



CONSTITUTION of the ROTORUA BASKETBALL ASSOCIATION 2026

Rotorua Basketball Association Incorporated
("the Association").

1. Purpose and Community Status

1.1 Nature of the Association

The Association is a **not-for-profit community organisation** established to promote, develop, and administer basketball within Rotorua and surrounding communities.

The Association operates for **community benefit** and not for private financial gain.

1.2 Purposes

The purposes of the Association are to:

- a. Promote participation in basketball for all ages and abilities.
 - b. Foster inclusive, safe, and culturally responsive sporting environments.
 - c. Support player, coach, referee, and volunteer development.
 - d. Deliver competitions, programmes, and community initiatives.
 - e. Uphold the principles and regulations of Basketball New Zealand.
 - f. Strengthen community wellbeing through sport.
 - g. Represent Rotorua basketball locally and nationally.
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2. Relationship with Basketball New Zealand

The Association:

1. Recognises Basketball New Zealand as the national governing body.
2. Will comply with Basketball New Zealand regulations where applicable.
3. Will ensure this Constitution does not conflict with Basketball New Zealand's constitution or national policies.
4. Retains autonomy in local governance and operations unless superseded by national rules.

3. Registered Office

The Association will maintain a registered office in New Zealand as required under the Incorporated Societies Act 2022.

4. Membership

4.1 Membership Categories

The Association may include:

- Clubs and Schools
- Club Members
- Life Members
- Volunteers
- Patrons

4.2 Rights of Members

Members may:

- Attend General Meetings
- Vote (where eligible)
- Stand for election to the Board
- Participate in Association activities

4.3 Duties of Members

Members must:

- Support the purposes of the Association
- Follow policies and codes of conduct
- Act in good faith.

5. Governance Structure

The Association is governed by a **Board** responsible for strategy, governance, and oversight.

Independent Contractors Clause

Independent Contractors and Operational Roles

6. Authority to Engage Contractors

The Board may engage independent contractors or service providers to undertake operational, administrative, coaching, development, or other functions necessary to achieve the purposes of the Association.

6.1. Status of Contractors

Independent contractors:

- a. Are not employees of the Association unless expressly engaged under an employment agreement (IEA).
 - b. Operate under a written contract for services approved by the Board.
 - c. Are responsible for their own taxation, insurance, and statutory obligations unless otherwise agreed in writing.
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6.2 Appointment Process

The Board must ensure that:

- a. The services required are clearly defined.
- b. The engagement represents fair value to the Association.
- c. The appointment process is transparent and documented.
- d. The decision to appoint is recorded in Board minutes.

Where practicable, the Board should consider more than one provider or benchmark fees against comparable services.

6.3 Transparency and Accountability

All contractor engagements involving Board Members or related parties must:

- Be disclosed to members annually at the Annual General Meeting; and
 - Be consistent with the not-for-profit purposes of the Association.
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6.4 Review of Engagements

The Board shall periodically review contractor arrangements to ensure continued value, performance, and alignment with the Association's purposes.

7. The Board

7.1 Composition

The Board shall consist of:

- Chairperson
- Vice Chairperson
- Treasurer
- Secretary (optional if administrative support exists)
- Up to four (3) additional Board Members
- Minimum Board size: 3 members (as required by law).

All board members must be natural persons who have consented in writing and are not disqualified under s47 of the Act.

7.2 Role of the Board

The Board shall:

- Set strategic direction
 - Ensure financial sustainability
 - Ensure legal compliance
 - Appoint and oversee operational roles
 - Protect community interests
 - Manage risk and policy.
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7.3 Operational Roles by Board Members

Because the Association is a small community organisation:

- Board Members **may undertake operational roles**, including paid roles.
- Any remuneration must:
 - Be reasonable and market-aligned
 - Be approved through a conflict-of-interest process
 - Be transparently recorded.

(See Clause 14 – Conflicts of Interest.)

8. Roles of Officers

8.1 Chairperson

The Chairperson shall:

The Chair of the Board provides governance leadership and strategic direction for Rotorua Basketball Association. The Chair is responsible for ensuring the Board functions effectively, that meetings are conducted in accordance with this Constitution, and that the Board fulfils its fiduciary duties to the organisation and its members. The Chair represents the

Association in its dealings with external stakeholders and ensures alignment between the Board's decisions and the Association's values and purpose.

