

Constitution

of

Bowls Taranaki Incorporated

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1. Name

The name of the Centre shall be **Bowls Taranaki Incorporated**, which is abbreviated in this Constitution as “**the Centre**”.

2. Interpretation

In this Constitution, unless the context otherwise requires:

“**Annual General Meeting**” means the annual general meeting of the Centre convened pursuant to Rule 22.1 of this Constitution.

“**Appointed Personnel**” means individuals who are appointed by the Centre Board, or the Club Executive Committee (as the case may be), to positions of responsibility (and who are not employees or Officers) and includes coaches, green keepers, selectors, umpires, and tournament directors.

“**Bowls Team**” means a pair, four, or triple of bowls players.

“**Bowls Side**” means a Bowls Team including singles players plus a coach, manager and/or other Official.

“**Bowls NZ**” means Bowls New Zealand Incorporated.

“**Bowls NZ Board**” means the Board of Bowls NZ.

“**Bowls NZ Constitution**” means the constitution of Bowls NZ.

“**Bowls NZ Regulations**” means the regulations of Bowls NZ made in accordance with the Bowls NZ Constitution.

“**Centre**” and “**the Centre**” means Bowls Taranaki Incorporated.

“**Centre Board**” means the management committee, board, or other committee however described of the Centre that is responsible for the governance of the Centre.

“**Centre Board Member**” means a person appointed to the Centre Board pursuant to Rule 18.1 of this Constitution and, for avoidance of doubt, excludes the Centre Representative on the Regional Advisory Committee referred to in Rule 18.1.2.

“**Centre District**” means the geographical area of Taranaki from Awakino in the north to Patea in the south.

“**Centre District Register**” means the register maintained by the Centre pursuant to Rule 11.1 of this Constitution recording the details of its boundaries and Clubs within the Centre District.

“**Centre Executive Officer**” means the person appointed by the Centre Board to carry out the directions of the Centre Board as an employee or volunteer of the Centre, including alternative

titles of, secretary, executive director, executive officer, or other administrative management position.

“Centre Judicial Committee” means the Centre’s judicial committee constituted under Rule 27 of this Constitution.

“Centre Regulations” means the regulations promulgated by the Centre Board from time to time pursuant to Rule 30 of this Constitution.

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

“Centre Committee” or “Sub - Committee” means a Committee or Sub-committee constituted pursuant to Rules 4, 5 (n) and 31 of this Constitution.

“Club” means a Club that is a Member of the Centre situated in the Centre District and by virtue of such membership, is also a Member of Bowls NZ. For the purposes of this Constitution a Club also includes any section or division of a club, whether or not incorporated **provided that** Rule 8.2(b) of the Bowls NZ Constitution has been complied with, (such as a Cosmopolitan or Charter Club) which section or division promotes and holds bowls competitions, even where such club or group is not a member of Bowls NZ. For the purposes of Rules 25.2 and 26.5, a Club also has the extended meaning given to it pursuant to those Rules.

“Club Executive Committee” means the management committee, board, or other committee however described of a Club that is responsible for the governance and management of that Club.

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

“Constitution” when used in relation to the Centre means this Constitution together with any amendments thereto.

“Controlling Body” has the same meaning as in Law 1.1 of the Laws of the Sport.

“Delegate” means a person appointed or elected by a Club to represent it at General Meetings of the Centre.

“Game of Bowls” means the game played on outdoor or indoor flat greens and defined in more detail by the Laws of the Sport.

“General Meeting” means either an Annual General Meeting or a Special General Meeting of the Centre convened in accordance with Rule 22 of this Constitution.

“Honorary Life Member” means a person who has been granted honorary life membership of the Centre pursuant to Rule 9.1 of this Constitution.

“Individual Member” means a person who is a member of the Centre, and/or a Club pursuant to Rule 8 of this Constitution.

“Intellectual Property” means all rights or goodwill in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks relating to the Centre or any event, or any competition or bowls activity or programme of or conducted, promoted or administered

by the Centre **provided that** such property is not the intellectual property of Bowls NZ as defined in the Bowls NZ Constitution.

“Laws of the Sport” means the laws for playing the Game of Bowls determined and issued by World Bowls including any domestic regulations issued by Bowls NZ from time to time.

“Member” means a Club, Individual Member, or an Honorary Life Member as specified in Rule 6 of this Constitution.

“Officer” means an individual who is appointed or elected to a position of office as defined within this Constitution or the constitution of a club. For example, a president, board member, secretary, member of a committee, (eg member of a Regional Advisory Committee or a Controlling Body) but who is not an Appointed Personnel.

“Official” means a person who is an Appointed Personnel.

“President” and **“Vice-President”** means the President and Vice-President of the Centre elected pursuant to Rule 17 of this Constitution.

“Privacy Officer” means the person appointed by the Centre Board from time to time to carry out the representations set out in section 23 of the Privacy Act 1993 and any other functions delegated by the Centre Board.

“Region” means the geographical area as defined by Bowls NZ and described in the Bowls NZ Constitution.

“Regulations Register” means the Register held and maintained by the Executive Officer in which is recorded the information referred to in Rule 30.1 of this Constitution.

“Rules” means the rules of this Constitution.

“Selection Panel” means the panel constituted to appoint Centre Board Members pursuant to Rule 18.2 of this Constitution.

“Sub-Centre” means a Sub-Centre defined and recognised by the Centre pursuant to Rule 6.3 of this Constitution.

3. Office

The registered office of the Centre shall be the business address of the Executive Officer, to which office all correspondence for consideration by the Centre shall be sent.

4. Objects

The objects of the Centre are to:

- (a) Be the Centre in the Centre District responsible for the administration, promotion and development of the Game of Bowls;
- (b) Promote the Game of Bowls as an amateur game in the Centre District for the recreation and entertainment of all New Zealanders;
- (c) Be a member of Bowls NZ and to the extent set out in the Bowls NZ Constitution comply with and enforce the rules of Bowls NZ and the Bowls NZ Regulations;
- (d) Encourage participation and achievement in the Game of Bowls in the Centre District;
- (e) Enforce the Laws of the Sport;
- (f) Promote the health and safety of all participants in the Game of Bowls;
- (g) Encourage and promote the Game of Bowls as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (h) Manage the financial affairs of the Centre consistent with best business practice;
- (j) Establish, maintain and conduct a Centre and generally afford its Members the accommodation, advantages, privileges and conveniences of a Centre;
- (k) Give and seek, where appropriate, recognition for Members who obtain awards or public recognition for the Game of Bowls or other services to the community;
- (l) Facilitate the improvement of facilities for the enjoyment of the Game of Bowls in the Centre District;
- (m) Provide information, assistance and resources to its Members;
- (n) Develop and train players, officials and other personnel involved in the Game of Bowls;
- (o) Maintain a Centre Umpires Sub-Committee;
- (p) Maintain a Centre Coaching Sub-Committee;
- (q) Maintain a Centre Greenkeepers Sub-Committee;
- (r) Apply its property and capacity in pursuit of the objects of Bowls NZ, the Centre and the Game of Bowls;
- (s) Do all that is reasonably necessary to enable the objects of Bowls NZ and the objects of the Centre to be achieved;
- (t) Act in good faith and loyalty to ensure the maintenance and enhancement of Bowls NZ, the Centre and the Game of Bowls, and their standards, quality and reputation for the collective and mutual benefits of the Members and the Game of Bowls;

- (u) At all times operate with, and promote, mutual trust and confidence between Bowls NZ, the Centre and the Members, in pursuit of these objects;
- (v) At all times to act on behalf of and in the interests of the Members and the Game of Bowls.

5. Powers

The powers of the Centre are to:

- (a) Purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) Control and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such by way of mortgage, or charge over all or part of any of its real and personal property provided always that interest paid on such funds borrowed or raised shall not exceed the current market rate, and funds advanced or loaned shall be at no lesser than the current market rate, unless the recipient of such funds loaned or advanced are promoting the amateur Game of Bowls;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of the Centre and to grant such rights and privileges of such property as it considers appropriate;
- (d) Construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) Determine, raise and receive money by subscriptions, donations, fees, levies, gate charges, sponsorship, government funding or otherwise;
- (f) Determine regulations, policies and procedures for the governance, management and operations of the Game of Bowls in the Centre;
- (g) Determine, implement and enforce disciplinary procedures for its Members, including imposing sanctions;
- (h) Employ, determine and terminate staff and engage the services of personnel and organisations to work for and with the Centre, provided always that the payment for such services shall not exceed the market rate;
- (i) Engage, determine and terminate the services of personnel and organisations to advise the Centre;
- (j) Contract, engage or otherwise make arrangements with any person or organisation to fulfil the objects of the Centre;

