

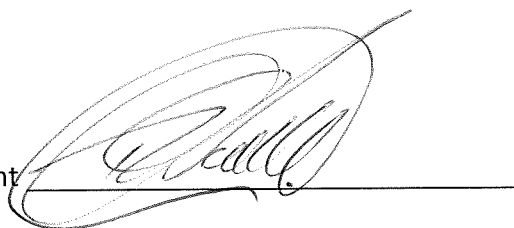
Bowls Auckland Incorporated

Incorporated Society No. 222253

UPDATED Constitution Date: 01/08/2023

This Constitution was amended by the members of Bowls Auckland Inc. at the AGM held on the 29th of July 2023

Bowls Auckland President



Chairperson of the Board



Chief Executive Officer

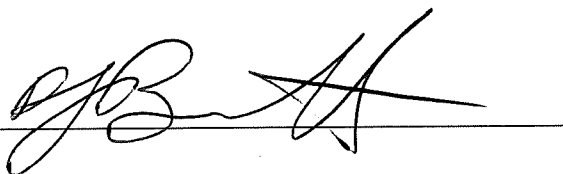


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Bowls Auckland Incorporated

Constitution

1. Name

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

2. Interpretation

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

"AGM" means an Annual General Meeting of Bowls Auckland convened pursuant to Rule 25.1 (AGM).

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

"Appointments Panel" means the panel constituted to appoint the Kimberley Investment Committee pursuant to Rule 25.1 (Appointments Panel).

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

"Bowls Auckland Board Member" means a person appointed to the Bowls Auckland Board pursuant to Rule 19.1 (Composition of the Bowls Auckland Board).

"Bowls Auckland District" means the geographical area from the Auckland Harbour Bridge in the north, to Papatoetoe in the south, and from Piha in the west, to Maraetai in the east.

"Bowls Auckland District Register" means the register maintained by Bowls Auckland pursuant to Rule 12.1 (Bowls Auckland Boundaries) recording the details of its boundaries and Clubs within the Bowls Auckland District.

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

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

"Bowls Auckland Regulations" means the regulations promulgated by the Bowls Auckland Board from time to time pursuant to Rule 32 (Bowls Auckland Regulations).

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

“**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), Auckland Bowls, 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, Bowls Auckland 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 Auckland Incorporated.

“**Club**” means a bowling club that is a Member of Bowls Auckland situated in the Bowls Auckland 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 (if 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 board, management committee, or other committee however described of a Club that is responsible for the governance and management of that Club.

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

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

“**Constitution**” when used in relation to Bowls Auckland 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 Auckland Bowls.

“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 Bowls Auckland convened in accordance with Rule 25 (General Meetings).

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

“Individual Member” means a person who is a member of Auckland Bowls, 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, trademarks (or signs), logos, designs, patents or service marks relating to Bowls Auckland or any event, or any competition or bowls activity or programme of or conducted, promoted or administered by Bowls Auckland 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.

“Kimberley Investment Committee” means the Committee established under Rule 22.3 (Kimberley Investment Committee) to manage the Kimberly Investment Reserve Account.

“Kimberley Investment Reserve Account” means the account established to hold the accumulated proceeds of the sale of the Kimberley Road property.

“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 fifty percent of the equity of Bowls Auckland at the last balance date before the acquisition; and/or
- b. the disposition of an asset, the value of which is more than fifty percent of the equity of Bowls Auckland 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 Bowls Auckland acquiring rights or interests or incurring obligations or liabilities the value of which is more than fifty percent of the assets of Bowls Auckland 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 each club to Bowls Auckland, as specified in Rule 14.1, for each Playing member recorded in the Annual Return in accordance with Rule 16 (Register of Members).

“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 Bowls Auckland or a Club, or whilst on the property of Bowls Auckland or a Club, uses any profane, indecent or improper language;
- (e) at any time or place engages in offensive or insulting behaviour towards Auckland Bowls, a Club or any member of a Club, or any person acting for or on behalf of Bowls Auckland or a Club;
- (f) breaches:
 - (i) any provision of this Constitution, or the Bowls NZ Constitution or the constitution of a Club;
 - (ii) the Bowls Auckland 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 Auckland Bowls, Bowls NZ or a Club;
 - (iv) any reasonable direction of Auckland Bowls, Bowls NZ or a Club (or person authorised on their behalf);
 - (v) any decision of a General Meeting, Bowls Auckland Board or any decision of any equivalent bodies of Bowls NZ or a Club;
- (g) acts in a manner which brought, or could bring, Auckland Bowls, 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 Auckland Bowls, Bowls NZ and/or a Club or any authority under the jurisdiction of Auckland Bowls, 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 bowls but wishes to enjoy an on-going association with a Club including participating in all social activities at the 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 an 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 full playing and non-playing rights and privileges of being a member of a Club, including life members and students. Only playing members are entitled to play at other affiliated Clubs and to enter Club Championships, Centre, Regional and/or National tournaments and events.

“President” and **“Vice-President”** means the President and Vice-President of Bowls Auckland elected pursuant to Rule 18 (President, Vice-President & Patron).

“Privacy Officer” means the person appointed by the Bowls Auckland 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 Bowls Auckland Board.

“Rawhiti Fund” means the fund established under Rule 23 (Rawhiti Fund) to hold the funds from the sale of the Rawhiti Bowling Club's land and administered by Auckland Bowls

“Region” means Region 1 as defined in the Bowls NZ Constitution.

“Regulations Register” means the Register held and maintained by the Bowls Auckland Manager in which is recorded the information referred to in Rule 32.1 (Bowls Auckland 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.

“Selection Panel” means the panel constituted to appoint Bowls Auckland Board Members pursuant to Rule 19.3 (Selection Panel).

“SGM” means a Special General Meeting of Bowls Auckland convened pursuant to Rule 25.6 (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 Bowls Auckland pursuant to Rule 7.2 (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 Bowls Auckland shall be at such place as determined by the Bowls Auckland Board from time to time.

4. Objects

- 4.1 The objects of Bowls Auckland are to:
- a. be the Centre in the Bowls Auckland District responsible for the administration, promotion and development of the Game of Bowls;
 - b. 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;
 - c. encourage participation and achievement in the Game of Bowls in the Bowls Auckland District as an amateur game which provides health, recreation and other community benefits for all New Zealanders;
 - d. 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;
 - e. encourage diversity of membership at all Clubs;
 - f. encourage the improvement of facilities for the enjoyment of the Game of Bowls in the Bowls Auckland District;
 - g. enforce the Laws of the Sport;
 - h. promote the health and safety of all participants in the Game of Bowls;
 - i. manage the financial affairs of Bowls Auckland consistent with best business practice;
 - j. establish, maintain and manage Bowls Auckland in order to provide support to its Members;

- k. where appropriate, give and seek recognition for Members who obtain awards or public recognition for their involvement in the Game of Bowls, Auckland Bowls, or for other services to the community;
- l. develop and train players, Officials, and other personnel involved in the Game of Bowls;
- m. do everything that is reasonable to advance the objects of Bowls NZ and Bowls Auckland and always act in the best interests of its Members and the Game of Bowls; and
- n. act with good faith and always operate with, and promote, mutual trust and confidence between Bowls NZ, Auckland Bowls, and the Members, in pursuit of these objects.

