishes to play bowls at their club only. The rights and privileges of membership as a Limited Playing Member shall be specified in the constitution, regulations and/or rules of the club, but cannot extend beyond specific tournaments and events. A Limited Playing Member can only play in bowls events within the boundary of the physical club and may not participate in club championships, centre or national events or at any event at another club.

"Major Transaction" is any of the following:

- a. the acquisition of an asset, the value of which is greater than \$20,000; and/or
- b. the disposition of an asset, the value of which is greater than \$20,000; and/or
- c. a transaction that has, or is likely to have, the effect of the Centre incurring obligations or liabilities which exceed the value of the assets of the Centre.

"Member" means a Club, Individual Member, or an Honorary Life Member as specified in Rule 6.1.

"Membership Fee" means a fee payable by the Centre to Bowls NZ as specified in Rule 12.

"Misconduct" means but shall not be restricted to, situations where a Member, an official or a representative of the Centre

- a. breaches any provision of the Laws of the Sport;
- b. deliberately loses or attempts to lose a Game of Bowls or plays unfairly;
- c. alters a bowl after it has been stamped by a registered bowls tester without submitting it for retesting and restamping;
- d. at any event, function or activity of the Centre or a Club, or whilst on the property of the Centre or a Club, uses any profane, indecent or improper language;
- e. at any time or place engages in offensive or insulting behaviour towards the Centre, a Club or any member of a Club, or any person acting for or on behalf of the Centre or a Club;
- f. breaches:
 - (i) any provision of this Constitution, or the Bowls NZ Constitution or the Constitution of a Club;
 - (ii) the Centre Regulations or the regulations, (other than the Bowls NZ Anti-Doping Regulation), by-laws or other rules (however described) of Bowls NZ or a Club;
 - (iii) any policies of the Centre, Bowls NZ or a Club;

- (iv) any reasonable direction of the Centre, Bowls NZ or a Club (or person authorized on their behalf);
- (v) any decision of a General Meeting, the Centre Board or any decision of any equivalent bodies of Bowls NZ or a Club;
- g. acts in a manner which brought, or could bring, the Centre, Bowls NZ, or any Club into disrepute;
- h. acts in a manner unbecoming of a Member, or a Club or which is prejudicial to the Objects and/or the objects of Bowls NZ and/or a Club;
- i. fails of refuses, for a period of one calendar month to pay any fine or monetary penalty imposed by the Centre, Bowls NZ and/or a Club or any authority under the jurisdiction of the Centre, Bowls NZ or a Club; and/or
- j. aids or abets any of the conduct specified in (a) to (i) above.

"National Event" means a bowls event held by, or under the auspices of, or administered by Bowls NZ (and held at a Centre or Club venue as determined by Bowls NZ). National Events may be held on an open, invitation, or limited entry basis. A National Event shall be deemed to start at the commencement of the official opening, manager's meeting or pre-event briefing immediately preceding the event (whichever is the earlier) and shall end at the conclusion of the official closing, prize giving or official Bowls NZ function for the event (whichever is the latter).

"Non-Playing Member" means a person who does not wish to play the Game of Bowls but wishes to enjoy an ongoing association with a Club including participating in social activities at a Club, and includes non-playing life members.

"Objects" means the objects specified in Rule 3.

"Officer" means an individual who is appointed or elected to a position of office as defined within this Constitution or the constitution of a Club. For example, a president, board member, secretary, member of a committee, (e.g. member of a Controlling Body) but who is not an Appointed Personnel.

"Official" means a person who is an Officer or Appointed Personnel.

"Ordinary Resolution" means a resolution passed by a majority of the votes properly cast by those present and entitled to vote at a General Meeting.

"Playing Member" means a person who wishes to enjoy the playing and non-playing rights and privileges of being a member of a Club, including life members and students.

"President" and Vice President means the President and Vice President of the Centre,

"Privacy Officer" means the person appointed by the Centre Board from time to time to carry out the representations set out in section 23 of the Privacy Act 2020 and any other functions delegated by the Centre Board.

"Regional Centre" means Auckland Bowls Incorporated, or such other replacement and/or additional bodies appointed by Bowls NZ to be Regional Centres in accordance with rule 8 of the Bowls NZ Constitution.

"Regional Judicial Committee" means the regional judicial committee in the Region established in accordance with the Bowls NZ Regulations, or in the absence of such Bowls NZ Regulations, as determined by the Bowls NZ Board.

"Regulations Register" means the Register held and maintained by the Centre Management in which is recorded the information referred to in Rule 29.1.

"Rules" means the rules of this Constitution.

"Selection Panel" means the panel constituted to appoint Centre Board Members pursuant to Rule 18.2.

"SGM" means a Special General Meeting of the Centre convened pursuant to Rule 22.5.

"Special Resolution" means a resolution passed by two-thirds of the votes properly cast by those present and entitled to vote.

"**Sub-Centre**" means a Sub-Centre defined and recognised by the Centre pursuant to Rule 6.2.

37. 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, the legislation.
- d. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time.
- e. a reference to persons includes bodies corporate;
- f. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- g. headings and the contents page are for reference only and are to be ignored in construing this Constitution; and
- h. if there is any inconsistency between any Rule in this Constitution and any rule in the Bowls NZ Constitution then, to the extent of that inconsistency, the Bowls NZ Constitution shall prevail unless the Bowls NZ Board determines otherwise.