



CONSTITUTION

OF

BASKETBALL NEW ZEALAND
INCORPORATED

Consolidated as at 25 February 2006

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1. NAME AND HEADQUARTERS

1.1 Name: The name of the organisation is "Basketball New Zealand Incorporated"; and may be variously referred to as "Basketball New Zealand" or "BBNZ".

1.2 Registered Office: The registered office of BBNZ shall be such location as may be determined by the Board from time to time; and as at the date of the adoption of this Constitution shall be Level 4, Credit Consultants House, Church Street, Wellington.

2. ETHICAL PRINCIPLES AND VALUES

2.1 Value and Principles: The values and principles which are to prevail in the conduct of the affairs of BBNZ are:

(a) that those charged with the administration and management of the sport of basketball in New Zealand shall endeavour at all times to at least equal the discipline, dedication and determination of the athletes participating in the sport of basketball with their own energy, vision and professionalism; and

(b) those which reflect the status of basketball as an Olympic sport embracing the values of:

- excellence
- modesty
- determination
- integrity
- fair play.

3. VISION

3.1 Vision: The vision of BBNZ shall be:

Basketball New Zealand is a proactive organisation working inclusively for the sport of basketball.

4. THE MISSION

4.1 Mission: The mission of BBNZ shall be:

"To be New Zealand's leading participation game."

5. THE OBJECTS

5.1 Objects: The objects of BBNZ shall be:

- (i) To develop a governance structure for BBNZ capable of delivering to all members services desirable or necessary to achieve all the objects set out in these rules from time to time.
- (ii) To promote, foster and develop the game of basketball in New Zealand and the skill of participants in the game.
- (iii) To further the education of all persons by encouraging and enabling their participation and involvement in basketball in New Zealand.
- (iv) To ensure the game of basketball is a clean, modern and inclusive activity.
- (v) To enhance the links the game has with its national and international stakeholders, its participants and the community.
- (vi) To promote the “Tall Blacks” and “Tall Ferns” and “Koru” brands.
- (vii) To field representative teams in FIBA, Olympic, Oceania and invitational competitions.
- (viii) To promote visits of overseas basketball teams to New Zealand and to organise, promote and exercise jurisdiction over all New Zealand representative teams including development teams playing within or outside New Zealand.
- (ix) To apply for and maintain membership of the International Basketball Federation (FIBA) or any other international basketball association or organisation.
- (x) To develop and provide a national tournament and league programme, a player development programme, officials and administrators development programmes and a high performance programme suitable for its members and achievement of the Objects.
- (xi) To do all such other things as BBNZ, in its absolute discretion, considers necessary or desirable to promote the interest of basketball and to attain the strategic objects and aims of BBNZ.
- (xii) To promote observance of the ethical principles contained in this Constitution in all aspects of the game.
- (xiii) To protect the recognition by FIBA of BBNZ as the only national basketball administration in New Zealand.

6. POWERS

6.1 Powers: BBNZ shall have all the powers of a natural person that are necessary to enable it to carry out its Objects, including:

6.1.1 Rules: to make or alter rules or regulations in accordance with this Constitution;

6.1.2 Membership: to admit new Members and withdraw, suspend or terminate membership or impose set penalties for the breach of any rule or regulation of BBNZ or the bringing of the BBNZ or basketball into disrepute by any Member, club, referee, team, Association, or member of such club or team or Association.

7. MEMBERSHIP

7.1 Membership: The Members of BBNZ shall comprise:

(i) The Officers and Life Members of BBNZ;

(ii) Each Association affiliated to BBNZ;

(iii) Every player, coach, referee, bench official and administrator of each affiliated Association, provided that each such member shall be deemed to have assigned the right to directly share in the administration of BBNZ to the Affiliated Association in which the said member is associated as aforesaid;

(iv) Each Associate Member affiliated to BBNZ;

(v) Every person who is a member of an Associate Member, provided that each such person shall be deemed to have assigned any rights of membership of BBNZ, to the affiliated Associate Member in which the person is a member.

The respective rights and obligations of each class of member of BBNZ, as previously recorded, shall be determined in accordance with the terms of this Constitution.

