

Bowls North Harbour Incorporated

Incorporated Society No 364396

Constitution

Adopted at an Annual General meeting
on 23 June 2019

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Bowls North Harbour Incorporated Constitution

PART I – OBJECTS & POWERS

1. Name

- 1.1 The name of the Centre shall be the “Bowls North Harbour Incorporated”, which is abbreviated in this Constitution as the “Centre”.

2. Interpretation

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

“**AGM**” means an Annual General Meeting of the Centre convened pursuant to Rule 23.1 (AGM).

“**Appointed Personnel**” means individuals who are appointed by the Centre Board, or the Club Board (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.

“**Audit**” the audit may be carried out by a “suitably qualified person” who is not a member of the Board, who may be a club member or not.

“**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 9.2c 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 North Harbour 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 19.1 (Composition of the Centre Board).

“Centre District” means the geographical area from Leigh in the north, to Devonport in the south, and from Helensville in the west, to Milford in the east.

“Centre District Register” means the register maintained by the Centre pursuant to Rule 12.1 (Centre Boundaries) recording the details of its boundaries and Clubs within the Centre District.

“Centre Level” means, subject to the jurisdiction of the Bowls NZ Judicial Committee, 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 National Level or International Level.

“Centre Manager” 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 30 (Centre Regulations).

“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 bowling 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 Board” 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.

“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 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 relevant 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 23 (General Meetings).

“Honorary Life Member” means a person who has been granted honorary life membership of the Centre pursuant to Rule 10.1 (Honorary Life Members).

“Individual Member” means a person who is a member of the Centre, and/or a Club pursuant to Rule 9 (Individual Members), and includes Playing Members, Non-Playing Members, and Casual Members.

“Intellectual Property” means all rights and goodwill in any copyright works, business names, names, trade marks (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.

“Major Transaction” is any of the following:

- a. the acquisition of an asset, the value of which is more than half of the equity of the Centre at the last balance date before the acquisition; and/or
- b. the disposition of an asset, the value of which is more than half of the equity of the Centre at the last balance date before the disposition; and/or
- c. a transaction not including agreements entered into with sponsors that has, or is likely to have the effect of the Centre acquiring rights or interests or incurring obligations or liabilities the value of which is more than half of the assets of the Centre before the transaction.

“Member” means a Club, Individual Member, or an Honorary Life Member as specified in Rule 7.1 (Membership Categories).

“Membership Fee” means a fee payable by the Centre to Bowls NZ as specified in Rule 14 (Membership Fee).

“Misconduct” means, but shall not be restricted to, situations where a Member:

- (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 authorised 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 or 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 on-going 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 4 (Objects).

“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, but who is not Appointed Personnel.

“Official” means individuals who are Appointed Personnel or Officers.

“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 elected pursuant to Rule 18 (President, Vice-President & Patron).

“Presidential Responsibilities” To represent the Centre at ceremonial and official events. To promote understanding and co-operation between the Centre and its member Clubs.

“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 1993 and any other functions delegated by the Centre Board.

“Region” means Region1, as defined in the Bowls NZ Constitution.

“Regional Centre” means Auckland Bowls Inc, 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 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 Manager in which is recorded the information referred to in Rule 30.1 (Centre Board to Determine).

“Rules” means the rules of this Constitution.

“Rules of the Sports Tribunal” means the rules of the Sports Tribunal of New Zealand.

“SGM” means a Special General Meeting of the Centre convened pursuant to Rule 23.6 (Special General Meeting).

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

“Sports Tribunal” means the Sports Tribunal of New Zealand established under the Sport and Recreation New Zealand Act 2002 and continued under the Sports Anti-Doping Act 2006.

“Sub-Centre” means a Sub-Centre defined and recognised by the Centre pursuant to Rule 7.3 (Sub-Centres).

2.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. any agreement includes that agreement as modified, supplemented, 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; and
- g. headings and the contents page are for reference only and are to be ignored in construing this Constitution.

3. **Registered Office**

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

4. **Objects**

- 4.1 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. encourage and assist the development of viable clubs;
 - c. encourage participation in the Game of Bowls in the Centre District as an amateur game which provides health, recreation and other community benefits for all New Zealanders;

- d. be a member of Bowls NZ and, to the extent set out in the Bowls NZ Constitution, comply with and enforce the Bowls NZ Constitution and the Bowls NZ Regulations;
- e. assist and support the Regional Centre and Clubs in accordance with the Bowls NZ Constitution;
- f. encourage participation and achievement in the Game of Bowls in the Centre District;
- g. enforce the Laws of the Sport;
- h. promote the health and safety of all participants in the Game of Bowls;
- i. 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;
- j. manage the financial affairs of the Centre consistent with best business practice;
- k. 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;
- l. 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;
- m. encourage the improvement of facilities for the enjoyment of the Game of Bowls in the Centre District;
- n. provide information, assistance, and resources to its Members;
- o. develop and train players, Officials, and other personnel involved in the Game of Bowls;
- p. promote the amalgamation of women's and men's bowls Clubs in the Centre District;
- q. allow Members and others to use the premises, facilities and equipment of the Centre and impose conditions on such use;
- r. apply its property and capacity in pursuit of the objects of Bowls NZ, the Centre, and the Game of Bowls;
- s. do all that is reasonably necessary to enable the objects of Bowls NZ and the objects of the Centre to be achieved;
- t. 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;
- u. 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
- v. at all times to act on behalf of, and in the interests of, the Members and the Game of Bowls.

