

**CONSTITUTION  
OF  
TABLE TENNIS WELLINGTON INCORPORATED**

## Constitution

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## Constitution

### 1. Definitions and interpretation

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#### Definitions

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

**Act** means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

**AGM** or **Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.

**Aotearoa** means New Zealand.

**Application** means an application for membership as set out in clause 4.5.

**Bylaws** means any bylaws, policies, regulations, and codes of Table Tennis Wellington made under clause 16.1.1.

**Casual Vacancy** is a vacancy which arises when an Executive Committee Member or the President, Secretary or Treasurer does not serve their full term of office.

**Casting Vote** means a deciding vote given by the Chair if there is an equality of Deliberative Votes.

**Chair** means the Executive Committee Member appointed as Chair of Table Tennis Wellington under this Constitution.

**Chief Executive** means the person in the highest-ranking management position at Table Tennis Wellington.

**Club** means a table tennis club that meets the requirement for membership set out in clause 4.5.

**Club Member** means a member of a Club (whether an entity or an individual).

**Constitution** means this Constitution, including any amendments and any schedules to this Constitution.

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

**Contact Person** means the person appointed by the Executive Committee to be the Contact Person in accordance with clause 2.3.

**Contractor** means contractor to Table Tennis Wellington.

**Deliberative Vote** means a vote cast where there is an entitlement to vote, excluding a Casting Vote

**Diversity, Equity and Inclusion** means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability,

ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

**Executive Committee** means Table Tennis Wellington's governing body.

**Executive Committee Meeting** means a meeting of the Executive Committee.

**Executive Committee Member** means a member of the Table Tennis Wellington's Executive Committee, including the Chair.

**Electronic** means using any audio, audio and visual, or electronic communication technology.

**Employee** means employee of Table Tennis Wellington.

**General Meeting** means an AGM or SGM of Table Tennis Wellington.

**Interests Register** means the register of interest disclosures made by Officers kept under this Constitution.

**Matter** means:

- (a) Table Tennis Wellington's performance of its activities or exercise of its powers; or
- (b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by Table Tennis Wellington.

**Member** means each individual person or Club, or member of a Club who for the time being is a member of Table Tennis Wellington and includes all categories of members of Table Tennis Wellington described in clause 4.1 and clause 4.1.

**Member Register** means the register of Members kept under this Constitution.

**Name** of the Association is Table Tennis Wellington Incorporated, referred to in this Constitution as Table Tennis Wellington.

**Not-for-profit entity** has the meaning given to it under the Act.

**Officer** means an Executive Committee Member and any natural person occupying a position in Table Tennis Wellington that allows the person to exercise significant influence over the management or administration of Table Tennis Wellington, in accordance with the Act.

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

**Player (Foundation or Social or Competitive)** has the meaning given to the term as defined by Sport NZ.

**Purposes** means the purposes of Table Tennis Wellington described in clause 3.1.

**Region** means the geographical area defined by Table Tennis Wellington in accordance with the TTNZ Constitution, to be the region represented by Table Tennis Wellington and within which the primary base of activities of Table Tennis Wellington is located and is at the date of adoption of this Constitution, Greater Wellington.

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

**Special Resolution** means a resolution passed by a simple majority of votes cast.

**TTNZ** means Table Tennis New Zealand Incorporated.

**TTW** means Table Tennis Wellington or Table Tennis Wellington incorporated

**Working Day** has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary day Wellington.

### **Interpretation**

1.2 Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by electronic.
- (d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (e) A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.
- (g) Where this Constitution or any Bylaw of Table Tennis Wellington is inconsistent with a rule, regulation, bylaw or directive of TTNZ, the rule, regulation, bylaw or directive of TTNZ prevails to the extent of the inconsistency, unless otherwise required by law.

### **Notices**

1.3 Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a Member to the physical or electronic address set out in their Contact Details.
- (b) by email to [secretary@ttwellington.org.nz](mailto:secretary@ttwellington.org.nz) or by post to Table Tennis Wellington's registered office set out on the Register of Incorporated Societies.

1.4 A notice is deemed to have been received:

- (a) if given by post, when left at the address of a person or entity, or five Working Days after being put in the post; or
- (b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt); or
- (c) if posted on the website, at the date and time it is posted.