7.2 Binding: Each Member is bound by this Constitution and rules and regulations set out in the BBNZ Board Operations and Procedures Manuals from time to time and all Members must recognise BBNZ as having the final right to determine all disputes in relation to basketball in terms of this Constitution and these rules and regulations.

7.3 Non-Profit: No Member or person associated with a Member of BBNZ shall derive any income, benefit or advantage from BBNZ where they can materially influence the payment of the income, benefit or

advantage except where that income, benefit or advantage is derived from:

- (a) professional services to BBNZ rendered in the course of business charged at no greater rate than current market rates; or
- (b) interest on money lent at no greater rate than current market rates.

7.4 Perpetual Clause: The provisions and effect of Rule 7.3 shall not be removed from this document and shall be included and implied into any document replacing this document.

8. AFFILIATED ASSOCIATION

8.1 Affiliated Association: An Affiliated Association is a basketball organisation that is recognised by the Board as having administrative competence; financial stability; and its admission as an Affiliated Association will contribute to the achievement of the Objects of BBNZ.

8.2 No Other Affiliation: Affiliated Associations may not be affiliated to any basketball organisation other than BBNZ; or to a Regional basketball organisation.

8.3 No Playing with Non-Affiliated Associations: Each Affiliated Association must ensure that no basketball team under its control or jurisdiction plays any team under the control or jurisdiction of any entity, which is not a BBNZ Member including without limitation any team under the control or jurisdiction of an overseas entity, without the prior written consent of the Board.

8.4 Remaining an Affiliated Association: To be a Member, and to remain an Affiliated Association; an Affiliated Association must:

- (a) continue to meet the Board's criteria for a new Affiliated Association under Rule 11.2.1,
- (b) have complied with its obligations under Rule 8.5; and
- (c) have paid any Membership Fees in terms of clause 13, by the due date(s); and
- (d) adopt as its annual financial date a date between 30 August and 31 December in each year.

8.5 Affiliated Association Information: In respect of each financial year each Affiliated Association must forward to BBNZ the following information by 31 January immediately following its balance date:

- 8.5.1 Annual Report:** a copy of its annual report and statement of accounts, including balance sheet and income and expenditure account, relating to the preceding financial year;
- 8.5.2 Participant Database:** a list, in the form provided by BBNZ, a list containing the names of all players, coaches, referees or table officials that have participated in that Association's basketball activities in the preceding year;
- 8.5.3 Up to date contact details:** up to date contact details, including, if available, an email address, for the Affiliated Association;
- 8.5.4 Other Information:** such other information on the Affiliated Association's affairs as may from time to time be required by the Board.

9. ASSOCIATE MEMBERSHIP

- 9.1 Associate Member:** An Associate Member is an organisation that participates in the education or sporting sector, and is recognised by the Board as having administrative competence; financial stability; and its admission as an Associate Member will contribute to the achievement of the Object of the BBNZ being the enhancement of its links the game has with its national and international stakeholders; its participants and its community.
- 9.2 New Associate Members:** The Board may from time to time remove any existing Associate Member; or appoint a new Associate Member(s).
- 9.3 Membership Fee:** To be an associate member and remain eligible for membership of BBNZ an associate member must pay any membership fees established by the Board in terms of Rule 13.2 hereof, by the due date.

10. LIFE MEMBERS

- 10.1 Life Members:** Life Members are persons appointed as Life Members in recognition of outstanding contribution to basketball or basketball administration within New Zealand.
- 10.2 Nomination:** Any Affiliated Association or Board Member may nominate a person as a Life Member. Such nomination shall be in writing and shall be delivered to the Chief Executive Officer of BBNZ not later than the 30th day of November in any year. Such nominations shall include a citation of the services of the nominated person to the sport of basketball.
- 10.3 Appointment:** A person may be elected as a life member of BBNZ:

10.3.1 At an Annual General Meeting with the prior approval of the Board;

10.3.2 To be elected as a Life Member a majority of three quarters of the votes cast shall be required.

10.4 Rights: Life Members:

(a) may with or without notice attend any General Meeting of BBNZ, take part in any discussion at any such meeting and be entitled to one vote;

(b) shall not be liable for the payment of any membership fees.

