

CONSTITUTION
of
New Zealand
Softball Association
(Inc)

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CONSTITUTION
Of
NEW ZEALAND SOFTBALL ASSOCIATION (INC)

(Note – words used in this Constitution are defined at the end of the Constitution in Rule 27)

PART 1 – OBJECTS and POWERS

1. *Name and Registered Office*

- 1.1 The name of the incorporated society is New Zealand Softball Association Incorporated (NZSA) trading as Softball New Zealand (SNZ).
- 1.2 The registered office of NZSA shall be at such place as determined by the Board.

2. *Ownership*

- 2.1 The ownership of NZSA shall rest with members of the Association in, and only in General Meeting.

3. *Objects*

- 3.1 The objects of NZSA are to:
 - a. To ensure that the rules of the game of amateur Softball as laid down by the International Softball Federation, to which the NZSA shall be affiliated, shall be adhered to except where variation from them is absolutely necessary to suit domestic conditions. The Board shall be empowered to bring into operation at the appropriate times the official Rules as received from the International Softball Federation.
 - b. To publish, make known and interpret such rules.
 - c. To provide rules for the conduct of, and to assist in the game for players of all ages and both sexes.
 - d. To conduct national tournaments for all players.
 - e. To assist in the control, promotion of, and improvement of all variations of the game of Softball amongst those who engage in the sport solely for pleasure, and the physical, mental and social benefit they derive there-from.
 - f. To educate the public regarding the splendid qualities of the game for players of all ages and both sexes.
 - g. To promote and control tournaments for the furtherance and improvement of the game of Softball.
 - h. To provide a process for the settlement and/or determination of disputes involving any members and/or any of their respective members and to provide a process for dealing with any breaches of and/or enforcement of the Rules, Regulations, bylaws and policies of SNZ.

- i. To promote, sponsor, advance, invest or participate in, either alone or in conjunction with such person or persons, company or companies and body or bodies whether incorporated or not as the Board may by resolution deem fit, any business undertaking or any enterprise whether in order to provide funds for the furtherance and promotion of the Association, and to do all such acts and things as may be necessary to give practical and legal effect to this subject.
- j. To provide an anti-doping policy, a player selection policy and such other Rules, Regulations, by-laws and policies for NZSA as determined by the Board.

4. Powers and Responsibilities

4.1 **Powers:** NZSA has the power through its Board of Directors and subject to this Constitution, to do all things as may be deemed to be necessary or conducive to the furtherance of the objects set out in Rule 3. Without limiting the generality of Rule 3, NZSA shall have the following powers:

- a. Enforce this Constitution and any rules, regulations, policies and procedures for the governance, management and operation of NZSA;
- b. Determine its membership including withdrawing, suspending or terminating Members;
- c. Determine, implement and enforce disciplinary, disputes and appeal rules, regulations, policies and procedures including sanctions and penalties and anti-doping, conduct and other rules, regulations, policies and procedures applicable to its members;
- d. To purchase, take on lease, hire or otherwise acquire property or other rights, privileges and licences and to hold improve manage develop let or lease, sell or otherwise dispose of any such property and rights, privileges and licences;
- e. To borrow money in such manner as NZSA may deem to be appropriate and to give security for such borrowing by issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of NZSA (whether present or future) and to purchase redeem or pay off any such securities. Any use of this power is to be in accordance with paragraph 15.16p. relating to the Powers of the Board;
- f. Sell, lease, mortgage, charge or otherwise dispose of any property of NZSA and grant such rights and privileges over such property as it considers appropriate;
- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. To invest and deal with the moneys of NZSA in such manner as may from time to time be determined and in particular to invest such moneys with banking institutions or other regulated bodies;
- i. Produce, develop, create, licence and otherwise exploit use and protect the Intellectual property of NZSA;

- j. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;
- k. Make, alter, rescind and enforce rules of NZSA competitions;
- l. Organise and control national competitions, events and programmes;
- m. Select national and other representative NZSA teams;
- n. Assign functions to and/or enter into agreements with organisations such as SPARC, the Sports Tribunal and Drug Free Sport New Zealand;
- o. Delegate powers of NZSA to the Board or specific committees;
- p. To give indemnities and obtain insurances as may be appropriate in favour of or for the benefit of any current or former Board Member, employee or trustee of NZSA;
- q. To establish and disestablish companies, societies, trusts and other entities and appoint and remove officers, directors and trustees of such bodies as deemed appropriate to benefit NZSA; and
- r. Do any other acts or things that are incidental or conducive to the attainment of the objects of NZSA.

4.2 **Responsibilities:** As the guardians of Softball in New Zealand, NZSA is responsible for leading, promoting, developing, enhancing and protecting Softball in New Zealand and in particular, but not exclusively, for:

- a. Determining national strategies, policies, programmes and initiatives for Softball in New Zealand particularly in, but not limited to, the areas of participation, coaching and high performance;
- b. Seeking and securing revenue, funding, grants and sponsorship for the delivery of national strategies, programmes and initiatives;
- c. Assisting and supporting all Members;
- d. Developing and implementing national systems and standards for the consistent and efficient management and administration of Softball in New Zealand;
- e. Developing and implementing initiatives to encourage the continual increase in the number of individuals participating in Softball in New Zealand including casual participation;
- f. Owning, managing or otherwise being responsible for all national Softball competitions and such other Softball competitions and events in New Zealand which NZSA has control over and authority to own or manage;
- g. Being the entity with which government agencies and other stakeholders liaise in respect of matters affecting Softball nationally in New Zealand; and
- h. Undertaking research and development for Softball in New Zealand.

PART 2 – MEMBERSHIP

5. Membership

- 5.1 The Members of NZSA shall be:
- a. Softball associations which are incorporated societies and which represent a district recognised and promulgated by the Board from time to time;
 - b. A person or persons designated by a Softball association to be its representative(s) where it is not an incorporated society, but where it does represent a district recognised and promulgated by the Board from time to time;
 - c. A person or persons designated by a softball club to represent that softball club where such club is located in a district which is not represented under clauses (a) or (b) above;
 - d. Any special purpose associations which are created members pursuant to powers more fully described under Rule 8;

with categories (a) – (d) above hereinafter being collectively known as Member Associations

- e. Life Members as described in Rule 7;
- 5.2 Every person who is, or agrees to be a member of a Member Association is bound by the rules and penalties as set out in the Regulations of NZSA and other such obligations included within this Constitution.
- 5.3 Applications for new membership shall be made in a format as decided by the Board and will be accompanied by a copy of the applicant's Constitution and/or rules together with a joining fee as set by the Board.
- 5.4 The Board is not bound to grant approval for new membership.