8.2 Vice Chairperson

The Vice Chairperson shall:

- Support the Chair
 - Act in the Chair's absence
 - Assist governance coordination.
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8.3 Treasurer

The Treasurer shall:

- Oversee financial management
 - Present financial reports
 - Ensure proper accounting systems.
 - Seeks funding on behalf of the association.
 - Provides sound financial advice to the board and independent contractors
 - Manages accounts receivable and payable functions, including contractor payments.
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8.4 Board Members

Board Members shall:

- Act in the best interests of the Association
 - Participate in governance decisions
 - Support operational delivery where required.
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9. Volunteers

Volunteers are recognised as essential contributors and may:

- Assist in programmes and events
- Serve on committees
- Receive reimbursement for approved expenses.
- Adhere to all associations policies and procedures

Volunteers are not liable for Association obligations when acting in good faith.

10. Meetings

10.1 Annual General Meeting (AGM)

The Association must hold an AGM annually to:

- Receive reports
- Approve financial statements
- Elect Board Members
- Consider motions.

10.2 Notice of AGM

The Members must be given at least 21 days' notice of the AGM. Notice to Members of an AGM may be given by posting on Rotorua Basketball Association's website and/or on the Association's Facebook page and using the GameDay email list.

An AGM must be held once a year at the time, date and place as the Board decides, but not occur more than 15 months after the previous year's AGM.

10.3 Business of AGM

The following business will be discussed at the AGM:

- (a) confirmation of the minutes of the previous AGM;
- (b) the Board's presentation of: (i) the annual report; (ii) the annual financial statements;
- (c) the election of any Board Members; the chair, vice chair and secretary will be voted in by the elected board at the first official board meeting of the new board.
- (d) the appointment or announcement of any Appointed Board Members if required;
- (e) consideration of any motions proposing to amend this Constitution that have been properly submitted;
- (f) consideration of any other items of business that have been properly submitted for consideration at the AGM.

10.4 Notice of Proposed Motions

Members must give notice of any proposed motions and other items of business to Rotorua Basketball Association at least 21 days before the date of the AGM.

10.5 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 21 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 may agree unanimously to discuss any other items.

10.6 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.

10.7 Consolidation Quorum and Control of General Meetings

No business may occur at any General Meeting or Special General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 20 of the Members who are entitled to vote. The quorum must always be present during the General Meeting.

The Chair of the board chairs General Meetings. If that person is unavailable, the Vice Chair (appointed by the Board) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.

11.0 Special General Meetings

11.1 Calling of SGM

The Board must call a SGM if it receives a written request stating the purpose of the SGM from the Board itself; or by 60% of Members.

11.2 Notice of SGM

Members must be given at least 21 days' notice of the SGM, unless the Board, 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.

14.0 Board Meetings

The Board shall meet no less than once each calendar month, at a time and date determined by the majority of Board Members. Meetings may be held in person or through approved electronic or online platforms.

The secretary will ensure accurate minutes, resolutions and action items are recorded. That the minutes are electronically saved securely and board members have access.

14. Conflicts of Interest and Remuneration

14.1 Disclosure

Board Members must disclose any financial or personal interest in a matter. Conflicts register must be updated at the monthly board meetings and saved securely.

14.2 Participation Restrictions

A conflicted Board Member must:

- Not vote on the matter.
- Not be counted in quorum for that decision.
- Leave discussions unless invited to provide information.

14.3 Remuneration of Board Members

Board Members may be paid for operational work where:

1. The work is clearly defined and documented.
2. Payment reflects fair market value.
3. Approval is made by non-conflicted Board Members.
4. The decision is recorded in meeting minutes.
5. Annual disclosure is made to members at the AGM.