5. Powers

5.1 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 provided that any interest paid on such funds borrowed or raised must not exceed the current market rate, and funds advanced or loaned must be at no lesser than the current market rate unless the recipient of such funds loaned or advanced promotes the amateur Game of Bowls;
- 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, local authority 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 people and organisations 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 organisations to advise the Centre;
- j. contract, engage or otherwise make arrangements with any person or organisation to fulfil the objects of the Centre;
- k. be a member of, and contribute to the administration and promotion of, Bowls NZ and the amateur Game of Bowls in New Zealand;
- l. be a member of, affiliate to, or be associated in any other way, with any organisation 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 and maintain a Centre Umpires Sub-Committee;
- p. establish and maintain a Centre Coaching Sub-Committee;
- q. establish and maintain a Centre Greenkeepers Sub-Committee;
- r. develop Centre programmes and other programmes for competing, coaching and officiating the Game of Bowls which align with any Bowls NZ or Regional Centre programmes and initiatives, including any nationally branded programmes developed by Bowls NZ;
- s. establish, organise 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:

- i. such competitions, tournaments and events comply with the Bowls NZ Constitution and the Bowls NZ Regulations; and
 - ii. the Centre has obtained prior approval from Bowls NZ for any Game of Bowls held by or under the auspices of the Centre where it is proposed that persons who are not Members may participate, or where the Game of Bowls is being held in conjunction with any person or organisation that is not a member of Bowls NZ, in accordance with the Bowls NZ Regulations;
 - t. award, grant or otherwise honour achievement and services to the Game of Bowls and the Centre;
 - u. select Centre representatives including Bowls Teams, Bowls Sides, squads and other players to represent the Centre;
 - v. establish, maintain and have an interest in corporate or other entities to carry on and conduct any part of the affairs of the Centre and for that purpose, to utilise any of the assets of or held on behalf of the Centre;
 - w. print and publish documents and develop and implement any computer systems or software packages that the Centre may consider desirable for the promotion of its Objects;
 - x. produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property of the Centre;
 - y. 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; and
 - z. do any other acts or things which further the Objects of the Centre.
- 5.2 The powers specified in Rule 5.1 shall not limit the rights and powers of the Centre as an incorporated society under the Incorporated Societies Act 1908, or any replacement of or amendment to the Incorporated Societies Act 1908.

6. Obligations of the Centre

- 6.1 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, or any replacement of or amendment to 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. adopt a constitution which is consistent with the Bowls NZ Constitution by such date(s) as determined by Bowls NZ;
 - f. file an annual return of Members with Bowls NZ in accordance with the Bowls NZ Constitution;

- g. apply its property and capacity in pursuit of the objects of Bowls NZ, the Objects of the Centre, and the Game of Bowls;
- h. do all that is reasonably necessary to enable the objects of Bowls NZ and the Objects of the Centre to be achieved;
- i. 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;
- j. operate with, and promote, mutual trust and confidence between Bowls NZ and the Members;
- k. at all times act in the interests of the Members and the Game of Bowls;
- l. 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
- m. acknowledge the role and authority of the Regional Centre in relation to matters affecting the Regional Centre.

PART II – MEMBERSHIP

7. Membership

- 7.1 **Membership Categories:** The categories of membership of the Centre, (collectively called "Members") shall be:
- a. Clubs: as described in Rule 8 (Member Clubs);
 - b. Individual Members: as described in Rule 9 (Individual Members); and
 - c. Honorary Life Members: as described in Rule 10 (Honorary Life Members).
- 7.2 **Recognised and Associated Organisations:** In addition to its Members, the Centre may recognise certain organisations which have an interest in, or association with, the Game of Bowls and/or the Centre as described in Rule 11 (Recognised & Associated Organisations).
- 7.3 **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 at General Meetings of the Centre or Bowls NZ.
- 7.4 **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;
 - 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.

8. Member Clubs

- 8.1 **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.
- 8.2 **Obligations of a Club:** In addition to the obligations of a Club as a Member under Rule 15 (Rights & Obligations of Members), each Club shall:
- a. administer, promote and develop the Game of Bowls at its Club 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 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 16 (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 organisation where that person, club, group or organisation is not a member of Bowls NZ and/or the Centre, unless the prior written approval of the Centre Board has first been obtained.

8.3 **New Clubs:** Any club not included within the provisions of Rule 8.1 (Existing Clubs) which embodies a clearly defined and autonomous section organised for the playing of the Game of Bowls and desiring to be a member of Bowls NZ and the Centre shall make an application in writing to the Centre Manager. Such application must be accompanied by a copy of the Club's constitution and an application for membership of Bowls NZ, which must be in the approved form and made in accordance with the Bowls NZ Constitution.

8.4 **Consideration of Application:** Upon receiving an application pursuant to Rule 8.3 (New Clubs), 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 an application by an organisation to be a Member of the Centre as a Club, the Centre Manager shall notify Bowls NZ of the new Club so it can be recorded in the Bowls NZ Register of Members.