6. Jurisdiction

- 6.1 Members described in 5.1 (a), (b) and (c) above shall organise, control and administer softball in their respective districts as recognised and promulgated by the Board from time to time.
- 6.2 Changes to the extent of a district may be agreed between members and/or potential new members and in such case, agreed changes shall be submitted to the Board for approval, but the Board is not bound to grant such approval. In the event of any dispute as to the extent of districts, the Board shall decide and its decision shall be final.

7. Life Membership

- 7.1 An Annual General Meeting on the recommendation of the Board, shall have the power to elect to Life Membership of the NZSA, persons who have performed signal service to the NZSA. Election of Life Membership is to be conducted by

ballot and one vote against in five will exclude.

- 7.2 Any person may be nominated for life membership of NZSA with nominations being through the Board. The Board, or any sub-committee delegated this responsibility, must then determine in its discretion whether or not the nomination should be forwarded to a General Meeting for determination by the members.
- 7.3 Life Members shall have speaking rights at General Meetings but shall have no voting rights.
- 7.4 The Chief Executive shall maintain an up to date list of all Life Members and shall forward to them notices as required by this Constitution and other communications as the Board considers appropriate.

8. Special Purpose Members

- 8.1 Any organisation, other than a Member as defined under rule 5.1 a-c, that has been formed for a special softball purpose may upon application to the Board become a Special Purpose Member.
- 8.2 A Special Purpose Member shall:
 - a. Have a basic role to provide benefits related to Softball to their members and/or to the Softball community at large;
 - b. Be an incorporated body with rules which are approved by the Board;
 - c. Agree to be bound by this Constitution and the Regulations of NZSA.
- 8.3 **Process for Application:** Applications for new membership under this Rule shall be made in a format as decided by the Board and will be accompanied by a copy of the applicant's Constitution together with a joining fee as set by the Board.
- 8.4 The Board is not bound to grant approval for new membership as a Special Purpose Member.
- 8.5 **Obligations:** In addition to their obligations as members as set out in Rule 9, the Special Purpose Members shall each:
 - a. Administer, promote and develop Softball in their organisation in a manner that is consistent with the objects of NZSA;
 - b. Appoint a delegate to represent it at General Meetings;
 - c. Operate with mutual trust and confidence among NZSA, other Member Associations, the other Special Purpose Members, and all their collective members; and
 - d. Not do or permit to be done any act or thing that might adversely affect or derogate from the standards and reputation of Softball in New Zealand.

9. Member Entitlements and Obligations

- 9.1 **Obligations:** Members acknowledge and agree that:
- a. This Constitution constitutes a contract between each of them and NZSA and they are bound by this Constitution and the Regulations;
 - b. They shall comply with and observe this Constitution and the Regulations, and any resolution of the Board;
 - c. This Constitution and Regulations are necessary and reasonable for promoting the objects of NZSA;
 - d. This Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of NZSA and its members and the sports and activities of Softball;
 - e. They will act in good faith and loyalty with NZSA and its Members to ensure the maintenance and enhancement of Softball for the collective and mutual benefit of NZSA and the Members;
 - f. Members and NZSA will promote mutual trust and confidence between themselves and will act at all times in the interests of Softball;
 - g. They will do all that is necessary to enable the objects of NZSA and the objects of the Members to be achieved;
 - h. No Member will permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of Softball in New Zealand;
 - i. They are entitled to all the benefits, advantages and privileges conferred by this Constitution; and
 - j. They will include in their rules and regulations provision for enforceable policies and codes relating to the protection of their members.
- 9.2 **Payment of Fees and Dues:** In order to receive or continue to receive entitlements Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board including payment of any applicable membership or other fees or levies by the due dates.
- 9.3 **Failure to Pay Fees and Dues:** The failure or refusal by a Member to comply with Rule 9.2 may result in the application of Rule 10.2 but shall not excuse such member from being bound by this Constitution.
- 9.4 **Entitlements:**
- a. All members are entitled to:
 - i. Communicate directly with, and receive communications directly from NZSA;
 - ii. Use the Intellectual property of NZSA in accordance with a written agreement between the Member and NZSA.
 - b. Subject to Rule 9.2 Member Associations are entitled to:

- i. Participate in the activities of NZSA subject at all times to being eligible for, and complying with, terms and conditions of such activities;
 - ii. Receive notices and papers and be able to attend, speak and vote at General Meetings via their Delegate(s) in accordance with this Constitution;
 - iii. To receive travelling expenses for Delegates to General Meetings which will be financed by NZSA out of revenue, to the extent decided by the Board;
- c. Life Members are not required to pay any membership fee and shall have no voting rights. Life Members may attend and speak at General Meetings and they are entitled to such other benefits (if any) as determined by the Board.

10. Termination of Membership:

10.1 **Resignation:** A Member may resign its membership of NZSA by giving one month's notice in writing to the Board. Upon the expiration of the notice period and provided that the Member has paid all arrears of membership fees, due and levies that are due and payable by the member, the Member ceases to be a Member.

10.2 **Default in Fees:** A Member shall have its membership of NZSA terminated if any fees and levies (including membership fees) or other payments due to NZSA are due and outstanding. Before such termination can occur the Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date being not less than seven (7) days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than three (3) months, the Member shall have their membership automatically terminated on expiry of such period.

10.3 **Discipline:** If the Board considers that a Member has:

- a. Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any other resolution or determination of the Board or any duly authorised committee of the Board; or
- b. Acted in a manner unbecoming of a member or prejudicial to the objects or the interests of NZSA or Softball; or
- c. Brought NZSA or any other Member or the sport of Softball into disrepute;

It may, after consideration refer the matter to the Judicial Committee for investigation or determination, which Committee may impose any sanction including suspension or termination of membership of NZSA.

10.4 **Suspension:** If a Member is suspended from membership of NZSA, the Member concerned shall:

- a. Not be entitled to attend, speak at or vote at a General Meeting;
- b. Not be entitled to continue to hold any position within NZSA;

- c. Not be entitled to any other privileges or benefits which it/they would otherwise be entitled to including any participation in any competition, activity, event, function or meeting of NZSA, or as a Member;

until such time as the suspension is revoked.

