

CONSTITUTION OF THE AUCKLAND TABLE TENNIS
ASSOCIATION (INCORPORATED)

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NAME

- 1) The name of the Association is The Auckland Table Tennis Association (Incorporated) (in this Constitution referred to as "the Association").

DEFINITIONS

- 2) In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

‘**Act**’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘**Annual General Meeting**’ means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Association’s activities and finances.

‘**Casual Member**’ means a Member who has been granted casual access to the Association’s stadium facilities in accordance with this Constitution and any policies or conditions determined by the Management Committee from time to time.

‘**Chairperson**’ means the Officer responsible for chairing Executive Committee meetings and Management Committee meetings, and who provides leadership for the Association.

‘**Constitution**’ means the Clauses in this document.

‘**Contact Details**’ means a physical or an electronic address and a telephone number.

‘**Contact Person**’ means the Chief Executive Officer, or any other person appointed by the Management Committee to be the Contact Person

‘**Deputy Chairperson**’ means the Officer elected or appointed to deputise in the absence of the Chairperson.

‘**General Meeting**’ means either an Annual General Meeting or a Special General Meeting of the Members of the Association.

‘**Interested Member**’ means a Member who is interested in a matter for any of the reasons set out in Section 62 of the Act.

‘**Interests Register**’ means the register of interests of Officers, kept under this Constitution and as required by Section 73 of the Act.

‘**Management Committee**’ means the Association’s governing body constituted of members appointed from time to time.

‘**Matter**’ means—

- a) the Association’s performance of its activities or exercise of its powers; or
- b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.

‘**Member**’ means a person who has consented to become a Member of the Association and has been properly admitted to the Association and who has not ceased to be a Member of the Association.

‘**Notice**’ to Members includes any notice given by email, post, or courier.

‘**Officer**’ means a natural person who is:

- a) a member of the Management Committee, or
- b) occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Chairperson, Secretary, or Treasurer.

‘**Register of Members**’ means the register of Members kept under this Constitution as required by Section 79 of the Act.

‘**Secretary**’ means the Officer responsible for the matters specifically noted in this Constitution.

‘**Special General Meeting**’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

‘**Stadium Keyholder Member**’ means a Member who has been granted keyholder access to the Association’s stadium facilities in accordance with this Constitution and any policies or conditions determined by the Management Committee from time to time.

‘**Treasurer**’ means the Officer responsible for managing the financial affairs of the organization as specified in this Constitution.

‘**Working Days**’ mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following – a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

INTERPRETATION

- 3) In the interpretation of this document, the following provisions apply unless the context otherwise requires:
 - a) A reference in this document to any law, legislation, or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision.
 - b) An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.Matters not covered in this Constitution shall be decided by the Management Committee, subject always to this Constitution and the Act.

NOT FOR PROFIT STATUS

- 4) The Association is and intends to be a not-for-profit entity.

OBJECTS

- 5) The Objects of the Association shall be to:
 - a) Foster, control and advance the game of table tennis in the Auckland district.
 - b) Arrange, control and manage inter-Club matches amongst its Members, inter-Association matches, championships and open tournaments. Provided that the Association may delegate to any Club or Clubs, sub-Association or sub-Associations, or other body or bodies the management of any inter-Club or inter-Association match, championship or open tournament.
 - c) To settle questions or disputes on any matters relating to table tennis which may be submitted to the Association for its adjudication.
 - d) To purchase, take upon lease, hire or otherwise acquire and hold real and personal property rights and privileges which the Association may think necessary or convenient

to the attainment of any of the foregoing Objects or generally for the promoting, carrying on and fostering of the game of table tennis.

- e) To sell, lease, mortgage, change or otherwise dispose of any of the property of the Association and to grant such rights and privileges thereover in such manner as the Association may from time to time think necessary and proper.
- f) To borrow moneys by way of mortgage, bank overdraft, debentures or otherwise in such manner and to give such security over all or any of the property of the Association as the Association shall think necessary and expedient.
- g) Appoint and employ such personnel as the Association deems necessary to achieve the objectives of the Association.