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

## 2. **Details of Table Tennis Wellington**

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### **Name**

- 2.1 **Name:** The name of the society is Table Tennis Wellington Incorporated (referred to as Table Tennis Wellington in this document).

### **Status**

Table Tennis Wellington is the regional association for TTNZ and related activities in the Region and is bound by and must observe the Constitution, and TTNZ's Constitution and Bylaws.

### **Registered office**

- 2.2 The registered office of Table Tennis Wellington is at the place in New Zealand/Aotearoa as the Executive Committee decides.

### **Contact person**

- 2.3 At its first meeting following an AGM, the Executive Committee must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Executive Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

## 3. **Purpose and powers**

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### **Purpose**

- 3.1 The purposes of Table Tennis Wellington are to:
- (a) be a member of TTNZ for the Region;
  - (b) lead the promotion, development and administration of table tennis within the Region and to do so in a manner that is consistent with the requirements of TTNZ, mainly as an amateur sport for the well-being, benefit and recreation of the general public;
  - (c) support and assist its Members to deliver table tennis in the Region;
  - (d) provide opportunities to participate for Foundation / Social / Competitive players and for volunteers including coaches, officials and administrators / non-playing members in the Region;
  - (e) promote, develop and co-ordinate table tennis competitions in the Region;
  - (f) lead, promote and enable Diversity, Equity and Inclusion across the Region;
  - (g) enforce the rules of table tennis in the Region in a manner consistent with the requirements of TTNZ;
  - (h) provide a voice via association voting at AGMs as outlined in this Constitution;
  - (i) act in good faith and protect the integrity and reputation of table tennis and Table Tennis Wellington and TTNZ by developing and enforcing standards of conduct, ethical behaviour and implementing good governance in the Region.

### **Capacity and powers**

- 3.2 Table Tennis Wellington has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the constitution of TTNZ, the Act, any other legislation, and the general law.

## **4. Members**

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### **Member categories**

- 4.1 The categories of Members of Table Tennis Wellington are individuals, Clubs, members of Clubs, Vice Presidents and any other categories of member as the Executive Committee determines.
- 4.2 **Life Members:** Life Membership may be granted in recognition and appreciation of outstanding service by an individual to Table Tennis Wellington or the sport of table tennis in the Wellington Region. Any Member may nominate an individual to become a Life Member by giving notice to the Executive Committee setting out the grounds for the nomination. The Executive Committee must then determine whether the nomination should be forwarded to a General Meeting for determination by the Members. A person may only be elected as a Life Member by a Special Resolution at a General Meeting by a simple majority. A person consents to becoming a Life Member on acceptance of their life membership. Life Members have such rights and benefits as determined by the Executive Committee.

### **Minimum number of Members**

- 4.3 Table Tennis Wellington must have within its Region a minimum of 50 in total of:
- (a) Individual Members; and/or
  - (b) Club Members.

### **Clubs**

- 4.4 A Club that wishes to be a Member must make an Application under clause 4.5. In addition to the obligations as a Member under clause 4.7, each Club that is a Member will:
- (a) administer, promote, and develop table tennis in the Club in a manner that is consistent with the Purposes, this Constitution and Bylaws, and TTNZ's Constitution and Bylaws;
  - (b) If a Club is an incorporated society, have a constitution that is not inconsistent with this Constitution or the TTNZ's Constitution or any Bylaws;
  - (c) If a Club is an incorporated society, maintain a register of its own members and upon request, provide Table Tennis Wellington and TTNZ with up-to-date details or data from its current member register, in compliance with privacy law;
  - (d) lead, promote and enable Diversity, Equity and Inclusion across the whole Club including governance of the Club and participation in table tennis