8.5 **Transferring Clubs:** The process outlined in Rule 8.4 (Consideration of Application) shall also apply to any Club which is a member of another Centre seeking to transfer its membership to this Centre.

9. Individual Members

9.1 **Individual Member Defined:** Subject to Rule 9.2 (New Individual Members), an Individual Member of the Centre is:

- a. a person who is a Playing Member, Non-Playing Member, or Casual Member of a Club;
- b. a member of the Centre Board;
- c. a member of a Club Board of a Club 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; or
- f. an individual who:
 - i. umpires or officiates and is a member of a Club; 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.

9.2 **New Individual Members:** An individual becomes an Individual Member upon any of the following occurring:

- a. in the case of a Playing Member, Non-Playing Member or an umpire/official (as described in Rule 9.1f.i), upon such person satisfying the requirements for membership of a Club as specified in the constitution of the Club, or, if no requirements are specified then upon such person paying any membership or other fees due to their Club and completing the completion of the prescribed membership form;
- b. in the case of an individual described in Rules 9.1b to 9.1e, 9.1f.ii) and 9.1f.iii), upon their election, selection or appointment to such position; or
- c. in the case of a Casual Member, upon such person satisfying the requirements for membership of a Club as a Casual Member as specified in the constitution of the Club, or, if no requirements are specified then 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, 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.

9.3 **Existing Individual Members:** Every person that was an individual member of the Centre immediately prior to the commencement of this Constitution is deemed to be an Individual Member of the Centre from the date this Constitution comes into force. Those Individual Members shall be under the jurisdiction of the Centre and shall be bound by and subject to this Constitution.

9.4 **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.

10. **Honorary Life Members**

10.1 **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.

10.2 **Process:** Any proposal to confer honorary life membership shall, after approval by the Centre Board, be notified to all Delegates at least **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.

- 10.3 **Guideline Criteria:** The Board shall approve a set of guideline criteria for assessing the excellent service rendered by the candidate. The Guideline Criteria shall be designated as Regulation 1 and may be amended by a Special Resolution of Board Members.
- 10.4 **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.
- 10.5 **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 15 (Rights & Obligations of Members).

11. Recognised & Associated Organisations

- 11.1 **Recognised Organisations:** The Centre may recognise incorporated and unincorporated organisations as being representative of the people they respectively purport to represent:
- 11.2 **Not Members:** The organisations named in Rule 11.1 (Recognised Organisations) are not members of the Centre, but the Centre and its Members shall co-operate and use their best efforts with such organisations to promote their mutual interest in the Game of Bowls.
- 11.3 **Associated Organisations:** The Centre may from time to time, in its discretion, give appropriate recognition to any other organisation if satisfied that such organisation has been established wholly or in part to promote the Game of Bowls amongst a special interest group that it purports to represent.
- 11.4 **Provision of Assistance:** The Centre Board may from time to time take whatever action it, in its discretion, deems appropriate to assist recognised representative organisations in increasing the participation of their respective members in the Game of Bowls.

12. Centre Boundaries

- 12.1 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.
- 12.2 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.

13. Centre Board Intervention

- 13.1 The Centre Board may 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 a Club Board). 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 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.

14. Membership Fees

- 14.1 **Fixed Annually:** At each AGM the Delegates shall fix an annual fee per Playing Member that is payable to the Centre by each of the Clubs situated in the Centre District ("Membership Fee(s)"). The annual Membership Fee per Playing Member fixed in any year cannot be greater than the equivalent fee 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.
- 14.2 **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 ("Special-Purpose Fee(s)").
- 14.3 **When Due:** The Membership Fee(s) shall be payable for the financial year of the Centre ending on 30 June following the AGM, and they shall be due and payable by each Club at the office of the Centre Manager not later than 30 November in each year. Any Special-Purpose Fee(s) shall be payable by the date determined at a General Meeting.
- 14.4 **Notification to Clubs:** As soon as possible after every AGM the Centre Manager shall notify each Club of the rate of the annual Membership Fee per Playing Member as fixed at the AGM, but any failure of the Centre Manager to do so, or any non-receipt of such notice, shall not exempt the Club from the provisions of Rule 14.5 (Default).
- 14.5 **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 Rule 17.5 (Suspension & Termination for Default).

15. Rights & Obligations of Members

- 15.1 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.

16. Register of Members

- 16.1 **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 16.2 (Filing Annual Return) for the purposes of:

- a. complying with section 22 of the Incorporated Societies Act 1908 (by recording the name, address, and date of joining of each Member);
 - b. determining the exact number of members at each Club and the number of members within each category of membership at each Club;
 - c. determining 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 each Club's Registers of Members).
- 16.2 **Filing Annual Return:** The Club's annual return of Members for the period 1 January to 31 December, together with a copy of the Club's annual report and statement of accounts for the Club, shall be sent to the Centre Manager by 31 January in each year. The return must be certified as true and correct by the Club President and Club Secretary.
- 16.3 **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 31 January, then it shall be deemed to have suspended its membership of the Centre and Bowls NZ 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 16.2 (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.
- 16.4 **Privacy Act 1993:** It is a condition of membership of the Centre that each Member provide certain information as described in Rule 16.1 (Membership Return). For the purposes of Principles 10-11 of the Privacy Act 1993, the use or disclosure of personal information obtained pursuant to Rule 16.1 (Membership Return) shall, subject to the provisions of Rule 16.5 (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 16.1 (Membership Return) above.
- 16.5 **Exemptions:** Notwithstanding the provisions of Rule 16.4 (Privacy Act 1993):
- a. should any individual object for good reason to the disclosure of personal information in the manner prescribed in Rule 16.1 (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 1993, may in his/her absolute discretion grant or 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 to the provision of personal information until such time as the application has been finally determined.