CAPACITY AND POWERS

- 6) The Association has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

MEMBERSHIP

- 7) The Membership of the Association shall comprise individuals who have been admitted as Members of the Association in accordance with this Constitution. Membership of the Association is not conferred by membership of, or affiliation with, any Club or sub-Association. The classes of Membership of the Association shall include:
 - a) Stadium Keyholder Members;
 - b) Casual Members;
 - c) Existing Life Members together with all further Life Members elected as hereinafter provided;
 - d) Management Committee Members.
- 8) Officers of the Association must be Members of the Association but do not become Members solely by virtue of holding office.
- 9) Minimum number of Members:
 - a) The Association shall maintain the minimum number of Members required by the Act.
- 10) Becoming a Member: consent
 - a) Every applicant for Stadium Keyholder Membership, or Casual Membership, must consent in writing (including by electronic means) to become a Member. A person consents to becoming a Life Member on acceptance of their Life Membership in writing.
- 11) Becoming a Member: process
 - a) An application for a person to become a Stadium Keyholder Member, or a Casual Member (“Application”) must be in the form required by the Association. All Applications are decided by the Secretary of the Association, who may accept or decline an application in their absolute discretion. A person becomes a Stadium Keyholder Member, or a Casual Member, when their Application has been accepted and they have paid any required Membership fees and satisfied any other preconditions.
- 12) Members’ obligations and rights:

Every Member shall provide the Association in writing (including by electronic means) with their name and Contact Details and promptly advise the Association in writing of any changes to those Contact Details.

 - a) They are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of Table Tennis New Zealand;
 - b) They are subject to the jurisdiction of the Association;

- c) They are entitled to all rights and entitlements granted by this Constitution or as determined by the Management Committee;
- d) To receive, or continue to receive or exercise Member rights, they must meet all the Member requirements as set out in this Constitution and the Bylaws or as otherwise set by the Management Committee, including payment of any Membership or other fees within the required time period;
- e) If they fail to comply with sub-clause 12(d) the Management Committee may terminate their Membership;
- f) They do not have any rights of ownership or, or the automatic right to use, the property of the Association; and
- g) All Members shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.

The rights and duties of a Member are personal and cannot be assigned or transmitted to anyone else. Membership rights and duties end when the Member ceases to be a Member.

13) Subscriptions and fees:

- a) The Management Committee will decide any Membership and other fees payable by Members and the due date for those fees. The Management Committee may determine different levels of Membership fees and other fees for different types of Members.

14) Ceasing to be a Member:

A Member ceases to be a Member either permanently or for a specified period in any of the following circumstances:

- a) Resignation – by giving written or electronic notice to the Secretary of the Association, effective on the date the Secretary receives the notice (or a later date specified in the notice);
- b) In the case of a Stadium Keyholder Member, if that Member’s Stadium Keyholder Membership fees remain unpaid for more than 30 days after the due date;
- c) Death – on the date of death;
- d) Termination following dispute resolution – in accordance with the dispute resolution procedure set out in this Constitution and the Act, effective on the date the Management Committee resolves to terminate the Membership; or
- e) Management Committee resolution for misconduct – by a resolution of the Management Committee where:
 - i) the Member has failed to comply with any provision of this Constitution; or
 - ii) the Member has engaged in conduct unbecoming of a Member or prejudicial to the interests of the Association, effective on the date specified in this resolution.

The Secretary of the Association shall promptly notify the former Member in writing or electronically when their Membership ceases, other than in the event of death.

15) Obligations once Membership has ceased:

A Member who has ceased to be a Member under this Constitution –

- a) Remains liable to pay all their outstanding membership and other fees to the Association; and
- b) Shall cease to hold themselves out as a Member of the Association; and
- c) Shall return to the Association all property and materials provided to the Member by the Association; and
- d) Shall cease to be entitled to any of the rights of a Member.

16) Becoming a Member again

- a) Any former Member may apply for re-admission in the manner prescribed for new applicants.
- b) But, if a former Member’s Membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution of the

Management Committee.

LIFE MEMBERS

- 17) The Association may by resolution passed at a General Meeting by a majority of three-fourths of the Members present, and voting thereat, elect as a Life Member any person who has been approved as worthy of that honour on account of some special service or services rendered to the Association, provided that Notice of the proposal to elect such person shall be contained in the Notice of the meeting.
- 18) Nominations in writing shall be proposed and seconded by two members of the Executive Committee or if there shall not be an Executive Committee then by two members of the Management Committee, and must be received by the Secretary not less than 15 Working Days prior to the meeting at which the nomination is to be considered.
- 19) Life Members shall be entitled to speak and vote at any General Meeting.