5. Powers

5.1 The powers of Bowls Auckland 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 Bowls Auckland 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, the sale of goods, 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 Bowls Auckland District;
- 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 Auckland Bowls, 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 Auckland Bowls;
- j. contract, engage or otherwise make arrangements with any person or organisation to fulfil the objects of Auckland Bowls;

- 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 Auckland Bowls;
- 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. develop Bowls Auckland 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;
- p. establish, organise and control bowls competitions, tournaments and events in Bowls Auckland 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. Bowls Auckland has obtained prior approval from Bowls NZ for any Game of Bowls held by or under the auspices of Bowls Auckland 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;
- q. award, grant or otherwise honour achievement and services to the Game of Bowls and Auckland Bowls;
- r. select Bowls Auckland representatives including Bowls Teams, Bowls Sides, squads and other players to represent Auckland Bowls;
- s. determine its name, provided that such name is approved by the Board of Bowls NZ in accordance with the Bowls NZ Constitution;
- t. establish, maintain and have an interest in corporate or other entities to carry on and conduct any part of the affairs of Bowls Auckland and for that purpose, to utilise any of the assets of or held on behalf of Auckland Bowls;
- u. print and publish documents and develop and implement any computer systems or software packages that Bowls Auckland may consider desirable for the promotion of its Objects;
- v. produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property of Auckland Bowls;
- w. 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 Auckland Bowls, or with which Bowls

Auckland is authorised to amalgamate or generally for any purpose designed to benefit Auckland Bowls; and

- x. do any other acts or things which further the Objects of Auckland Bowls.

5.2 The powers specified in Rule 5.1 shall not limit the rights and powers of Bowls Auckland as an incorporated society under the Incorporated Societies Act 1908.

6. Obligations of Auckland Bowls

6.1 In accordance with the Bowls NZ Constitution, Bowls Auckland shall:

- a. administer, promote and develop the Game of Bowls in the Bowls Auckland 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 Bowls Auckland District;
- c. be an incorporated society under the Incorporated Societies Act 1908;
- d. have as its Members, Clubs and Individual Members and any other Members it considers appropriate provided that such membership is consistent with the Bowls NZ Constitution and the Bowls NZ Regulations;
- e. obtain the prior written approval of Bowls NZ (in accordance with the Bowls NZ Regulations) for any Game of Bowls held by or under the auspices of Bowls Auckland where it is proposed that persons who are not Members of Bowls Auckland may participate;
- f. adopt a constitution which is consistent with the Bowls NZ Constitution by such date(s) as determined by Bowls NZ;
- g. file an annual return of Members with Bowls NZ in accordance with the Bowls NZ Constitution;
- h. Collect the Bowls NZ Affiliation Fees from Clubs in accord with the Bowls NZ Constitution
- i. apply its property and capacity in pursuit of the objects of Bowls NZ and Bowls Auckland and always act in the best interests of its Members and the Game of Bowls.
- j. act with good faith and always operate with, and promote, mutual trust and confidence between Bowls NZ, Auckland Bowls, and the Members; and
- k. provide Bowls NZ with a copy of Bowls Auckland 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.

7. Membership

7.1 Membership Categories: The categories of membership of Auckland Bowls, (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, Bowls Auckland may recognise certain organisations which have an interest in, or association with, the Game of Bowls and/or Bowls Auckland as described in Rule 11 (Recognised & Associated Organisations).
- 7.3 Sub-Centres:
- a. Any one or more Clubs which are domiciled within a well-defined division of the Bowls Auckland District may, by Ordinary Resolution at a General Meeting of Auckland Bowls, be permitted to form themselves into a Sub-Centre, for such purposes, with such derivative powers and authorities under Auckland Bowls, and upon and subject to such terms and conditions (not inconsistent with this Constitution and the Bowls NZ Constitution) as Bowls Auckland shall determine.
 - b. Every Sub-Centre shall be deemed to be merely a component division of Bowls Auckland and shall be bound by the same obligations as Auckland Bowls. It shall not be entitled to separate representation at General Meetings of Bowls Auckland 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 Auckland Bowls;
 - b. obtain the prior approval of Bowls Auckland for Any Game of Bowls held by 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 Auckland Bowls, and subject to its authority and jurisdiction;
 - d. comply with all reasonable directions of Bowls Auckland Board;
 - e. provide such reports and information to Bowls Auckland Board as it reasonably requests;
 - f. only make decisions which Bowls Auckland Board has expressly authorised it to make, and to do so in accordance with any terms and conditions or limitations required by Bowls Auckland Board;
 - g. do everything that is reasonable to advance the objects of Bowls NZ and Bowls Auckland and always act in the best interests of its Members and the Game of Bowls; and
 - h. act with good faith and always operate with, and promote, mutual trust and confidence between Bowls NZ, Auckland Bowls, and the Members.

8. Member Clubs

8.1 **Existing Clubs:** Every club that was a member of Bowls Auckland immediately prior to the commencement of this Constitution is deemed to be a Member of Bowls Auckland (as a Club) from the date this Constitution comes into force. Those Clubs shall be under the jurisdiction of Bowls Auckland 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 Auckland Bowls;
- b. be an incorporated society under the Incorporated Societies Act 1908, unless the written agreement of Bowls Auckland Board is obtained to remain as an unincorporated association until a specified date;
- c. do everything required by the Incorporated Societies Act 1908 to maintain registration;
- d. 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;
- 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 the Constitutions and subject to this Rule, each Club shall have the 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."

and the following "Winding Up, Dissolution & Liquidation" provision that ensures that:

"any remaining funds be distributed to a body or bodies that 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.";

- f. provide to Bowls Auckland a copy of its proposed Constitution or any proposed amendments to its Constitution, for sign off prior to a club vote being taken;
- g. provide to Bowls Auckland upon request a copy of its Constitution and all amendments to its Constitution. Bowls NZ and/or Bowls Auckland may require a Club to amend its proposed Constitution or any proposed amendments if it, or any rule within it, is inconsistent or in conflict with the Bowls NZ Constitution or the Bowls NZ Regulations or this Constitution or the Bowls Auckland Regulations as directed by the Bowls NZ Board and/or the Bowls Auckland Board respectively;

- h. consult with Bowls Auckland at the earliest possible time, and at least three months prior before any General Meeting being held to decide on any proposal which involves changes to land ownership, major facility redevelopment, amalgamation or winding up. The consultation to include:
 - i. a written outline of the change(s) under consideration including the reasons for the proposed change(s) and any other options that may have been considered; and/or
 - ii. Bowls Auckland is to be given the opportunity to respond to the proposal, which may include (but not limited to), offers of advice or special assistance, financial assistance, suggested amendments, alternative options for consideration, and/or endorsement of the proposal; and/or
 - iii. Auckland Bowls, if it requests, be given an opportunity to address the Club Members at the General Meeting called to consider the proposal.
- i. file an annual return of its Members with Bowls Auckland in accordance with Rule 16 (Register of Members);
- j. advise the Bowls Auckland Manager of any resignations, suspensions or terminations from Membership of the club in accordance with Rule 17.3 (Resignation of Membership by Individuals) and Rule 17.7 (Suspension & Termination by the Club or Bowls NZ);
- k. advise the Bowls Auckland Manager of any new members approved during the year (either transfer or new) within fourteen days of such membership being granted, in accordance with Rule 9.2 (New Individual Members);
- l. advise the Bowls Auckland Manager of the change of Membership Category of an existing member within fourteen days of the change of category being approved by the club;
- m. forward to the Bowls Auckland Manager a copy of the Club's Annual Report and audited or reviewed Financial Statement not later than 3 months after the club's financial year end;
- n. do everything that is reasonable to advance the objects of Bowls NZ and Bowls Auckland and always act in the best interests of its Members and the Game of Bowls; and
- o. act with good faith and always operate with, and promote, mutual trust and confidence between Bowls NZ, Auckland Bowls, and the Members.