- (e) act in good faith with loyalty to Table Tennis Wellington and TTNZ to ensure the maintenance and enhancement of Table Tennis Wellington and table tennis and its reputation.
- (f) be a member of Table Tennis Wellington;
- (g) lead the promotion, development and administration of table tennis within the Club and to do so in a manner that is consistent with the requirements of TTNZ, mainly as an amateur sport for the well-being, benefit and recreation of the general public;
- (h) support and assist its Members to deliver table tennis in the Club;
- (i) provide opportunities to participate for Foundation / Social / Competitive players and for volunteers including coaches, officials and administrators / non-playing members in the Club;
- (j) promote, develop and co-ordinate table tennis competitions in the Club;
- (k) enforce the rules of table tennis in the Club in a manner consistent with the requirements of TTNZ and Table Tennis Wellington;
- (l) provide a voice via association voting at AGMs as outlined in the Table Tennis Wellington's Constitution;
- (m) act in good faith and protect the integrity and reputation of table tennis and Table Tennis Wellington and TTNZ by developing and enforcing standards of conduct, ethical behaviour and implementing good governance in the Club.

#### **Member application**

- 4.5 An application to become a Member (**Application**) must be in the form required by Table Tennis Wellington. All Applications are decided by the Executive Committee or by a delegated subcommittee, which may accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted and they have paid any required membership fees and satisfied any other preconditions.

#### **Member consent**

- 4.6 A person or entity consents to become a Member by submitting an Application to Table Tennis Wellington, unless otherwise specified in this Constitution.

#### **Member rights and obligations**

- 4.7 Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures, regulations, Bylaws, or policies of TTNZ;
  - (b) they are subject to the jurisdiction of Table Tennis Wellington and TTNZ;
  - (c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Executive Committee;
  - (d) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Executive Committee, including payment of any membership or other fees within the required time period;

- (e) if they fail to comply with sub-clause (d) the Executive Committee may terminate their membership;
- (f) they do not have any rights of ownership of, or the automatic right to use, Table Tennis Wellington's property; and
- (g) they will promote the interests and Purposes of Table Tennis Wellington and TTNZ and must not do anything to bring Table Tennis Wellington or TTNZ into disrepute.

### **Suspension of a Member**

- 4.8 If a Member is, or may be, in breach under clause 4.7, and the Executive Committee believes it is in the best interests of Table Tennis Wellington to do so, the Executive Committee may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any such suspension, the Member must be given notice of the suspension. Any Member suspension must be reported to TTNZ within 7 days of notice given to the Member. TTNZ must be informed of any process and outcome of a Member suspension.

Unless otherwise determined by the Executive Committee, while a Member is suspended, the Member is:

- (a) not entitled to attend, speak or vote at a General Meeting; and
  - (b) not entitled to any other rights or entitlements as a Member
- until such time as the alleged breach is resolved or determined.

### **Ceasing to be a Member**

- 4.9 A Member ceases to be a Member:

- (a) if an individual, on death, or if an entity, on liquidation;
- (b) by giving notice to the Executive Committee of their resignation;
- (c) if their membership is terminated under clause 4.7(e);
- (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

- 4.10 A Member who ceases to be a Member:

- (a) remains responsible to pay all their outstanding membership and other fees to Table Tennis Wellington;
- (b) must return all property of Table Tennis Wellington if required;
- (c) ceases to be entitled to any rights of a Member, but remains responsible for any obligations incurred during their period of membership and continues to be bound by any obligations as a Member which survive their membership under this Constitution and Bylaws for example Confidentiality and co-operating with any investigation.

### **Membership fees**

- 4.11 Affiliation Fees payable by Members (including Member Clubs) will be determined at Annual General Meetings.

## **Member Register**

- 4.12 The Executive Committee will ensure an up-to-date Member Register is kept and the register must include:
- (a) each Member's contact person's name;
  - (b) where a Member is a Club, an up-to-date list of all officers including contact details;
  - (c) each Member's Contact Details;
  - (d) the date each individual or Table Tennis Wellington Member Club became a Member.
- 4.13 A Member must provide notice to Table Tennis Wellington of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Executive Committee becomes aware of changes to the information recorded in the Member Register. All collection, storage, correction, use and disclosure of personal information will comply with the Privacy Act 2020.
- 4.14 The Executive Committee will keep a record of the name of each person or Club who has ceased to be a Member of Table Tennis Wellington within the previous 7 years and the date on which they ceased to be a Member.
- 4.15 Upon request by TTNZ, Table Tennis Wellington will provide TTNZ with up-to-date details or data from its current Member Register, in compliance with privacy law.