AFFILIATION

- 20) Any sub-Association or Club wishing to affiliate to the Association shall make written application to the Secretary of the Association and the Management Committee shall be empowered to accept or reject such application.
 - a) No Club shall be affiliated to the Association unless there are at least four playing members of that Club, and a principal object of such Club is the promotion of the game of table tennis.
 - b) If a Club is an incorporated society, it is required to have a constitution that is not inconsistent with this Constitution or Table Tennis New Zealand's constitution.
 - c) No sub-Association shall be affiliated to the Association unless that sub-Association consists of at least three Clubs and its total membership is not less than twelve playing members.
 - d) A sub-Association shall be an association of Clubs approved as a sub-Association by the Management Committee.
 - e) If a sub-Association is an incorporated society, it is required to have a constitution that is not inconsistent with this Constitution or Table Tennis New Zealand's constitution.

REGISTER OF MEMBERS

- 21) The Association must keep an up-to-date Register of Members.
- 22) For each current Member, the Register of Members must record the Member's name, contact details, and the date on which the Member became a Member.
- 23) The Association must also keep a register of former Members, recording the name of each former Member and the date on which they ceased to be a Member, for at least seven (7) years after they cease to be a Member.
- 24) Members must promptly advise the Association of any change to their contact details.

MEMBERS' BOUND

- 25) Every Member of the Association is bound by this Constitution and by every valid act, decision, or direction of the Association and the Management Committee. Affiliated Clubs and sub-Associations are bound only to the extent agreed in their affiliation agreement or as a condition of affiliation.

LIABILITY OF MEMBERS

- 26) No Member will be under any liability in respect of any contract or other obligation made or incurred by the Association.

MANAGEMENT COMMITTEE

- 27) The Management Committee shall consist of the roles listed in Clause 38 and not less than four nor more than twelve other members appointed by the Association. All roles listed in Clause 38 shall be ex officio members of the Management Committee.
- 28) The Management Committee shall elect from among its members a Chairperson, who need not necessarily be the President or Immediate Past President of the Association.
- 29) No other person may attend a Management Committee meeting unless they are invited by the Management Committee or the Secretary to do so. Such person may speak if called upon but shall have no vote.
- 30) The Management Committee may appoint from its number an Executive Committee which shall consist of the Chairperson of the Management Committee, the Secretary and the Treasurer or Secretary-Treasurer and such other members as the Management Committee shall determine. Not less than three members shall constitute a quorum of the Executive Committee. The Executive Committee shall attend to such matters of detail, emergency, or otherwise, for which a meeting of the Management Committee is not considered necessary or desirable, and the Executive Committee shall report to the Management Committee.
- 31) In addition to the powers conferred by Clause 51 the Management Committee shall have power from time to time and at any time to elect such sub- committees as it shall deem necessary.
- 32) The Management Committee shall meet as often as it shall consider necessary for transaction of ordinary or special business. A Management Committee meeting shall be convened by the Secretary at given times, or at any time upon request of the Chairperson, or upon the written request of three (3) members of the Management Committee. Minutes of the proceedings of each meeting shall be kept and recorded in a proper book or electronic format and shall be confirmed at the next meeting.
- 33) Except to the extent specified in this Constitution or the Act, the Management Committee may regulate its own procedure.
- 34) Any member of the Management Committee who shall have been absent from three consecutive meetings shall automatically cease to be a member thereof, unless such member shall have obtained leave of absence from the Management Committee.
- 35) A quorum for a Management Committee meeting shall be five (5) members or one half of the total number of members of the Management Committee for the time being, whichever shall be the lesser number.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 36) The affairs of the Association shall be managed by, or under the direction of, the Management Committee, in accordance with this Constitution, the Act, and any regulations made under the Act.

POWERS OF THE MANAGEMENT COMMITTEE

- 37) The Management Committee has the powers necessary to manage the affairs of the Association, subject to the Act and this Constitution.