- (k) Be a member of, and contribute to the administration and promotion of, Bowls NZ and the Game of Bowls in New Zealand;
- (l) Be a member of, affiliate or be associated in any other way, with any organisation which has objects which are similar, in whole or in part, to the Objects of the Centre;
- (m) Determine who are its Members in accordance with the Bowls NZ Constitution,
- (n) Establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (o) Develop Centre programmes and other programmes for competing, coaching and officiating of the Game of Bowls;
- (p) Establish, organise, promote, hold, conduct and control bowls competitions, tournaments and events, contribute towards trophies, in the Centre District, including determining the rules and conditions of entry for such competitions, tournaments and events provided that such competitions, tournaments and events comply with the Bowls NZ Constitution, the Bowls NZ Regulations; and further that it shall obtain the prior written approval of the Bowls NZ Board for:
 - 1. any Game of Bowls held by or under the auspices of the Centre where it is proposed that persons who are not Members may participate;
 - 2. any Game of Bowls held by or under the auspices of the Centre (whether alone or with any other person, club, group or organisation) where such Game is also played with or under the authority or jurisdiction of any person, club, group or organisation where that person, club, group or organisation is not a member of Bowls NZ and/or the Centre.
- (q) Award, grant or otherwise honour achievement and services to bowls and the Centre;
- (r) Select Centre representative Bowls Teams, Bowls Sides and squads;
- (s) Determine its name, provided that such name is approved by the Board of Bowls NZ in accordance with the Bowls NZ Constitution;
- (t) Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Centre and for that purpose, to utilise any of the assets of or held on behalf of the Centre;
- (u) Print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems of software packages that the Centre may consider desirable for the promotion of its Objects;
- (v) Produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property of the Centre;
- (w) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Centre, or with which the Centre is authorised to amalgamate or generally for any purpose designed to benefit the Centre;
- (x) Be, and to remain at all times, registered as an incorporated society in accordance with the Incorporated Societies Act 1908 (as amended from time to time);

- (y) Do any other acts or things which further the objects of the Centre, provided that the above powers shall not limit the rights and powers of the Centre as an incorporated society under the Act.

6. Membership

6.1 Categories of Members

The categories of membership of the Centre, (collectively called “Members”) shall be:

- (a) **Clubs:** as described in Rule 7 of this Constitution.
- (b) **Individual Members:** as described in Rule 8 of this Constitution.
- (c) **Honorary Life Members:** as described in Rule 9 of this Constitution.

6.2 Recognised and Associated Organisations

In addition to its Members, the Centre may recognise certain organisations that have an interest in, or association with, the Game of Bowls and/or the Centre as described in Rule 10 of this Constitution.

6.3 Sub-Centres

- 6.3.1 The Northern, Southern and Western Divisions in existence at the time this Constitution is adopted are recognised as Sub-Centres and any changes can only instigated in accordance with Rule 6.3.2.
- 6.3.2 Any one or more Clubs which are domiciled within a well-defined division of the Centre District may, by a majority of the votes recorded at a General Meeting of the Centre, be permitted to form themselves into a Sub-Centre, for such purposes, with such derivative powers and authorities under the Centre, and upon and subject to such terms and conditions (not inconsistent with this Constitution and the Bowls NZ Constitution) as the Centre shall determine.
- 6.3.3 Every Sub-Centre shall be deemed to be merely a component division of the Centre and shall be bound by the same obligations as the Centre. It shall not be entitled to separate representation on such Centre or for Delegates at General Meetings of the Centre or of Bowls NZ.

6.3.4 **Obligations of a Sub-Centre:** Each Sub-Centre shall:

- (a) administer, promote and develop the Game of Bowls in accordance with the objects of Bowls NZ and the objects of the Centre;
- (b) obtain the prior approval of the Centre for any Game of Bowls held by or under the auspices of the Sub-Centre or the Centre, provided that such approval may be given for one or more tournaments or games;
- (c) not constitute itself as a separate incorporated entity, and recognise that at all times it is a sub-committee and division of the Centre, and subject to its authority and jurisdiction;
- (d) comply with all reasonable directions of the Centre Board;
- (e) provide such reports and information to the Centre Board as it reasonably requests;
- (f) only make decisions which the Centre Board has expressly authorised it to make, and to do so in accordance with any terms and conditions or limitations required by the Centre Board;
- (g) do all that is reasonably necessary to enable the objects of Bowls NZ and the objects of the Centre, to be achieved;
- (h) act in good faith and with loyalty to Bowls NZ and the Centre to ensure the maintenance and enhancement of Bowls NZ, the Centre and the Game of Bowls, and its reputation, and to do so for the collective and mutual benefit of the Members and the Game of Bowls;
- (i) operate with, and promote, mutual trust and confidence between Bowls NZ, the Centre, and the Members;
- (j) at all times act in the interests of the Members and the Game of Bowls.

7. **Member Clubs**

7.1 **Existing Clubs**

All Clubs that are current financial members at the time this Constitution comes into force and as defined in Rule 2 of this Constitution shall be deemed to be members of the Centre and as such shall be under the jurisdiction of the Centre and shall be bound by and subject to this Constitution.

7.2 **Obligations of a Club**

In addition to the obligations of a Club as a Member under Rule 14, each Club shall:

- (a) Administer, promote and develop the Game of Bowls in accordance with the objects of Bowls NZ and the objects of the Centre;

- (b) Be an incorporated society under the Incorporated Societies Act, unless the written agreement of the Centre Board and the Bowls NZ Board is obtained to remain as an unincorporated association until a specified date;
- (c) have as its members Individual Members and any other members it considers appropriate provided that such membership is consistent with the Bowls NZ Constitution and this Constitution;
- (d) obtain the prior approval of the Centre for any Game of Bowls held by or under the auspices of the Club where it is proposed that persons who are not Members may participate;
- (e) adopt a Constitution which is consistent with the Bowls NZ Constitution and this Constitution and subject to this Rule, each Club shall have power to draw up or amend its Constitution for its own administration as it thinks fit **provided however** that the Constitution of every Club shall contain the following provision:

“All matches shall be played in accordance with the Laws of the Sport and any rules or regulations made under the Bowls NZ Constitution as approved, and its members shall, as a condition of the continuance of membership to their Club, Centre and Bowls NZ at all times and in all respects conform to and be bound by the Constitution of their Club, their Centre and Bowls NZ.”

- (f) apply its property and capacity in pursuit of the Objects of the Centre, the objects of the Club and the Game of Bowls;
- (g) do all that is reasonably necessary to enable the objects of Bowls NZ, the Objects of the Centre and the objects of the Club to be achieved;
- (h) act in good faith and with loyalty to Bowls New Zealand and the Centre to ensure the maintenance and enhancement of Bowls NZ, the Centre and the Game of Bowls, and its reputation, and to do so for the collective and mutual benefit of the Members and the Game of Bowls;
- (i) operate with, and promote, mutual trust and confidence between Bowls NZ, the Centre, and the Members;
- (j) at all times act in the interests of the Members and the Game of Bowls;
- (k) provide to the Centre upon request a copy of its constitution and all amendments to its constitution.
- (l) ensure that the Game of Bowls in the Club is not played with or under the authority or jurisdiction of any person, club, group or organisation where that person, club, group or organisation is not a member of Bowls NZ and/or the Centre, unless the prior written approval of the Centre Board has first been obtained

7.3 Application for Club Status

- 7.3.1 Any club not included within the provisions of Rule 7.1 which embodies a clearly defined and autonomous section organised for the playing of the Game of Bowls and desiring to be a member of Bowls NZ and the Centre shall make application in writing to the Executive Officer, accompanied by a copy of the Club's constitution and an application for

membership of Bowls NZ in the approved form and in accordance with Rule 8.3 of the Bowls NZ Constitution.

7.3.2 The Centre Board shall first consider the application. If it is approved by the Centre Board, the President of the Centre shall then countersign the application confirming that the application has been approved by the Centre Board, and forward it to the Bowls NZ Board for approval.

7.3.3 The process outlined in rules 7.3.1 and 7.3.2 shall also apply to any Club which is a member of another Centre seeking to transfer its membership to this Centre.

7.3.4 Upon approval of a new Member, or upon receiving details of a new Member from a Club, the Executive Officer shall notify Bowls NZ of the new Member so they can be recorded on Bowls NZ's Register of Members.

7.4 Amalgamation of Clubs

7.4.1 Any Club that wishes to merge or otherwise amalgamate with another Club must notify and consult with the Centre Board and the Board of Bowls NZ prior to such merger or amalgamation.

8. Individual Members

8.1 Subject to Rule 8.2, an Individual Member of the Centre is:

- (a) a person who is a member of a Club,
- (b) a member of the Centre Board,
- (c) a member of the Club Executive Committee,
- (d) person who is an Officer or other Appointed Personnel of the Centre,
- (e) a person who is an Officer or other Appointed Personnel of any Club, or
- (f) an individual who:
 - i. plays at a Club (whether or not they have rights to full or limited use of the Club's green or greens) or
 - ii. umpires or officiates and is a member of a Club, or
 - iii. is a Centre Representative, or
 - iv. coaches or manages any Bowls Team or Bowls Side competing, in any Game of Bowls held by or under the auspices of the Centre, or a Club.