- 16.6 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.

17. Resignation, Suspension, Termination and Reinstatement of Membership

- 17.1 A Member may have their membership of the Centre end:
- if they no longer hold the position for which they became a member of the Centre;
 - by resignation under Rules 17.2 (Resignation of Membership by Clubs) and 17.3 (Resignation of Membership by Individuals);
 - by termination for default in payments under Rules 14.5 (Default) and 17.4 (Suspension & Termination for Default)); or
 - by termination under Rule 24 (Discipline).
- 17.2 **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 **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.
- 17.3 **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 Manager, and in turn, the Centre shall inform Bowls NZ, of such resignation. The Centre Manager 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 **7 Days'** notice in writing to the Centre Manager. 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 Manager shall then amend the Centre's Register of Members accordingly.
- 17.4 **Suspension & Termination of Membership:** For the purposes of this Rule 17 (Resignation, Suspension & Termination), the term "suspension" means the act of suspending a Member from membership of the Centre for a defined period of time, unless the terms of the suspension specify otherwise. The term "termination" means the action of expelling the Member and terminating their membership of the Centre indefinitely, unless the terms of the termination specify otherwise.
- 17.5 **Suspension & Termination for Default:** A Member shall have his/her/its membership of the Centre suspended or terminated by the Centre if:
- in the case of a Club, under Rule 14.5 (Default), it defaults in the payment of any fees to the Centre; or
 - in the case of any Centre Member other than a Club, such member has defaulted in the payment of any fee due and owing to the Centre in accordance with this Constitution.

Before such suspension or termination under Rule 17.5a or Rule 17.5b can occur the Centre Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than 7 Days from the date of the demand. If payment is not made by the due date, membership shall be suspended **pending payment**. If such suspension continues for more than 90 Days, the Member shall have their membership automatically terminated on the expiry of such period.

- 17.6 **Suspension & Termination by Centre:** A Member may have his/her/its membership of the Centre suspended or terminated by the Centre in accordance with Rule 24 (Discipline).
- 17.7 **Suspension & Termination by the Club or Bowls NZ:** A Member who has had their membership of their Club or Bowls NZ suspended or terminated by a Club or Bowls NZ shall specify otherwise, also have their membership of the Centre suspended or terminated. The Centre Board is required to suspend or terminate any such Member immediately upon receiving notice from the relevant Club or Bowls NZ that such suspension or termination has been determined. If the Member is subsequently reinstated to membership of their Club and Bowls NZ, then they shall be reinstated by the Centre Board upon the Centre receiving notice from the relevant Club or Bowls NZ of such reinstatement.
- 17.8 **Notification of Decision:** Upon the decision by the Centre to suspend or terminate a Member under Rules 17.5 (Suspension & Termination for Default) and 17.6 (Suspension & Termination by Centre), the Centre shall within **7 Days** of the decision inform all Clubs and Bowls NZ of the decision. The Centre shall then amend the Register of Members accordingly.
- 17.9 **Consequences of Suspension/Termination of Membership:** Any Member which or who is suspended or terminated from membership 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 otherwise specified, the Member (and if a Club, the members of that Club) shall:
- a. automatically have their membership of all Clubs and Bowls NZ suspended, expelled or terminated (as the case may be);
 - b. 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;
 - c. 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;
 - d. not be entitled to have access to any function, activity, facilities, services or premises of any Club, Centre or Bowls NZ; and
 - e. 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, for the period of the suspension, or in the case of termination, indefinitely unless membership is reinstated in accordance with this Constitution under Rule 17.10 (Reinstatement by Centre) or 17.11 (Reinstatement by Club).
- 17.10 **Reinstatement by Centre:** Membership, which has been suspended, or terminated by the Centre under this Constitution, may be reinstated at the discretion of the Centre Board. If a Member is reinstated under this Rule, the Centre shall notify all Clubs and Bowls NZ of such reinstatement within **7 Days** of the decision being made to reinstate the Member, to enable Bowls NZ to amend the Register of Members accordingly.
- 17.11 **Reinstatement by Club:** Membership, which has been suspended 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 **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

18. President, Vice-President & Patron

- 18.1 A President and Vice-President of the Centre shall be elected at each AGM.
- a. That the responsibilities of the President shall be to:
- i. represent the Centre at ceremonial and official events;
 - ii. promote understanding and co-operation between the Centre and Member Clubs.
- 18.2 **Procedure:** The procedure for nominations and voting for the positions of President and Vice-President shall be as follows:
- a. the Centre Manager shall, not later than 15 April in each year, write to each Club and invite nominations for the position of President and Vice-President, and the invitation must include the closing date for submitting nominations;
- b. Clubs may put forward nominations for the positions of President and Vice-President, and such nominations shall:
- i. be for a person who is not restricted from holding office under Rule 19.2 (Restriction);
 - 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;
- c. if more than one valid nomination for the office of President and/or Vice-President is received, the Centre Manager 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 deems appropriate;
- d. if there is only one nominee for a position the Chairperson of the meeting shall declare the nominee elected; and
- e. if there is more than one nominee for a position:
- i. a ballot shall be taken amongst the Delegates present;
 - ii. all Delegates are eligible to vote for each of the positions;
 - iii. in any ballot the candidate who receives at least fifty-one percent of the eligible votes shall be deemed to be duly elected to the position; and