The Treasurer undertakes financial responsibilities of a professional nature that exceed the scope of a standard voluntary treasurer role. The Association may approve an annual honorarium, payable at the end of the financial year, to acknowledge these additional services

11.4 Independent Oversight

The Association may:

- Obtain independent benchmarking or quotes.
 - Establish a small remuneration subcommittee.
 - Seek external advice where practicable.
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15. Financial Management

The Association must:

- Keep proper accounting records.
 - Prepare annual financial statements.
 - Use funds only to advance its purposes.
 - Not distribute profits to members.
 - Correctly record the transactions of the Association;
 - Allow the Association to produce financial statements that comply with the requirements of the Act: and
 - Would enable the financial statements to be readily and properly audited (if required under any legislation).
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16. Dispute Resolution

The Association shall maintain a fair dispute resolution process consistent with the Incorporated Societies Act 2022. Procedures are consistent with s39 natural justice and may adopt Schedule 2 procedures.

17. Amendments to Constitution

This Constitution may be amended by a **two-thirds majority** at a General Meeting.

Amendments must remain compliant with:

- Incorporated Societies Act 2022
 - Basketball New Zealand requirements.
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18. Winding Up

Upon winding up:

- Assets must be transferred to another not-for-profit organisation with similar purposes.
 - No member may personally benefit.
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19. Tikanga and Values

The Association recognises:

9.1 Tikanga

This Constitution must be interpreted having regard to these values and the tikanga, kawa, culture and practices of Te Arawa.

Rotorua Basketball Association upholds tikanga Māori as a guiding framework for governance, relationships, and conduct.

Decision-making will reflect the values of manaakitanga, whanaungatanga, kotahitanga, and kaitiakitanga.

The organisation recognises Te Tiriti o Waitangi and commits to partnership with Māori in governance, participation, and development of the sport.

Tikanga Māori may be applied where appropriate to resolve matters not explicitly covered by this constitution.

9.2 Values

The core values of Rotorua Basketball Association are:

Love the Game: Passion for basketball and lifelong engagement with the sport

Value the People: Respect, inclusivity, and support for all participants

Live the Dream: Inspiring excellence and personal growth through basketball

Inspire the Legacy: Creating lasting positive impact on our community

Schedule

1. Definitions and Interpretation

Definitions: 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.

Board means Rotorua Basketball Association's governing body.

Board Member means a member of the Board, including the Chair.

Bylaws means any bylaws, policies, regulations and codes of Rotorua Basketball Association made under clause 14.

Casual Vacancy is a vacancy which arises when a Board Member or Chairperson, or Vice Chairperson Secretary or Treasurer does not serve their full term of office.

Chair means the Board Member appointed as chair of The Rotorua Basketball Association under this Constitution.

Club means a group of individuals with an interest in basketball that meets the requirement for membership set out in clause 4.1.

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/mobile number.

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.

General Meeting means an AGM or SGM of Rotorua Basketball Association Inc.

Interested has the meaning given in section 62 of the Act.

Matter has the meaning given in section 62(4) of the Act.

Member means each person who for the time being is a member of Rotorua Basketball Association and includes all classes of members described in clause 4.1.

Basketball New Zealand means Basketball New Zealand Incorporated.

Officer means a Board Member and any natural person occupying a position in Rotorua Basketball Association that allows the person to exercise significant influence over the management or administration of Rotorua Basketball Association e.g. Coaches or Managers of Rep Teams.

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

Purposes means the purposes of The Rotorua Basketball Association described in clause 1.2.

Region means the geographical area as determined by Basketball New Zealand to be the region represented by Rotorua Basketball Association, being the city of Rotorua as determined by Basketball NZ.

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 75% majority of votes cast.

Interpretation

Unless the context otherwise requires: (a) The Rotorua Basketball Association Incorporated may be referred to as Rotorua Basketball Association Inc. or shortened as RBA. (b) Words referring to the singular include the plural and vice versa. (c) Clause headings are for reference only. (d) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

(e) Reference to a person includes any other entity or association recognised by law and vice versa. (f) A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation.

(g) All periods of time or notice exclude the days on which they are given.

Notices

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

- (a) a Member if sent to the address set out in their Contact Details;
- (b) accounts@rotorua.basketball if sent to the email address as set out on the Register of Incorporated Societies.

Receipt of Notices

A notice is deemed to have been received: (a) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent. Any notice 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.