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 Bowls Auckland shall make an application in writing to the Bowls Auckland 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 Bowls Auckland Board shall first consider the application. If it is approved by the Bowls Auckland Board, the President of Bowls Auckland shall then countersign the application

confirming that the application has been approved by the Bowls Auckland Board, and forward it to the Bowls NZ Board for approval. Upon approval of an application by an organisation to be a Member of Bowls Auckland as a Club, the Bowls Auckland 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 Auckland Bowls.

9. Individual Members

- 9.1 Individual Member Defined: Subject to Rule 9.2 (New Individual Members), an Individual Member of Bowls Auckland is:
- a. a person who is a Playing Member, Non-Playing Member, or Casual Member of a Club in the Bowls Auckland District;
 - b. a member of the Bowls Auckland Board;
 - c. a member of the Club Board of any Club in the Bowls Auckland District;
 - d. a person who is an Officer or other Appointed Personnel of Auckland Bowls;
 - e. a person who is an Officer or other Appointed Personnel of any Club in the Bowls Auckland District; or
 - f. an individual who:
 - i. umpires or officiates and is a member of a Club in the Bowls Auckland District; or
 - ii. is an Bowls Auckland 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 Auckland Bowls, or a Club in the Bowls Auckland District.
- 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. In the case of a Playing or Non-Playing Member upon them satisfying the requirements of membership, the Club shall inform the Bowls Auckland Manager, and in turn, Bowls Auckland shall inform Bowls NZ, of such membership. The Bowls Auckland Manager shall then amend the Bowls Auckland Register of Members accordingly;
 - 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), Auckland Bowls, or a Club, where such event or competition has been prior approved by Bowls NZ or Bowls Auckland in accordance with the Regulations. The Club, Bowls Auckland 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, Auckland Bowls, 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 Bowls Auckland immediately prior to the commencement of this Constitution is deemed to be an Individual Member of Bowls Auckland from the date this Constitution comes into force. Those Individual Members shall be under the jurisdiction of Bowls Auckland and shall be bound by and subject to this Constitution.

10. Honorary Life Members

10.1 **Honorary Life Members:** Bowls Auckland may grant honorary life membership of Bowls Auckland to any person who has rendered exceptional service to the Game of Bowls at the Bowls Auckland level.

10.2 **Process:** Any proposal to confer honorary life membership shall, after approval by the Bowls Auckland Board, be notified to all Clubs not later than 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 **Rights:** An Honorary Life Member shall be entitled, at that person's own expense, to attend all General Meetings of Bowls Auckland and take part in the debate but shall not be entitled to vote in that capacity.

10.4 **Obligations:** An Honorary Life Member is not required to complete an Bowls Auckland 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: Bowls Auckland recognises the following incorporated and unincorporated organisations as being representative of the people they respectively purport to represent:

- a. Auckland Bowling Coaches Association Incorporated;
- b. Auckland Umpires Association Incorporated;
- c. Kittyhawks Bowls Club (Auckland); and
- d. Auckland and Bowls North Harbour Greenkeepers Association.

- 11.2 Not Members: The organisations named in Rule 11.1 (Recognised Organisations) are not members of Auckland Bowls, but Bowls Auckland 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: Bowls Auckland 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 Bowls Auckland 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. Bowls Auckland Boundaries

- 12.1 The Bowls Auckland District's boundaries, and the Clubs which are situated in such boundaries, shall be recorded in an official Bowls Auckland District Register. This register shall be retained at the offices of Auckland Bowls.
- 12.2 Alterations to the Bowls Auckland 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. Bowls Auckland Board Intervention

- 13.1 The Bowls Auckland 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), if following the written request of either the Board of the Club or the written request of the majority of the Playing Members, based on the most up to date records held at the office of Auckland Bowls, the Bowls Auckland Board considers it is in the best interests of Bowls Auckland and/or the Game of Bowls and/or the Club concerned.
- 13.2 Subject to the provision of Rule 13.3, the Bowls Auckland Board may of its own initiative, 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) when it is aware that the Club:
- a. is having, or likely to have, significant administrative, operational or financial difficulties; or
 - b. has breached a term of any agreement entered into between Bowls Auckland 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; or
- h. is acting in breach of the Constitution or Regulations of Bowls NZ, Bowls Auckland or of the Club concerned.

13.3 The intervention, initiated by the Bowls Auckland Board may only occur if after having convened a SGM in accordance with Rule 25.7 (Notice of SGM), at which the Bowls Auckland Board explains the reason(s) they believe an intervention is necessary and the Club concerned having the right of reply, the intervention is approved by the delegates in accordance with Rule 25.12 (Voting).

14. Membership Fees

- a. Each year each club shall pay to Bowls Auckland a Membership Fee for each Playing Member as reported to Bowls Auckland in the Annual Return of the 31 December in the preceding year. Student Playing members, up to 25 years of age, in a full time course of education, shall pay 50% of the Playing member Fee;
 - b. Each year the Membership Fee shall increase by the annual rate of inflation as reported at 31 March by the Consumer Price Index (CPI);
 - c. The Bowls Auckland Board, may set the Membership Fee, at an amount less than the full CPI increase;
 - d. If the Bowls Auckland Board proposes to increase the Membership Fee, by more than the increase permitted by CPI, they must give notice to all Clubs by the 30th day of May prior to the AGM, of the amount proposed in excess of the permitted CPI increase, together with a draft tentative budget of the Bowls Auckland financial position for the succeeding financial year;
 - e. If at the AGM the Delegates defeat the Board's proposed extra increase, the CPI increase will still apply.
- 14.2 Special-Purpose Fee: For special purposes required by Bowls Auckland 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 Bowls Auckland ending on 30 April following the AGM, and they shall be due and payable by each Club at the office of the Bowls Auckland 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:
- a. Each year the Bowls Auckland Manager shall notify each Club of the rate of the Membership Fee, not later than the 30th May;
 - b. In any year, where the Board of Bowls Auckland, put a Notice of Motion to the AGM to increase the Membership Fee by an amount greater than CPI, in accord with Rule 14.1(c) (Membership Fee), the Bowls Auckland Manager shall notify each Club the Membership Fee as fixed at the AGM;

- c. Any failure of the Bowls Auckland 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 Bowls Auckland and Bowls NZ and they are bound by this Constitution and Bowls Auckland Regulations, and the Bowls NZ Constitution and the Bowls NZ Regulations;
- b. they shall comply with and observe this Constitution and Bowls Auckland Regulations, and the Bowls NZ Constitution and Bowls NZ Regulations, and any determination, resolution or policy which may be made or passed by the Bowls Auckland Board or the Board of Bowls NZ;
- c. they are subject to the jurisdiction of Bowls Auckland and Bowls NZ;
- d. this Constitution and Bowls Auckland Regulations, and the Bowls NZ Constitution and Bowls NZ Regulations, are necessary and reasonable for promoting the Objects of Bowls Auckland and the objects of Bowls NZ;
- e. this Constitution and Bowls Auckland 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, Auckland Bowls, 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 Bowls Auckland 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 Bowls Auckland 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 Bowls Auckland 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, shall be sent to the Bowls Auckland 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, and has not forwarded it within 14 Days of a reminder notice being received in accordance with Rule 34 (Notices), then it shall be deemed to have suspended its membership of Bowls Auckland 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 Bowls Auckland 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 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 Bowls Auckland 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 of Membership