- 8.2 Subject to Rule 8.3, an individual described in Rule 8.1 will become an Individual Member upon any of the following occurring:
- (a) in the case of a player or umpire/official described in Rule 8.1(f)(i) and (ii), upon such person paying any membership or other fees due to a Club and the completion of the prescribed Centre membership form (unless the player is a casual or social player in which case Rule 8.2(c) applies); or
 - (b) in the case of an individual described in Rule 8.1(a) to (e) and (f)(iii) and (iv), upon their election, selection or appointment to such position; or
 - (c) in the case of an individual who plays the Game of Bowls on a social or casual basis and who are not otherwise members of a Club, upon their participation in any Game(s) of Bowls held by or under the auspices of the Centre or a Club situated in the Centre District where such Game(s) of Bowls has been prior approved by Bowls NZ or the Centre in accordance with the Regulations. Clubs must ensure that such casual or social players are informed that their participation in any such Game of Bowls deems them to be an Individual Member of Bowls NZ, the Centre, and the Club while they are participating in the relevant Game(s) and/or are present at the Club's premises.
- 8.3 Any person described in Rule 8.1(a), and any player and umpire/official described in Rule 8.1(f)(i) and (ii), who is a current financial member of a Club at the time this Constitution comes into force, shall be deemed to have satisfied Rule 8.2(a) until the date that may be subsequently notified to clubs by the Centre Board. After that date the individual must complete a Centre membership form and pay any membership fee or fees due to their Club to remain a Member.

8.4 Clearance Certificates

Any Individual Member leaving a Club, upon clearing all outstanding financial obligations to the Club shall be given by such Club a clearance certificate in the form prescribed by Bowls NZ confirming that she/he is financial. No Club shall admit to membership any person who is or has been a Member of another Club unless such a clearance certificate is produced.

9. Honorary Life Members

- 9.1 The Centre may grant honorary life membership of the Centre to any person who has rendered exceptional service to the Game of Bowls at the Centre level.
- 9.2 Any proposal to confer honorary life membership shall, after approval by the Centre Board, be notified to all Delegates at least thirty (30) days prior to the Annual General Meeting at which such proposal is to be considered. The election of an Honorary Life Member shall be by ballot of all the Delegates and shall be approved only if supported by three quarters majority of the votes of Delegates present and voting.
- 9.3 An Honorary Life Member shall be entitled at that person's own expense to attend all General Meetings of the Centre and take part in the debate but shall not be entitled to vote unless that person is a Delegate.
- 9.4 An Honorary Life Member is not required to complete a Centre membership form, but is deemed upon their appointment to acknowledge and agree to the obligations of a Member under Rule 14 of this Constitution.

10. Recognised and Associated Organisations

- 10.1 The Centre recognises the following incorporated and unincorporated organisations as being representative of the people they respectively purport to represent:
- (a) Taranaki Bowling Centre Green Keepers Association (1981)
 - (b) Bowls Taranaki Umpires Association
 - (c) Bowls Taranaki Coaches Association
- 10.2 These organisations are sub Committees of the Centre Board, pursuant to clause 31.1.2 and the Centre and its Members shall co-operate and use their best efforts with such organisations to Promote their mutual interest in the Game of Bowls
- 10.3 **Other Organisations:** The Centre may from time to time, in its discretion, give appropriate recognition to any other organisation upon being satisfied that such organisation was established wholly or in part to promote the Game of Bowls amongst the special interest group it purports to represent.
- 10.4 **Provision of Assistance:** The Centre Board may from time to time take whatever action it, in its discretion, deems appropriate to assist recognised representative organisations in increasing the participation of their respective members in the Game of Bowls.

11. Centre Boundaries

- 11.1 The Centre District's boundaries, and the Clubs which are situated in such boundaries, shall be recorded in an official Centre District Register. This register shall be retained at the offices of the Centre.
- 11.2 Alterations to the Centre District's boundaries or the Clubs within the Centre District may only be made at a General Meeting of Bowls NZ in accordance with the Bowls NZ Constitution.

12. Centre Board Intervention

- 12.1 The Centre Board may intervene in the governance, management or operations of a Club in whatever manner it considers appropriate, (including appointing a person or persons to act in place of the Club Executive Committee), if, either following its own enquiries or upon request by Bowls NZ, and/or the Club Executive Committee, the Centre Board considers the Club:
- (a) Is having significant administrative, operational or financial difficulties; or
 - (b) Has breached a term of any agreement entered into between the Centre and the Club; or
 - (c) Has less than ten Members; or

- (d) Takes, or has taken against it, any action or proceedings to wind up, dissolve or liquidate it (unless for the purposes of amalgamation); or
- (e) Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Club; or
- (f) Has a mortgagee or other creditor take possession of any of its assets and the Centre Board considers that to do so is in the best interests of the Centre and the Game of Bowls.

13. Capitation Fees

13.1 Fixed Annually

At each Annual General Meeting the Delegates shall fix an annual capitation fee or fees payable for the ensuing year by Clubs situated in the Centre District based upon the number of Individual Members under the jurisdiction of the Club as at the previous 31st day of December. The capitation fee or fees fixed in any year cannot be greater than the capitation fee or fees for the preceding financial year unless the Centre Board gives notice to all Clubs by the 31st day of May prior to the Annual General Meeting of the amount of the proposed increase together with a draft tentative budget of the Centre's financial position for the succeeding financial year.

13.2 Amalgamated Clubs, Newly Established Clubs or Clubs Ceasing to Operate.

- (a) Where clubs amalgamate subsequent to the 31 December date referred to in 13.1, the newly amalgamated club shall have its annual capitation fee or fees payable for the ensuing year based upon the combined number of Individual Members under the jurisdiction of the former separate clubs as at the previous 31st day of December, notwithstanding that the amount may be greater than the capitation fee or fees for the preceding financial year.
- (b) Capitation fees payable by new (other than formed from amalgamation of existing clubs) clubs established during the year of the Annual General Meeting referred to in 13.1, may be fixed by the Centre Board based upon the number of Individual Members under the jurisdiction of the Club as at its commencement.
- (c) Clubs that cease to operate or commence liquidation, or are dissolved during the year remain liable for all capitation fees set pursuant to 13.1, except where 13.2(a) applies.

13.3 Special-Purpose Capitation Fee

For special purposes required by the Centre further capitation fees may be imposed as determined by the Delegates at a General Meeting from time to time.

13.4 When Due

The annual capitation fees shall be due for the financial year of the Centre ending the 30th day of April which follows the Annual General Meeting, and they shall be payable by each Club to the Centre not later than the 30th day of November in each year. Special-purpose capitation fees shall be payable on the date determined at a General Meeting.

13.4 Notification to Clubs

As soon as possible after every Annual General Meeting the Executive Officer shall notify each Club of the rate of annual capitation fee or fees fixed at the Annual General Meeting, but any failure of the Executive Officer to do so, or any non-receipt of such notice, shall not exempt the Club from the provisions of Rule 13.5 of this Constitution.

13.5 Default

Should any Club fail to pay its annual capitation fees or special-purpose capitation fee in full by the due date, it shall be subject to such penalty payment as the Delegates at a General Meeting shall determine and shall in the meantime be suspended from membership of the Centre with the consequential penalties set out in Rule 16 of this Constitution.

14. Members Rights and Obligations

14.1 Members acknowledge and agree that:

- (a) They are bound by this Constitution the Centre Regulations and the Bowls NZ Constitution and the Bowls NZ Regulations;
- (b) They shall comply with and observe this Constitution and the Centre Regulations, and the Bowls NZ Constitution and Bowls NZ Regulations, and any determination, resolution or policy, which may be made or passed by the Centre Board or the Board of Bowls NZ;
- (c) They are subject to the jurisdiction of the Centre and Bowls NZ;
- (d) This Constitution and the Centre Regulations, and the Bowls NZ Constitution and Bowls NZ Regulations, are necessary and reasonable for promoting the Objects of the Centre and the objects of Bowls NZ;
- (e) This Constitution and the Centre Regulations, and the Bowls NZ Constitution and Bowls NZ Regulations, are made in the pursuit of a common object, namely the mutual and collective benefit of Bowls NZ, the Centre, its Members and the Game of Bowls;
- (f) They are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution and the Bowls NZ Constitution.

15. Register of Members

15.1 Membership Return

For the purposes of:

- (a) Complying with section 22 of the Incorporated Societies Act 1908;
- (b) Determining the exact number and categories of Members in each of the Clubs;
- (c) Determining the exact amount of annual capitation fee payable by each Club;
- (d) Enabling Bowls NZ and the Centre to meet any contractual obligations they may have to sponsors, including the provision of membership lists containing the names and addresses of Individual Members, and
- (e) Compiling the Centre Register of Members (which includes the Clubs Registers of Members), an annual return of all Members (including social or casual members) in the form prescribed by Bowls NZ shall be forwarded by each Club to the Centre in accordance with Rule 15.2.

15.2 Filing Annual Return & Annual Report

The Club's annual return of Members for the year ending 31 December, shall be sent to the Centre's office by the 31st day of January in each year. The Club President and Secretary shall certify the return as true and correct. A copy of the Club's annual report and statement of accounts shall be sent to the Centre's office within one month of the Club's Annual General Meeting.

15.3 Failure to File Return

Should any Club fail to forward a full and accurate completed return of all of its Members in the required format by the due date, then it shall be deemed to have suspended its membership of the Centre and as such its Members shall be debarred from entering into any national or Centre competition or tournament until such time as a completed return is filed in accordance with Rule 15.2. In addition all other rights and privileges of membership of the defaulting Club shall be suspended pending the completion of the return.

15.4 Privacy Act 1993

15.4.1 It shall be a condition of membership of the Centre that each Member provides the personal information described in Rule 15.1.