- 10.5 **Effect of Termination:** A Member who ceases to be a Member of NZSA shall forfeit all rights and claims upon NZSA and its property and shall not use any property of NZSA including Intellectual Property.
- 10.6 Membership that has been suspended or terminated may only be reinstated at the discretion of the Delegates by Special Resolution at a General Meeting.

11. Register of Members and Other Participants

- 11.1 The Chief Executive shall keep and maintain a Register of Members in accordance with the Act.
- 11.2 The collection of any personal information for the Register of Members shall comply with the Privacy Act 1993.
- 11.3 Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.
- 11.4 **Register of Participants:** Each Member as defined under categories of Rule 5.1 (a), (b), (c) or (d) shall maintain a register of its participants in the format determined by the Board. Each Member as so defined shall submit to NZSA by 31 December each year the names and category of their participants for the purposes of a national database of all softball participants.
- 11.5 **Transitional Arrangements for Registers:**

The implementation of 11.4 will be in two parts;

 - a. For those Members who receive management support funding from NZSA the requirement under 11.4 will be effective from the commencement date of this Constitution;
 - b. For other Members included in the definition in 11.4 the requirement under 11.4 will be compulsory one year from the commencement date of this Constitution.

12. Membership and Other Fees

- 12.1 **Membership Fees:** The Board shall annually determine the nature and amount of any membership fees or levies or dues payable by Members to NZSA including the due date for payment of such fees, levies or dues. All Members shall pay the membership fees or levies or dues determined by the Board by due date.
- 12.2 **Other fees:** The Board shall determine any fees other than those specified in Rule 12.1 that are payable by Members and other participants at competitions, events and activities held by or under the auspices of NZSA including any

facilities owned and operated by NZSA.

PART 3 – OFFICERS and BOARD

13. Patron

- 13.1 An Annual General Meeting may elect a Patron who shall be nominated by the Board. The Patron shall be elected bi-annually and shall hold office until the end of the second AGM following his election.
- 13.2 The Patron shall be eligible for re-election if nominated by the Board.
- 13.3 The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 13.4 In the event that the office of Patron becomes vacant prior to a biannual election then the office shall be filled by appointment by the Board. The Patron so appointed is entitled to complete the term of the outgoing incumbent.

14. President

- 14.1 The President shall be elected for a three-year term by an Annual General Meeting.
- 14.2 The President may be elected for up to two consecutive terms (six years in total).
- 14.3 The functions of the President shall be:
 - a. To represent NZSA at ceremonial and official events where the attendance of the President will enhance the status of the event.(refer appendix);
 - b. To announce all significant national teams or squads;
 - c. To assist with the Board Appointments Panel under Rule 15.3;
 - d. To chair all General Meetings.
- 14.4 The President shall be entitled to attend and speak at General Meetings and shall have a deliberative vote but no general voting entitlement.
- 14.5 **Election:** Subject to this Constitution, the President shall be elected in accordance with the following process:
 - a. The Chief Executive shall advise the Members of any vacancy in the position of President, which, due to the expiry of the term of office, is to be vacated at the ensuing AGM, at least 42 days prior to the AGM;
 - b. Nominations for President may only be made by Members and shall be in the approved form as set out in the Regulations and received at the registered office of NZSA not less than 28 days before the date set for the AGM;
 - c. Nominees for the position of President may not hold any paid employment or

service related contract with either NZSA or a Member organisation and may not hold any other office in NZSA;

- d. No later than 14 days prior to the AGM, the Chief Executive shall notify the Members of the nominees to fill the position of President at the General Meeting;
- e. The election for President shall be determined from amongst the valid nominations received by the Chief Executive by voting in accordance with Rule 17.21.j at the Annual General Meeting, provided that if:
 - i. There are the same number of nominations as positions available;

then the person who has been nominated shall be declared elected by the chair of the meeting.

- 14.6 If the President through death or resignation does not complete their term a replacement shall be elected by the membership by calling for a nomination(s) and conducting a postal ballot. A President so elected is entitled to complete the term of the outgoing incumbent.

15. Board

15.1 Role of the Board:

- a. The Board shall be responsible for governing NZSA and, subject to this Constitution, may exercise all the powers of NZSA and do all things that are not expressly required to be undertaken by NZSA at a General Meeting;
- b. The Board shall, through clearly-defined delegations of authority, delegate to the Chief Executive the day-to-day management of the business and affairs of NZSA.

15.2 Composition of the Board: Except for the Interim Board (Rule 15.7), the Board shall comprise:

- a. Four (4) persons elected under Rule 15.5 (Elected Board Members); and,
- b. Three (3) persons appointed under Rule 15.4 (Appointed Board Members).

The Chief Executive shall attend Board meetings.

15.3 Board Appointments Panel

- a. The Board Appointments Panel shall be independent of the Board and shall be responsible for:
 - i. Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - ii. Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - iii. Assessing candidates who have made an application for appointment as an Appointed Board Member, including undertaking such enquiries

- and holding interviews and meetings as it sees fit;
- iv. Determining which candidates are to be appointed as Appointed Board Members;
 - v. Receiving and assessing the nominees from Members for election as Elected Board Members at a General Meeting, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - vi. Identifying the skills that are required on the Board, and identifying the skill-sets of those who have been nominated to fill vacancies for elected positions on the Board. Skill-sets may include the following:
 - i. Their prior experience as a director, trustee or experience in any governance role.
 - ii. Their knowledge of, and experience in, the sport of Softball at international, national, regional and/or local level in New Zealand.
 - iii. Their occupational skills, abilities and experience.
 - iv. Their knowledge of, and experience in, sport generally.
 - v. Their skills in commerce, finance, marketing, planning, law, or business generally;
 - vii. Such other related matters as set out in the Regulations.
- b. The Board Appointments Panel shall comprise:
- i. The Chairperson of NZSA, or if he or she is seeking re-appointment or re-election to the Board, then the Deputy Chairperson or another Board member (not seeking re-appointment or re-election to the Board) as determined by the Board;
 - ii. A nominee of the President of the Institute of Directors in New Zealand Incorporated or an equivalent professional organisation experienced in governance and the appointment process and functions of directors in New Zealand, as determined by the Board;
 - iii. The President of NZSA, or a person appointed by the President of NZSA;
 - iv. A person appointed by the Board who is independent of NZSA and who is suitably skilled, qualified and/or experienced to carry out the functions of the Board Appointments Panel taking into account the skills, qualifications and experience of other Panel members.
- c. Where a whole Board is removed under Rule 15.11 the appointment under Rule 15.3.b.i above shall not take place;
- d. The Board Appointments Panel shall be convened as and when required by the Chief Executive in accordance with Rule 15.3.e;
- e. The Chief Executive shall notify the Board, the Institute of Directors and the President when the Board Appointments Panel needs to be convened, and require each of them to notify their respective appointees as specified in Rule 15.3.b. The names of such appointees shall be submitted to the Chief Executive as soon as possible and upon receipt of them he or she shall arrange for the Panel to be convene;