- 17.1 A Member may have their membership of Bowls Auckland end:
- a. if they no longer hold the position for which they became a member of Auckland Bowls;
 - b. by resignation under Rules 17.2 (Resignation of Membership by Clubs) and 17.3 (Resignation of Membership by Individuals);
 - c. by termination for default in payments under Rules 14.4a (Default) and 17.5 (Suspension & Termination for Default)); or
 - d. by termination under Rule 26 (Discipline).
- 17.2 **Resignation of Membership by Clubs:** No Club shall resign as a Member of Bowls Auckland without giving the Bowls Auckland 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 Bowls Auckland incurred during its membership. Upon such resignation, Bowls Auckland 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 Bowls Auckland by virtue of their membership of that Club. Upon receipt of such notice of resignation, the Club shall inform the Bowls Auckland Manager, and in turn, Bowls Auckland shall inform Bowls NZ, of such resignation. The Bowls Auckland Manager shall then amend the Bowls Auckland Register of Members accordingly. Any other person who is a member of Bowls Auckland may resign their membership of Bowls Auckland by giving not less than 7 Days' notice in writing to the Bowls Auckland Manager. On expiry of the notice period, and provided the person has paid all arrears of any fees owing to Auckland Bowls, that person shall cease to be a Member. The Bowls Auckland Manager shall then amend the Bowls Auckland 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 Bowls Auckland for a defined period of time, unless the terms of the suspension specify otherwise. The terms "termination" mean the action of expelling the Member and terminating their membership of Bowls Auckland indefinitely, unless the terms of the termination specify otherwise.
- 17.5 **Suspension & Termination for Default:** A Member shall have his/her/its membership of Bowls Auckland suspended or terminated by Bowls Auckland if:
- a. in the case of a Club, under Rule 14.4a (Default), it defaults in the payment of any fees to Auckland Bowls; or
 - b. in the case of any Bowls Auckland Member other than a Club, such member has defaulted in the payment of any fee due and owing to Bowls Auckland in accordance with this Constitution.
 - c. Any suspension under Rule 17.5a or Rule 17.5b can only occur, if the Member has not forwarded the amount owing within 14 Days of a reminder notice, specifying the payment(s) due, being received in accordance of Rule 34 (Notices). If payment is not made within the 14 Days of the notice being received, 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 Auckland Bowls:** A Member may have his/her/its membership of Bowls Auckland suspended or terminated by Bowls Auckland in accordance with Rule 26 (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 also have their membership of Bowls Auckland suspended or terminated. The Bowls Auckland 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 Bowls Auckland Board upon Bowls Auckland receiving notice from the relevant Club or Bowls NZ of such reinstatement.
- 17.8 **Notification of Decision:** Upon the decision by Bowls Auckland to suspend or terminate a Member under Rules 17.5 (Suspension & Termination for Default) and 17.6 (Suspension & Termination by Centre), Bowls Auckland shall within 7 Days of the decision inform all Clubs and Bowls NZ of the decision. Bowls Auckland 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 Auckland Bowls, shall forfeit all rights in and claims upon Bowls Auckland and its property (including Intellectual Property), and shall not use any Bowls Auckland property (including Intellectual Property). In particular, 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, Bowls Auckland 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 Auckland Bowls:** Membership, which has been suspended, or terminated by Bowls Auckland under this Constitution, may be reinstated at the discretion of the Bowls Auckland Board. If a Member is reinstated under this Rule, Bowls Auckland 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 Bowls Auckland and Bowls NZ of such reinstatement within 7 Days of the decision to do so, to enable Bowls Auckland and Bowls NZ to amend their respective registers of members accordingly.

18. President, Vice-President & Patron

- 18.1 A President and Vice-President of Bowls Auckland shall be elected at an AGM.
- 18.2 **Procedure:** The procedure for nominations and voting for the positions of President and Vice-President shall be as follows:
- a. the Bowls Auckland Manager shall, not later than 1st day of April in each year when the term of office of the President and Vice-President shall expire, write to each Club and invite nominations for the position of President and/or Vice-President, and the invitation must include the closing date for submitting nominations which shall be not later than 15th day of May prior to the AGM;
 - 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 Bowls Auckland 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 Bowls Auckland Manager shall advise all Clubs of the names and addresses of the nominees, the names of the Clubs which submitted the nominations, and such other information as the Bowls Auckland Board deems appropriate, as part of the Agenda for the AGM;
 - d. if no valid nominations for the position of President and/or Vice-President are received by the Bowls Auckland Manager in accordance with this Rule, then nominations for such position may be made from the floor at the AGM (provided the approval of the nominee has been obtained);
 - e. if there is only one nominee for a position the Chairperson of the meeting shall declare the nominee elected; and
 - f. if there is more than one nominee for a position:

- i. a secret ballot shall be taken amongst the Delegates present;
- ii. all Delegates are eligible to vote for each of the vacant positions;
- iii. in any secret ballot, the highest polling candidate 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 for two years from the conclusion of the AGM at which their election is made through to the close of the second AGM following their election. 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 Bowls Auckland Board, Bowls Auckland may, by decision, of the majority of Delegates at a General Meeting, invite a person to be Patron of Auckland Bowls. Such invitation, if accepted, shall be for such term as the Delegates at the General Meeting determine.

19. Bowls Auckland Board

19.1 **Composition of Bowls Auckland Board:** the Bowls Auckland Board shall comprise the President, Vice-President, and five other persons who shall assume office in accordance with this Constitution.

19.2 **Restriction:** Individuals may not serve on Bowls Auckland Board if any of the following apply:

- a. the person is an undischarged bankrupt, or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967;
- b. 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;
- c. 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
- d. 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 **Selection Panel:** There shall be a Selection Panel established whose function shall be to recommend the most suitable candidates for the Delegates at the AGM to appoint to the Bowls Auckland Board. The Selection Panel shall consist of three persons comprising:

- a. one person who shall be elected by the Delegates at a General Meeting;

- b. the President for the time being of Bowls Auckland (or her/his nominee); and
- c. one person who shall be appointed by Bowls Auckland Board.

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

- a. the Selection Panel shall be established by Bowls Auckland Board no later than 15th day of May prior to the AGM in each year;
- b. no person nominated or applying for a position on the Bowls Auckland Board shall in the same year be eligible to be a member of the Selection Panel; and
- c. the Delegates may also appoint a deputy, from time to time, who shall stand in for the person described in Rule 19.3a (Selection Panel) should that person not be available for any reason.

19.5 **Applications for Bowls Auckland Board:** Applications for positions on Bowls Auckland Board shall be made as follows:

- a. in each year Bowls Auckland Manager shall, not later than 1st day of April in each year, call for applications for the required number of Centre Board Members (based on any vacancies due to arise at the AGM);
- b. applications by candidates seeking appointment as a Centre Board Member shall be made in writing and must be received by Bowls Auckland Manager no later than 15th day of May prior to the AGM; and
- c. the Bowls Auckland Manager shall then forward all applications together with a copy of any curriculum vitae supplied by a candidate to the Selection Panel;
- d. the Selection Panel shall from the applications received, select and recommend the most suitable candidate(s) for the Delegates at the AGM, to appointment to the Bowls Auckland Board, having regard to the factors specified in Rule 19.6 (Relevant Factors). If there are insufficient applications, the Selection Panel may on its own initiative contact additional persons who it considers meet the required criteria to see if they would be interested in serving on the Bowls Auckland Board. The number of candidates to be chosen by the Selection Panel shall be the total of the number of Bowls Auckland Board Members retiring (by rotation or otherwise) or a lesser number if there are insufficient suitable candidates; and
- e. the Selection Panel shall provide a report for the AGM outlining the reasons for its recommendations, which shall include a synopsis summarising the attributes it considers each candidate has for the position. The Selection Panel's decisions shall be conveyed to the Bowls Auckland Manager in time to enable the Bowls Auckland Manager to include the details of the recommended candidates in the AGM Agenda.

