

Rules of Dolphinz Basketball Club Incorporated

DEFINITIONS

1.0 Definitions and miscellaneous matters

1.1 In these Rules:

- a) “Majority vote” means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.
- b) “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
- c) “Club Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- d) “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- e) “Written Notice”:
 - i) For the purpose of communicating with a single Member, notice must be posted, emailed or delivered by hand.
 - ii) For the purpose of communicating with the Membership in general, for instance in relation to announcements regarding Club Meetings, notice may be given by post, email, or hand delivery but also delivered via website posting or other suitable electronic means, advertisement in periodicals, or a combination of these methods.
- f) Notice is deemed to be “Delivered” once it is publicly viewable, in the case of website or periodical publication, or
 - a) Emailed to a Member’s last known email address as notified by the Member to the Secretary; or
 - a) 2 days after being posted by regular post to the Member’s last known postal address as notified by the Member to the Secretary; or
 - b) Handed to the Member personally by a Committee Member.
- g) It is assumed that
 - i) Where a masculine is used, the feminine is included
 - ii) Where the singular is used, plural forms of the noun are also inferred

- iii) Headings are a matter of reference and not a part of the rules
- h) Matters not covered in these rules shall be decided upon by the Committee.

THE CLUB

2.0 Name

2.1 The name of the Society is Dolphinz Basketball Club Incorporated ("the Club").

3.0 Purposes of the Club

3.1 The purposes of the Club are:-

- i) To create an enjoyable, social and family-based basketball experience for club members;
- ii) To create pathways for players, administrators, coaches and officials to reach their potential within the sport of basketball by providing clear and complete development paths in collaboration with relevant individuals and bodies within the basketball community;
- iii) To work with Basketball New Zealand Ltd. ("BBNZ"), BBNZ- affiliated organisations and other relevant bodies to build the club system and grow the sport of basketball on the North Shore and beyond;

3.2 Pecuniary gain is not a purpose of the Club.

MANAGEMENT OF THE CLUB

4.0 Managing Committee

4.1 The Club shall have a managing committee ("the Committee"), comprising the following persons:

- a) The Chair/President;
- b) The Secretary;
- c) The Treasurer; and
- d) Such other Members as the Club shall decide.

4.2 Only Members of the Club may be Committee Members.

5.0 Appointment of Committee Members

5.1 At a Club Meeting, the Members may decide by majority vote:

- a) How large the Committee will be (beyond the minimum three required officers, that is Chair/President, Secretary and Treasurer);
- b) Who shall be the Chair/President, Secretary, and Treasurer;
- c) Whether any Committee Member may hold more than one position as an officer;
- d) How long each person will be a Committee Member ("the Term").

5.2 If the Term is not established by specific motion then it shall be the period between

the Annual General Meeting at which the Committee Member is elected and the next Annual General Meeting.

6.0 Cessation of Committee Membership

- 6.1 Persons cease to be Committee Members when:
 - a) They resign by giving written notice to the Committee; or
 - b) They are removed by Majority vote of the Club at a Club Meeting; or
 - c) Their Term expires.
- 6.2 If a person ceases to be a Committee Member, that person must within 1 month give to the Committee all Club documents and property.

7.0 Nomination of Committee Members

- 7.1 Nominations for members of the Committee shall be called for at least 14 days before an Annual General Meeting. Members may nominate themselves or other Members. The form these nominations take will be determined by the Committee and completed nominations will be delivered to the Secretary. All retiring members of the Committee shall be eligible for re-election.
- 7.2 If the position of any officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.
- 7.4 If any Committee Member is absent from 3 consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

8.0 Role of the Committee

- 8.1 Subject to the rules of the Club ("The Rules"), the role of the Committee is to:
 - a) Administer, manage, and control the Club;
 - b) Carry out the purposes of the Club, and Use Money or Other Assets to do that;
 - c) Manage the Club's financial affairs, including approving the annual financial statements for presentation to the Members at Annual General Meetings;
 - d) Set accounting policies in line with generally accepted accounting practice;
 - e) Delegate responsibility and co-opt members where necessary;
 - f) Ensure that all Members follow the Rules;
 - g) Decide how a person becomes a Member, and how a person stops being a Member;
 - h) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - i) Decide the procedures for dealing with complaints;
 - j) Set Membership fees, including subscriptions and levies;
 - k) Make by-laws and regulations.
- 8.2 The Committee has all of the powers of the Club, unless the Committee's power is