- f. In determining the Appointed Board Members, the Board Appointments Panel shall appoint on merit and in so doing shall take into account the following factors about the candidate:
 - i. Their prior experience as a director, trustee or experience in any other governance role;
 - ii. Their knowledge of, and experience in, the sport of Softball at international, national, regional and/or local level in New Zealand;
 - iii. Their occupational skills, abilities and experience;
 - iv. Their knowledge of, and experience in, sport generally;
 - v. The need for conflicts of interests to be minimised; and
 - vi. Their skills in commerce, finance, marketing, planning, law, or business generally.
- g. No member of the Board Appointments Panel may seek appointment or nomination as a Board Member, while a member of the Panel;
- h. The members of the Board Appointments Panel shall determine from amongst themselves who will be the panel's convenor, with the appointee under Rule 15.3.b.i above being ineligible to be the convenor;
- i. The quorum for a meeting of the Board Appointments Panel shall be four (4) members, unless Rule 15.3.c is invoked when the quorum shall be three (3) members;
- j. The Board Appointments Panel shall meet as and when required and in any manner (including meetings using technology) as it thinks fit;
- k. Any decision of the Board Appointments Panel regarding the appointment of Appointed Board members, and the skill sets required for the Board and skill-sets of persons nominated for election to the Board, must be unanimous;
- l. The person or persons responsible for appointing a member as specified in Rule 15.3.b shall fill any vacancy that arises in the membership of the Board Appointments Panel.

15.4 Appointed Board Members

- a. The Appointed Board members shall be appointed by the Board Appointments Panel;
- b. The Board Appointments panel shall call for applications for any Appointed Board Member positions that due to the expiry of their term of office are to be vacated at an AGM;
- c. Applicants for positions as Appointed Board Members may not hold any paid employment or service related contract with either NZSA or a Member organisation;
- d. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 15.3.a.i-iv and by no later than 20 days prior to the AGM notify the Chief Executive of the Appointed Board Members who are to assume office at the conclusion of the AGM. The Chief Executive shall notify the Members of the

names of Appointed Board Members no later than 14 days prior to the AGM.

15.5 Elected Board Members: Subject to this Constitution, the Elected Board Members shall be elected in accordance with the following process:

- a. The Chief Executive shall advise the Members of the number of Elected Board Member positions which, due to the expiry of their term of office, are to be vacated at an AGM, at least 42 days prior to the AGM;
- b. Nominations for Elected Board Members may only be made by Members and shall be in the approved form as set out in the Regulations and received at the registered office of NZSA not less than 28 days before the date set for the AGM;
- c. Nominees for positions as Elected Board Members may not hold any paid employment or service related contract with either NZSA or a Member organisation;
- d. Upon receipt of any nominations for vacancies for the positions of Elected Board Members/s, the Chief Executive shall refer the nominations to the Board Appointments Panel;
- e. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 15.3.a.v-vi and by no later than 20 days prior to the AGM, notify the Chief Executive of the skill sets required for the Board, and the skill-sets of those who have been nominated for elected positions on the Board, for consideration at the General Meeting;
- f. Upon receipt of the information on skill-sets required, and the skill-sets of those nominated for elected positions on the Board, the Chief Executive shall notify the Members;
- g. Having considered the information from the Board Appointments Panel on skill-sets required and the skill sets of those who have been nominated for elected positions on the Board, the Elected Members shall be determined from amongst the valid nominations received by the Chief Executive by voting in accordance with Rule 17.21.i at the General Meeting, provided that if:
 - i. There are the same number of nominations as positions available; or
 - ii. There are insufficient nominations for the positions available,

then those persons who have been nominated shall be declared elected by the chair of the meeting.

15.6 Eligibility: The following persons shall not be eligible for appointment, or election or to remain in office, as a Board Member:

- a. Bankrupt: a person who has been adjudged bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act 1967, or any equivalent

provision under any replacement legislation;

- b. Conviction: a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence imposed on them;
- c. Imprisonment: a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
- d. Disqualified Director: a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 199K or section 199L or section 199N of the Companies Act 1955 or under section 382 or section 383 or section 385 of the Companies Act 1993, or any equivalent provisions under any replacement legislation;
- e. Property Order: a person who is subject to a property order made under section 30 or section 31 (lacking in competence to manage own affairs) of the Protection of Personal and Property Rights Act 1988, or any equivalent provision under any replacement legislation;

and, if any of the above events occur to an existing Board Member, they shall be deemed to have vacated their office upon such event.

- 15.8 **Term of Office:** Subject to Rule 15.10 (Casual Vacancy) and Rule 15.11 (Removal), the term of office for all Board Members shall be three (3) years, commencing at the conclusion of the General Meeting at which their appointment is made or effective, and expiring at the conclusion of the fourth AGM after their appointment. A Board Member may be re-elected or re-appointed to the Board, with a maximum of three consecutive terms of office. With effect from the conclusion of each of the AGM's from 2010 and 2011 one each of the Appointed Board Members and one each of the Elected Board Members shall retire by rotation but shall be eligible for nomination and re-appointment or re-election. The order for such retirement shall be decided by agreement within the Board, and failing agreement, by lot.

Subsequent, retirement by rotation will be done in order of appointment and at the conclusion of each term of office.

- 15.9 **Vacancies:** If there is a Casual Vacancy on the Board, as determined by Rule 15.10, and the AGM for that year is scheduled for a date being less than six months from the date the vacancy arises, the remaining Board Members may appoint a person of their choice to fill the vacancy for the balance of the term, or the Board may leave the vacancy unfilled until the AGM for that year. If the AGM for that year is scheduled for a date being six months or longer from the date the casual vacancy arose, the following process shall apply:

- a. If the vacancy is for an Appointed Member's position, it shall be filled by the Board Appointments Panel in accordance with the procedure in Rule 15.4 provided the appointment shall take effect immediately upon notification to the Board Member concerned; and /or

- b. If the vacancy is for an Elected Board Member's position, it shall be filled in accordance with the procedure in Rule 15.5, with any modifications as to timings and voting as the Board considers appropriate;
- c. Appointments under Rule 15.9 to fill a casual vacancy, or appointment or election at AGM to fill a casual vacancy, shall be for a period which would complete the term for the Board Member creating the casual vacancy.