19.6 **Relevant Factors:** In considering its recommendations, the Selection Panel shall take into account, the following factors about the applicant and the Bowls Auckland 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 Bowls Auckland Board to be minimised;
- f. the need for a wide range of skills and experience on Bowls Auckland Board including skills in commerce, finance, marketing, law or business generally;
- g. the need for diversity including ethnicity and gender balance on the Bowls Auckland Board; and
- h. the need for Bowls Auckland Board as a whole to have sufficient knowledge of or experience in the Game of Bowls.

19.7 **Appointment of Bowls Auckland Board Members:** The Delegates at the AGM may appoint as Bowls Auckland Board Members, those candidate(s) recommended by the Selection Panel. In the event a recommended candidate(s) is not appointed by the Delegates at the AGM, the Selection Panel shall reconvene as soon as practicable after the AGM and shall, having regard to the factors specified in Rule 19.6 (Relevant Factors), select from any other applicants, a person(s) who it considers meets the required criteria and the name of the person(s) so selected shall be circulated by the Bowls Auckland Manager to all the Clubs for endorsement. Upon receipt by the Bowls Auckland Manager of the endorsement of a majority of eligible votes cast by the Clubs, the candidate(s) shall be deemed to have been duly appointed as an Bowls Auckland Board Member. If there are no other applicants for the Selection Panel to consider then the vacancy shall be dealt with by the Bowls Auckland Board under the provisions of Rule 19.15 (Co-Option if a Vacancy Arises)

19.8 **Term of Office of Centre Board Members:** Every person appointed to the Bowls Auckland Board shall assume office at the conclusion, of the AGM at which they were appointed. Subject to the provisions of this Constitution, all persons appointed to the Bowls Auckland Board shall serve on the Bowls Auckland Board until the conclusion of the second AGM following their appointment.

19.9 **Schedule of Rotation:** To ensure rotation on Bowls Auckland Board, there must be at least two vacancies among the appointed Board Members (whether by expiry of term of office, retirement or otherwise) on the Bowls Auckland Board at every AGM. To ensure continuity on the Bowls Auckland Board, the year that the terms of office of the President and Vice-Presidents expire, should be the same year that only two vacancies occur, by rotation, among the appointed Bowls Auckland Board Members. This provision however does not preclude other vacancies occurring in accordance with provisions of Rule 19.12 (Vacancies) and Rule 19.15 (Co-Option if a vacancy arises) If there are insufficient vacancies to give effect to this requirement, the Bowls Auckland Board shall, prior to the AGM, determine by lot which of its number shall retire and notify the Clubs of this decision not later than the 1st day of April prior to the AGM.

19.10 **Chairperson of Bowls Auckland Board:** The Chairperson of the Bowls Auckland Board shall be elected annually by the Bowls Auckland 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 Bowls Auckland Board may seek assistance from the Bowls Auckland Manager in conducting the ballot(s) and/or lot.
- 19.11 **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 Bowls Auckland Board chooses to replace the Chairperson, or the Chairperson is removed between AGMs in accordance with this Constitution.
- 19.12 **Vacancies:** The office of a Centre Board Member shall become vacant if the Bowls Auckland Board Member:
- a. resigns from his or her position on the Bowls Auckland Board;
 - b. is removed from office in accordance with this Constitution;
 - c. is absent from three (or more) consecutive meetings of Bowls Auckland Board without the approval of the Bowls Auckland Board; or
 - d. dies.
- 19.13 **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.
- 19.14 **Vacancy of Chairperson's Position:** If the position of Chairperson becomes vacant then the Bowls Auckland Board shall appoint one of its members to that position.
- 19.15 **Co-Option if a Vacancy Arises:** Whenever there is a vacancy on the Bowls Auckland Board, the Bowls Auckland Board may appoint a person who it considers, taking into account Rule 19.6 (Relevant Factors), has the necessary skills and attributes to fill the vacant position or may leave the position vacant until the next AGM. Every person appointed according to this provision shall hold office until the conclusion of the next AGM (unless removed prior to that date in accordance with this Constitution), but shall be eligible for re-appointment. Any person appointed according to this provision to the position of Vice-President, shall serve for the balance of the Vice-President's term of office.
- 19.16 **Suspension of an Bowls Auckland Board Member:** The Bowls Auckland Board may, after reasonable enquiry and after giving the person concerned the right to be heard, suspend a person from their position on the Bowls Auckland Board in the following circumstances:
- a. if the person is charged with committing a criminal offence punishable by a term of imprisonment and the Bowls Auckland 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 Bowls Auckland Board consider any member of the Bowls Auckland Board has breached any one or more of the duties specified in Rule 21.2 (Powers and Duties); or
- d. if the Bowls Auckland Board consider any member of the Bowls Auckland Board has acted in a manner that has caused, or may cause, significant harm to Auckland Bowls.

19.17 **Removal From Office:** In addition to the power of suspension in Rule 19.16 (Suspension of an Bowls Auckland Board Member), the Bowls Auckland Board may, with the approval of a motion by no less than two-thirds of the Bowls Auckland Board, remove any Bowls Auckland Board Member from the Bowls Auckland Board before the expiry of their term of office if any of the circumstances set out in Rule 19.16a to 19.16d 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 Bowls Auckland Board meeting or by submission in person at Bowls Auckland Board meeting.

20. **Proceedings of the Bowls Auckland Board**

20.1 **Number of Meetings:** Bowls Auckland Board shall meet a minimum of six times in each year.

20.2 **Convening of Meetings:** Notwithstanding Rule 20.1 (Number of Meetings), a meeting of Bowls Auckland 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 Bowls Auckland Board Members. Such requisition shall be in writing addressed to the Bowls Auckland 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 Bowls Auckland Manager shall provide to each Bowls Auckland Board Member not less than 14 Days' written notice of any Bowls Auckland Board meeting convened under Rule 20.1 (Number of Meetings) and not less than 7 Days' written notice of any Bowls Auckland Board meeting convened under Rule 20.2 (Convening of Meetings).

20.4 **Quorum:** The quorum for meetings of Bowls Auckland Board shall be four Bowls Auckland Board Members. No business shall be transacted at any Bowls Auckland 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 Bowls Auckland Board Member.

20.5 **Disclosure of Interests:** Any Member, including any Bowls Auckland Board member, who may derive some personal or financial advantage from any matter before the Bowls Auckland Board shall disclose the nature and extent of their interest to the Bowls Auckland Board and shall take no part whatsoever in the matter before the Bowls Auckland Board where they hold such interest.

20.6 **Voting:** Subject to Rule 20.5 (Disclosure of Interests), each Bowls Auckland Board Member present at any Bowls Auckland 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 Bowls Auckland Board may make a decision, by signed resolution or consent in lieu of a meeting. Any such resolution shall be valid as if it had been passed at a meeting of the Bowls Auckland Board so long as:
- a. a copy of the proposed resolution is sent to every Bowls Auckland Board Member; and
 - b. over half of the Bowls Auckland 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 Bowls Auckland 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 Bowls Auckland Manager shall ensure the proceedings of each Bowls Auckland Board meeting are properly recorded as soon as possible after the conclusion of each meeting of the Bowls Auckland Board and confirmed at the next Bowls Auckland Board meeting. The confirmed set of minutes shall be permanently retained. A copy of the confirmed minutes shall be posted on the Bowls Auckland website. Any Member of Bowls Auckland may also request a copy of such minutes.
- 20.9 **Honoraria:** Subject to Rule 30 (Application of Income & No Pecuniary Profit), all Bowls Auckland Board Members are entitled to receive an annual honorarium. Prior to 1 June in each year the Bowls Auckland Board shall recommend what should be the maximum amount of Honoraria for the Bowls Auckland Board. If the Bowls Auckland Board considers there should be an increase then the new maximum annual amount of honoraria for the Bowls Auckland Board Members must be approved at the AGM pursuant to Rule 25.2 (AGM Business). If the increase is not approved by the AGM then the existing maximum annual amount of honoraria may continue to be paid.
- 20.10 **Meetings Using Technology:** A meeting of the Bowls Auckland Board may be held by the contemporaneous linking together by telephone or other means of communication of the Bowls Auckland Board Members provided that prior notice of the meeting is given to all Bowls Auckland 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 Bowls Auckland Board**