- iv. 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.
- 18.3 **Term of Office:** The term of office of the President and Vice-President shall be from the conclusion of the AGM at which their election is made through to the close of the following AGM. There is no limit to the number of times a person may be elected to serve as President or Vice-President.
- 18.4 **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.

19. Centre Board

- 19.1 **Composition of the Centre Board:** The Centre Board shall comprise the President, Vice-President, and six other persons who shall assume office in accordance with this Constitution.
- 19.2 **Restriction:** Individuals may not serve on the Centre Board if any of the following apply:
 - a. There will be more than 3 members from the same club serving on the Board;
 - b. the person is an undischarged bankrupt, or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967;
 - c. the person has been convicted of a crime involving dishonesty (within the meaning section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last seven years;
 - d. the person has been prohibited from being a director or promoter of, or being concerned or taking part in, the management of an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005; or
 - e. the person is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988.
- 19.3 **Applications for the Centre Board:** Applications for positions on the Centre Board shall be made as follows:
 - a. in each year the Centre Manager shall, not later than 50 Days prior to the AGM, call for applications of Centre Board Members;
 - b. applications by candidates seeking appointment as a Centre Board Member shall be made in writing and must be received by the Centre Manager no later than 40 Days prior to the AGM; and
 - c. the Centre Manager shall then forward all applications together with a copy of any curriculum vitae supplied by a candidate to the member clubs of Bowls North Harbour;
- 19.4 **Relevant Factors:** In considering appointments to the Centre Board, the Clubs 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.
- 19.5 **Term of Office of Centre Board Members:** Every person elected to the Centre Board at an AGM shall assume office at the conclusion of the AGM at which they were elected. Subject to the provisions of this Constitution, all persons appointed to the Centre Board shall serve on the Centre Board for a term that shall conclude at the AGM two years after their appointment. There is no limit to the number of times a person may be elected or appointed to the Centre Board.
- 19.6 **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 nomination for the position of Chairperson the person nominated shall be duly appointed;
 - b. if more than one 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 Manager in conducting the ballot(s) and/or lot.
- 19.7 **Term of Office of the Chairperson:** The Chairperson shall hold office as the Chairperson from the date of appointment until the conclusion of the next AGM, unless the Centre Board chooses to replace the Chairperson, or the Chairperson is removed between AGMs in accordance with this Constitution.
- 19.8 **Vacancies:** The office of a Centre Board Member shall become vacant if the Centre Board Member:
- a. resigns from his or her position on the Board;
 - b. is removed from office in accordance with this Constitution;
 - c. is absent from three (or more) consecutive meetings of the Centre Board without the approval of the Centre Board; or

- d. commits a criminal offence punishable by a term of imprisonment;
 - e. dies.
- 19.9 **Vacancy of President's Position:** If the position of President becomes vacant, the Vice-President shall automatically assume this position for the balance of the President's term of office.
- 19.10 **Vacancy of Chairperson's Position:** If the position of Chairperson becomes vacant then the Centre Board shall appoint one of its members to that position.
- 19.11 **Co-Option if a Vacancy Arises:** If any vacancy arises on the Centre Board after an AGM, the Centre Board has the power to fill that vacancy by co-option until the next AGM, or the Centre Board may choose to 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 (unless removed prior to that date in accordance with this Constitution).
- 19.12 **Suspension of a Centre Board Member:** The Centre Board may, after reasonable enquiry and after giving the person concerned the right to be heard, suspend a person from their position on the Centre Board in the following circumstances:
- a. if the person is charged with committing a criminal offence punishable by a term of imprisonment and the Centre Board consider the circumstances justify immediately suspension; or
 - b. if any of the circumstances described in Rule 19.2 (Restriction) occur to that person during their term of office; or
 - c. if the Centre Board consider any member of the Centre Board has seriously breached any one or more of the duties specified in Rule 21.2 (Powers and Duties); or
 - d. if the Centre Board consider any member of the Centre Board has acted in a manner that has caused, or may cause, significant harm to the Centre.
- 19.13 **Removal From Office:** In addition to the power of suspension in Rule 19.12 (Suspension of a Centre Board Member), the Centre Board may, with the approval of a motion by no less than two-thirds of the Centre Board, remove any Centre Board Member from the Centre Board before the expiry of their term of office if any of the circumstances set out in Rule 19.12a to 19.12d apply, provided that:
- a. the person concerned has been notified that a Centre Board meeting is to be held to discuss that person's removal from office; and
 - b. the person concerned has been given an opportunity to make submissions about the proposed removal prior to the Centre Board meeting or by submission in person at the Centre Board meeting.