## **5. General Meetings**

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### **AGM**

- 5.1 Table Tennis Wellington must hold an AGM once a year at the time, date and place as the Executive Committee decides, but not more than 4 months after the balance date of Table Tennis Wellington and not more than 15 months after the previous AGM.
- 5.2 **Notice of AGM:** The Members must be given at least 28 days notice of the AGM. Notice to Members of an AGM may be given by posting on Table Tennis Wellington's website, or by letter or email to Member Clubs, Officers, Life Members and Vice Presidents.

### **Business of AGM**

- 5.3 **Business of AGM:** The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM;
  - (b) the Executive Committee's presentation of the following information during the most recently completed accounting period:
    - (i) the annual report;
    - (ii) the annual financial statements;
    - (iii) the auditor's report to members on the financial statements audited by a qualified auditor or the review report of the financial statements;

- (iv) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
  - (c) the election of any Executive Committee Members;
  - (d) the appointment or announcement of any Appointed Executive Committee Members;
  - (e) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
  - (f) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 5.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to Table Tennis Wellington at least 14 days before the date of the AGM.
- 5.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 7 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present must agree unanimously to discuss any other items.
- 5.6 **Calling of SGM:** The Executive Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Executive Committee itself; or by 25% of Member Clubs.
- 5.7 **Notice of SGM:** Members must be given at least 28 days notice of the SGM, unless the Executive Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM
- 5.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
- 5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is not less than one third of the Members who are entitled to vote, including Members present by casting votes by electronic means or by proxy. The quorum must always be present during the General Meeting.
- 5.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.
- 5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

- 5.12 **Control of General Meetings:** The President is entitled to chair General Meetings. If that person is unavailable, an Executive Committee Member (appointed by the Executive Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
- 5.13 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or the giving of notice within the required time frame or the omission to give notice to all Members and any other error in the Table Tennis Wellington of the meeting if:
- (a) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
  - (b) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
- 5.14 **Attendance:** Members and any other persons invited by the Executive Committee are eligible to attend and speak at General Meetings.
- 5.15 **Voting:** The voting entitlement for each Member eligible to vote is as follows: Member Clubs with 1-25 registered members shall be entitled to one vote. Member Clubs with 26-50 registered members shall be entitled to two votes. Member Clubs with 51-100 members shall be entitled to three votes. Member Clubs with 101-200 registered members shall be entitled to four votes. Member Clubs with more than 200 registered members shall be entitled to five votes. Additionally, Member Clubs shall be entitled to one extra vote for each two teams competing in the most recently completed winter interclub competition. Each Executive Committee Member is entitled to one vote. Each Officer, Life Member and Executive Committee member shall, even if holding more than one of these positions, be entitled to only one vote.
- 5.16 **Voting by electronic means:** Voting by electronic means is permitted.
- 5.17 **Voting by proxy:** Proxy voting by Member Clubs and Executive Committee members is permitted. The Secretary of Table Tennis Wellington must receive notice of the proxy signed by the Club or person prior to the start of the meeting. The form of the proxy is: *I [insert name] of [insert address] being a member of [Table Tennis Wellington] appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting. I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].*
- 5.18 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or at least 50% of Members attending or as otherwise required under this Constitution.
- 5.19 **Minutes:** Minutes must be kept of all General Meetings.
- 5.20 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.
- 5.21 **Resolution passed in lieu of meeting:** A resolution in writing signed or consented to by email or other electronic means by at least 50% or more of Members is valid as if it had

been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

## 6. **Executive Committee**

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6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Executive Committee must manage, direct or supervise the operation and affairs of Table Tennis Wellington and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of Table Tennis Wellington.

6.2 **Composition:** The Executive Committee consists of:

- (a) A President, Secretary, Treasurer and up to 8 other members. These positions are filled by election at an AGM but may be filled by the Executive Committee if no nominations are received for any of these positions. (**Elected Executive Committee Members**); and
- (b) up to 2 persons appointed under clause 6.7 (**Appointed Executive Committee Members**).