10.5 Termination: The membership of a Life Member may be terminated by a majority decision of BBNZ at a General Meeting.

11. NEW AFFILIATED ASSOCIATIONS

11.1 Application for Membership: Application for membership of BBNZ as an Affiliated Association or an Associate Member must be made as follows:

11.1.1 Affiliated Association: any basketball organisation wishing to become an Affiliated Association and any existing Affiliated Association wishing to amalgamate with the other basketball organisation must submit to the Chief Executive Officer an application complying with Rule 11.2.1 and

11.1.2 Associate Member: any organisation wishing to become an Associate Member must submit to the Chief Executive Officer an application complying with Rule 11.2.2;

11.2 Form of Application: Applications for membership to BBNZ as an Affiliated Association or an Associate Member or for the amalgamation of an Affiliated Association with another organisation must comply with the following requirements:

11.2.1 Affiliated Association: Applications for membership to BBNZ as an Affiliated Association or for amalgamation of an existing Affiliated Association with another organisation must:

(a) be made by the organisation seeking to become an Affiliated Association;

(b) contain a list of the names of all persons who have participated in the applicant's basketball activities as a player in the last 12 months which must be a number of at least 70 different persons;

- (c) include details of the governance and membership structure of the applicant and a copy of the applicant's rules or constitution;
- (d) include a copy of the financial statements of the applicant for the 12 months ending on the balance date of the applicant immediately preceding the date of the application including a statement of financial position and an income and expenditure statement or, if the applicant was formed less than 12 months before the application, a copy of the applicant's projected statement of financial position and projected income and expenditure statement for the 12 months commencing from the date of the application;
- (e) in the case of a basketball organisation that operates in close proximity to an existing Affiliated Association, include a suggested protocol for the co-operation and co-ordination between the proposed Affiliated Association and the existing Affiliated Association; together with confirmation that a copy of the application and the draft protocols has been sent to such neighbouring Affiliated Association with advice that that Affiliated Association should provide any comments that it has on the application for the admission of the applicant as an Affiliated Association to BBNZ within 28 days;
- (f) Contact details for the proposed Affiliated Association which must include an e-mail address, if available.

Provided that the Board can either waive any of the above requirements; or require further or additional information to be provided, by the applicant or any existing Affiliated Association.

11.2.2 Associate Members: Applications for membership of BBNZ as an Associate Member must:

- (a) be made by the organisation seeking to become an Associate Member;
- (b) include all of the information referred to in Rules 11.2.1(c) and 11.2.1(f) in respect of the application.

11.3 Board Consideration: The Board shall consider any application to be an Affiliated Association, or Associate Member; and may approve any application if the Board considers in its sole discretion that the applicant:

- (a) To be an Affiliated Association, is a basketball organisation that has administrative competence, is financially sound; and

its admission will promote the achievement of the Objects of BBNZ;

- (b) In the case of the amalgamation of Associations or of an Affiliated Association with another organisation(s) will lead to the establishment of a basketball organisation that has organisational competence; is financially sound, and that membership will enhance the promotion of the objects of BBNZ;
- (c) In the case of an Associate Member is an organisation and the associate membership will enhance the links the game of basketball has with its national or international stakeholders; participants or community.

12. NON COMPLIANCE BY MEMBERS

12.1 Non Compliance: Any Member disobeying any Rule or Regulation or failing to give effect to any decision of the Board, or Appeal Committee or, in the case of an Affiliated Association or Associate Member, permitting any Member under its jurisdiction to do so, shall be liable to:

12.1.1 Suspension: suspension for a period; and/or

12.1.2 Expulsion: expulsion; and/or

12.1.3 Other: such other punishment (including the imposition of any penalty or fine),

as the Board in its sole discretion imposes.

13. MEMBERSHIP FEES

13.1 Fees and Levies established by Board: Each year the Board shall determine the category and quantum of fees and/or levies payable by Members for the financial year following the year in which the Annual General Meeting is held.

13.2 Annual General Meeting Approval: The fees and/or levies proposed by the Board shall be recommended to the Annual General Meeting by the Board.

13.3 Payable by 30 June: Upon approval by the Annual Meeting the fee and/or levy shall be payable by each Member to BBNZ, by the 30th of June in the financial year to which the fee or levy relates; or by such other date(s) in that year as approved by the Annual General Meeting held in the previous year.