- 21.1 **Overall Power:** The Bowls Auckland Board shall be the policy-making body of Bowls Auckland and shall be responsible for managing the business and affairs of Auckland Bowls. The Bowls Auckland Board shall, through clearly-defined delegations of authority, delegate to the Bowls Auckland Manager and, where appropriate, through the Bowls Auckland Manager to the Auckland Centre staff, the day-to-day management of the business and affairs of Auckland Bowls.
- 21.2 **Powers and Duties:** Subject to Rule 21.3 (Restriction on Major Transactions), the Bowls Auckland 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 Bowls Auckland District;
 - b. to develop and implement prudent policies to protect and enhance Bowls Auckland finances and property;

- c. to employ or engage the Bowls Auckland 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 appoint such persons as it considers appropriate to committees, positions and roles within Auckland Bowls, (except as otherwise specified in this Constitution or Bowls Auckland Regulations), to determine the terms and conditions of such appointment and, if necessary, to terminate such appointments;
- f. subject to this Constitution, to fill vacancies of the Bowls Auckland Board, and of any committees and other groups which are established by it;
- g. to establish such corporate and other entities to carry on and conduct any part of the affairs of Auckland Bowls;
- h. to co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Bowls Auckland Board;
- i. to delegate such powers as it considers appropriate to employees, committees or other groups appointed by it;
- j. to enforce the Laws of the Sport;
- k. to determine the yearly calendar for Centre tournaments, events and competitions in Bowls Auckland District;
- l. to determine the conditions and rules of Bowls Auckland tournaments, events and competitions, held by or under its auspices;
- m. to determine and publish circumstance under which the Game of Bowls may be played at a club where either the organisers and/or the participants are not members of Bowls NZ and/or Auckland Bowls;
- n. to select Bowls Auckland representative Bowls Teams, Bowls Sides, and squads;
- o. 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;
- p. to discipline Members as specified in this Constitution and the Regulations;
- q. to develop Bowls Auckland 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 Bowls Auckland District;
- r. to hear and determine any Disputes, Misconduct or other matters as specified in this Constitution and the Regulations; and

- s. to do all other acts and things which are within the powers and objects of Bowls Auckland and which the Bowls Auckland Board considers appropriate.

21.3 **Restriction on Major Transactions:** Bowls Auckland Board shall not undertake a Major Transaction without the approval of the Members by Special Resolution at a General Meeting.

22. Kimberley Investment Committee

22.1 **Background:** The Kimberley Investment Reserve Account was established to ensure that the net funds from the sale of the Kimberley Road Property be safeguarded and grown to provide a surplus fund to meet any emergency or finance some major project desirable or necessary for the benefit of Bowls Auckland and its members at some stage in the future.

22.2 **Kimberley Investment Reserve Account:** The Committee appointed under Rule 22.3 (Kimberley Investment Committee) shall hold the net capital from the sale of the Kimberley Road property and the accumulated funds from investing the same, upon trust, in a separate account known as the Kimberley Investment Reserve Account.

22.3 **Kimberley Investment Committee:** The Kimberley Investment Committee is a Committee of five people, four of whom are appointed by the Kimberley Appointments Panel in accordance with Rule 22.10 (Appointments Panel), and ex-officio the Bowls Auckland Manager who shall also provide such secretarial and other support as may be required from time to time. The Committee to have the powers and duties as described in Rule 22.8 (Powers and Duties).

22.4 **Term of Office:** The Term of Office of appointees to the Kimberley Investment Committee shall commence on the 1 August and shall be for a period of two years. Where a member of the Committee has been appointed to fill a vacancy that member shall serve only for the remainder of the term of the member they replaced. Those members retiring by rotation shall be eligible for re-appointment.

22.5 **Schedule of Rotation:** To ensure continuity on the Committee, half of the members will retire each year. If there are insufficient vacancies to give effect to this requirement the Committee shall by lot determine which of its members shall retire.

22.6 **Vacancies:** A vacancy on the Committee shall occur when a member:

- a. **resigns from their position on the Committee;**
- b. **remains out of the country for a period of 6 months;**
- c. **refuses to act therein;**
- d. **is unfit to act therein or is incapable to do so; or**
- e. **dies.**

When such vacancy shall occur the Kimberley Appointments Panel shall appoint a replacement member who shall serve for the time as defined in Rule 22.4 (Term of Office).

22.7 **Indemnity:** No Kimberley Investment Committee member shall be liable for any loss not attributable to his own dishonesty or the wilful commission by him of an act known by him to be a breach of his appointment.

22.8 **Powers and Duties:** The Kimberley Investment Committee shall have the following powers and duties:

- a. To annually appoint its own Chairperson at the first meeting held after 1 August in any year. The chairperson shall chair all meetings of the Committee unless he is unavailable, in which case the Committee shall select another member to chair the meeting;
- b. To invest the capital of the Kimberley Investment Reserve Funds in investments authorised by law for the investment of funds in New Zealand with powers to purchase or lease any real or personal property;
- c. Have absolute and uncontrolled power and discretion in the management of the fund known as the Kimberley Investment Reserve Account and may do or cause to be done all such acts, matters and things of whatsoever kind and nature pertaining to the fund and to sign all such instruments and documents as they think proper or expedient, however a limitation on expenditure in excess of fifty percent of the total value of the Kimberley Investment Reserve Account shall apply for any one project without the prior consent of a General Meeting of Auckland Bowls;
- d. To provide investment and other financial recommendations to the Bowls Auckland Board as requested from time to time;
- e. At the request of the Bowls Auckland Board or on the Committees own initiative to pay up to fifty percent of the Kimberley Investment Reserve Account as the Committee shall in its sole and uncontrolled discretion think fit for or towards any project or for any purpose which the Committee considers expedient or in the best interests of Bowls Auckland and its members;
- f. In exercising this discretion, the Committee should take into account that the Fund is a major capital asset of Bowls Auckland and should be kept intact as far as possible in order to meet the future needs of Bowls Auckland and its members.
- g. Have the right to accept further funds from Bowls Auckland or any other organisation and to administer the same in terms of its powers under this constitution;
- h. Convene its own meetings at such time and place the Committee shall determine at which minutes will be kept and a copy be given to the Bowls Auckland Manager to be tabled at the next Bowls Auckland Board meeting;
- i. Shall at each AGM of Bowls Auckland or at any other time when called upon by the Bowls Auckland Board table a report on its activities and audited financial accounts; and
- j. Shall not have the right to transfer any remaining balance of the Kimberley Investment Reserve Account back to the general funds of Bowls Auckland without the prior consent of a General Meeting of Auckland Bowls.

22.9 **Decision Making:** All decisions of the Kimberley Investment Committee on expenditure must be a unanimous decision of all five Members of the Committee.