15.4.2 For the purposes of Principles 10-11 of the Privacy Act 1993, the use or disclosure of personal information obtained pursuant to Rule 15.1 shall, subject to the provisions of Rule 15.5, be a use or disclosure of information authorised by the individual concerned or a use or disclosure connected with or directly related to the purpose for which the information was obtained.

15.4.3 All Clubs shall, for the purposes of compliance with the Privacy Act 1993, draw the attention of prospective new Members to the provisions of Rule 15.1 above.

15.5 Exemptions

Notwithstanding the provisions of Rule 15.4:

- 15.5.1 Should any Member object for good reason to the disclosure of personal information in the manner prescribed in Rule 15.1 then such person may make application to the Privacy Officer for exemption in whole or in part from the said requirements and the Privacy Officer, having regard to the privacy principles contained in the Privacy Act 1993, may in his/her absolute discretion grant or refuse to grant such application. Any application to the Privacy Officer for exemption under this provision shall fully state the grounds upon which the applicant relies.
- 15.5.2 Any person dissatisfied with the decision of the Privacy Officer under this Rule may have the matter referred to the Centre Board for determination. The matter may be further considered by the Board of Bowls NZ, whose decision shall be final.
- 15.5.3 A Club shall not be required to include in its return of Members the particulars of any Member who has applied for exemption under this rule until such time as the application has been finally determined.

15.6 Inspection of Register

Any entry on the Register of Members shall, in respect of a Member, be available for inspection by that Member, upon reasonable request and in compliance with the Privacy Act 1993.

16. Resignation, Suspension or Termination of Membership

16.1 Resignation of Membership

- 16.1.1 No Club shall resign as a member of the Centre without giving the Centre Board and Bowls NZ, not less than three (3) months' written notice of its intention to do so. No resignation shall release the Club from any monetary or other obligation to the Centre, incurred during its membership. Upon such resignation, the Centre shall amend the Register of Members accordingly.
- 16.1.2 An Individual Member may resign their membership of their Club by giving not less than thirty (30) days notice of such resignation. Upon receipt of such notice of resignation, the Club shall inform the Executive Officer, and in turn, the Centre shall inform Bowls NZ, of such resignation. The Executive Officer shall then amend the Register of Members accordingly.

16.2 Suspension or Termination of Membership

- 16.2.1 For the purposes of this Rule the term "suspension" means the action of suspending a Member from membership of their Club and the Centre for a defined period of time, unless the terms of the suspension specify otherwise. The term "expulsion" or "termination" means the action of expelling the Member and terminating their membership of their Club and the Centre indefinitely, unless the terms of the expulsion or termination specify otherwise.

16.2.2 Suspension/Termination by Bowls NZ

A Club may have its membership of Bowls NZ, and therefore the Centre, suspended or terminated by Bowls NZ if:

- (a) the Bowls NZ Judicial Committee recommends such action under Rules 24, 25 or 27 of the Bowls NZ Constitution and the Bowls NZ Board resolves to adopt such recommendation; or
- (b) the Bowls NZ Board, or any sub-committee of the Bowls NZ Board, after reasonable enquiry, considers that the Club did not or is unable to comply with a reasonable Bowls NZ Board decision, the Bowls NZ Constitution, the Bowls NZ Regulations or any policies or reasonable directions of the Bowls NZ Board; or
- (c) the Bowls NZ Board, after reasonable enquiry concludes that the Club has ceased to exist, or has suspended operations or ceased to function as a Club.

16.2.3 Before any decision under Rule 16.2.2 is made, the Club and the Centre shall:

- (a) be given seven (7) days written notice by the Bowls NZ Board of the intended resolution, and
- (b) have the right to be present, make submissions and be heard at the Bowls NZ Board meeting in which the resolution is to be determined.

16.2.4 Suspension/Termination by Centre

A Member which or who is a Club, a Centre Representative, an Honorary Life Member, an Officer or Appointed Personnel of the Centre, may have its or their membership of the Centre, suspended or terminated by the Centre if:

- (a) In the case of a Club, under Rule 13.5 of this Constitution, it defaults in the payment of its Capitation Fee or Fees;
- (b) The Centre Judicial Committee recommends such action under Rules 25,26 or 28 of this Constitution and the Centre Board resolves to adopt such recommendation or;
- (c) The Centre Board, or any sub-committee of the Centre Board, after reasonable enquiry, considers that the Club did not or is unable to comply with a reasonable Centre Board decision, this Constitution, the Centre Regulations or any policies or reasonable directions of the Centre Board

16.2.5 Before any decision under Rule 16.2.4 (b) or (c) is made the Club shall:

- (a) be given seven (7) days written notice by the Centre Board of the intended resolution, and
- (b) have the right to be present, make submissions and be heard at the Centre Board meeting in which the resolution is to be determined.

16.2.6 Suspension/Termination of Individual Member: An Individual Member may have his/her membership of a Club (and therefore of the Centre and Bowls NZ) or of a Centre (and therefore Bowls NZ) suspended or terminated if the Club or the Centre, as the case may be (including any disciplinary committee or other committee on its behalf) considers the Member:

- (a) Has engaged in any conduct prohibited by the constitution of the Club or the Centre; or
 - (b) Has defaulted in payment of any fee due and owing to the Club in accordance with the constitution of the Club or the Centre;
 - (c) Did not or is unable to comply with a reasonable decision of the Club or the Centre or their constitution, regulations, or any policies or reasonable directions of the Club Executive Committee or the Centre Board (as the case may be).
- 16.2.7 **Notification of Decision:** Upon the decision by the Club or the Centre to suspend, expel or terminate a Member under Rule 16.2.6, the Club or Centre (as the case may be) shall within seven (7) days of the decision inform the Centre or Bowls NZ (as the case may be) of the decision. If the decision to suspend, expel or terminate membership under Rule 16.2.4 is made by the Centre, it shall within seven (7) days of the decision inform all Clubs and Bowls NZ, of such decision. In either case, the Centre shall then amend the Register of Members accordingly.
- 16.2.8 **Appeal of Centre Decision:** Any Member whose membership is suspended or terminated under Rule 16.2.4 (by the Centre Board) may appeal the decision to a Special General Meeting called for that purpose. The appeal shall be allowed if two-thirds majority of those entitled to vote at the Special General Meeting do so in favour of such appeal. Where a Member appeals a decision of the Centre Board under this Rule, then that decision shall be final, and Rule 27 (Appeals) shall not apply.
- 16.2.9 **Appeal of Club/Centre Decision:** Any Member whose membership is suspended or terminated under Rule 16.2.6 (by a Club or the Centre) may appeal the decision in accordance with the constitution of the Club and/or the Centre. There is no further right of appeal to the Centre an appeal decision that resulted from an appeal to a Club under this sub-rule.
- 16.2.10 **Effect of Suspension/Termination:** A Member which or who is suspended, expelled or terminated from membership of a Club or the Centre, shall also automatically have their membership of all other Clubs, Centres and Bowls NZ suspended, expelled or terminated, unless the terms of the suspension, expulsion or termination specifies otherwise. The effect of such suspension, expulsion or termination, (unless the terms of the suspension, expulsion or termination specifies otherwise) is that the Member (and if a Centre or Club, their Individual Members) shall:
- (a) Not be entitled to any of the rights or privileges of membership set out in this Constitution, the Centre Regulations or the constitutions and regulations of the applicable Club and Bowls NZ, including the right to nominate, elect or appoint officers, or the right to vote;
 - (b) Not be entitled to participate, practice or play Bowls in any capacity in any competition, tournament, event or activity of any Club, Centre or Bowls NZ;
 - (c) Not be entitled to have access to any function, activity, facilities, services or premises of any Club, Centre or Bowls NZ;

- (d) Not be entitled to apply for, or be granted, membership, or to compete or play in a Game of Bowls with or for any other Club or Centre, and if such membership or playing rights are granted such membership and/or rights shall be invalid and in breach of this Constitution, for the period of the suspension, or in the case of expulsion or termination, indefinitely (unless membership is reinstated under Rule 16.2.12 or 16.2.13).

16.2.11 A Member which or who ceases to be a Member of the Centre shall forfeit all rights in and claims upon the Centre and its property, and shall not use any property of the Centre, including its Intellectual Property.

16.2.12 **Reinstatement by Centre:** Membership, which has been suspended, expelled or terminated by the Centre (including the Centre Board) under this Constitution, may be reinstated at the discretion of the Delegates at a subsequent General Meeting. If a member is reinstated under this Rule, the Centre shall notify all Clubs and Bowls NZ of such reinstatement within seven (7) days of the decision being made to reinstate the Member, to enable Bowls NZ to amend the Register of Members accordingly.

16.2.13 **Reinstatement by Club:** Membership, which has been suspended, expelled or terminated by a Club, may be reinstated, if there is provision to do so, in accordance with the constitution of the relevant Club. If a member is reinstated under this Rule, the Member's Club shall notify the Centre and Bowls NZ of such reinstatement within seven (7) days of the decision to do so, to enable it to amend the Register of Members accordingly.