OFFICERS

- 38) The Officers of the Association are the members of the Management Committee:

The Management Committee shall appoint from among its members the following:

- a) President
- b) Immediate Past President
- c) Secretary
- d) Treasurer

or at the option of the Management Committee a person holding the combined office of Secretary-Treasurer

And if from time to time desired by the Management Committee all or any of the following:

- e) Assistant Secretary-Treasurer
- f) Assistant Secretary
- g) Assistant Treasurer

- 39) Prior to election or appointment as an Officer, a person must –
- a) consent in writing (including by electronic means) to be an Officer;
 - b) consent in writing (including by electronic means) to become a Member of the Association if they are not already a Member; and
 - c) certify in writing that they are not disqualified from being elected or appointed as an Officer under this Constitution or the Act.
 - d) a person who is elected or appointed as an Officer and who is not already a Member is deemed to become a Member of the Association on their election or appointment.
- Only a natural person may be an Officer, and each certificate shall be retained in the Association's records.

ELECTION OF MANAGEMENT COMMITTEE

- 40) The election of the Management Committee shall be conducted as follows:
- a) The Management Committee shall be elected during Annual General Meetings. However, if a vacancy in the position of any Management Committee member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Management Committee, and any such appointee must, before appointment, supply a signed consent to appointment and confirm they are not disqualified from being appointed or holding office as an Officer as described in Clause 39. Any such appointment must be ratified at the next Annual General Meeting.
 - b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer as described in Clause 39 shall be received by the Association at least 15 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
 - c) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Management Committee (excluding those in respect of whom the votes are tied).
 - d) Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - e) The failure for any reason of any Member to receive such Notice of the General Meeting shall not invalidate the election.
 - f) In addition to the Management Committee members elected under the foregoing provisions of this Clause, the Management Committee may appoint additional Management Committee members for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Management Committee, any person so appointed shall have full speaking and voting rights as a Management Committee member. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that they are not

disqualified from being appointed or holding office as an Officer as described in Clause 39.

- 41) Term of Management Committee members
 - a) The term of office for all Management Committee members elected to the Management Committee shall be one (1) year, expiring at the end of the Annual General Meeting following their election.
 - b) No individual shall hold the office of President for more than six (6) consecutive terms. A person may be re-elected to the office of President after serving at least one (1) term as Immediate Past President, regardless of whether they have previously served six consecutive terms as President. If a person is appointed to the office of President under Clause 40(a), the period from the date of appointment until the conclusion of the next Annual General Meeting shall not count toward the term limits outlined above. The President shall not assume office until the conclusion of the meeting at which they are appointed.
 - c) Following a change in President, the office of Immediate Past President shall be filled by the retiring President.
- 42) If a vacancy occurs in any office of the Association because a person is disqualified under this Constitution or the Act from being an Officer, the Management Committee may appoint a person to fill the vacancy until the next Annual General Meeting.

DUTIES OF OFFICERS

- 43) At all times each Officer:
 - a) shall act in good faith and in what they believe to be the best interests of the Association; and
 - b) must exercise all powers for a proper purpose; and
 - c) must not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution; and
 - d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - i) the nature of the Association; and
 - ii) the nature of the decision; and
 - iii) the position of the Officer and the nature of the responsibilities undertaken by him or her.
 - e) must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors; and
 - f) must not agree to the Association incurring an obligation unless he or she believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.
- 44) The Secretary and Treasurer shall perform the duties usually associated with their offices, as determined by the Management Committee from time to time.
- 45) Conflicts of Interest
 - a) An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) –

- i) to the Management Committee and/or sub-committee; and
 - ii) in an Interests Register kept by the Management Committee.
- b) Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- c) An Officer or member of a sub-committee who is an Interested Member regarding a Matter -
- i) must not vote or take part in the decision of the Management Committee and/or sub-committee relating to the Matter unless all members of the Management Committee who are not interested in the Matter consent; and
 - ii) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Management Committee who are not interested in the Matter consent; but
 - iii) may take part in any discussion of the Management Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Management Committee and/or sub-committee (unless the Management Committee and/or sub-committee decides otherwise).
- d) However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- e) Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- f) Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Management Committee shall consider and determine the Matter.

INTERESTS REGISTER

- 46) The Association must maintain an up-to-date register of all interests disclosed by Officers in accordance with the Act.