20. Proceedings of the Centre Board

- 20.1 **Number of Meetings:** The Centre Board shall meet a minimum of ten times in each year.
- 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 Centre Board Members. Such requisition shall be in writing addressed to the Centre Manager 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 this, the Centre Manager shall provide to each Centre Board Member not less than **14**

Days' written notice of any Centre Board meeting convened under Rule 20.1 (Number of Meetings) and not less than **7 Days'** written notice of any Centre Board meeting convened under Rule 20.2 (Convening of Meetings).

- 20.4 **Quorum:** The quorum for meetings of the Centre Board shall be six Centre Board Members. No business shall be transacted at any Centre Board meeting unless a quorum is present (but the abstention of a member from voting under Rule 20.5 (Disclosure of Interests) shall not affect the quorum), except that those present may fix a date, time, and venue for the reconvening of the meeting. Notice of such date, time, and venue of any reconvened meeting shall be given forthwith to each Centre Board Member.
- 20.5 **Disclosure of Interests:** Any Member, including any Centre Board member, who may derive some personal or financial before the Board shall disclose the nature and extent of their interest to the Board and shall take no part whatsoever in the matter before the Centre Board where they hold such interest.
- 20.6 **Voting:** Subject to Rule 20.5 (Disclosure of Interests), each Centre Board Member present at any Centre Board meeting shall be entitled to exercise one vote whenever voting is required. The Chairperson shall have a deliberative vote, and in the event of an equality of votes the Chairperson shall also have a casting vote.
- 20.7 **Resolutions:** The Centre Board may make a decision by signed resolution in lieu of a meeting. Any such resolution shall be valid as if it had been passed at a meeting of the Centre Board as long as:
- a. a copy of the proposed resolution is sent to every Centre Board Member; and
 - b. over half of the Centre Board Members sign or consent to the resolution and return evidence of this consent to the Chairperson (or such other person as agreed by the Board) by mail, electronic mail, facsimile, or another form of visible or electronic communication, by the date and time specified by the Chairperson.
- 20.8 **Minutes:** The Centre Manager shall ensure the proceedings of each Centre Board meeting are properly recorded as soon as possible after the conclusion of each meeting of the Centre Board. A copy of such minutes shall then be forwarded to each Centre Board Member and each Centre Honorary Life Member. Any Member of the Centre may also request a copy of such minutes. 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.
- 20.9 **Expenses:** Subject to Rule 28 (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 **Meetings Using Technology:** 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 provided that prior notice of the meeting is given to all Centre Board Members and provided that all persons participating in the meeting are able to hear each other effectively and simultaneously.

21. Powers & Duties of the Centre Board

- 21.1 **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 Manager and, where appropriate, through the Centre Manager to Centre staff, the day-to-day management of the business and affairs of the Centre.

- 21.2 **Powers and Duties:** Subject to Rule 21.3 (Restriction on Major Transactions), 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;
 - c. to employ or engage the Centre Manager, 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 approve 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 appoint selectors to select Centre Representative Bowls Teams, Bowls Sides, and Squads;
 - m. subject to this Constitution, to fill vacancies of the Centre Board, and of any committees and other groups which are established by it;
 - n. to approve 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 oversee the development of the 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 resolve and determine any disputes or matters not provided for in this Constitution; and
 - t. to do all other acts and things which are within the powers and objects of the Centre and which the Centre Board considers appropriate.
- 21.3 **Restriction on Major Transactions:** The Centre Board shall not undertake a Major Transaction without the approval of the Members by Special Resolution at a General Meeting.

22. Centre Manager

- 22.1 **Appointment:** The Centre Board shall appoint a person (not being a Delegate) to be the Centre Manager of the Centre at such remuneration, with such duties, and on such conditions as it shall determine. Such person shall hold office as the Centre Manager for the term of that person's appointment by the Centre Board. The Centre Manager shall be entitled with the permission of the Chairperson to address and advise the Delegates and the Centre Board on any matter under consideration.
- 22.2 **Administration:** The Centre Manager shall attend all General Meetings and meetings of the Board (subject to any decision to the contrary by any meeting of either body), but shall have no right to vote.
- 22.3 **Correspondence:** All correspondence to the Centre must be addressed to and come through the office of the Centre Manager in order to receive due and proper consideration.

PART IV – GENERAL MEETINGS

23. General Meetings

- 23.1 **AGM:** An Annual General Meeting ("AGM") of Centre shall be held not later than 30 June in each year. The Centre Manager shall give at least **50 Days'** written notice of the date, time, and venue of the AGM to all Centre Board Members and all Clubs (who shall in turn notify their members).
- 23.2 **AGM Business:** The business to be transacted at every AGM shall include:
- a. confirmation of the minutes of the previous AGM and any SGM held since the previous AGM;
 - b. receiving the Centre Board's report for the financial year ending 30 April;
 - c. receiving the audited statement of accounts and balance sheet for the Centre for the financial year ending 30 April;
 - d. the appointment of a Patron (if desired);
 - e. election of President, Vice President and six members of the Centre Board;
 - f. fixing the Membership Fee(s) and any Special-Purpose Fee(s) payable by Clubs to the Centre, having regard to the recommendation of the Centre Board and the budget presented to support the same;
 - g. considering and dealing with notices of motion of which due and proper notice has been given in accordance with Rule 23.4 (Notices of Motion); and
 - h. transacting such other business as the General Meeting deems appropriate.