17. President, Vice-President, & Patron

17.1 Nominations to be Called For:-

17.1.1 A President and Vice-President of the Centre to be elected at each Annual General Meeting.

17.1.3 The Executive Officer shall, not later than the 15th day of April in each year, write to each Club and invite nominations for the position of President, Vice-President. The invitation will include the date for closing of nominations which must not be later than the 1st day of May in that year. Nominations shall be in writing signed by the Club President and Club Secretary of the nominating Club and shall contain the consent of the nominee together with the nominee's full postal address and such other information, (such as a curriculum vitae) as the Centre Board may request in respect of each nomination.

17.1.4 Nominations for the positions of President and Vice-President may be made by any Club of any person who has served not less than two years as a Centre Board member or at least two years as a member of a Club executive committee.

17.1.5 Following the closing date for the receipt of nominations, the Executive Officer shall forthwith advise all Delegates and Clubs of the names and addresses of the nominees, the names of the Clubs which submitted the nominations and such other information as the Centre Board from time to time deems appropriate.

17.1.6 If insufficient valid nominations for the above positions are received by the Executive Officer in accordance with this Rule, then nominations to fill such position(s) may be

made orally at the Annual General Meeting, provided that the approval of the nominee has been obtained and provided that the provisions of Rule 17.1.4. are met. Should the number of valid nominees not exceed the number of positions to be filled the Chairperson of the meeting shall declare that/those nominee(s) elected. Should there be more nominees than is required for the position, a ballot shall be taken as in Rule 17.2.

17.2 Election

17.2.1 If an election is necessary for the positions of President and/or Vice-President then a ballot shall be taken amongst Delegates at the Annual General Meeting.

17.2.2 All Delegates are eligible to vote for each of the positions whether or not the position is to be held by a female or a male and irrespective in which Sub-Centre the candidate is domiciled.

17.2.3 If there is an equality of votes between candidates then a second ballot shall be held, and in the event of an equality of votes after the second ballot then the outcome shall be determined by lot.

17.2.4 In any ballot the candidate who receives at least 51% of the eligible votes shall be deemed to be duly elected to the position.

17.3 Term of Office

The term of office of the President and Vice-President and shall be from the conclusion of the Annual General Meeting at which their election is made through to the close of the following Annual General Meeting. Position holders shall be eligible for re-election.

17.4 Patron

On the recommendation of the Centre Board, the Centre may, by decision of the majority of Delegates at a General Meeting, invite a person to be Patron of the Centre. Such invitation, if accepted, shall be for such term as the Delegates at the General Meeting determine.

18. Centre Board

18.1 Composition of the Centre Board

18.1.1 The Centre Board shall comprise the President and Vice-President and (5) members who shall be elected or appointed as provided in this Constitution.

18.2 Selection Panel

18.2.1 There shall be a Selection Panel established whose function shall be to consider candidates for appointment to the Centre Board.

18.2.2 The Selection Panel shall consist of three (3) persons comprising

- (a) one (1) person who shall be appointed by the Executive of Bowls Taranaki that is holding office prior to the appointment of the inaugural Centre Board, and by the Centre Board for all subsequent appointments;
- (b) the President for the time being of the Centre or her/his nominee; and
- (c) one (1) person who shall be appointed by Sport Taranaki.

18.2.3 In establishing the Selection Panel, the Centre Board, Sport Taranaki's nominee and the President (or her/his nominee) shall have regard to, gender, geographic location and suitability factors.

18.2.4 The Selection Panel shall be established by the Centre Board no later than the 1st day of May in each year.

18.3 Applications for the Centre Board

18.3.1 The Executive Officer shall, not later than the 15th day of April in each year, call for applications for the required number of Centre Board Members. Applications by candidates seeking appointment as a Centre Board Member shall be made in writing and received by the Executive Officer no later than the 1st day of May. The Executive Officer shall then forward all applications together with a copy of any curriculum vitae supplied by a candidate to the Selection Panel.

18.4 Appointment of Centre Board Members

18.4.1 The Selection Panel shall not later than 10 May appoint the best candidate for the available positions on the Centre Board based on merit. At the same time the Selection Panel shall release to the Centre Board and to the Executive Officer a synopsis summarising the attributes it considers for each of the appointed candidates. The number of candidates to be appointed shall be the total of the number of Centre Board Members retiring (by rotation or otherwise) or a lesser number if there are insufficient suitable candidates.

18.4.2 In the event of there being insufficient suitable candidates, the Selection Panel may on its own initiative appoint a person or persons whom it considers meets the required criteria. The Selection Panel's appointment(s) shall be notified immediately to the Centre Board and to the Executive Officer.

18.4.3 Not later than twenty (20) days prior to the date of the Annual General Meeting, the Executive Officer shall advise all Clubs of the names of the appointed candidates and make available the candidate synopses.

18.5 Term of Office of Centre Board Members

18.5.1 Every Centre Board Member appointed shall assume office from the conclusion of that year's Annual General Meeting.

18.5.2 Subject to the provisions of this Rule, Centre Board appointments shall be for terms of two (2) years, except that for the inaugural Centre Board, two appointees shall retire after of one year. Retiring Centre Board members are eligible to re-apply pursuant to 18.3.1.

18.5.3 Prior to 15 April, the Centre Board shall supply to the Chief Executive (who shall in turn advise all Clubs) a schedule of the order of retirement by rotation. Subject to 18.5.2 the Centre Board members shall decide on the method of establishing such order of rotation.

18.6 Chairperson of the Centre Board

18.6.1 The Chairperson of the Centre Board shall be elected annually by the Centre Board from amongst its number at the Centre Board's first meeting after the Annual General Meeting.

18.6.2 If there is only one (1) nomination for the position of Chairperson the person nominated shall be duly appointed.

18.6.3 If more than one (1) person is nominated for the position of Chairperson then an election shall be held by secret ballot conducted by the Executive Officer.

18.6.4 Where there is an equality of votes between candidates then the Chairperson shall be determined by lot.

18.6.5 The Chairperson shall hold office until the first meeting of the Centre Board after the next Annual General Meeting unless the Centre Board chooses to replace the Chairperson between Annual General Meetings.

18.7 Vacancies

18.7.1 The office of a Centre Board Member shall become vacant if the Centre Board Member

(a) dies; or

(b) becomes ineligible to continue to hold office by reason of suspension or termination of membership; or

(c) becomes bankrupt; or

(d) commits a criminal offence punishable by a term of imprisonment;

(e) resigns in writing; or

(f) is absent, unless leave of absence is granted by the Centre Board, from more than two successive meetings.

18.7.2 If the position of President becomes vacant, the Vice-President shall automatically assume this position for the balance of the President's term of office.

18.7.3 If the position of Chairperson becomes vacant then the Centre Board shall appoint one of its members to that position.

18.7.4 Whenever any casual vacancy occurs on the Centre Board for the reasons specified in Rule 18.7.1, the Centre Board may appoint a person who it considers has the necessary skills and attributes to fill the vacant position.

18.7.5 Every person appointed pursuant to this Rule shall hold office for the balance of the term until the conclusion of the next Annual General Meeting but shall be eligible to reapply pursuant to 18.3.1.

19. Powers and Duties of the Centre Board

19.1 Overall Power

- 19.1.1 The Centre Board shall be the policy-making body of the Centre and shall be responsible for managing the business and affairs of the Centre.
- 19.1.2 The Centre Board shall, through clearly-defined delegations of authority, delegate duties to Committees and to the Executive Officer and, where appropriate, through the Executive Officer to Centre staff, the day-to-day management of the business and affairs of the Centre.

19.2 Powers and Duties

The Board shall have the following general powers and duties:

- 19.2.1 To develop and implement strategies, policies and procedures for the administration, promotion and development of the Game of Bowls in the Centre District;
- 19.2.2 To develop and implement prudent policies to protect and enhance the Centre's finances and property;
- 19.2.3 To employ or engage the Executive Officer, determine the terms and conditions of employment/engagement, and, if necessary, terminate such employment/engagement;
- 19.2.4 To establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities;
- 19.2.5 To establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Centre;
- 19.2.6 To co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Centre Board;
- 19.2.7 To delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- 19.2.8 To enforce the Laws of the Sport;
- 19.2.9 To determine the yearly calendar for Centre tournaments, events and competitions in the Centre District;
- 19.2.10 To employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for Centre representative bowls teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- 19.2.11 To appoint such persons as it considers appropriate to committees, positions and roles within the Centre, (except as otherwise specified in this Constitution or the Centre Regulations), to determine the terms and conditions of such appointment and, if necessary, to terminate such appointments;
- 19.2.12 To select Centre representative Bowls Teams and squads;

- 19.2.13 Subject to this Constitution, to fill vacancies of the Centre Board, any commissions, committees and other groups that are established by it;
- 19.2.14 To determine the conditions and rules of Centre tournaments, events and competitions, held by or under its auspices;
- 19.2.15 To appoint and administer the Centre Judicial Committee;
- 19.2.16 To appoint a person to represent the Centre on the Regional Advisory Committee in the Region;
- 19.2.17 To nominate a person to be considered for appointment by the other Centres in the Region as a member of the Regional Advisory Committee Selection Panel;
- 19.2.18 To discipline Members as specified under Rule 16;
- 19.2.19 To develop Centre programmes for playing, coaching, umpiring and officiating the Game of Bowls and implement them as agreed by Bowls NZ together with national programmes in the Centre District;
- 19.2.20 To resolve and determine any disputes or matters not provided for in this Constitution;
- 19.2.21 To do all other acts and things which are within the powers and objects of the Centre and which the Centre Board considers appropriate.