22.10 **Appointments Panel:** There shall be a Kimberley Appointments Panel whose function will be to consider, and appoint or re-appoint Members to the Kimberley Investment Committee

in place of those who have retired in accordance with Rule 22.4 (Term of Office) or have ceased to be Members in accordance with Rule 22.6 (Vacancies). In considering appointment to the Kimberley Investment Committee, the Appointment Committee shall ensure the appointees have the necessary skills to serve on the Kimberley Investment Committee. The Appointments Panel shall consist of three persons comprising;

- a. the Chairperson for the time being of the Bowls Auckland Board;
- b. the President for the time being of Auckland Bowls; and
- c. a Life Member of Bowls Auckland (appointed by the Bowls Auckland Board)

23. Rawhiti Fund

- 23.1 **Background:** The Rawhiti Bowling Club having sold its premises at Rangitoto Avenue, Remuera resolved to establish a fund with the remaining proceeds of the sale to be known as the Rawhiti Fund to be administered by Bowls Auckland in accordance with the Resolution of the Rawhiti Bowling Club dated 28 September 2014 and incorporated in a Deed signed under seal between Rawhiti Bowling Club and Bowls Auckland dated 11 May 2015. A copy of the Deed can be made available to Clubs on request.

24. Bowls Auckland Manager

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

25. General Meetings

- 25.1 **AGM:** An Annual General Meeting ("AGM") of Bowls Auckland shall be held not later than 31st day of July in each year. The Bowls Auckland Manager shall not later than the 1st day of April in each year, give written notice of the date, time, and venue of the AGM to all Bowls Auckland Board Members, Honorary Life Members of Bowls Auckland and all Clubs (who shall in turn notify their members).
- 25.2 **AGM Business:** The business to be transacted at every AGM shall include, but not be limited to:
- a. confirmation of the minutes of the previous AGM and any SGM held since the previous AGM;

- b. receiving the Bowls Auckland Board's report along with the report of the Kimberley Investment Committee and the Rawhiti Committee for the financial year ending 30 April;
- c. receiving the audited statement of accounts and balance sheet for Auckland Bowls, the Kimberley Investment Reserve Account and the Rawhiti Fund for the financial year ending 30 April;
- d. the election of a President and Vice-President, if required;
- e. the election of a person to the Selection Panel;
- f. the appointment of a Patron (if desired);
- g. the confirmation of any appointments to Bowls Auckland Board;
- h. fixing the Membership Fee(s) and any Special-Purpose Fee(s) payable by Clubs to Auckland Bowls, having regard to the recommendation of the Bowls Auckland Board and the budget presented to support the same;
- i. fixing the maximum annual Honoraria payable by Bowls Auckland to the Bowls Auckland Board Members in accordance with Rule 20.9 (Honoraria), only if a change to the current amount is being recommended **by the Bowls Auckland Board**;
- j. considering and determining any notices of motion which propose alterations to the Constitution of which due and proper notice has been given in accordance with Rule 31.2 (Timing);
- k. considering and making recommendations to Bowls Auckland Board, as a result of any notices of motions of which due and proper notice has been given in accordance with Rule 25.4 (Notices of Motion); and
- l. transacting such other business as the General Meeting deems appropriate.

25.3 **AGM Agenda:** An agenda containing the business to be discussed at the AGM (as set out in Rule 25.2 (AGM Business)) shall be sent to all Bowls Auckland Board Members, Honorary Life Members and Clubs no later than the 30 Days, prior to the AGM.

25.4 **Notices of Motion:** The Bowls Auckland Manager shall, not later than the 1st day of April in each year, invite Clubs to submit Notices of Motion to be considered at the AGM. Any notice of motion from the Bowls Auckland Board or from a Club must be received by Bowls Auckland Manager not later than the 15th day of May prior to an AGM, in order to be considered at that meeting, unless otherwise agreed by the Bowls Auckland Board. Every notice of motion from a Club must be signed by the Club President or the Club Secretary.

25.5 **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 Bowls Auckland 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.

- 25.6 **Special General Meeting:** The Bowls Auckland Manager shall convene a Special General Meeting ("SGM") of Bowls Auckland by giving the requisite notice required under Rule 25.7 (Notice of SGM):
- a. when directed to do so by Bowls Auckland 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 ten percent of the Bowls Auckland Clubs, rounded to the next highest number, which requisition must provide full details of the business that is proposed to be dealt with at the meeting.
- 25.7 **Notice of SGM:** If the Bowls Auckland Manager is required to convene a SGM, the Bowls Auckland Manager shall give at least 30 Days' notice to the Bowls Auckland Board Members, Honorary Life Members and member Clubs of the date, time, and venue of such meeting (except where, in the view of the Chairperson, 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. If the SGM is being called to consider changes to the Constitution, then the Bowls Auckland Manager shall give at least 60 Days notice.
- 25.8 **Meetings Using Technology:** In any case where the Bowls Auckland 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 Bowls Auckland Board.
- 25.9 **Chairperson:** The chairperson of any General Meeting shall be the Chairperson of Bowls Auckland Board. In the event of the Chairperson of Bowls Auckland Board being unavailable, another Bowls Auckland Board Member shall chair the meeting.
- 25.10 **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 Bowls Auckland and to vote on behalf of the Club at General Meetings of Bowls Auckland in accordance with Rule 25.12 (Voting).
- 25.11 **Observers:** In addition to the Delegates, all Members except Honorary Life Members are entitled General Meetings as observers. All Members (except Honorary Life Members) who attend as Observers 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 he has the rights as a Delegate).
- 25.12 **Voting:** At General Meetings:
- a. each Club represented at a General Meeting by its Delegate shall be entitled to one vote for every thirty Playing Members (or part thereof), up to a maximum of six votes;
 - b. on the 1st day of June, prior to the AGM, the Bowls Auckland 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 Bowls Auckland as to the number of Individual Playing 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 31 (Alterations to Constitution) and Rule 33 (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. Members of the Bowls Auckland Board shall each be entitled to speak and to cast one vote. The Chairperson may move motions on behalf of the Bowls Auckland Board, 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.

25.13 **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.

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

26. Discipline

26.1 **Jurisdiction of the Bowls Auckland Board:** Subject to Rule 26.3 (Jurisdiction of the Bowls NZ Judicial Committee) and in accordance with the Bowls Auckland Regulations, the Bowls Auckland Board has jurisdiction to hear and determine Disputes and Misconduct at Centre Level. For the purposes of this Rule the Bowls Auckland Board includes any sub-committee of Auckland Bowls, including a judicial committee established by the Bowls Auckland Board in accordance with Rule 21.2d (Powers and Duties).

26.2 **Composition of the Bowls Auckland Judicial Committee:** If the Bowls Auckland Board establishes a judicial committee to assist it to hear and determine Disputes and Misconduct at Bowls Auckland Level in accordance with Rule 26.1 (Jurisdiction of the Bowls Auckland Board), such Bowls Auckland judicial committee shall comprise not less than three persons appointed by the Bowls Auckland Board. Each member of the Bowls Auckland judicial committee shall not be an employee of Bowls Auckland or a person who has an interest in the matter before the Bowls Auckland 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.
- c. The Bowls Auckland Board shall appoint one of the members of the Bowls Auckland judicial committee to act as the chairperson of the Bowls Auckland judicial committee. The quorum for all meetings of the Bowls Auckland judicial committee shall be three persons.

26.3 **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; or
 - ii. where the parties agree in writing; and
- d. any jurisdictional issues regarding Disputes and Misconduct.

26.4 **Application of Rule 26:** The Bowls Auckland Board has no jurisdiction to hear and determine any Dispute(s) and/or Misconduct heard and/or determined by a Club.

26.5 **Procedure:** The relevant body in this Rule 26 (Discipline) shall take such action as it considers appropriate provided it acts in accordance with the principles of natural justice and any applicable regulations.