15.10 Casual Vacancy: A casual vacancy arises if:

- a. A Board Member resigns from office prior to the expiry of their term of office;
- b. A Board Member dies;
- c. A Board member is removed under Rule 15.11;
- d. A Board member is absent from more than two successive meetings unless leave of absence is granted by the Chairperson; or
- e. Any of the circumstances in Rule 15.6 arise.

15.11 Removal of Board Member: The members in an SGM called for this purpose may, by Special Resolution, remove any Board Member or the Board as a whole before the expiration of their or its term of office.

15.12 Upon the Chief Executive receiving a request for an SGM for the purpose of removing a Board Member or the Board as a whole, the Chief Executive shall send the notice to the Board Member concerned, or the Board, (as the case may be), in addition to the persons specified in Rule 17.9 (Notice of SGM).

15.13 Following notification under Rule 17.9 (Notice of SGM) and before voting on the resolution to remove a Board Member or the Board as a whole, the Board Member or the Board (as the case may be) affected by the proposal shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the Board and the persons entitled to be present at the General Meeting about the proposed resolution.

15.14 Chairperson: At its first meeting following the AGM, the Board must appoint a Chairperson and Deputy Chairperson from amongst the Board Members. The role of the Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of the Chairperson for any reason, the Deputy Chairperson shall undertake the Chairperson's role during the period of unavailability.

15.15 Duties of Board Members: The duties of each board Member are to:

- a. Act in good faith and in the best interests of NZSA at all times;
- b. Exercise the powers of the Board for proper purposes;
- c. Act, and ensure NZSA acts, in accordance with this Constitution;
- d. Not agree to, nor cause or allow, the activities of NZSA to be carried on in a manner likely to create a substantial risk or serious loss to NZSA's creditors;

- e. Not agree to NZSA incurring any obligations unless the Board Member believes at that time on reasonable grounds that NZSA will be able to perform the obligations when it is required to do so;
- f. Exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of NZSA, the nature of the decision and the position of the Board Member and the nature of the responsibilities undertaken by the Board Member;
- g. If the Board Member is interested (as defined in section 139(1) of the Companies Act 1993, or any equivalent provision under any replacement legislation), in a transaction or proposed transaction of NZSA, disclose to the Board the nature and extent of such interest as soon as the Board Member becomes aware of the fact that he or she has an interest. Such interest shall also be recorded on the Board's interests register;
- h. Take such other steps as determined by the Board in respect of any interest specified in Rule 15.15.g, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. Not disclose information that the Board Member would not otherwise have available to him or her other than in their capacity as a Board Member, to any person, or make use of or act on the information except;
- j. For the purposes of NZSA;
 - i. As required by law; and
 - ii. To persons, or for the reasons, specified in sections 145(2) and 145(3) of the Companies Act 1993, or any equivalent provision under any replacement legislation.
- k. Regularly attend Board Meetings and General Meetings of NZSA;
- l. Ensure that no policy, procedure, process or rule of the NZSA shall preclude the application, appointment, election, nomination or selection of any person to any position in the NZSA on the grounds of race, religion, gender or politics;
- m. Use their best efforts to consult widely with the Members and others in the Softball community to keep abreast of the issues facing them provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 15.15.

15.16 Powers of the Board: Without limiting the generality of the Board's powers to carry out the objects of NZSA as it considers necessary, the Board shall have the specific powers to carry out the following duties:

- a. To appoint a Chief Executive and enter into a contract with such remuneration and on such terms and conditions as the Board thinks fit;
- b. To adopt a clearly defined delegations of authority from the Board to the Chief Executive and to confirm delegation from the Chief Executive;
- c. To adopt and regularly review a strategic plan for NZSA, which shall include

goals and objectives for Softball in New Zealand and measures for short and long term success;

- d. To adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- e. To facilitate national and regional forums for NZSA and Members, other than General Meetings;
- f. To make, repeal and amend any Regulations (in accordance with Rule 25, and any policies and procedures it thinks appropriate);
- g. To make, repeal and amend rules for the regulation and control of any competitions or events under its jurisdiction including conditions of entry;
- h. To establish such committees and sub-committees as it considers appropriate in order to fulfil its role and as may be specified in the Regulations and to delegate such power and responsibilities as it considers appropriate.
- i. To control expenditure and raise any money to fulfil the objects of NZSA;
- j. To determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, managers and other officials of any teams or groups of people representing NZSA;
- k. To determine the criteria and procedures to apply in respect of the appointment of NZSA officials and the selection of national players;
- l. To ensure that NZSA has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- m. To open and operate in the name of NZSA such banking accounts as deemed necessary;
- n. To regularly agree performance indicators and standards with the Chief Executive and management;
- o. To establish such corporate and other entities to carry on and conduct all or any part of the affairs of NZSA or to enter into any agreement for sharing revenue or for the mutual assistance with any person or persons or body corporate that is considered by the Board to be capable of or directly or indirectly benefiting NZSA provided that the provisions listed below under subsection (p) of this Rule shall be followed for a major transaction;
- p. **Major Transaction:** The Board may finalise a major transaction provided that approval is obtained from the Members either at General Meeting or by a postal ballot carried out under Rule 17.21.m. A major transaction shall include:
 - i. The acquisition or lease of an asset, the value of which is more than ten percent (10%) of NZSA's financial reserves at the last balance date before the acquisition;
 - ii. The disposition of an asset, the current market value of which is more than ten percent (10%) of NZSA's equity at the last balance date before disposition;
 - iii. A transaction not including agreements entered into with sponsors, that

has or is likely to have the effect of NZSA acquiring rights or interests or incurring obligations or liabilities the value of which is more than ten percent (10%) of NZSA's assets before the transaction.

A Special Resolution adopted by Members shall be required to authorise a major transaction;

- q. To engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- r. To discipline Members as specified in this Constitution and the Regulations including holding an enquiry or appointing a person or persons to hold an enquiry into and imposing such penalty as it thinks fit in case of misconduct by any team, player or official while under the direct control of NZSA or for such other reason as the Board shall decide;
- s. To fill any casual vacancy on the Board as specified in this Constitution;
- t. To call SGMs;
- u. To resolve and determine any disputes or matters not provided for in this Constitution; and
- v. To review its own processes and effectiveness.