14. MEMBERS MEETINGS

- 14.1 Annual Meetings:** BBNZ must hold an Annual Meeting of the Members once in each calendar year on a date to be fixed by the Board and no later than 15 months after the previous Annual General Meeting.
- 14.2 Business:** The Annual General Meeting shall:
- 14.2.1 Roll Call:** Commence with a roll call and an announcement to the Meeting of the number of voting Members present; and the total votes able to be cast at the Meeting;
 - 14.2.2 Board Report:** receive the Board's report and statement of accounts for the past year;
 - 14.2.3 Elect:** elect Officer(s) for the vacant positions for the ensuing year;
 - 14.2.4 Auditor:** appoint an auditor;
 - 14.2.5 Budget:** consider the budget submitted to the meeting by the Board; and approve a budget whether as presented to the meeting or amended by resolution of the Meeting;
 - 14.2.6 Membership fees:** consider the recommendation of the Board for the type and quantum of membership fees and/or levies payable and the due dates for payment, for the financial year following the year in which the Annual General Meeting is held; and approve the type and quantum and due date for such fees and/or levy(ies) whether as presented to the Meeting or amended by resolution of the Meeting;
 - 14.2.7 Other Notified Business:** consider any other business of which at least 20 Business Days notice has been given in writing to the Chief Executive Officer;
 - 14.2.8 General Business:** consider any other business for discussion only.
- 14.3 Special Meetings:** All meetings of Members other than Annual Meetings are Special Meetings.
- 14.4 Convening Special Meeting:** A Special General Meeting may be called at any time by the Board or shall be called by the Chief Executive Officer on receipt of a requisition stating the objects of such meeting signed on behalf of not less than one-fourth of the Affiliated Associations.

- 14.5 Time of Special General Meeting:** Special General Meetings shall be held not more than 20 Business Days after the day on which the Board calls for a Special Meeting or on which the requisition was received by the Chief Executive Officer, as the case may be.
- 14.6 Notices of Meeting:** The Chief Executive Officer shall give not less than 15 Business Days notice to all Affiliated Associations, Associate Members, Officers and Life Members of all business which is to be considered at any General Meeting, and of the time, date and place of the General Meeting.
- 14.7 Attendance at General Meetings:** The following persons may attend General Meetings:
- 14.7.1 Delegates:** up to two delegates representing each Affiliated Association may attend, speak at and vote at General Meetings.
 - 14.7.2 Officers, and Life Members:** Officers and Life Members may attend, speak at and vote at General Meetings.
 - 14.7.3 Associate Members:** other non-delegate representatives of Affiliated Associations, observers, and persons invited by the Board to attend, may attend General Meetings and will be entitled to speak if invited to do so by the chairperson of the General Meeting but are not entitled to vote.
- 14.8 Delegates:** If an Affiliated Association is to be represented at a General Meeting by one or more delegates, the following will apply:
- 14.8.1 Notice:** notice of the appointment of a delegate, signed by an authorised representative of the Affiliated Association whom the delegate represents, must be received by the Chief Executive Officer not less than three Business Days before the date of the General Meeting at which the delegate is to act. In exceptional circumstances an Affiliated Association may replace their nominated delegate(s) by written notice to the Chief Executive Officer signed by an authorised representative of that Affiliated Association. If a delegate is replaced by an Affiliated Association less than three Business Days before the date of the General Meeting at which the delegate is to act, the chairperson of the General Meeting will inform the meeting;
 - 14.8.2 Votes:** any one or more delegate may exercise all of the votes to which the Affiliated Association that the delegate represents is entitled to exercise;
 - 14.8.3 Votes need not be Cast in Same Way:** An Affiliated Association need not cast all of its votes in the same way.

14.8.4 Delegates' Powers: delegates have the right to consider and, if entitled to vote, amend, pass or reject motions relating to any matters in respect of which proper notice in accordance with this Constitution has been given.

14.9 Methods of Holding Meetings: General Meetings are held by a meeting of the persons entitled to attend in person.

14.10 Notice Irregularity: Any irregularity in the notice of a General Meeting or conduct or procedure is waived if there is no protest from any of the entitled persons attending the Meeting as to the irregularity; or if all entitled persons attending the Meeting agree to the waiver.