SUB-COMMITTEES

- 47) The Management Committee may appoint sub-committees for such purposes and on such terms as it thinks fit. Unless otherwise resolved by the Management Committee:
- a) At least three members of each sub-committee must be Management Committee members;
 - b) The quorum of a sub-committee is a majority of its members, but not fewer than two (2);
 - c) A sub-committee must not incur expenditure or commit the Association without prior authority from the Management Committee; and
 - d) A sub-committee must not delegate its powers.

SELECTORS

- 48) Selectors shall be appointed to select players for representative teams. Their duties, numbers, and appointment process shall be determined by the Management Committee.

INDEMNITY OF MANAGEMENT COMMITTEE AND SUB-COMMITTEE MEMBERS

- 49) Officers, Management Committee members, and sub-committee members are indemnified by the Association against any liability, loss, or expense incurred in good faith while carrying out their duties on behalf of the Association.

REMOVAL OF OFFICER

- 50) An Officer member may cease to hold office if they:

- a) resign by written notice;
 - b) die;
 - c) are removed in accordance with this Constitution or the Act; or
 - d) vacate office for any other reason permitted by law.
- 51) The Association is empowered to remove from office any Officer of the Association, by a two-thirds majority of those present at a meeting of the Association called for that purpose.
- 52) The Association or Management Committee may remove an Officer in accordance with this Constitution.
- 53) Officers must return all Association property within 15 Working Days of ceasing to hold office.
- 54) The Constitution or policies of the Association may specify additional grounds or procedures for removal, including absenteeism, conflict of interest, or misconduct.

RESIGNATION AND STRIKING OFF

- 55) Any affiliated Club or sub-Association or any member of such Club or sub-Association may resign from the Association by giving written notice of such resignation to the Secretary of the Association but such Club or sub-Association shall continue to be liable for all fees and subscriptions due or accruing to the Association and unpaid at the date of such resignation.
- 56) Any affiliated Club or sub-Association may, by resolution at a Management Committee meeting of the Association, be struck off the roll in the case where such Club or sub-Association –
- a) has ceased to be financial; or
 - b) has ceased to exist.

GENERAL MEETING

- 57) Procedures for all General Meetings
- a) A General Meeting of the Association shall be called by the Secretary upon instructions from the Management Committee, or upon receipt of a requisition setting forth the Objects of the meeting, signed by Secretaries of not less than one-third of voting Members as set forth in Clause 59(d). Notice of the meeting shall be posted or e-mailed to Club and sub-Association Secretaries not less than 20 Working Days before the meeting.
 - b) Subject to the Provisions of Clause 64, written Notice of every General Meeting of the Association shall be given to the Secretary of each affiliated sub-Association and Club and to Officers and Life Members. Such Notice shall be posted or e-mailed not less than 10 Working Days before the date of such meeting. The Secretary of each affiliated sub-Association or Club shall be responsible for notifying the members of such sub-Association or Club of such General Meeting.
- 58) Quorum
- a) No business shall be transacted at any Annual General Meeting, Special General Meeting, Management Committee Meeting, Executive Committee Meeting or sub-committee meeting unless a quorum of Members is present at the meeting.
 - b) If a quorum is not present within half an hour after the notified time of the meeting, the meeting shall be adjourned to the same day and time in the following week and the Members present at the adjourned meeting may transact any business as if they constituted a full quorum provided that if the meeting is a Special General Meeting which has been requisitioned by Members and a quorum is not present the meeting shall be dissolved.