15.17 Board Meetings: Board meetings may be called at any time by the Chairperson or two (2) Board Members but generally the Board shall meet at regular intervals agreed by the Board. Except to the extent specified in this Constitution the Board shall regulate its own procedure.

15.18 Quorum: The quorum for a Board meeting shall be five (5) Board Members except for the period of the Interim Board under Rule 15.7 when the quorum shall be four (4) Board Members.

15.19 Voting: Each Board member shall have one vote at Board meetings. In the event of a deadlock, the Chairperson shall have an additional casting vote. Voting shall be by voices, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.

15.20 Resolutions: A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed or consented by one or more of the Board.

15.21 Meetings using Technology: Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities, or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

- 15.22 **Expenses and Honorariums:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of NZSA's business and also to pay reasonable allowances for time and inconvenience incurred relating to the furtherance of the objects of NZSA. Prior to doing so the Board must establish a policy to be applied before these payments can be made and part of that policy must recognise the financial situation of NZSA at the time of any payments being made.
- 15.23 No member of the Board shall be responsible for any other member of the Board, or for the loss caused through, or by the insufficiency or deficiency of value, or title to, any property or security acquired or taken on behalf of the NZSA or through the bankruptcy or any tortuous act of any customer or debtor of the NZSA or by anything done in the execution of his or her duties of office or in relation thereto, or otherwise than his or her own wilful act or default.
- 15.24 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Regulations, policies or procedures of NZSA, the matter will be determined by the Board.

16. Chief Executive

- 16.1 There shall be a Chief Executive of NZSA who shall be employed for such term and on such conditions as the Board may determine.
- 16.2 The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of NZSA in accordance with the Regulations, policies and procedures of NZSA and within such constraints as may be imposed by the Board.
- 16.3 The Chief Executive shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.
- 16.4 For the purposes of interpretation and implementation of this Constitution the title of Chief Executive will encompass the position of the employee who is responsible for the day-to-day management of the affairs of NZSA notwithstanding that person having a title other than Chief Executive.

PART – GENERAL MEETINGS

17. Meetings of Members

- 17.1 **AGM:** NZSA must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.

- 17.2 **SGMs:** Any other General Meeting of the Members shall be Special General Meetings.
- 17.3 **Member Forums:** In addition to General Meetings, the Board shall convene at least one forum for Members annually to contribute to, and be consulted on, matters of importance to NZSA and Softball in New Zealand including major strategic directions. Such forum/s may be held simultaneously with a General Meeting.
- 17.4 **Notice of AGM:** The Chief Executive must give at least fifty-six (56) days notice in writing to all Board Members, President, Members (as defined under Rule 5) and the Patron of the AGM. The notice shall set out:
- a. The date, time and venue for the AGM;
 - b. The date and time by which notification of the Delegate(s) of the Members for the AGM must be received by the Chief Executive: and
 - c. The number of vacancies, if any, of any Elected Board Members for which nominations are sought;
 - d. The closing date/s for nominations for any elections, proposed motions and other items of business to be submitted to the Chief Executive.
- 17.5 **Notice of AGM Business:** Not less than thirty five (35) days before the date set for the AGM, any nominations for any elections, proposed motions and other items of business must be received in writing by Chief Executive from Members, President and/or the Board.
- 17.6 **Business of AGM:** The following business shall be discussed at each AGM:
- a. The receipt from the Board of a report and audited financial accounts for the preceding financial year;
 - b. The election of any Elected Board Member(s) of NZSA;
 - c. Any motions proposing to alter this Constitution;
 - d. Any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.
- 17.7 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 17.6) shall be forwarded by the Chief Executive to the Board, President, Patron and Members by no later than twenty one (21) days before the date of the General Meeting.
- 17.8 **SGM:** The Chief Executive must call a Special General Meeting (SGM) upon a written request from:
- a. The Board; or
 - b. Fifty (50) percent (%) or more of the Members eligible to vote at such an SGM.

The written request for an SGM must state the purpose for which the SGM is

requested. The SGM must only deal with the business for which the SGM is requested.

- 17.9 **Notice of SGM:** The Chief Executive must give at least thirty (30) days notice in writing to all Board Members, President, Patron and Members (as defined under Rule 5), of the SGM. The notice shall set out:
- a. The date, time and venue and/or the manner in which the meeting is to be held;
 - b. The date and time by which notification of the Delegate(s) of the Members for the SGM must be received by the Chief Executive; and
 - c. The proposed motion or motions that have been properly submitted for consideration.
- 17.10 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.
- 17.11 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified under Rules 17.4 and 17.9 and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. The General Meeting Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the meeting and carried by Special Resolution.
- 17.12 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be such number of Delegates representing at least two-thirds of the voting strength of Members entitled to vote at the meeting. Proxy votes shall not be counted for the purposes of determining a quorum. The quorum must be present at all times during the meeting. If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid forum.
- 17.13 **Chairperson of General Meetings:** The President shall preside at the General Meeting. If the President is unavailable or unwilling to chair the meeting, then the Patron shall preside and in the absence of both these persons, then the persons entitled to be present at the General Meeting shall elect a person present to be the chairperson of the General Meeting.
- 17.14 **Delegates:** Each Member as defined under Rule 5 (a) – (d) shall elect or appoint one Delegate to represent it at General Meetings.

- 17.15 No Board Member, President, or employee of NZSA may act as a delegate.
- 17.16 a. No individual may act as a Delegate for more than one Member Association and/or Special Purpose Member at the same General Meeting
- b. An individual who is a member or associate of a Member Association and/or Special Purpose Member that has appointed their own delegate may not act as a Delegate for any other Member Association or Special Person Member.
- 17.17 The names of the Delegates shall be forwarded in writing to the Chief Executive by a date and time to be determined by the Board prior to the commencement of each General Meeting.
- 17.18 If an appointed Delegate is not available to attend a General Meeting, the Member Association or Special Purpose Member may appoint an Alternate Delegate, provided that the name of such Alternate Delegate is notified in writing to the Chief Executive prior to the commencement of the relevant General Meeting,
- 17.19 **Attendees:** In addition to Board Members, Life Members, President and Delegates, any other Softball related person including employees of NZSA, is entitled to and may, at their expense, attend a General Meeting. Such attendees are allowed to speak at General Meeting with the permission of the chair of the meeting.
- 17.20 **Meetings Using Technology:** If an urgent matter or matters arise (as determined by the Board), or where the Members have agreed at a previous General Meeting to do so for a specific purpose, a General Meeting may be held by telephone, through video conferencing facilities or by other means of electronic communications in which all persons participating can hear each other effectively and simultaneously, provided that prior notice of the manner of the meeting is given to all persons entitled to vote at the General Meeting. Participation by persons entitled to vote at a General Meeting held in this manner at a meeting shall constitute the presence of that person at that meeting.
- 17.21 **Voting:** Unless otherwise required by this Constitution:
- a. An Ordinary Resolution shall be sufficient to pass a resolution;
- b. Each Member Association, through its Delegate, shall be entitled to such number of votes as specified in Rule 17.21.d provided that the Member Association has paid, or has contracted to pay, any fees, dues or levies due to NZSA;
- c. Each Special Purpose Member, through its Delegate shall be entitled to one (1) vote provided that the Special Purpose Member has paid, or contracted to pay, any fees, dues or levies due to NZSA;
- d. Each Member Association shall have the number of votes as specified in the