14.11 Powers Exercisable by Ordinary Resolution: Unless otherwise specified in this Constitution, a power or right reserved to members entitled to vote at an Annual Meeting may be exercised by simple majority vote of votes cast by members (entitled to vote and present at the General Meeting (more than 50% of required votes cast in favour).

15. VOTES OF MEMBERS

15.1 Voting Entitlements:

15.1.1 Affiliated Associations: At General Meetings such Affiliated Associations which have at least one delegate present shall be entitled to the number of votes determined in accordance with the following formula and based on the player list provided by that Affiliated Association to BBNZ pursuant to Rule 11.2.1 for the calendar year (or any part of it) immediately preceding the year in which the General Meeting is being held:

- (a) Up to 499 players - 2 votes;
- (b) Between 500 and 999 players - 3 votes;
- (c) Between 1000 and 1999 players - 4 votes;
- (d) Above 2000 players - 5 votes;

15.2 Financially Current: Notwithstanding anything else contained in this Constitution no Affiliated Association which has not paid the BBNZ membership fees or levies applicable to it; by the due date(s) occurring before the Meeting, shall be entitled to any votes at a General Meeting.

15.3 No Player List Supplied: Notwithstanding the provisions of Rule 15.1, if an Affiliated Association has not provided a list to BBNZ in accordance with Rule 8.5.2 for any part of the calendar year in the year before the General Meeting is held, then that Association shall, if it has at least one delegate present at a General Meeting, be entitled to 2 votes at the General Meeting.

16. PROCEEDINGS AT MEETINGS OF MEMBERS

16.1 The following proceedings shall apply to each Annual General Meeting and Special Meeting:

16.1.1 Quorum: No business may be transacted at any General Meeting if a quorum is not present. A quorum for a General Meeting is present if a delegate from one half of the Affiliated Associations that are not disqualified from voting in terms of Rule 15.2;

16.1.2 Chairperson: The chairperson of all General Meetings will be the President of BBNZ or, if absent, the Vice President of BBNZ or, in the absence of both, a person elected by the Board.

16.1.3 Casting Vote: The chairperson of a General Meeting shall not have a casting vote. The chairperson may exercise a deliberative vote(s) if the chairperson has the right to vote.

16.1.4 Regulation of Procedure: The chairperson of a General Meeting shall regulate the proceedings at that Meeting.

16.1.5 Powers to Adjourn Meetings: The chairperson of any General Meeting:

(a) **Discretion to Adjourn:** may adjourn the meeting from time to time and from place to place; and

(b) **Direction from the Meeting:** shall adjourn the meeting if so directed by the Meeting.

No business will be transacted at any adjourned meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for 30 Business Days or more, notice of the adjourned meeting must be given as in the case of an original Meeting, but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

16.2 Scrutineers: For each General Meeting at least two witness Scrutineers shall be appointed by the Meeting to keep a record of and count votes cast at the General Meeting.

16.3 Voting: Voting at General Meetings may be by voice, a show of hands, or ballot as follows:

16.3.1 Voting by Voice or Show of Hands: If no objection is voiced voting will be carried out by voice. Where voting is to be by voice, the chairperson must call for votes in favour of

the resolution to be voiced, and then call for votes against the resolution to be voiced. If votes are voiced for and against the resolution a voting Member may, before or after the result is declared by the chairperson, request that the voting be by a show of hands or by ballot in accordance with the next sub-clause 16.3.

16.3.2 Voting by Ballot: if there is an objection voiced, the chairperson will propose a resolution that voting be by roll. If voting is by roll, the Scrutineers must record the votes at the General Meeting in respect of each resolution as follows:

- (a) votes cast whether by show of hands or in writing, will be counted by the Scrutineers who will deliver to the chairperson a certificate setting out the number of votes cast in favour and against the resolution; and
- (b) the chairperson will convey the result (but not in the case of a vote for election to office the numbers of votes for each candidate received) of the poll to the General Meeting.

16.3.3 Pecuniary Interest: The Chairperson may in their sole discretion disallow any vote of a person who has a pecuniary interest in the subject matter of a resolution that has been put to the vote.

16.4 Proxy Votes: A Member entitled to vote shall be entitled to vote by written proxy in favour of another person who is a Member entitled to vote; but no other proxy voting shall be permitted.