- c) A Quorum for any General Meeting of the Association shall be 10 Members and save as expressly otherwise provided herein for a sub-committee meeting one half of the number comprising the sub-committee.
- 59) Method of voting
- a) A Member of the Association is entitled to vote at a General Meeting only if they are entitled to vote under this Constitution.
 - b) Every question submitted to any General Meeting of the Association, or to any meeting of the Management Committee, or Executive Committee, shall be decided, in the first instance by voices, and when doubtful, by a show of hands, and in the case of an equality of votes the Chairperson shall both on a show of hands and at a poll, have a casting vote in addition to the vote to which he may be entitled as a Member.
 - c) At any meeting as aforesaid, unless a poll is demanded by the Chairperson or at least three Members present thereat, a declaration by the Chairperson that a resolution has been carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the appropriate minute book or in electronic format shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - d) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairperson of the meeting may direct and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
 - e) At a General Meeting of the Association the following persons shall have one vote each on any motion in person:
 - i) each delegate of a Club or sub-Association which has complied with Clause 81.
 - ii) each Management Committee Member of the Association as set forth in Clause 38.
 - iii) each Life Member of the Association
 Votes must be cast in person and not by proxy. Except as expressly hereinbefore in this Clause set forth no Members shall be entitled to vote at any meeting of the Association.
 - f) All members of affiliated sub-Associations and Clubs may attend any General Meeting of the Association, and may be granted permission to speak, but may not vote.
 - g) All Stadium Keyholder Members and Casual Members may attend any General Meeting of the Association, and may be granted permission to speak, but may not vote unless they are a person entitled to vote under sub-clauses 59(e)(i)–(iii).
 - h) Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance at a General Meeting.
 - i) Any decisions made when a quorum is not present are not valid.
 - j) For the avoidance of doubt, written resolutions may not be passed in lieu of a General Meeting.
- 60) General Meetings may be held in person, or by any real-time audio, audio-visual, or electronic communication that gives Members a reasonable opportunity to participate.
- a) The President shall chair General Meetings. If the President is unavailable, the Management Committee shall appoint a chairperson, failing which the Members present shall elect one. Except as provided in this Constitution or the Act, the chairperson may regulate the conduct of the meeting.
- 61) Any motion to be considered at a General Meeting may be proposed by the Management Committee or by a Member. A motion proposed by a Member must be submitted in writing to the Secretary within the timeframe specified in the Notice of meeting or, if none is specified, at least 10 Working Days before the meeting.

- 62) Minutes:
 - a) The Association must keep minutes of all General Meetings.
- 63) Conduct of General Meetings:
 - a) All General Meetings shall be governed by the usual rules of debate. If votes upon any matter are equal the Chairperson shall be entitled to exercise a casting vote. Voting at all meetings shall in the first instance be by voices, and when doubtful, by a show of hands, provided that a poll may be demanded as set forth in Clause 59.

ANNUAL GENERAL MEETING

- 64) The Association must hold an Annual General Meeting each year, no later than the earlier of six (6) months after the balance date of the Association or fifteen (15) months after the previous Annual General Meeting, in accordance with the Act.
 - a) Notice of the Annual General Meeting shall be given by the Association Secretary to the Secretary of each affiliated sub-Association and Club not less than 20 Working Days before the meeting. Notice may be provided by electronic means or by posting on the Association's official website. The Notice shall call for notices of motion and remits to be submitted to the Association Secretary no later than 15 Working Days prior to the meeting.
 - b) The Agenda for the meeting, Annual Report and Performance Report, any notices of motion and remits, and nominations for office received shall be distributed by the Association Secretary to the Secretary of each affiliated sub-Association and Club not less than 10 Working Days prior to the meeting. These documents may be sent by electronic means or made available via the Association's official website.

BUSINESS AT THE ANNUAL GENERAL MEETING

- 65) At each Annual General Meeting, the Management Committee must present to Members:
 - a) an Annual Report on the operations and affairs of the Association for the most recently completed financial year
 - b) the annual financial statements (or Performance Report) for that year; and
 - c) a summary of any disclosures of conflicts of interest made by Officers during that year
- 66) The Annual General Meeting may also conduct any other business notified in the Notice of meeting, including the election of the Management Committee and consideration of properly notified motions.

DELEGATES

- 67) At any General Meeting of the Association the Members of the Association, through their respective sub-Associations and Clubs, shall be entitled to representation by delegates as follows:
 - a) Each sub-Association affiliated to the Association shall be entitled to three delegates.
 - b) Each Club affiliated to the Association shall be entitled to one delegate.
 - c) Any newly affiliated sub-Association or Club, in the year of its affiliation, shall be entitled to one delegate.
- 68) Such delegates shall exercise for and on behalf of such sub-Associations or Clubs, all rights, powers and privileges relating to or enjoyed by such sub-Associations or Clubs. No members of any sub-Association or Club shall have any voice in the affairs of the Association except through the respective delegate or delegates of that sub-Association or Club.
- 69) The names of all delegates in writing and signed by the Secretary or other responsible Officer of the sub-Association or Club shall be delivered to the Secretary of the Association prior to any commencement of any General Meeting.