- 23.3 **AGM Agenda:** An agenda containing the business to be discussed at the AGM (as set out in Rule 23.2 (AGM Business)) shall be sent to all Centre Board Members and Clubs no later than **30 Days** before the date of the AGM. Any additional items of general business may be raised from the floor with the consent of the chairperson of the AGM.
- 23.4 **Notices of Motion:** Any notice of motion from the Centre Board or from a Club must be received by the Centre Manager **40 Days** prior to an AGM in order to be considered at that meeting, unless otherwise agreed by the Centre Board. Every notice of motion from a Club must be signed by the Club President or the Club Secretary.
- 23.5 **Urgent Matters:** Any matter of an urgent or extraordinary nature which normally would be required to be the subject of a notice of motion before it could be considered at an AGM may, if prior written notice has been given to the Centre Manager and the Chairperson, be brought before an AGM and determined at that AGM but **only** if the majority of the votes available to those Delegates present and voting at the meeting are in favour of the matter being determined without being notified to the Clubs.
- 23.6 **Special General Meeting:** The Centre Manager shall convene a Special General Meeting ("SGM") of the Centre by giving the requisite notice required under Rule 23.7 (Notice of SGM):
- a. when directed to do so by the Centre Board, which direction must include full details of the business to be dealt with at the meeting; or
 - b. on requisition in writing signed by not less than five Clubs which requisition must provide full details of the business that is proposed to be dealt with at the meeting.
- 23.7 **Notice of SGM:** If the Centre Manager is required to convene a SGM, the Centre Manager shall give at least **14 Days'** notice to the President, Chairperson, Delegates and member Clubs of the date, time, and venue of such meeting (except where, in the view of the President, such notice period is not practicable). The notice of SGM must 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 stated in the notice of SGM may be dealt with at such SGM.
- 23.8 **Meetings Using Technology:** In any case where the Centre Board deems it appropriate, an SGM may be held by the contemporaneous linking together of participants in the SGM by telephone or other such means of communication. The procedural requirements in this Constitution relating to General Meetings shall apply with any necessary modification as determined by the Centre Board.
- 23.9 **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.
- 23.10 **Delegates:** Each Club may elect or appoint a Delegate (in accordance with the Constitution of the Club) to represent the Club at General Meetings of the Centre and to vote on behalf of the Club at General Meetings of the Centre in accordance with Rule 23.12 (Voting).
- 23.11 **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).

23.12 **Voting:** At General Meetings:

- a. each Club represented at a General Meeting by its Delegate shall be entitled to one vote for every forty Members (or part thereof) as at 31 December last preceding the General Meeting, up to a maximum of three votes;
- b. the Centre Manager shall declare the voting entitlement for each Club at the 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 10.2 (Honorary Life Members – Process), Rule 29 (Alterations to Constitution) and Rule 31 (Dissolution & Liquidation));
- d. except as otherwise expressly set out in this Constitution, all questions shall be decided by ballot unless the Delegates determine, by Ordinary Resolution that another voting method is necessary;
- 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; and
- h. proxy voting is not permitted.

23.13 **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.

23.14 **Minutes:** The Centre Manager 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 Manager shall forward a copy of the minutes to all Centre Board Members, all Clubs and Bowls NZ. A copy of such minutes shall also be made available upon request to any Member.

PART V – DISCIPLINE FOR MISCONDUCT AND DISPUTES

24. Discipline

24.1 **Jurisdiction of the Centre Board:** Subject to Rule 24.3 (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 any sub-committee of the Centre, including a judicial committee established by the Centre Board in accordance with Rule 21.2d (Powers and Duties).

24.2 **Composition of Centre Judicial Committee:** If the Centre Board establishes a judicial committee to assist it to hear and determine Disputes and Misconduct at Centre Level in accordance with Rule 24.1 (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.

24.3 **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.

24.4 **Application of Rule 24:** The Centre Board has no jurisdiction to hear and determine any Dispute(s) and/or Misconduct heard and/or determined by a Club.

24.5 **Procedure:** The relevant body in this Rule 24 (Discipline) shall take such action as it considers appropriate provided it acts in accordance with the principles of natural justice and any applicable regulations.

25. Appeals

25.1 **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 Regional Judicial Committee in the Region 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 24.3 (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 in accordance with the Rules of 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 24.3 (Jurisdiction of the Bowls NZ Judicial Committee) (c) and (d).
- 25.2 **Procedure:** In determining any appeal, the Centre Board shall follow the procedures set out in the Centre Regulations.
- 25.3 **Stay of Execution:** Pending the determination of an appeal before it, the Centre Board may grant a stay of execution of the decision which is being appealed.

26. Laws of the Sport

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

PART VI – FINANCIAL

27. Finances

- 27.1 **Financial Year:** The financial year of the Centre shall end on 30 April, or such other date as determined by the Centre Board.
- 27.2 **Centre Funds:** The Centre Board is responsible for the receipt and banking of all monies received by the Centre and for all sums paid out by the Centre.
- 27.3 **Banking:** The Centre's current bank account(s) shall be kept at a trading bank chosen by the Centre Board. All bank account(s) of the Centre must be operated in accordance with any policies determined by the Centre Board.
- 27.4 **Accounting Records:** The Centre Board shall ensure there are true and complete accounts kept of the income and expenditure and assets and liabilities of the Centre. The accounting records of the Centre must be kept at the office of the Centre or at such other place as the Centre Board may determine. The accounting records must be open to inspection by Members at such reasonable times agreed by the Centre Board.
- 27.5 **Auditor:** The Centre Board shall appoint an independent auditor to examine and audit the books and accounts of the Centre and report on these at the AGM (and as otherwise required by the Centre Board). The auditor shall at all reasonable times have access to the books and accounts of the Centre and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes.