Details of Rotorua Basketball Association

Name

The name of the society is **The Rotorua Basketball Association Incorporated.**

Status

The Rotorua Basketball Association is the regional association for Basketball New Zealand and related activities in the Region and is bound by and must observe the rules of Basketball New Zealand.

Registered Office

The registered office of The Rotorua Basketball Association Inc. is at the Southern Trust Sportsdrome, Queens Drive, Rotorua, 3010 or at the place the Board decides.

Current Board of Rotorua Basketball Association

The current Board of *Rotorua Basketball Association* will be updated after the conclusion of the annual AGM. This will be communicated on public forums.

The Board operates in accordance with this Constitution and the governance requirements set out herein.

Contact Person

The Chairperson and Vice Chairperson will be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

Contact Details: accounts@rotorua.basketball

Members

Application

An application to become a Member (Application) must be in the form required by Rotorua Basketball Association. All Applications are decided by the Board or by a delegated person/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 the required membership fees and satisfied any other preconditions.

Application to become a member to be completed via Gameday or by emailing:
accounts@rotorua.basketball

Member Consent

A person or entity consents to become a Member by submitting an Application to the organisation and paying their fees, unless otherwise specified in this Constitution.

Members

The Members of Rotorua Basketball Association are Clubs and Schools and any other categories of member as the Board determines (e.g. Age group representatives).

Clubs and Schools

A Club or School that wishes to be a Member must make an Application under clause 4.1. In addition to the obligations as a Member under clause 4.6, each Club that is a Member will:

- (a) administer, promote, and develop basketball in the Club or School in a manner consistent with the Purposes, this Constitution and any Bylaws;
- (b) maintain registration as an incorporated society under the Incorporated Societies Act 2022.
- (c) ensure its constitution is not inconsistent with this Constitution, provide Rotorua Basketball Association with a copy of its constitution and all proposed amendments. The Board may require a Club to amend its constitution if inconsistent with this Constitution, any Bylaws or the constitution of its Regional Body;
- (d) maintain an updated register of members and, on request, provide Rotorua Basketball Association with full access to that register, in compliance with privacy laws;
- (e) lead, promote and enable Diversity, Equity and Inclusion across the whole Club including governance and participation in basketball;
- (f) act in good faith with loyalty to Rotorua Basketball Association to ensure the maintenance and enhancement of the Association and basketball, and its reputation.

Life Members

Life Membership may be granted in recognition and appreciation of outstanding service by an individual to Rotorua Basketball Association. Any Member may nominate an individual to become a Life Member by giving notice to the Board setting out the grounds for the nomination. The Board 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 an Ordinary Resolution at a General Meeting. 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 Board.

Member Rights and Obligations

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 or policies of Basketball New Zealand;
- (b) they are subject to the jurisdiction of The Rotorua Basketball Association Inc.;
- (c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board;
- (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 Board, including payment of any membership or other fees within the required time period;
- (e) if they fail to comply with sub-clause (d) the Board may terminate their membership, but the Member continues to be bound by this Constitution;

(f) they do not have any rights of ownership of, or the automatic right to use, the Rotorua Basketball Association's property; and

(g) they will promote the interests and Purposes of Rotorua Basketball Association and must not do anything to bring Rotorua Basketball Association into disrepute.

Suspension of Member

If a Member is, or may be, in breach under clause 4.6, and the Board believes it is in the best interests of Rotorua Basketball Association to do so, the Board 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.

Suspension of Member Rights

Unless otherwise determined by the Board, while a Member is suspended the Member is not entitled to attend, speak or vote at a General Meeting, or to any other rights or entitlements as a Member and is not entitled to continue to hold office in any position within Rotorua Basketball Association until such time as the alleged breach is resolved or determined.

Ceasing to be Member

A Member ceases to be a Member:

- (a) if an individual on death, or if a body corporate on liquidation;
- (b) by giving notice to the Board of their resignation;
- (c) if their membership is terminated under clause 4.6(e);
- (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

Consequences of Ceasing to be a Member

A Member who ceases to be a Member:

- (a) remains responsible to pay all their outstanding membership and other fees to Rotorua Basketball Association;
- (b) must return all of the Rotorua Basketball Association's property if required;
- (c) ceases to be entitled to any rights of a Member.