20. Meetings of the Centre Board

20.1 Number of Meetings

The Centre Board shall meet a minimum of six (6) times in each year at the most convenient time and place, including immediately prior to each Annual General Meeting or Special General Meeting of the Centre. Other business requiring the immediate consideration of the Centre Board may be conducted by written correspondence or conference calls.

20.2 Convening of Meetings

Notwithstanding Rule 20.1, a meeting of the Centre Board shall be held at such venue and time as decided by the Chairperson, or if requisitioned for the consideration of urgent business by not less than two (2) Centre Board Members. Such requisition shall be in writing addressed to the Executive Officer and shall state full details of the urgent business to be discussed.

20.3 Notice of Meetings

Unless for some good reason the circumstances do not permit, the Executive Officer shall provide to each Centre Board Member not less than fourteen (14) days' written notice of any Centre Board meeting convened under Rule 20.1 and not less than seven (7) days' written notice of any Centre Board meeting convened under Rule 20.2.

20.4 Voting

20.4.1 Each Centre Board Member present at any Centre Board meeting shall be entitled to exercise one (1) vote. The Chairperson shall have a deliberative vote, and in the event of an equality of votes but not otherwise the Chairperson shall also have a casting vote.

20.4.2 Any Member, including any Centre Board member, who may be interested or concerned directly or indirectly in any matter before the Centre Board shall disclose the nature and extent of their interest to the Centre Board and shall take no part whatsoever in the matter before the Centre Board where they hold such interest, other than as a member of the Centre Board.

20.5 Minutes

The Executive Officer shall ensure the proceedings of each Centre Board meeting are properly recorded as soon as possible after the conclusion of each meeting. A copy of such minutes shall then be forwarded to each Centre Board Member and (excluding any business taken "in committee") to each Honorary Life Member and to each Club. The original of each set of minutes shall be permanently affixed in the minute book and confirmed at the next meeting of the Centre Board.

20.6 Quorum

20.6.1 The quorum for meetings of the Centre Board shall be five (5) Centre Board Members.

20.6.2 No business shall be transacted at any Centre Board meeting unless a quorum shall be present, except that those present may fix a date and venue for the reconvening of the meeting. Notice of such date and venue of any reconvened meeting shall be given forthwith to each Centre Board Member.

20.7 Attendance

20.7.1 The expenses of all Centre Board Members attending meetings of the Centre Board shall be paid by the Centre.

20.7.2 The Executive Officer shall be entitled to attend all meetings of the Centre Board and speak at such meetings but she/he shall have no voting rights.

20.8 Conference Calls

A meeting of the Centre Board may be held by the contemporaneous linking together by telephone or other means of communication of the Centre Board Members and in such event the procedural requirements of this Rule in relation to meetings of the Centre Board shall apply with any necessary modification.

21. Centre Executive Officer

21.1 Appointment

The Centre Board shall appoint a person (not being a Delegate) to be the Executive Officer of the Centre at such remuneration, with such duties, and on such conditions as it shall determine. Such person shall hold office as the Executive Officer for the term of that person's appointment by the Centre Board. The Executive Officer shall be entitled with the permission of the Chairperson to address and advise the Delegates and the Centre Board on any matter under consideration.

21.2 Administration

The Executive Officer shall attend all General Meetings and meetings of the Board unless there is a decision to the contrary made by any meeting of either body.

21.3 Correspondence

All correspondence to the Centre must be addressed to and come through the office of the Executive Officer in order to receive due and proper consideration.

22. General Meetings

22.1 Annual General Meeting

22.1.1 An Annual General Meeting of Centre shall be held not later than the 30th day of June in each year. The Executive Officer shall give formal written notice including an agenda to the President, all Centre Board Members, and all Clubs (who shall in turn notify their Members) confirming the venue, date and time of such meeting, as determined by the Centre Board, not later than thirty (30) days prior to the proposed date for the meeting.

22.1.2 The business to be transacted at every Annual General Meeting shall include:

- (a) Confirmation of the minutes of the previous year's Annual General Meeting;
- (b) Receiving the Centre Board's Annual Report and reviewed financial statements for the financial year ending 30th day of April.
- (c) Receiving the Reviewer's report on the accounts of the Centre for the preceding financial year;
- (d) The election of a President, Vice-President, & Patron;
- (e) Receiving the Selection Panel's notification of the appointment of the Members of the Centre Board;
- (f) Fixing the annual capitation fee or fees and/or any special-purpose capitation fee payable by Clubs to Centre, having regard to the recommendation of the Centre Board and budget presented to support the same;
- (g) The appointment of an Reviewer for the next financial year;

- (h) Considering and dealing with notices of motion from Clubs and Delegates of which due and proper notice has been given;
- (i) Transacting such other business as the General Meeting deems appropriate.

22.2 Notices of Motion

- 22.2.1 Any notice of motion from the Centre Board or from a Club must be received by the Executive Officer by the 30th of April prior to an Annual General Meeting in order to be considered at that meeting.
- 22.2.2 Every notice of motion from a Club must be signed by the Club President or Club Secretary.
- 22.2.3 Any matter of an urgent or extraordinary nature which normally would be required to be the subject of a notice of motion may, if prior written notice has been given to the Executive Officer and the Chairperson, be brought before such meeting and determined by it but only if the majority of the votes available to those Delegates present and voting at the meeting are in favour of the matter not being circulated to the Clubs for prior consideration

22.3 Special General Meeting

- 22.3.1 The Executive Officer shall convene a Special General Meeting of the Centre:
 - (a) when directed to do so by the Centre Board; or
 - (b) on requisition in writing signed by not less than three (3) Clubs which shall provide full details of the business to be dealt with at the meeting, by giving the requisite notice required under Rule 22.3.2.
- 22.3.2 A Special General Meeting if called for or requisitioned pursuant to Rule 22.3.1 shall be convened by the Executive Officer giving at least fourteen (14) days' notice to the Centre Board members and member Clubs of the date and venue of such meeting (except where in the view of the Chairperson such notice period is not practicable). Such notice shall clearly state the reasons why the Special General Meeting is being convened and provide as full details as possible of the nature of the business to be transacted at the meeting. Only the business mentioned in the notice of requisition may be dealt with at such Special General Meeting.
- 22.3.3 In any case where the Centre Board deems it appropriate, a Special General Meeting may be held by the contemporaneous linking together of Delegates by telephone or other such means of communication and in so far as the circumstances so permit the procedural requirements in this Constitution relating to General Meetings shall apply with any necessary modification.

22.4 Chairperson

The Chairperson of an Annual General Meeting or a Special General Meeting shall be the Chairperson of the Centre Board. In the event of the Chairperson being unavailable, the meeting shall appoint another member of the Centre Board to chair the meeting in the Chairperson's absence.

22.5 Delegates and Observers

- 22.5.1 Each Club may elect or appoint a Delegate or Delegates to represent it at General Meetings of the Centre as specified below
- (a) Each Delegate must be a current financial Member of the Club.
 - (b) Each Club shall be entitled to one Delegate for each forty (40) or fraction of forty (40) full members to a maximum of three (3) Delegates.
 - (c) At General meetings each Delegate personally present and having signed the Meeting Register shall on each question be entitled to one vote but if less than the Club's entitled Delegates are in attendance, the Delegate(s) in attendance collectively may exercise the full voting entitlement of the Club
 - (d) If a Delegate is unable to attend a General Meeting due to sickness or other good reasons then the Club may nominate a substitute delegate to attend that meeting and any adjournment thereof and advise the Executive Officer accordingly.
 - (e) A Delegate shall commence their term of office as a Delegate from the date of appointment/ election by the delegate's Club.. Each Delegate shall hold office as a Delegate until her/his successor assumes office.
 - (f) In the case of any casual vacancy in the office of a Delegate, the Club may appoint a replacement Member of the Club to fill the vacancy in accordance with the constitution of the Club.
- 22.5.2 The President, Centre Board Members and the Executive Officer cannot act as Delegates at a General Meeting.
- 22.5.3 No individual shall act as a Delegate for more than one (1) Club at the same General Meeting.
- 22.5.4 Each Delegate shall represent and vote on behalf of their Club in accordance with Rules 22.5.1 (c) and 22.6
- 22.5.5 In addition to the Delegates, all Members (with exception of 22.5.6) are entitled to attend General Meetings as observers but those attendees shall not be entitled to speak or vote.
- 22.5.6 Honorary Life Members are entitled to attend and speak at General Meetings, but shall have no right to vote, unless the Honorary Life Member is also a Delegate.

22.6 Voting

- 22.6.1 Each Club represented at a General Meeting by its Delegate shall be entitled to vote(s) in accordance with Rule 22.5.1 (b) & (c) with the Club's voting entitlement based upon its Full Membership as at 31 December last preceding the General Meeting.
- 22.6.2 The Executive Officer may declare the voting entitlement for each Club at a General Meeting, based on the most up to date records held at the office of Centre as to number of Full Members.
- 22.6.3 Voting shall be by a majority of those Delegates present and entitled to vote, except for alterations to this Constitution (under Rule 34) and the appointment of a liquidator, (under Rule 35) which shall be by three-quarters of the majority of Delegates entitled to vote.