27. Appeals

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

- a. Appeal to Bowls NZ Judicial Committee: Where there is a Dispute or Misconduct at Bowls Auckland Level which is decided by the Bowls Auckland Board (or committee on

its behalf), any party affected by that decision may only appeal such decision to the Bowls NZ Judicial Committee in accordance with the Bowls NZ Regulations.

- b. **Appeal to Sports Tribunal:** Where there is a Dispute or Misconduct which is decided by the Bowls NZ Judicial Committee under Rules 26.3 (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 the rules of the particular event do not require otherwise.
 - c. **No appeal right:** There shall be no right of appeal from a decision of the Bowls NZ Judicial Committee under Rules 26.3 (Jurisdiction of the Bowls NZ Judicial Committee) (c) and (d).
- 27.2 **Procedure:** In deciding any appeal under Rule 27.1a, the Bowls NZ Judicial Committee shall follow the procedures set out in the Bowls NZ Regulations.
- 27.3 **Stay of Execution:** Pending the determination of an appeal before it, the Bowls NZ Judicial Committee or the Sports Tribunal may grant a stay of execution of the decision which is being appealed.

28. Laws of the Sport

- 28.1 All matches shall be played in accordance with the Laws of the Sport and Regulations made under the Bowls NZ Constitution, and Bowls Auckland 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.

29. Finances

- 29.1 **Financial Year:** The financial year of Bowls Auckland shall end on 30 April, or such other date as determined by Bowls Auckland Board.
- 29.2 **Banking:** The Bowls Auckland Board shall determine which financial institutions shall be used by Auckland Bowls. All bank accounts must be operated in accordance with any policies determined by the Bowls Auckland Board.
- 29.3 **Accounting Records:** The Bowls Auckland Board shall ensure there are true and complete accounts kept of the income and expenditure and assets and liabilities of Bowls Auckland and that annual Financial Statements are prepared and registered with the Registrar as required by law. The accounting records must be open to inspection by Members at such reasonable times agreed by the Bowls Auckland Board.
- 29.4 **Auditor:** The Bowls Auckland Board shall appoint an independent auditor to examine and audit the books and accounts of Bowls Auckland and report on these at the AGM. The auditor shall at all reasonable times have access to the books, papers, accounts, vouchers and documents kept by electronic means or otherwise relating to the affairs of Bowls Auckland and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes.

30. Application of Income & No Pecuniary Profit

- 30.1 **Application of Income:** The income and property of Bowls Auckland shall be applied solely towards the promotion of the Objects of Auckland Bowls.
- 30.2 **No Pecuniary Profit:** No Member of Bowls Auckland or any person associated with a Member shall participate in or materially influence any decision made by Bowls Auckland 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).

31. Alterations to Constitution

- 31.1 **Process:** Proposals to change this Constitution may be put forward by the Bowls Auckland Board or by Clubs. Clubs may propose changes via a Notice of Motion in accordance with Rule 25.4 (Notices of Motion) or by requesting an SGM in accordance with Rule 25.6 (Special General Meeting). This Constitution may only be altered, added to, or repealed by a Special Resolution at a General Meeting in accordance with this Constitution.
- 31.2 **Timing:** Notice of an intention to alter this Constitution must be given by the Bowls Auckland Board:
- a. no later than the 1st day of April in the year in which it is to be considered at that AGM; or
 - b. as part of the request to hold an SGM made in accordance with Rule 25.6 (Special General Meeting).
- 31.3 **Restrictions:** No addition to or alteration of Rule 4 (Objects), Rule 30 (Application of Income & No Pecuniary Profit) and Rule 33 (Dissolution & Liquidation) shall be made which affect the charitable nature of Auckland Bowls. 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.
- 31.4 **Change of Status:** The restrictions imposed under Rule 31.3 shall apply to Rule 4 (Objects) and Rule 33 (Dissolution & Liquidation) only if Bowls Auckland is granted Charity Status and will only continue to apply while Charity Status is maintained. The restriction imposed on Rule 30 (Application of Income & No Pecuniary Profit) will always apply, with or without Charity Status.

32. Bowls Auckland Regulations

- 32.1 **Bowls Auckland Board to Determine:** The Bowls Auckland Board may determine regulations (to be known as "Bowls Auckland Regulations") covering any matters as the Bowls Auckland Board in its discretion deems appropriate, provided they are not inconsistent with this Constitution, the Bowls NZ Constitution, or the Bowls NZ Regulations. Such Bowls Auckland Regulations when determined shall be recorded in a Regulations Register maintained by the Bowls Auckland Manager and shall be posted on the Bowls Auckland website.
- 32.2 **Application:** The Bowls Auckland Regulations shall be binding on all Members.

32.3 **Alterations:** The Bowls Auckland Regulations may be rescinded, amended, or added to from time to time but only by resolution of the Bowls Auckland Board. Any within to the Bowls Auckland Regulations shall be notified to Clubs within 7 Days of the changes being adopted by the Bowls Auckland Board.

33. Dissolution & Liquidation

33.1 **Voluntary:** Bowls Auckland 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.

33.2 **Other:** Bowls Auckland may also be put into liquidation or dissolved in accordance with the Incorporated Societies Act 1908.

33.3 **Distribution:** If upon the liquidation, or dissolution of Auckland Bowls, 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 Auckland Bowls, 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; and
- c. is a registered charity and/or accepted by Inland Revenue as a donee organisation.

34. Notices

34.1 **From Auckland Bowls:** Any notice required to be given by or on behalf of Bowls Auckland under this Constitution shall be in writing and may be given:

- a. in person; or
- b. by posting to the Member's address as held by Auckland Bowls. The Member shall be deemed to have received it three business days after it is posted; or
- c. by electronic mail to the Member's email address as held by Auckland Bowls. The Member shall be deemed to have received it on the date and time at which it is sent as it is recorded by the Bowls Auckland information system.

34.2 **Failure to Give Notice:** The accidental omission by Bowls Auckland to give notice of a General Meeting to, or the failure to receive notice of a General Meeting by a Member does not invalidate the proceedings of that General Meeting.

34.3 **To Bowls Auckland:** Any notice required to be given to Bowls Auckland under this Constitution shall be in writing and may be given:

- a. to the Bowls Auckland Manager; or

- b. by posting to the Bowls Auckland registered office; or
- c. by electronic mail to the address specified by Bowls Auckland.

35. Awards

- 35.1 At a General Meeting, the Delegates may, on the recommendation of the Bowls Auckland Board award a service medal to any person who's long and outstanding or meritorious service to Bowls Auckland merits such recognition.

36. Uniform & Colours

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

37. Common Seal

- 37.1 Bowls Auckland shall have a common seal which shall be kept in the custody of the Bowls Auckland Manager. The common seal shall be affixed to any document only by the authority of Bowls Auckland Board. Every document to which the seal is affixed shall be signed by the Bowls Auckland Manager and the President or Chairperson. In the absence of the Bowls Auckland Manager the seal may be affixed and signed by any two of the President, Chairperson or another Bowls Auckland Board Member.

38. Indemnity & Insurance

- 38.1 **Indemnity:** Each Member and each Bowls Auckland Board Member shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of Bowls Auckland 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 Auckland Bowls.
- 38.2 **Insurance:** The Bowls Auckland Board may take out any appropriate insurance cover in respect of the indemnity provision in this Rule at the expense of Auckland Bowls.

39. Matters Not Provided For

- 39.1 If any matter shall arise which in the opinion of the Bowls Auckland Board is not provided for in this Constitution then the same may be determined by the Bowls Auckland 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.

40. Transitional Provisions

- 40.1 The term of office of any person appointed or elected under the former constitution of Bowls Auckland 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 Bowls Auckland Board.