Membership Fees

The Board will decide any membership and other fees payable by Members and the due date for those fees at the AGM. The Board may determine different levels of membership fees and other fees for different types of Members.

Member Register

The Board will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to the Club of any change to their Contact Details via the online portal (e.g. GameDay). The Member register will be updated as soon as practicable after the Board becomes aware of changes. The Board will keep a record of those who have ceased to be a Club member within the previous 7 years and the date on which they ceased to be a member.

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 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.

Attendance

Members and any other persons invited by the Board are eligible to attend and speak at General Meetings.

Voting

The voting entitlement for each Member eligible to vote is: One vote per Club and School. The Clubs are listed in the Board composition section of this Constitution.

Voting by Electronic Means

Voting by electronic means will not be accepted, voting must be in person.

Conduct of Voting

Voting is conducted by a show of hands or by paper as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or 75% of Members or as otherwise required under this Constitution.

Minutes

Minutes must be kept of all General Meetings.

Resolution

A decision is approved when more than half of the Members voting at a General Meeting agree, unless the law or this Constitution says a higher level of approval is needed.

Resolution Passed in Lieu of Meeting

A resolution in writing signed or consented to by email or other electronic means by a percentage that is 75% or higher majority 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.

Board

Functions and Powers

Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Board must manage, direct or supervise the operation and affairs of Rotorua Basketball Association and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of Rotorua Basketball Association.

Election of Board Members

Board Members are elected as follows:

- a) the Board must call for nominations for any Elected Board Member positions that are to be vacated at an AGM at least 21 days before the AGM;
- b) nominations are made in the form decided by the Board and must be received by 14 days prior to General Meeting.
- c) at the AGM, 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;
- d) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- e) 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;
- f) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote. All results will be announced at the end of the AGM.

Qualification

Every Board Member must, in writing:

- (a) consent to be a Board Member; and
- (b) certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act or under section 36B of the Charities Act 2005.

Disqualification

The following persons are disqualified from being elected, or holding office as a Board Member:

- (a) A person who is an employee or independent contractor of the Rotorua Basketball Association. However, considering the unique circumstances of the Association, where many volunteers take on various roles, the Chair may propose a motion at any meeting (including AGMs and SGMs) allowing employees to vote, provided that the Conflicts of Interest register is updated and accepted.
- (b) A person who is disqualified from being elected or holding office as a Board Member under section 47 of Act or under section 36B of the Charities Act 2005.
- (c) A person who has been removed as a Board Member following a process under this Constitution or any Bylaw.

If an existing Board Member becomes or holds any position as above, then upon appointment to such a position, they are deemed to have vacated their office as a Board Member. If the person(s) are double-hatting positions within the Association, the Chair may put forward a motion for them to retain their board position until another person takes over the employee role and for the conflict of interest register to be updated accordingly. If any of

the circumstances listed in (c) above clause occur to an existing Board 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.

Term of Office

The term of office for all Board Members is 2 years, expiring at the end of the relevant AGM. A Board Member may be re-elected to the Board for a maximum of three (3) two (2) year consecutive terms of office. If a board member fills in for someone part-way through a term, that time isn't counted when working out how long they've served in total. Time served in a temporary (casual) vacancy doesn't count as part of a person's official term

Rotation

Rotation of Board Members

(a) *Purpose:* To ensure continuity of governance and retention of organisational knowledge, the Board will operate a staggered term system so that, as far as practicable, not all Board positions become vacant at the same time.

(b) *Implementation:* The Board will determine, after each AGM or following any change in Board composition, which Board positions are allocated to each rotation cycle. The Board may adjust the rotation pattern as required to maintain balance, provided that no Board Member's current term is shortened without their consent.

(c) *Effect of Rotation:* Rotation affects only the timing of when positions fall vacant and does not alter:

- the length of a Board Member's term (two years, unless filling a casual vacancy);
- the maximum number of consecutive terms permitted; or
- any eligibility, consent, or disqualification requirements for officers under this Constitution or the Act.

(d) *Casual Vacancies:* A Board Member appointed to fill a casual vacancy will serve until the end of the original term for that position. The Board may revise the rotation schedule after filling any vacancy to maintain, as much as practicable, an even distribution of expiring terms.