- 22.6.4 Except for contested elections of Office-bearers, or as otherwise provided by this Constitution, all questions shall be decided by on voices unless the Chairperson or any two delegates so require, by show of hands, or by secret ballot as the case may be. In the event of a tied vote, only the Chairperson shall have a casting vote. In exercising a casting vote at a General Meeting the Chairperson shall have due regard to, but shall not be bound by, the status quo. No names of Delegates shall be recorded as voting either for or against a motion, unless specifically requested by any Delegate, and then in the case of that Delegate only. Where a show of hands or ballot is taken, the total votes for and against the motion or amendment may be recorded.
- 22.6.5 A Delegate may only vote in person or through a substitute Delegate appointed pursuant to Rule 22.5.1(d). Except to the extent set out in this Rule, there shall be no proxy votes.

22.7 Meeting Procedure

- 22.7.1 A quorum for a General Meeting shall be one greater than half of the number of Delegates entitled to vote, provided that should such number not be a whole number the quorum shall be the next whole number.
- 22.7.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date to be fixed by the Centre Board.
- 22.7.3 On all questions of order the decision of the Chairperson shall be final unless dissented from by a majority of Delegates present.

22.8 Minutes

The Executive Officer shall ensure the proceedings of all Annual General Meetings and Special General Meetings are recorded and incorporated in a minute book. As soon as possible after the conclusion of each meeting the Executive Officer shall forward a copy of the minutes to every Centre Board Member, all Clubs and Bowls NZ.

24. Awards

The Delegates may, at the Annual General Meeting, on the recommendation of the Centre Board, award a service medal to any person whose long and outstanding or meritorious service to the Centre merits such recognition.

25. Discipline

25.1 Disciplinary Process

The disciplinary process for Misconduct (as defined in Rule 25.2) shall be as follows:

- (a) Laws of the Sport: Where a member or Official of a Club or the Centre engages in Misconduct which **is** covered by the Laws of the Sport, the Controlling Body responsible for enforcing the Laws of the Sport shall take such disciplinary action as is set out in the Controlling Body's constitution and/or regulations;
- (b) Club/Centre Member – Other: Where a Club or any other Member of a Centre or an Official of a Centre engages in Misconduct which is **not** covered by the Laws of the Sport, the Centre Judicial Committee, shall take such disciplinary action as is set out in this Constitution and/or the Centre Regulations, unless stated otherwise in any applicable Bowls NZ Regulations;
- (c) Centre/Member of the Centre – Other: Where any Member of the Centre or an Official of the Centre engages in Misconduct which is **not** covered by the Laws of the Sport, the Centre Judicial Committee shall take such disciplinary action as is set out in this Constitution and the Centre Regulations.

25.2 Misconduct Defined

For the purposes of this Constitution, the definition of "Misconduct" shall include, but shall not be restricted to, situations where a Club, or any other Member or Official of the Centre, or a member or Official of a Club or the Centre, as the case may be:

- (a) Breaches any provision of the Laws of the Sport;
- (b) Deliberately loses or attempts to lose a Game of Bowls or plays unfairly;
- (c) At any event, function or activity of a Club or the Centre, or whilst on the property of a Club or the Centre, uses any profane, indecent or improper language;
- (d) At any time or place engages in offensive or insulting behaviour towards the Centre, a Club or any member of a Club, or any person acting for or on behalf of the Centre or a Club;
- (e) Breaches any provision of:
 - (i) this Constitution, or the Bowls NZ Constitution or the constitution of a Club;
 - (ii) the Centre Regulations, or the regulations, by-laws or other Rules (however described) of Bowls NZ or a Club;
 - (iii) any policies of the Centre, Bowls NZ or a Club, or
 - (iv) any reasonable direction of the Centre, Bowls NZ or a Club (or person authorised on its behalf);
 - (v) any decision of a General Meeting, the Centre Board or the Centre Judicial Committee or any decision of any equivalent bodies of Bowls NZ or a Club;
- (f) acts in a manner which brought, or could bring, the Centre or Bowls NZ any Club into disrepute;

- (g) acts in a manner unbecoming of a Member, or a Club or which is prejudicial to the objects of the Centre, Bowls NZ and/or a Club;
- (h) fails or refuses, for a period of one (1) calendar month to pay any fine or monetary penalty imposed by the Centre, Bowls NZ and/or a Club or any authority under the jurisdiction of the Centre, Bowls NZ or a Club;
- (i) aids or abets any of the conduct specified in (a) to (h) above.

25.3 Club Defined

For the purposes of Rules 25.1 and 25.2, a “Club” has the meaning defined in Rule 2 (Interpretation) of this Constitution and also has an extended meaning to include the executive committee or equivalent body of the Club, any sub-committee of the Club, and any team or side representing the Club.

25.4 Centre Defined

For the purposes of Rules 25.1 and 25.2, the “Centre” has the meaning defined in Rule 2 (Interpretation) of this Constitution and also has an extended meaning to include the Centre Board, any sub-committee of the Centre, and any team or side representing the Centre.

25.5 Procedure for Misconduct

The relevant body in Rule 25.1 shall take action for any alleged Misconduct upon receiving details of the allegation in writing from any person or organisation and as otherwise set out in the applicable regulations.

26. Disputes

26.1 Dispute Process

Subject to Rule 26.4, the process for resolving Disputes (as defined in Rule 26.2) shall be as follows:

- (a) **Club Member vs Club Member – Laws of the Sport:** Where a member of a Club has a Dispute with another member of the same Club and such Dispute **is** covered by the Laws of the Sport, the Controlling Body responsible for enforcing the Laws of the Sport, shall take such steps for resolving the Dispute as are set out in the Controlling Body’s constitution and/or regulations;
- (b) **Club Member vs Club Member – Other:** Where a member of a Club has a Dispute with another member of the same Club and such Dispute is **not** covered by the Laws of the Sport, the Club’s judicial committee, or equivalent body, shall resolve the Dispute in accordance with the Club’s constitution and/or regulations;
- (c) **Club Member vs Club – Laws of the Sport:** Where a member of a Club has a Dispute with their Club or any official of the Club and such Dispute **is** covered by the Laws of the Sport, the Controlling Body responsible for enforcing the Laws of the Sport, shall take such steps for resolving the Dispute as are set out in the Controlling Body’s constitution and/or regulations;

- (d) **Club Member vs Club – Other:** Where a member of a Club has a Dispute with their Club or any official of the Club and such Dispute is **not** covered by the Laws of the Sport, the judicial committee, or equivalent body, shall resolve the Dispute in accordance with the Club's constitution and/or regulations;
- (e) **Club vs Club – Laws of the Sport:** Where a Club or other Member of the Centre has a Dispute with another Club or another Member of the Centre and such Dispute **is** covered by the Laws of the Sport, the Controlling Body responsible for enforcing the Laws of the Sport, shall take such steps for resolving the Dispute as are set out in the Controlling Body's constitution and/or regulations;
- (f) **Club vs Club – Other:** Where a Club or other Member of the Centre has a Dispute with another Club or another Member of the Centre and such Dispute is **not** covered by the Laws of the Sport, the Centre Judicial Committee, shall resolve the Dispute in accordance with this Constitution and/or the Centre Regulations;
- (g) **Club vs Centre – Laws of the Sport:** Where a Club or other Member of the Centre has a Dispute with the Centre or any Official of the Centre and such Dispute **is** covered by the Laws of the Sport, the Controlling Body responsible for enforcing the Laws of the Sport, shall take such steps for resolving the Dispute as are set out in the Controlling Body's constitution and/or regulations;
- (h) **Club vs Centre – Other:** Where a Club or other Member of the Centre has a Dispute with the Centre or any Official of the Centre and such Dispute is **not** covered by the Laws of the Sport, the Centre Judicial Committee shall resolve the Dispute in accordance with this Constitution and/or the Centre Regulations;
- (i) **Member/Club/Centre vs Centre:** Where a Club, or other Member of the Centre, or any member of a Club or the Centre, is in Dispute with the Centre, or any sub-committee or any Official of the Centre, and whether or not such Dispute is covered by the Laws of the Sport, the Centre Judicial Committee shall resolve the Dispute in accordance with this Constitution and the Centre Regulations.

26.2 Dispute Defined

For the purpose of this Constitution, the definition of "Dispute" shall (subject to Rule 26.3) include situations where a Club, or any other Member or Official of the Club or the Centre, as the case may be, has a grievance or difference about the meaning or effect of any Rule, provision, decision, policy, practice, right, privilege or direction (including this Constitution, the Laws of the Sport and the Centre Regulations) determined by a Controlling Body, Club, the Centre or a Member of the Centre.

26.3 Disputes Excludes

A Dispute shall not include

- (a) a matter which involves an allegation of Misconduct,
- (b) a matter which is before, or has been before, the Centre Judicial Committee or the judicial committee (or equivalent body) of Bowls NZ or a Club, or
- (c) a matter which is or has been appealed under this Constitution or the constitution of a Club.

26.4 Application of Rule 26.1

A Dispute may only be resolved under one of the sub-Rules (a) to (i) in Rule 26.1. Once proceedings have commenced under any such sub-Rule they cannot be resolved under any other sub-Rule in Rule 26.1.