Elections of the Elected Executive Committee Members at the AGM will take place as follows:

- (i) if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;
- (ii) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- (iii) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
- (iv) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

6.3 **Qualification:** Every Executive Committee Member must, in writing:

- (a) consent to be a Executive Committee Member; and
- (b) certify that they are not disqualified from being elected, appointed or holding office as a Executive Committee Member by this Constitution or under section 47 of the Act

6.4 **Disqualification:** The following persons are disqualified from being elected, appointed or holding office as a Executive Committee Member;

- (a) A person who is an employee of, or independent contractor to Table Tennis Wellington.
- (b) A person who is disqualified from being elected, appointed or holding office as an Executive Committee Member under section 47 of Act.

- (c) A person who is the subject of any criminal or other investigation or proceeding that may result in damage to the reputation of Table Tennis Wellington or TTNZ.
  - (d) A person who is suspended as a member by any Regional Association or any table tennis club or TTNZ.
  - (e) A person who has been removed as an Executive Committee Member following a process under this Constitution or any Bylaw.
- 6.5 If any of the circumstances listed in (c) above clause occur to an existing Executive Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.
- 6.6 **Term of office:** The term of office for all Executive Committee Members is one year, expiring at the end of the relevant AGM. An Executive Committee Member may be re-elected or reappointed to the Executive Committee for a maximum of 20 consecutive terms of office. Prior to each AGM, the Executive Committee will advise of the schedule of rotation and the vacancies arising in Executive Committee Member positions at the AGM. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.
- 6.7 **Appointed Executive Committee Member vacancy:** If a Casual Vacancy of an Appointed Executive Committee Member arises, the remaining Executive Committee Members may:
- (i) appoint a person of their choice to fill the Casual Vacancy; or
  - (ii) leave the Casual Vacancy unfilled until the next AGM;
- A person appointed to fill a Casual Vacancy of an Appointed Executive Committee Member continues until the expiry of the term of the person they replace.
- 6.8 **Elected Executive Committee Member vacancy:** If a Casual Vacancy of an Elected Executive Committee Member arises, the remaining Executive Committee Members may:
- (b) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;
  - (c) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy;
  - (d) leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.
- 6.9 **Suspension of Executive Committee Member:** If any Executive Committee Member is or may be the subject of an allegation, notice or charge described in the clause headed “**Disqualification**” or any circumstances arise in relation to a Executive Committee Member which are or may be of concern to the Executive Committee, the remaining Executive Committee Members may by Special Resolution suspend the Executive Committee Member from the Executive Committee and set conditions it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Executive Committee Member must be given notice of the suspension.

## **6.10 Removal of Executive Committee Member:**

### 6.10.1.1

- (a) The Executive Committee may, by Special Resolution, remove any Executive Committee Member from the Executive Committee before the expiry of their term of office if the Executive Committee considers the Executive Committee Member concerned:
- (i) has seriously breached duties under this Constitution or the Act; or
  - (ii) is no longer a suitable person to be an Executive Committee Member; or
  - (iii) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring Table Tennis Wellington or TTNZ or table tennis into disrepute or which may be prejudicial to the Purposes or the interests of Table Tennis Wellington and/or TTNZ and/or table tennis if they remain as an Executive Committee Member.

6.10.1.2 The Executive Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

- (b) Before considering a motion for removal, the Executive Committee Member who is the subject of the motion must be given:
- (i) notice that a Executive Committee meeting is to be held to discuss the motion to remove the Executive Committee Member; and
  - (ii) adequate time to prepare a response; and
  - (iii) the opportunity prior to the Executive Committee meeting to make written submissions; and
  - (iv) the opportunity to be heard at the Executive Committee meeting.
- (c) If an Executive Committee Member is removed under clause 6.10.1.1, TTNZ must be informed within 7 days.

6.10.2 **Executive Committee Member ceasing to hold office:** A person ceases to be a Executive Committee Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Executive Committee;
- (c) the person is removed from office under this Constitution;
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act;
- (e) the person fails to attend two (2) consecutive meetings of the Executive Committee without written leave of absence;
- (e) the person dies.