- limited by these Rules, or by a majority decision of the Club.
- 8.3 All decisions of the Committee shall be by a Majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.
- 8.4 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

9.0 Roles of Committee Members

- 9.1 The Chair/President is responsible for:
- a) Ensuring that the Rules are followed;
 - b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
 - c) Chairing Meetings, deciding who may speak and when;
 - d) Overseeing the operation of the Club;
 - e) Providing a report on the operations of the Club at each Annual General Meeting.
- 9.2 The Secretary is responsible for:
- a) Recording the minutes of Meetings;
 - b) Keeping the Register of Members;
 - c) Holding the Club's records, documents, and books except those required for the Treasurer's function;
 - d) Receiving and replying to correspondence as required by the Committee;
 - e) Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
 - f) Advising the Registrar of Incorporated Societies of any rule changes;
- 9.3 The Treasurer is responsible for:
- a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
 - b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
 - c) Providing a financial report at each Annual General Meeting;
 - d) Providing financial information to the Committee as the Committee determines.

10.0 Committee Meetings

- 10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;
- 10.3 The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting;

- 10.4 Decisions of the Committee shall be by Majority vote;
- 10.5 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;
- 10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.7 Subject to these Rules, the Committee may regulate its own practices;
- 10.8 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

CLUB MEMBERSHIP

11.0 Types of Members

- 11.1 Membership may comprise different classes of membership as decided by the Club.
- 11.2 Members have the rights and responsibilities set out in these Rules.

12.0 Admission of Members

- 12.1 To become a Member, a person (“the Applicant”) must:
 - a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
 - b) Supply any other information the Committee requires.
- 12.2 The Committee may interview the Applicant when it considers Membership applications.
- 12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

13.0 The Register of Members

- 13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 13.3 Each Member shall provide such other details as the Committee requires.

14.0 Cessation of Membership

- 14.1 Any Member may resign by giving written notice to the Secretary.
- 14.2 Membership may be terminated in the following way:
- a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club, the Committee may give Written Notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:
 - i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club;
 - ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
 - iii) State that if, within 14 days of the Committee’s Notice being Delivered to the Member the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate or alternatively suspend for a period of their choosing the Member’s Membership.
 - iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Club.
 - b) 14 days after the Committee’s Notice is Delivered to the Member, the Committee may in its absolute discretion by majority vote terminate or suspend the Member’s Membership by giving the Member Written Notice (“Termination/Suspension Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) which must be received within 14 days of the date on the Termination/Suspension Notice.
 - c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Club Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Club Meeting.
 - d) When the Member is heard at a Club Meeting, the Club may question the Member and the Committee Members.
 - e) The Club shall then by majority vote decide whether to let the termination/suspension stand, or whether to reinstate the Member. The Club’s decision will be final.

15.0 Re-admission of former Members

- 15.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Association, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

16.0 Obligations of Members

- 16.1 All Members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.
- 16.2 Each person admitted to Membership shall be:
- a) Bound by the Rules, by-laws and regulations of the Club;
 - b) Bound by all codes of conduct, rules and regulations of the league or competition which the Club enters them in.
 - c) Liable for such subscriptions and fines as may be fixed by the Club.
 - d) Entitled to all advantages and privileges of Membership with the provided the Member has paid in full all applicable subscriptions, fines and fees which have fallen due. If any subscriptions, fines and/or fees are overdue, the Member may, at the discretion of the Committee, be prevented from participating in competitions and/or other Club activities until all overdue amounts are paid in full.
 - e) Responsible for notifying the Secretary of any changes to that Member's contact details as held by the Club. This includes postal addresses, email addresses and contact phone numbers.

MONEY AND OTHER ASSETS OF THE CLUB

17.0 Use of Money and Other Assets

- 17.1 All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members or any other persons, except in good faith in the promotion of these objects.
- 17.2 All funds shall be deposited, banked or invested in such a manner as the Management Committee directs.
- 17.3 Only sitting Committee members are eligible to act as signatories on Club bank accounts.
- 17.4 No private pecuniary profit shall be made by any Member of the Club, except that:
- (a) Any Member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Club;
 - (b) The Club may pay reasonable and proper remuneration to any member of the Club in return for services actually rendered to the Club. Provided however that any Member, or any person associated with a Member, who is to receive remuneration in accordance with this clause shall not by virtue of that Member's capacity in any

way determine or materially influence the amount of the remuneration to be paid.