16.5 Election of Officers: For any election of Officers:

16.5.1 Secret Ballot: the election shall be decided by secret ballot;

16.5.2 Highest Polling: The highest polling candidate, or number of candidates equal to the number of Board Members required to be elected, shall be the successful candidates. If there is a tied vote and a position is still required to be filled, then there shall be a second vote for the vacant position in which the only candidates to be voted on shall be the candidates with the tied vote in the first round vote;

16.5.3 Multiple Vacancies: if there is more than one vacancy in the number of Board Members to be voted for, then all candidates shall be put to the vote at the same time.

16.6 Validity of Votes: In the case of any dispute as to the admission or rejection of a vote at a General Meeting, the chairperson will determine the same and such determination will be conclusive.

16.7 Resolution in Writing: A resolution in writing signed by 75% of voting Members for the time being entitled to receive notice of and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held. Any such resolution may consist of several documents in identical form each signed by one or more voting Members and any such document sent by an voting Member by facsimile transmission or other electronic means approved by the Board shall be deemed to have been signed by such voting Member.

17. APPOINTMENT OF OFFICERS

17.1 Appointment of Patron: At each Annual General Meeting the Members shall elect a Patron who should hold that position until the expiry of the following Annual General Meeting.

17.2 Officers: The Officers are elected at the Annual Meeting by Affiliated Associations and consist of a President, a Vice President; and four elected Board Members. A person nominated for the office of President or Vice President or as a Board Member (except as a co-opted Board Member) must be nominated in accordance with Rule17.3.

17.3 Term of Appointment of Officers: The Officers hold office for the following terms:

17.3.1 President and Vice President: The President and Vice President each hold office for a term of two consecutive years; and

17.3.2 Board Members: Two members of the Board shall be elected at each Annual General Meeting for a period of two consecutive years.

17.3.3 Re-election: The President the Vice President and each Board Member will be eligible for re-election to their respective positions after the expiry or termination of their appointment to those positions.

17.4 Nominations of Officers: Nominations of persons for election as a President, Vice President or as an elected member of the Board (except for a co-opted Board Member) may only be made by an Affiliated Association and must be received by the Chief Executive Officer not later than 20 Business Days before the date of the Annual Meeting at which an election of Officers is to be held.

17.5 Number of Board Members: The Board shall consist of the President , the Vice President, not more than four elected Board Members; not more than two co-opted Board Members.

17.6 Co-opted Board Members: The Board may from time to time and on the terms established by the Board at the time of the appointment co-opt up to two other persons (at any one time) as Board Members.

17.7 Disqualification: No employee or contractor of BBNZ is eligible to for election to the Board, provided however, for the avoidance of doubt, a person who acts for, or provides services to BBNZ in a professional capacity, may be a Board Member notwithstanding that such a person may, in acting or providing services appointed in such professional capacity, be a contractor of the BBNZ.

18. TERMINATION OF OFFICE OF BOARD MEMBERS

18.1 Retirement: From the Annual General Meeting held in 2003 and in each succeeding year, three Officers shall retire. The Officers to retire in each year shall be those who have been longest in Office. Upon such retirement each Officer will be eligible for re-election.

18.2 Vacancy: If the office of an Officer becomes vacant for any reason before the end of that Officer's terms of office, the following shall apply:

18.2.1 Nomination of Replacement: unless the Board resolves not to fill the vacancy a person shall be nominated, recommended and elected to the vacant office by the same procedure as that by which the Officer whose office became vacant became a member except that such election may be held at the next Annual Meeting, or at a Special Meeting called for this purpose or this purpose amongst others;

18.2.2 Board may resolve not to fill the Vacancy: The Board may decide that the vacancy need not be filled until the next Annual General Meeting or Special General Meeting called for the purpose of filling the vacancy or for that purpose, amongst others.

18.2.3 Term: any person nominated, recommended and elected under this Rule 18.2 holds office for the period commencing on the date of election and ending at the expiration of the term of office of the Officer whose office became vacant.

18.3 Removal of Board Members: No Officer or a co-opted Board Member shall be removed during their term of office except by a 75% or greater majority of votes recorded at a General Meeting. The Chief Executive Officer must give not less than 15 Business Days' notice, including the reasons therefore, to the Officer concerned of the meeting at which a motion for removal from office is to be considered. If an Officer is removed from office under this Rule, the election of a new Officer shall be resolved upon at the meeting at which a motion for removal from office is to be considered.