## 7. Executive Committee Meetings

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- 7.1 **Calling meetings:** Executive Committee meetings may be called at any time by the Secretary, Chair or by five Executive Committee Members, but the Executive Committee must meet at least quarterly.
- 7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Executive Committee may regulate its own procedure.
- 7.3 **Quorum:** The quorum for a Executive Committee meeting is half of the Executive Committee Members, or five, whichever is the smaller. Any Executive Committee Member may be counted for the purposes of a quorum, participate in any Executive Committee meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Executive Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Executive Committee meeting can hear each other effectively and simultaneously.
- 7.4 **Chair:** At its first meeting following an AGM, the Executive Committee must elect a Chair. The role of the Chair is to chair meetings of the Executive Committee. If the Chair is unavailable, another Executive Committee Member must be appointed by the Executive Committee to undertake the Chair's role during the period of unavailability.
- 7.5 **Voting:** Each Executive Committee Member has one vote. Voting is by voices or on request of any Executive Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair has a casting vote.
- 7.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Executive Committee Members is valid as if it had been passed at a Executive Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Executive Committee Members.

## 8. Officers' Duties

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An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of Table Tennis Wellington;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to Table Tennis Wellington acting, in any way that breaches the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of Table Tennis Wellington, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of Table Tennis Wellington being carried on in a manner likely to create a substantial risk of serious loss to Table Tennis Wellington's creditors or

cause or allow the activities of Table Tennis Wellington to be carried on in a manner likely to create a substantial risk of serious loss to Table Tennis Wellington's creditors;

- (f) must not agree to Table Tennis Wellington incurring an obligation unless the Officer believes at that time on reasonable grounds that Table Tennis Wellington will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
  - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - (ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
  - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

## 9. Interests

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**9.1.1 Register of interests:** The Executive Committee must keep a register of interest disclosures made by Officers.

**9.2 Duty to disclose interest:** An Officer who is Interested in a Matter relating to Table Tennis Wellington must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Executive Committee, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.

**9.2 Consequences of being interested:** An Executive Committee Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Executive Committee relating to the Matter, unless all non-interested Executive Committee Members consent;
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Executive Committee Members consent;
- (c) must not take part in any Executive Committee discussion relating to the Matter or be present at the time of the Executive Committee decision, unless all non-interested Executive Committee Members consent;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

**9.3 Calling of SGM:** Despite clause 9.2, if 50% or more Executive Committee Members are Interested in a Matter, an SGM must be called to consider and determine the Matter. [

**9.4 Notice of failure to comply:** The Executive Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

## **10 Patrons**

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A person may be invited by the Executive Committee to be a Patron to show their support for Table Tennis Wellington and to help establish or maintain public credibility of Table Tennis Wellington. A Patron may be entitled to attend and speak at General Meetings but has no right to vote

## **11 Chief Executive/ (Or other applicable title)**

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**11.1.1 Role of Chief Executive:** An Executive Committee may engage a Chief Executive. The Chief Executive is under the direction of the Executive Committee and is responsible for the day-to-day management of the affairs of Table Tennis Wellington under this Constitution and the Bylaws and within any delegated authority from the Executive Committee.

**11.1.2 Executive Committee involvement:** The Chief Executive may attend Executive Committee meetings on and when required by the Executive Committee but has no voting rights.

## **12 Indemnity and insurance**

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**12.1.1 Indemnity:** Table Tennis Wellington indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.

**12.1.2 Insurance:** With the prior approval of its Executive Committee, Table Tennis Wellington may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

**12.1.3 Indemnity for Officers:** Table Tennis Wellington is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
- (b) costs incurred by the Officer for any claim or proceeding relating to that liability.

## **13 Finances**

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**13.1.1 Control and management of finances:** The funds and property of Table Tennis Wellington are controlled, invested and disposed of by the Executive Committee, subject to this Constitution; and devoted solely to the promotion of the Purposes.

**13.1.2 Balance date:** Table Tennis Wellington's balance date is 31 December or on the date as the Executive Committee decides.

**13.1.3 Audit or Review of financial statements:** Table Tennis Wellington's financial statements must be audited or reviewed each year, and the audited or reviewed financial statements must be submitted to the AGM. The auditor or reviewer will be appointed by the Executive Committee.