- 70) No delegate may at the same time represent more than one Club or sub-Association. Each delegate must be a member of the Club or sub-Association that the delegate represents and must also be a Member of the Association.

MISCONDUCT

- 71) Misconduct by a Member, Officer, Club, or sub-Association includes, but is not limited to, dishonesty, criminal behaviour, offensive behaviour, or any act likely to bring the Association or the sport of table tennis into disrepute.
- 72) The Management Committee may investigate any allegation of misconduct and determine appropriate action, including:
- a) reprimand,
 - b) suspension from Association activities,
 - c) disqualification from matches, tournaments, or events, or
 - d) expulsion from the Association
- 73) Any person subject to a misconduct investigation has a right to be informed of the allegations, to provide evidence or submissions, and to be heard before any decision is made.
- 74) Where a misconduct allegation gives rise to a dispute between parties, the matter may be referred to the dispute resolution procedure under the Act.
- 75) The Management Committee may delegate investigation or decision-making powers under this Clause to a sub-committee, whose decisions are binding as if made by the Management Committee.

EXPULSION

- 76) Any affiliated Club, sub-Association, or Member may be expelled or suspended only following completion of the dispute resolution procedure set out in this Constitution, and only by a resolution passed by a two-thirds majority of Members entitled to vote at a General Meeting.

DISPUTE RESOLUTION

- 77) The Association adopts, as its dispute resolution procedure, the procedures set out in Schedule 2 of the Act, as amended from time to time. Those procedures apply to all disputes between Members, between Members and Officers, and between Members or Officers and the Association, in relation to the Association's operations, affairs, or governance. The dispute resolution procedure must be applied in a fair, efficient, and effective manner and in accordance with the rules of natural justice.

DISPUTES AND RULINGS BY MANAGEMENT COMMITTEE

- 78) If any event, matter, dispute or thing arises or occurs which in the opinion of the Management Committee is not provided for in this Constitution such event, matter, dispute or thing shall be determined and/or settled by the Management Committee in such manner as the Management Committee considers desirable or expedient.
- 79) Should any question or dispute arise concerning the meaning or effect of this Constitution such question or dispute may be referred to the Management Committee whose decision shall be final and binding on all Members of the Association and on all affiliated sub-Associations and Clubs.

FINANCIAL YEAR

- 80) The financial year of the Association shall run from the 1st day of September in each year to the 31st day of August in the next following year, or such other period as the Association

shall from time to time determine, and the accounts of the Association shall be balanced as at the last day of the financial year.

FEES AND SUBSCRIPTIONS

- 81) The fees and subscriptions payable by sub-Associations and Clubs affiliated to the Association shall be as from time to time fixed by the Management Committee, which may also provide the date or dates by which such fees and subscriptions are to be paid.

FINANCIAL MANAGEMENT AND REPORTING

- 82) All funds and property of the Association must be applied solely to further the Association's objects.
- 83) The Management Committee is responsible for the proper control, management, and investment of the Association's funds and property. Payments from Association accounts must be authorised by any two of the Chairperson, Secretary, Treasurer, or other members authorised by the Management Committee.
- 84) The Association must keep accounting records sufficient to :
- a) prepare annual financial statements in accordance with the Act, and
 - b) enable those financial statements to be audited.
- The accounting records must be retained for at least seven (7) years.
- 85) The Association must prepare annual financial statements showing its receipts, payments, assets, and liabilities. The Management Committee shall present the statements to Members at the Annual General Meeting for approval and file them with the Registrar in the form required under the Act. The Management Committee may arrange for the statements to be prepared by an external accounting service and audited.

AUDIT

- 86) At the Annual General Meeting of the Association an Auditor shall be appointed to audit the accounts of the Association and to certify the Performance Report. In the event of the Auditor being unable to act the Management Committee shall have the power to appoint another in his or her stead.
- 87) No person shall be elected to hold office as Auditor who is an Officer of the Association or a member of the Management Committee.

EXPENSES

- 88) Management Committee members may be reimbursed for reasonable expenses incurred in carrying out their duties, as approved by the Management Committee.