26.5 Club Defined

For the purposes of Rules 26.1 and 26.2, a “Club” has the meaning defined in Rule 2 (Interpretation) of this Constitution and also has an extended meaning to include the Club Executive Committee, any sub-committee of the Club, and any team or side representing the Club.

26.6 Centre Defined

For the purposes of Rules 26.1 and 26.2, the “Centre” has the meaning defined in Rule 2 (Interpretation) of this Constitution and also has an extended meaning to include the Centre Board, any sub-committee of the Centre, and any team or side representing the Centre.

26.7 Procedure for Dispute

The relevant body in Rule 26.1 shall resolve the Dispute upon receiving details of the Dispute in writing from the aggrieved Member or body that is in Dispute.

27. Centre Judicial Committee

27.1 Composition

The Centre Judicial Committee shall comprise of not less than three (3) persons appointed from time to time by the Centre Board. The members of the Centre Judicial Committee should, if possible, comprise of:

- (a) a person with legal experience, preferably a lawyer;
- (b) a person with significant experience in disciplinary tribunals, preferably in relation to bowls;
- (c) a person with extensive knowledge of the Game of Bowls.

The Executive Officer shall appoint a Chairperson on each occasion when the Centre Judicial Committee is to be convened from one of the members appointed to the Centre Judicial Committee. No Centre Board Member, employee or person who has an interest in the matter before the Centre Judicial Committee, is eligible to sit on the Centre Judicial Committee. In an emergency situation any two members of the Centre Judicial Committee may constitute a quorum.

27.2 Functions

The functions of the Centre Judicial Committee shall be to:

- (a) hear and determine any allegation of Misconduct properly made to it under this Constitution;

- (b) hear and determine any Dispute properly made to it under this Constitution;
- (c) hear and determine any appeals properly made to it under this Constitution;
- (d) if delegated by the Centre Board, undertake any inquiry or investigation, on behalf of the Centre.

27.3 Procedure

In performing its functions, the Centre Judicial Committee shall follow the procedures set out in the Centre Regulations.

27.4 Decisions

Subject to the right of appeal (under Rule 28), all decisions of the Centre Judicial Committee shall be final and binding on all Members. The failure to adhere to a decision of the Centre Judicial Committee may result in the affected Member being suspended or expelled from the Centre or from Clubs and other Centres under Rule 16.2.10 of this Constitution, and/or such other steps being taken as set out in this Constitution or the constitution of the relevant Club.

28. Appeals

28.1 Appeal Process

The appeal process for appeals of decisions involving Misconduct or a Dispute shall be as follows:

- (a) **Appeal to a Club – Laws of the Sport:** Where a Club (or committee on its behalf) is the Controlling Body and that Controlling Body has made a decision involving Misconduct or a Dispute covered by the Laws of the Sport, any party affected by that decision may appeal such decision to that Club's judicial committee (or equivalent committee) in accordance with the constitution and/or regulations of the Club;
- (b) **Appeal to the Centre – Laws of the Sport:** Where the Centre (or committee on its behalf) is the Controlling Body and that Controlling Body has made a decision involving Misconduct or a Dispute covered by the Laws of the Sport, any party affected by that decision may appeal such decision to the Centre Judicial Committee in accordance with this Constitution and/or the Centre Regulations;
- (c) **Appeal to the Centre - Other:** Where the judicial committee (or equivalent committee) of a Club has made a decision involving Misconduct or a Dispute which is **not** covered by the Laws of the Sport, any party affected by that decision may appeal such decision to the Centre Judicial Committee in accordance with this Constitution and/or the Centre Regulations;

- (d) **Appeal to the Bowls NZ – Laws of the Sport:** Where Bowls NZ (or committee on its behalf) is the Controlling Body and that Controlling Body has made a decision involving Misconduct or a Dispute covered by the Laws of the Sport, any party affected by that decision may appeal such decision to the Bowls NZ Judicial Committee in accordance with the Bowls NZ Constitution and/or the Bowls NZ Regulations;
- (e) **Appeal to Bowls NZ - Other:** Where the Centre Judicial Committee has made a decision involving Misconduct or a Dispute any party affected by that decision may appeal such decision to the Bowls NZ Judicial Committee in accordance with the Bowls NZ Constitution and Bowls NZ Regulations.

28.2 Decisions

The decision in relation to an appeal that is determined by the judicial committee of a Club, or the Centre Judicial Committee or by the Judicial Committee of Bowls NZ shall be final and binding and there is no second or further right of appeal.

28.3 Procedure

In determining any appeal, the Centre Judicial Committee shall follow the procedures set out in the Centre Regulations.

28.4 Stay of Execution

Pending the determination of an appeal before it, the Centre Judicial Committee may grant a stay of execution of the decision that is being appealed.

29. Laws of the Sport

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

30. Centre Regulations

30.1 Centre Board to Promulgate

The Centre Board may promulgate from time to time Centre Regulations covering attire and/or conditions of play for tournaments and competitions and/or any such other matters as the Centre Board in its discretion deems appropriate, provided they are not inconsistent with this Constitution or the Bowls NZ Constitution or Bowls NZ Regulations. Such Centre Regulations when promulgated shall be recorded in a Regulations Register maintained by the Executive Officer and circulated to Clubs as appropriate.

30.2 Application

Any Centre Regulations promulgated under this Rule shall be binding on all Members.

30.3 Alterations

Centre Regulations promulgated under this Rule may be rescinded, amended or added to from time to time only by resolution of the Centre Board.

31. Centre Committees and Sub-Committees

31.1 Composition

31.1.1 At the discretion of the Centre Board there may be the following Standing Committees of the Board to whom the Centre Board shall delegate such of its functions, powers and duties as the Centre Board shall determine, in so far as may be permitted by this Constitution.

- (a) Finance & Administration Committee
- (b) Communications & Public Relations Committee
- (c) Marketing Committee
- (d) Bowls Development Committee

31.1.2 Notwithstanding the above, the Centre Board may appoint such other committees or sub-committees as it deems necessary and delegate to such committees such powers and duties as may be permitted by this Constitution.

31.1.3

The appointment of persons to and the term of office of those other committee and sub-committee appointees, shall be at the sole discretion of the Centre Board.

32. Monetary Gain

No person shall be entitled to derive or otherwise receive any income, benefit or advantage from the Centre where that person is able to determine or materially influence the amount or nature of that income, benefit or advantage, provided that any person who renders professional services to the Centre shall be entitled to be paid all usual and reasonable professional business and trade charges for work done for the Centre. The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied in any constitution replacing this Constitution.

33. Colours

- 33.1 The official uniform and official colours of the Centre shall be determined by the Centre Board and specified in the Centre Regulations.
- 33.3 No Club may use the official uniform or official colours of the Centre unless the agreement of the Centre Board is first obtained and as otherwise specified in the Centre Regulations.

34. Alterations to Constitution

This Constitution may be rescinded, amended or added to only by a resolution in that behalf passed by a three-quarters majority of all Delegates present and voting at an Annual General Meeting or a Special General Meeting convened for that purpose. Any alterations to the Constitution will not come into effect until thirty (30) days after such alterations have been approved at a General Meeting. No amendment may be made to this Constitution that affects Rule 35 relating to liquidation or Rule 32 relating to monetary gain unless it has been first approved by the Inland Revenue Department.

35. Winding Up, Dissolution and Liquidation

- 35.1 Members may resolve to wind up the Centre, if the Centre at a General Meeting of its Members passes a resolution to do so and that resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed. The term "resolution" in this context and in 35.2 means the resolution carried by a majority of the valid votes cast by Delegates voting at the General Meeting in person, and the resolution shall be taken to be confirmed at the subsequent General Meeting if the confirmation is carried by such a majority.
- 35.2 If rule 35.1 is invoked the Members may pass a resolution appointing a liquidator. Such resolution must be confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed
- 35.3 In the event of the winding up or liquidation of the Centre or its dissolution by the Registrar of Incorporated Societies, the funds and assets of the Centre remaining after payment and satisfaction of its debts and liabilities and the costs and expenses of liquidation shall be distributed by the Centre in General Meeting to a sporting body which is established substantially or primarily for the purpose of promoting any game or sport, provided that that game or sport is amateur and conducted for the recreation and benefit or entertainment of the general public in New Zealand and no part of the income or other funds of the body corporate operating such sport is used or available to be used for the pecuniary profit of any proprietor, member or shareholder.

36. Common Seal

The Centre shall maintain a common seal which shall be kept in the custody of the Executive Officer and shall be affixed to any document only by the authority of the Centre Board and in the presence of any two (2) of the President, Chairperson or the Executive Officer, or any other Centre Board Member so authorised by resolution of the Centre Board to that effect.

37. Indemnity

- 37.1 Each Delegate and each Centre Board Member shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of the Centre against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the Centre.
- 37.2 The Centre Board may take out any appropriate insurance cover in respect of the indemnity provision in this Rule at the expense of the Centre.

38. Matters Not Provided For

If any matter shall arise which in the opinion of the Centre Board is not provided for in this Constitution then the same may be determined by the Centre Board in such manner as it deems fit, and every such determination shall be binding upon Members unless and until set aside by a resolution of a General Meeting.

39. Transitional Provisions

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