28. Application of Income & No Pecuniary Profit

- 28.1 **Application of Income:** The income and property of the Centre shall be applied solely towards the promotion of the Objects of the Centre.
- 28.2 **No Pecuniary Profit:** No Member of the Centre or any person associated with a Member shall participate in or materially influence any decision made by the Centre in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

PART VII - ADMINISTRATION

29. Alterations to Constitution

- 29.1 **Process:** This Constitution may only be altered, added to, or repealed by a Special Resolution at a General Meeting in accordance with this Constitution.
- 29.2 **Timing:** Notice of an intention to alter this Constitution must be given by the Centre Board or any Member:
- a. at least 40 Days prior to an AGM to be considered at that AGM; or
 - b. as part of the request to hold an SGM made in accordance with Rule 23.6 (Special General Meeting).

30. Centre Regulations

- 30.1 **Centre Board to Determine:** The Centre Board may determine regulations (to be known as "Centre Regulations") covering any matters as the Centre Board in its discretion deems appropriate, provided they are not inconsistent with this Constitution, the Bowls NZ Constitution, or the Bowls NZ Regulations. Such Centre Regulations when determined shall be recorded in a Regulations Register maintained by the Centre Manager and may be circulated to Clubs as the Centre Board considers appropriate.
- 30.2 **Application:** Centre Regulations shall be binding on all Members.
- 30.3 **Alterations:** Centre Regulations may be rescinded, amended, or added to from time to time but only by resolution of the Centre Board.

31. Dissolution & Liquidation

- 31.1 **Voluntary:** The Centre may be voluntarily put into liquidation if:
- a. a Special Resolution is passed at a General Meeting appointing a liquidator; and
 - b. such resolution is confirmed by Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than 30 Days after the date on which the resolution to be confirmed was passed.
- 31.2 **Other:** The Centre may also be put into liquidation or dissolved in accordance with the Incorporated Societies Act 1908. Or any replacement of or amendment to the Incorporated Societies Act 1908.
- 31.3 **Distribution:** If upon the liquidation, or dissolution of the Centre, there remains, after the satisfaction of 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 that:

- a. operates substantially or primarily for the purpose of promoting the Game of Bowls as an amateur sport conducted for the recreation and benefit of the general public; and
- b. does not allow any part of its income or other funds to be used for the pecuniary profit of any individual.

31.4 **Additions and Alterations:** No additions nor alterations shall be made to Clause 31 which change its provisions or effect without the prior approval of the Inland Revenue Department.

32. Notices

- 32.1 **From the Centre:** Any notice required to be given by or on behalf of the Centre under this Constitution shall be in writing and may be served either personally, by electronic mail, or by posting it in a letter addressed to the Member at the address of the Member as held by the Centre. If given by post the notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post.
- 32.2 **To the Centre:** Any notice required to be given to the Centre under this Constitution shall be in writing and may be given to the Centre Manager or sent to the Centre's registered office by post or any electronic mail address specified by the Centre.

33. Awards

- 33.1 **Lifetime Achievement Award:** The Board may award an appropriate lifetime achievement award to any person whose long, outstanding and meritorious service within and to the Centre merits such special recognition.
- 33.2 **Legend of Bowls North Harbour:** The Board may unanimously award a Legend of Bowls North Harbour Bowls award for long and well recognised meritorious service and/or achievement, while a member Bowler or Centre Administrator in Bowls North Harbour, as follows:
- a. The Board shall make such awards after considering recommendations from an independent panel appointed by it, which panel shall include the President, or an appointed Board Member, and two members with the requisite bowling knowledge and experience.
Panel members shall be appointed for a term of 2 years and may be re-appointed by the Board for a further term/s of 2 years.
 - b. The Board shall determine the number of such awards to be made each year and shall, in consultation with the Legends Panel, develop an agreed set of guidelines for assessing the merits of potential candidates.

34. Uniform & Colours

- 34.1 The official uniform and official colours of the Centre shall be determined by the Centre Board and specified in the Centre Regulations.
- 34.2 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.

35. Common Seal

- 35.1 The Centre shall have a common seal which shall be kept in the custody of the Centre Manager. The common seal shall be affixed to any document only by the authority of the Centre Board.

36. Indemnity & Insurance

- 36.1 **Indemnity:** Each Member 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.

- 36.2 **Insurance:** 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.

37. Matters Not Provided For

- 37.1 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. Every such determination shall be binding upon Members unless and until set aside by Ordinary Resolution at a General Meeting.

38. Transitional Provisions

The term of office of any person appointed or elected under the former constitution of the Centre replaced by this Constitution, and any other matters, shall be modified as necessary, in order to give full force and effect to the provisions contained within this Constitution as determined by the Centre Board.