ACCESS TO INFORMATION

- 89) A Member may request access to information held by the Association in accordance with the Act.
- 90) The Association must, within a reasonable time of receiving a request, provide the information, agree to provide it within a specified period, require payment of a reasonable charge, or refuse the request on one or more of the grounds permitted by the Act.
- 91) In considering a request, the Association must have regard to the privacy of individuals and any other matters required by the Act.
- 92) Nothing in this Constitution limits the operation of the Privacy Act 2020.

ACCESS TO CONSTITUTION

- 93) The current Constitution of the Association shall be available for inspection by any Member by electronic means or at such place and at such times as the Management Committee may determine.

NOTICES

- 94) A Notice or other document may be given to a Member personally, by post, or by email to the address shown in the Register of Members. A Notice sent by post is deemed received on the day it would normally arrive. A Notice sent by email is deemed received at the time it is sent, provided no delivery failure is recorded.

TABLE TENNIS NEW ZEALAND

- 95) The Association shall be affiliated with Table Tennis New Zealand and shall be registered under the Act.
- a) The Association will ensure its Constitution is not inconsistent with the Table Tennis New Zealand constitution and will provide Table Tennis New Zealand a copy of this Constitution

TOURNAMENTS AND MATCHES

- 96) The Management Committee may regulate the participation of Members and affiliated Clubs in tournaments and matches, and may issue Bylaws or policies governing eligibility, approvals, and participation.

BYLAWS

- 97) The Management Committee may from time to time make, amend, or repeal Bylaws, policies, or codes of conduct for the management, control, and well-being of the Association, and for the conduct of its activities and Members, provided they are not inconsistent with this Constitution, the Act, or any regulations made under the Act. All Bylaws shall be recorded and maintained, in written form or electronically, and remain in force until amended or repealed by the Management Committee.

REGISTERED OFFICE

- 98) The registered office of the Association shall be the office of the Secretary or such other place in Auckland as the Management Committee may determine.

CONTACT PERSON

- 99) At its first meeting following an AGM, the Management Committee must appoint or reappoint the Contact Person, subject to that person meeting the eligibility criteria set out in the Act. The Management Committee must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details within 20 Working Days of that change occurring, or the Society becoming aware of the change.

ASSOCIATION COLOURS

- 100) The colours of the Association shall be navy blue or such other colours as the Management Committee shall from time to time determine.

ALTERATION OF CONSTITUTION

- 101) The Constitution of the Association may be amended, replaced, or supplemented only by resolution of a General Meeting passed by a two-thirds majority of Members entitled to vote. Notice of any proposed amendment must be given to Members entitled to vote at least 15 Working Days before the meeting and must include the reasons for the proposal.

LIQUIDATION AND REMOVAL FROM THE REGISTER

- 102) The Association may be liquidated in accordance with the provisions of Part 5 of the Act.

- 103) The Management Committee shall give at least 20 Working Days written Notice to all Members of a proposed resolution:
 - a) appoint a liquidator;
 - b) remove the Association from the Register of Incorporated Societies; or
 - c) for the distribution of the Association's surplus assets
- 104) The Notice must comply with Section 228 of the Act.
- 105) Any resolution to put the Association into liquidation must be passed by a two-thirds majority of all Members present and voting.
- 106) If the Association is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 107) On the liquidation or removal from the Register of Incorporated Societies, the surplus assets of the Association, after payment of all costs, debts, and liabilities, must be disposed of to a not-for-profit entity (or entities) that share similar objects to the Objects of the Association, with particular consideration given to Clause 5(a) of this Constitution.

TRANSITION

- 108) This clause (108) applies to facilitate the transition of the Auckland Table Tennis Association from the previous Rules and Bylaws to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency, and the other clause will not.
 - a) Power of the Management Committee during transition
 - i) Subject to the Act, the Management Committee may adjust administrative dates or requirements solely to facilitate the transition to this Constitution or to correct technical errors. These adjustments must not substantively change the meaning of any clause. Any changes that significantly alter the rights or governance of the Association must be approved at a General Meeting.
 - b) Transition of Management Committee Members
 - i) The Management Committee Members holding office immediately before this Constitution takes effect will continue in office until the first Annual General Meeting held under this Constitution.
 - ii) All existing records, property, and obligations of the Association remain in effect.
 - c) Expiration of this transitional clause
 - i) These Transition Clauses (Clause 108) shall expire 12 months after this Constitution takes effect, after which all governance and membership matters will be managed solely under the provisions of this Constitution.