Re-election

Board Members may stand for re-election at the end of each term limited outlined above.

Elected Board Member Vacancy

If a Casual Vacancy of an Elected Board Member arises, the remaining Board Members may: (a) 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.

Suspension of Board Member

If any Board 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 Board Member which are or may be of concern to the Board, the remaining Board Members may by Special Resolution suspend the Board Member from the Board and set conditions it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Board Member must be given notice of the suspension.

Removal of Board Member

(a) The Board may, by Special Resolution, remove any Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:

- (i) has seriously breached duties under this Constitution or the Act; or (ii) is no longer a suitable person to be a Board Member; or (iii) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring Rotorua Basketball Association or Basketball into disrepute or which may be prejudicial to the Purposes or the interests of Rotorua Basketball Association or Basketball if they remain as a Board Member.
- (b) The Board 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.
- (c) Before considering a motion for removal, the Board Member who is the subject of the motion must be given: (i) notice that a Board meeting is to be held to discuss the motion to remove the Board Member; and (ii) adequate time to prepare a response; and (iii) the opportunity prior to the Board meeting to make written submissions; and (iv) the opportunity to be heard at the Board meeting.

Board Member Ceasing to Hold Office

A person ceases to be a Board Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Board;
- (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 becomes disqualified from being an officer under section 36B of the Charities Act 2005;
- (f) the person dies.

Officers Duties

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 Rotorua Basketball Association.
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to Rotorua Basketball Association acting, in a manner that contravenes 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 the nature of Rotorua Basketball Association, 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 Rotorua Basketball Association being carried on in a manner likely to create a substantial risk of serious loss to Rotorua Basketball Association's creditors or cause or allow the activities of Rotorua Basketball Association to be carried on in a manner likely to create a substantial risk of serious loss to Rotorua Basketball Association's creditors;
- (f) must not agree to Rotorua Basketball Association incurring an obligation unless the Officer believes at that time on reasonable grounds that Rotorua Basketball Association 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.

Interests

Register of Interests

The Board must keep a register of interest disclosures made by Officers.

Duty to Disclose Interest

An Officer who is Interested in a Matter relating to Rotorua Basketball Association 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 Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.

Consequences of Being Interested

A Board Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board 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 Board Members consent;
- (c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board 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.

Patrons

10.1 A person may be invited by the Board to be a Patron to show their support for Rotorua Basketball Association and to help establish or maintain public credibility of Rotorua Basketball Association. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

Finances

Control and Management of Finances

The funds and property of Rotorua Basketball Association are controlled, invested and disposed of by the Board, subject to this Constitution; and devoted solely to the promotion of the Purposes.

Balance Date

Rotorua Basketball Association's balance date is 31 December.

Review of Financial Statements

Rotorua Basketball Association's financial statements must be reviewed each year and the reviewed financial statements must be submitted to the AGM. The reviewer will be appointed by the Board.

No Personal Benefit

The Officers and Members may not receive any distributions of profit or income from Rotorua Basketball Association. This does not prevent Officers or Members:

- (a) receiving reimbursement of actual and reasonable expenses incurred, or

(b) entering into any transactions with the organisation 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 Rotorua Basketball Association in respect of payments or transactions between it and them, their direct family or any associated entity.

Indemnity and Insurance

Indemnity

Rotorua Basketball Association indemnifies its current Officers, Members and employees as permitted by section 96 of the Act.

Insurance

With the prior approval of its Board, Rotorua Basketball Association may effect insurance for its current Officers, Members and employees as permitted by section 97 of the Act.

Amendments

Amendments

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

No Amendment

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

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 Board 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 Board 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 Board decides, then the Board may make that amendment. If it does receive an objection, then the Board may not make the amendment.

Bylaws and Integrity

Bylaws

The Board may make and amend Bylaws for the conduct and control of Rotorua Basketball Association's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Purposes, the constitution of Basketball New Zealand, the Act and any other laws. All Bylaws are binding on Rotorua Basketball Association and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

Definition

In this clause 14.2 Integrity Code means an integrity code issued by the Integrity Sport and Recreation Commission under section 19 of the Integrity Sport and Recreation Act 2023.