18.0 Joining Fees, Subscriptions and Levies

18.1 If a Member does not pay a subscription, levy or fine by the date set by the Committee or the Club, the Committee may give Written Notice in accordance with 1.1 above that, unless the arrears are paid by a nominated date, the Membership will be terminated or Membership privileges (such as playing in a Club team) will be withdrawn from that person. After this nominated date, the Member may (without being released from the obligation of payment of any sums due to the Club) have his/her Membership terminated or privileges withdrawn.

19.0 Additional Powers

19.1 The Club may:

- a) Employ people for the purposes of the Club;
- b) Exercise any power a trustee might exercise;
- c) Invest in any investment that a trustee might invest in;
- d) Borrow money and provide security for that if authorized by Majority vote at any Club Meeting.

20.0 Financial Year

20.1 The financial year of the Club begins on 1st January of every year and ends on 31st December of the same year.

21.0 Assurance on the Financial Statements

21.1 No review or audit of the annual financial statements will be carried out unless a review or audit is:

- a) Requested by 2 of the Members at any properly convened Club Meeting; or
- b) Requested by a sitting Committee Member.

CONDUCT OF MEETINGS

22.0 Club Meetings

22.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.

22.2 The Annual General Meeting shall be held once every year no later than 5 months after the Club's balance date. The Committee shall determine when and where the Club shall meet within those dates.

22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 5 of the Members.

22.4 The Secretary shall:

- a) Give all Members at least 14 days Written Notice of the business to be conducted at any Club Meeting
 - b) Additionally, the Secretary will provide, appropriate:
 - i) A copy of the Chair/President's Report on the Club's operations and of the Annual Financial Statements as approved by the Committee,
 - ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
 - iii) Notice of any motions and the Committee's recommendations about those motions.
- 22.5 If the Secretary has given Written Notice in accordance with 1.1 above, the Meeting and its business will not be invalidated simply because one or more Members did not receive it.
- 22.6 No Club Meeting may be held unless the lower of, at least 20% of eligible Members or 15 eligible Members attend. (This will constitute a quorum.)
- 22.7 If, 30 minutes after the time appointed in the notice for the opening of the Meeting, there is no quorum present, no business shall be transacted. The Club Meeting shall stand and reconvene at a time, date and place as set by the Committee but within 30 days of the date originally set for the current Annual General Meeting. The Secretary shall give at least 7 days Notice of this new date to members. If at such meeting there is no quorum, those members present shall be competent to discharge the business of the meeting.
- 22.8 All Club Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Club shall elect another Committee Member to Chair that meeting. Any person Chairing a Club Meeting has a casting vote.
- 22.9 On any given motion at a Club Meeting, the Chair/President shall in good faith determine whether to vote by:
- a) Voices; or
 - b) Show of hands.
- 22.10 The business of an Annual General Meeting shall be:
- a) Receiving any minutes of the previous Club's Meeting(s);
 - b) The Chair/President's report on the business of the Club;
 - c) The Treasurer's report on the finances of the Club, and the Annual Financial Statements;
 - d) Election of Committee Members;
 - e) Motions to be considered;
 - f) General business.
- 22.11 The Chair/President or his nominee may adjourn a Club Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23.0 Motions at Club Meetings

- 23.1 Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Club Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member’s Motion is signed by at least 5 eligible Members:
- a) It must be voted on at the Club Meeting chosen by the Member; and
 - b) The Secretary must give the Member’s Information to all Members at least 14 days before the Club Meeting chosen by the Member; or
if the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting.
- 23.2 The Committee may also decide to put forward motions for the Club to vote on (“Committee Motions”) which shall be suitably notified.

ALTERING THE RULES

24.0 Altering the Rules

- 24.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 5 Members and given in writing to the Secretary at least 28 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members Notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.
- 24.5 No addition to or alteration of the ‘Purposes of the Club’, ‘Use of Money and Other Assets’ or the ‘Winding up’ clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

BYLAWS

25.0 By-laws to govern the Club

- 25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these rules

or to the provisions of law. All such bylaws shall be binding on members of the Club. A copy of the bylaws shall be available for inspection by any member on request to the Secretary.

COMMON SEAL

26.0 Common Seal

26.1 The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee and in the presence of at least 2 Committee Members, one of whom must be an officer of the Club. Both persons shall subscribe their names to the document as witnesses.

WINDING UP

27.0 Winding up

- 27.1 If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed or sold and the proceeds donated:
- a) To another incorporated association having objects similar to those of the Club; or
 - b) For charitable or benevolent purposes.
- 27.2 The benefitting incorporated club(s) or purposes in 27.1 above will be determined by resolution of the Members.