table below based on the number of teams in that Member Association and subject to Rule e. i below;

Number Of Team Equivalents	Votes
0 – 10	1
11 – 20	2
21 – 30	3
31 – 40	4
41 – 50	5
51 And Above	6

- e. For the purposes of this Rule, membership numbers shall be calculated at 31 December in the year preceding the General Meeting based on the capitation returns as required under the Regulations;
- i. This clause relates to, and only to, teams upon which the required capitation fees have been paid.
 - ii. Twenty youth teams (including under 12) will be considered to be the equivalent of one adult team, with only whole number rounded down from fractions resulting from any calculation under this section to be taken to the final sum (number of votes will be confirmed prior to the meeting).
 - iii. The sum of the adult teams identified through capitation team plus the application of ii) above will be known as team equivalents.
 - iv. A member shall be entitled to claim an additional vote in the next range if they control an additional six(6) team equivalents towards the maximum in that range.
 - v. Voting entitlements will be advised to members at the time of the Notice of Meeting of an AGM or SGM.
- f. Where one (1) Delegate represents more than one Member Association and/or Special Purpose Member, such Delegate must vote in accordance with the direction of each Member Association and/or Special Purpose Member that appointed them as a Delegate, so that the Delegate may not vote in accordance with the collective voting strength of the Member Association and/or Special Purpose Member that he or she represents, unless all such Member Associations and/or Special Purpose Members have directed the Delegate to vote in the same manner;
- g. Voting shall generally be conducted by voices or by show of hands as determined by the General Meeting Chairperson unless a secret ballot is requested by the General Meeting Chairperson or a Delegate. The General Meeting Chairperson may determine that voting be undertaken by other means, including email or other technological means in the case of a general meeting held using technology (under Rule 17.20);
- h. On a show of hands a declaration by the General Meeting Chairperson is conclusive evidence of the result, provided the declaration reflects the show of hands. Neither the General Meeting Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour

and against the motion;

- i. Voting for the President and Elected Board Members shall be by one or more secret ballots, which consist of one or more rounds of voting.
 - i. A ballot is complete when a round of voting within that ballot elects one or more candidates;
 - ii. Voters shall vote for the exact number of candidates required;
 - iii. To be elected a candidate must receive a simple majority of the votes cast by those present, entitled to vote and voting;
 - iv. If any round of voting in any ballot fails to elect a candidate then the following process is employed;
 - v. The lowest polling candidate is removed temporarily from this ballot and a further round of voting is taken amongst the remaining candidates;
 - vi. If this further round of voting fails to elect a candidate then the process in “iv” above is repeated until the ballot is complete;
 - vii. Any candidate removed temporarily from any ballot is reinstated at the completion of such ballot and participates fully in the subsequent ballot;
 - viii. If following a completed ballot the required number of candidates has not been elected than a further ballot is taken;
 - ix. This process is to be repeated until the election is completed;
 - x. A tie shall be determined by a round of voting among the tied candidates and if that round of voting fails to separate the tied candidates the tie shall be determined by random choice;
- j. In the event that a secret ballot is called, two (2) scrutineers must be appointed at the General Meeting to count the votes;
- k. In the event of equality of votes at a General Meeting, the General Meeting Chairperson shall have a casting vote;
- l. Proxy votes are not permitted.
- m. If;
 - i. an urgent matter or matters arise, as determined by the Board, or
 - ii. the members have agreed at a previous General Meeting to do so for a specific purpose, or
 - iii. the Board considers the matter to be appropriate for resolution by postal vote,the Board may use postal voting for any motions properly submitted for a General Meeting. The procedure for postal voting shall be in accordance with the Regulations.

PART 5 – MISCELLANEOUS

18. Discipline, Disputes and Appeals

- 18.1 **Judicial Committee:** The Board shall establish, if required, an independent Judicial Committee to carry out judicial and disciplinary functions of NZSA. The composition, jurisdiction, powers and procedures of the Judiciary Committee shall be set out in the Regulations.
- 18.2 **Disputes:** In the event of any dispute, doubt or difference arising out of the interpretation or application of this Constitution, or a matter that is not provided for in the Constitution or the Regulations, then such disputes shall be referred to the Board. The Board shall determine the dispute or matter as it thinks fit. The Board's decision shall be final and binding or alternatively, if the parties to the dispute or matter agree, then it shall be referred to the Sports Tribunal if it has jurisdiction to deal with the dispute or matter.
- 18.3 Disputes between Board and Member Associations: In the event of any dispute, doubt or difference arising between the Board and any Member Association, (other than a dispute about default in fees under Rule 10.2), the parties will:
- a. Endeavour to negotiate a resolution of the dispute amongst them selves (which may include representation of support persons for either party) and if there is no resolution within an agreed timeframe, then;
 - b. Endeavour to agree on a resolution of the dispute by attending mediation; and failing that,
 - c. If it is a dispute, doubt or difference as described in Rule 10.3, then Rule 10.3 shall apply, or
 - d. If it is any other dispute, doubt or difference, then either party may refer the dispute to the Sports Tribunal for determination by it in accordance with its rules.

Each party shall bear their own costs, including any legal costs arising out of any procedure under this Rule.

- 18.4 **Sports Tribunal:** NZSA recognises the Sports Tribunal as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal. If specified in this Constitution and/or the Regulations, matters which are within the jurisdiction of the Tribunal shall be referred to it including, without limitation, anti-doping violations arising out of NZSA's regulations on anti-doping, appeals against selection or non-selection to a national team selected by NZSA or any other sports-related matters.