Integrity Code Binding

If Basketball New Zealand adopts an Integrity Code, Rotorua Basketball Association is bound by the Integrity Code.

Application to Members

If Basketball New Zealand adopts an Integrity Code, all Members of Rotorua Basketball Association agree to the application of the Integrity Code to them and agree to be bound by it and must include a similar clause in their constitutions to bind their members. 14.5 Dispute Resolution

Definitions

In this clause:

- 1) Dispute means a disagreement or conflict between and among any one or more Members, any one or more Officers and Rotorua Basketball Association, that relates to an allegation that: (i) a Member or an Officer has engaged in misconduct; or (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or (iii) Rotorua Basketball Association has breached, or is likely to breach, a duty under this Constitution or the Act; or (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
- 2) a Member is a reference to a Member acting in their capacity as a Member;
- 3) an Officer is a reference to an Officer acting in their capacity as an Officer.

Application of Other Legislation

The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

Application of Other Procedures

(a) If the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (Other Procedure), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board. (b) If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

Application of the Disputes Procedure

If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

Raising a Complaint

- (a) A Member or an Officer may start the Disputes Procedure (a Complaint) by giving written notice to the Board setting out: (i) the allegation to which the dispute relates and who the allegation is against; and (ii) any other information reasonably required by Rotorua Basketball Association. (b) Rotorua Basketball Association may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates. (c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

Investigating and Determining Disputes

Unless otherwise provided, Rotorua Basketball Association must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner.

Practical Conflict Management Model

For small sports organisations:

Risk	Solution
Board hires itself	Independent approval by non-conflicted members
Perceived favouritism	Publish remuneration summary annually
Governance vs operations blur	Written role descriptions
Power concentration	Term limits + AGM accountability

Decision to Not Proceed

Despite the contents of the Disputes Procedure, Rotorua Basketball Association may decide not to proceed with a matter if: (a) the Complaint is trivial; or (b) the Complaint does not appear to disclose or involve any allegation of material misconduct, material breach or likelihood of material breach of a duty, or any material damage to a Member's rights or interests; or (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or (d) the person who makes the Complaint has an insignificant interest in the matter; or (e) the conduct, incident, event, or issue has already been investigated and dealt with under this Constitution; or (f) there has been an undue delay in making the Complaint; or (g) the Complaint involves two Members who are also members of an organisation which is also a Member of Rotorua Basketball Association, and the Complaint has either been dealt with by that Organisation or is required to be, pursuant to the dispute resolution procedures of that Organisation.

Complaint May Be Referred

Rotorua Basketball Association may refer a Complaint to: (a) a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (Hearing Body); or (b) a subcommittee or an external person to investigate and report; or (c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

Hearing Body

The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

Bias

An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be: (a) impartial; or (b) able to consider the matter without a predetermined view.

Complainant's Right to Be Heard

The Member or Officer or representative of a Club associated with RBA has a right to be heard before the Complaint is resolved or any outcome is determined.

Respondent's Right to Be Heard

The Member or Officer or representative of a Club associated with RBA which is the subject of the Complaint (Respondent) has a right to be heard before the Complaint is resolved or any outcome is determined. A Respondent must be taken to have been given the right if: (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and (c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and (d) an oral hearing, if any, is held before the Hearing Body; and (e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

Appeals

There is no right of appeal or right of review of a decision unless specified and agreed by the majority vote of the Board.

Liquidation and Removal

Notice

The Board must give notice to all Members at least 30 Working Days of a proposed motion: (a) to appoint a liquidator; (b) to remove Rotorua Basketball Association from the Register of Incorporated Societies; or (c) for the distribution of Rotorua Basketball Association'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.

Surplus Assets

The surplus assets of the Rotorua Basketball Association, after the payment of all costs, debts and liabilities, must be disposed of to any other not-for-profit entity that shares similar purposes to the Rotorua Basketball Association.

Matters Not Provided For

If any matter arises that, in the opinion of the Board, 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 Board.

Transition

Transition

This clause applies to facilitate transition of Rotorua Basketball Association from the previous rules/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.

Power of Board During Transition Period

Subject to the Act, the Board may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for 6 months and is solely to enable flexibility in the transition of Rotorua Basketball Association from the previous rules/constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.

End of Constitution