**13.1.4 No personal benefit:** The Officers and Members may not receive any distributions of profit or income from Table Tennis Wellington. This does not prevent Officers or Members:

- (a) receiving reimbursement of actual and reasonable expenses incurred, or
- (b) entering into any transactions with the Table Tennis Wellington for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by Table Tennis Wellington in respect of payments or transactions between it and them, their direct family or any associated entity.

## **14 Method of contracting**

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**14.1.1** A contract or other enforceable obligation may be entered into by Table Tennis Wellington:

- (a) by deed by:

**14.1.1.a.1** Two (2) or more Officers; or

**14.1.1.a.2** an Officer or other person expressly authorised by Table Tennis Wellington, whose signature or signatures must be witnessed; or

- (b) by agreement by a person acting under Table Tennis Wellington's express or implied authority.

## **15 Amendments**

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**15.1.1** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.

**15.1.2 No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

**15.1.3 Minor effect or technical alteration:** If an amendment to this Constitution would have no more than a minor effect, or is to correct errors, or makes similar technical alterations, then the Executive Committee may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Executive Committee does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Executive Committee decides, then the Executive Committee may make that amendment. If it does receive an objection, then the Executive Committee may not make the amendment.

**15.1.4** Table Tennis Wellington must ensure its constitution is not inconsistent with TTNZ Constitution and provide TTNZ with a copy of its constitution.

## 16 Bylaws

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- 16.1.1** The Executive Committee may make and amend Bylaws for the conduct and control of Table Tennis Wellington's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Constitution, the Purposes, the Act and any other laws, and TTNZ's Constitution and Bylaws. All Bylaws are binding on Table Tennis Wellington and its Members.
- 16.1.2** All such amendments to Bylaws will be put on the Table Tennis Wellington's website. Two (2) Weeks' Notice of amendments is to be communicated to all Members. Table Tennis Wellington will keep archived versions of Bylaws and make these available upon request.
- 16.1.3** The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

## 17 Integrity

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- 17.1.1** Table Tennis Wellington adopts the Sports Anti-Doping Rules ("**SADR**") made by the Integrity Sport and Recreation Commission under the Integrity Sport and Recreation Act 2023, and any amendments to or replacements of SADR, as its Bylaws on anti-doping.

## 18 Dispute resolution

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- 18.1.1** Table Tennis Wellington submits to the jurisdiction of TTNZ's Complaints, Disciplinary, Disputes, and Appeals Policies for the resolution of complaints, disciplinary process, disputes and appeals within table tennis which comply with natural justice.
- 18.1.2** Table Tennis Wellington has implemented Complaints, Disciplinary, Disputes, and Appeals Policies for the resolution of complaints, disciplinary process, disputes and appeals within table tennis which comply with natural justice.
- 18.1.3** The Executive Committee may amend the Complaints, Disciplinary, Disputes, and Appeals Policies (including changing the name of the policies) providing that any changes are consistent with the rules of natural justice and requirements of the Act and consistent with TTNZ's Constitution and Bylaws.

## 19 Liquidation and removal

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- 19.1** **Notice:** The Executive Committee must give all Members at least thirty (30) Working Days' Notice of a proposed motion:
- (a) to appoint a liquidator;
  - (b) to remove Table Tennis Wellington from the Register of Incorporated Societies; or
  - (c) for the distribution of Table Tennis Wellington's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

- 19.2 **Special resolution:** Any resolution for a motion set out in clauses 19.1(a) to (c) must be passed by a Special Resolution of Members.
- 19.3 **Surplus assets:** The surplus assets of Table Tennis Wellington, after the payment of all costs, debts and liabilities, must be disposed of to TTNZ or any other not-for-profit entity that shares similar purposes to Table Tennis Wellington.

## **20 Matters not provided for**

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If any matter arises that, in the opinion of the Executive Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Executive Committee until set aside by resolution of Members at a General Meeting.

## **21 Transition**

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- 21.1.1 Transition:** This clause 21 applies to facilitate transition of Table Tennis Wellington from the previous Constitution to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.
- 21.1.2 Power of Executive Committee during transition period:** Subject to the Act, the Executive Committee may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for one year and is solely to enable flexibility in the transition of Table Tennis Wellington from the previous Constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.