19. Rules of Softball

- 19.1 The rules of the game of amateur Softball as laid down by ISF shall be adhered to except where variation from them is absolutely necessary to suit domestic

conditions. All competitions held by NZSA shall be carried out in accordance with those rules and in accordance with rules prescribed in the Regulations.

20. Finances

- 20.1 Unless otherwise determined by the Board the financial year of NZSA shall end on May 31;
- 20.2 Financial Accounts prepared under New Zealand accounting standards relevant to bodies such as NZSA shall be audited each year and the audited accounts shall be submitted to the AGM;
- 20.3 The auditors, on nomination from the Board, shall be appointed at each AGM;

21. Common Seal

- 21.1 The Board shall adopt and control a Common Seal for the NZSA. The Common Seal of the NZSA shall only be affixed to any document in the presence of a member of the Board and the Chief Executive, in pursuance of a resolution passed by the Board.

22. Pecuniary Gain

- 22.1 No Member of the NZSA, or any person associated with a Member shall participate in or materially influence any decision made by NZSA in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 22.2 Any such income paid, or benefit or advantage conferred, shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this Rule 22 shall not be removed from this Constitution, and shall be included and implied into any document replacing this document.

23 Liquidation

- 23.1 **Liquidation:** The NZSA may be put into liquidation in accordance with the provisions of the Incorporated Societies Act 1908.
- 23.2 **Disposal of Property:** If upon the liquidation or dissolution of the NZSA there remains after the satisfaction of all debts and liabilities any property whatsoever such property shall be transferred to such organisations incorporated in New Zealand as may be decided by a simple majority of the votes cast by members present and entitled to vote and voting at a General Meeting of the NZSA provided that the objects of such organisation are consistent with the objects of the NZSA.
 - i. Such property shall not be paid or distributed among members of the NZSA as a result of any decision to put NZSA into liquidation.
- 23.3 No addition to or alteration of the non-profit aims, personal benefits clause of the

winding up clause shall be approved without the prior approval of the Inland Revenue Department.

- 23.4 The provisions and effect of this clause shall not be removed from this Constitution and shall be included and implied in any document replacing this document.

24. Indemnity

- 24.1 NZSA shall indemnify its Board Members, Chief Executive, President and other officers and appointees and employees of NZSA against all damages, costs (including legal costs) for which any such Board Member, Chief Executive, President and other officers or employees may be or becomes liable as a result of their acts and omissions in performing their functions connected with NZSA, except occurring as a result of their wilful misconduct.

25. Regulations

- 25.1 Subject to Rule 25.2, the board may make, repeal and amend such Regulations as it thinks appropriate including Regulations relating to membership fees, competitions, discipline, disputes and appeals, anti-doping and other such matters as it thinks fit.
- 25.2 The Board shall consult Members and interested parties over any new Regulation it proposes to promulgate and provide them with a reasonable opportunity to consider, and have input into any proposed Regulation before it is finally promulgated by the Board.
- 25.3 Transition: Any by-laws, regulations, or other rules of NZSA that were in force prior to the commencement of this Constitution, and which are not contrary to this Constitution, shall be deemed to be Regulations as defined in this Constitution, and will remain in force until rescinded or repealed by the Board.

26. Alterations of Constitution

- 26.1 This Constitution may only be altered, added to or rescinded, subject to the restrictions implied in Rules 22 and 23, by a Special Resolution passed at a General Meeting in accordance with this Constitution.

27 Interpretation

- 27.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

the Act means the Incorporated Societies Act 1908, including any amendments to it.

AGM means the Annual General Meeting of NZSA.

Appointed Board Member means a Board Member appointed under Rule 15.4.

Board means the Board of Directors of NZSA elected and appointed under Rule 15.2.

Board Appointments Panel means a panel convened under Rule 15.3

Chairperson means the chairperson of the Board determined under Rule 15.14

Chief Executive means the Chief Executive of NZSA appointed under Rule 16.

Delegate means a person elected or appointed to represent a Member Association or Special Purpose Member, both as specified under Rule 17.14

Drug Free Sport New Zealand means the crown entity empowered under the Sports Anti-Doping Act 2006 (and its predecessor legislation) to be an independent body in New Zealand to implement the World Anti-Doping code including undertaking testing, investigation and other activities including educational programmes, to deter and punish doping.

Elected Board Member means a Board Member elected under Rule 15.5

General Meeting means an AGM or SGM.

General Meeting Chairperson means the President or person appointed under Rule 17.13

Intellectual Property means all rights or goodwill in copyright, names, trademarks (or signs), devices, logos, designs, patents or service marks relating to NZSA or any event, tournament or any competition or Softball activity or programme of or conducted, promoted or administered by NZSA.

Interim Board means the Board which will be responsible for the affairs of NZSA under Rule 15.7.a

ISF means the International Softball Federation which is the international federation responsible for amateur Softball.

Judicial Committee means an independent committee which may be appointed by the Board under Rule 18.1

Life Member means a person who has been granted life membership of NZSA as specified in Rule 7.

Member means and includes the members of NZSA as specified in Rule 5.1.

Member Association means a subclass of Member as defined in Rule 5.1.d

Ordinary Resolution means a resolution passed by a majority of votes properly cast.

Patron means the person or person appointed patron of NZSA under Rule 13.1

President means the person or person elected president of NZSA under Rule 14.1

Register of Members means the register in which details of the Members are held by NZSA as specified in Rule 11.1

Regulations means the regulations of NZSA established in accordance with Rule 25 and amended from time to time by the Board.

Rules means these Rules and “Rule” shall have a corresponding meaning.

Rules of Softball means the rules of amateur Softball as determined and published by ISF which may be endorsed or modified by NZSA.

SGM means Special General Meeting.

Softball means that particular amateur ball sport as governed by the NZSA and the ISF

SPARC means Sport and Recreation New Zealand, the crown agency established under the Sport and Recreation New Zealand Act 2002.

Special Purpose Member means a subclass of Member as defined in Rule 8.1

Special Resolution means a resolution passed by two thirds of the votes cast.

Sports Tribunal means the Sport Tribunal of New Zealand established by SPARC and continued under the Sports Anti-Doping Act 2006 (and previously known as the Sports Dispute Tribunal of New Zealand).

27.2 **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 a person includes the legal personal representatives, successors and permitted assigns of that person;
- f. Headings and the contents page are for reference only and are to be ignored in construing this Constitution.