18.4 Forfeiture: Any Officer absent without leave from three consecutive meetings of the Board shall be deemed to have forfeited their position as Officer and Rule 18.2 will apply.

18.5 Automatic Removal: A Board Member is automatically removed from office if the Board Member:

18.5.1 Bankrupt: is an undischarged bankrupt;

18.5.2 Conviction: is a person who has been convicted of any offence and has been sentenced to a term of imprisonment;

18.5.3 Disqualified Director: is a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 382 or section 383 or section 385 of the Companies Act 1993;

18.5.4 Incapacity: becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

If any Officer is so removed, Rule 18.2 will apply.

19. PROCEEDINGS OF THE BOARD

19.1 Quorum: Five Board Members, constitute a quorum at meetings of the Board.

19.2 Convening Meetings: The Board will meet:

19.2.1 As it Decides: at such times and places as it decides; or

19.2.2 Special Meeting: at a special meeting of the Board called by the Chief Executive Officer on receipt of a requisition from the President or any two Board Members. The date and place of special meetings will be determined by the Chief Executive Officer.

19.3 Notices: Not less than five Business Days notice of a Board meeting must be given to Board Members.

19.4 Irregularity in Notice: An irregularity in the notice of a meeting is waived if all Board Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all the Board Members entitled to receive notice of the meeting agree to the waiver.

19.5 Adjournment: A meeting of the Board may be adjourned to such date and place as the meeting shall decide.

19.6 Method of Meeting: A meeting of the Board may be held as follows:

- 19.6.1 Actual Meeting:** by a number of the members of the Board who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
- 19.6.2 Contemporaneous Linking:** by the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Board participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
- 19.7 Number of Votes:** All Board Members have one vote. The chairperson shall have a deliberative and a casting vote, and if the chairperson exercises their deliberative vote they must do so at the same time as other Board Members. If the chairperson does not vote on the motion no casting vote may be exercised..
- 19.8 Majority:** All matters for decision at Board meetings will be decided by a majority of votes of Board Members present.
- 19.9 Counting of Votes:** Voting at Board meetings may be by voices or show of hands but if it is desired by any Board Member present, it will be by ballot. Votes cast will be counted and the result declared by the Board Members who shall have been appointed by the chairperson to act as scrutineers.
- 19.10 Chairperson and Deputy Chairperson:** The President and Vice President shall be chairperson and deputy chairperson respectively of the Board meetings.
- 19.11 Absence of Chairperson:** In the absence of the chairperson from any meeting of the Board the deputy chairperson will exercise the powers of the chairperson and in the absence of both the chairperson and the deputy chairperson, a chairperson must be elected from the Board Members present for that meeting.
- 19.12 First Meeting:** The Board, at its first meeting after an Annual General Meeting, shall appoint for the ensuing year BBNZ's two representatives on the Board of New Zealand Basketball League Limited.
- 19.13 Minutes:** The Board must ensure that minutes are kept of all proceedings at meetings of the Board.
- 19.14 Resolution in Writing:** A resolution in writing signed by 75% of Board Members is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided that the members of the Board signing the resolution would have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in identical form each signed by one or more Board Members. Any such document sent by a Board

Member by facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Board Member.

19.15 Interested Board Members: A Board Member who is interested (excluding a pecuniary interest) in a matter the subject of a proposed resolution of the Board; or any proposed contract to be entered into by BBNZ; and who has declared his or her interest and the nature of that interest, in the proposed resolution or contract to the relevant meeting of the Board:

19.15.1 May attend and speak at the Board meeting at which the proposed resolution/contract is discussed;

19.15.2 May vote on the resolution;

19.15.3 May sign a document on behalf of BBNZ relating to the subject matter of the resolution.

Notwithstanding that interest.

19.16 Pecuniary Interest: A Board Member having a pecuniary interest in a matter the subject of a proposed resolution of the Board, or any proposed contract to be entered into by BBNZ may not vote or speak on the subject at the relevant Board Meeting.

20. POWERS AND DUTIES OF BOARD

20.1 Powers: Subject to the provisions of Rules 14.2 and 14.8.4 BBNZ delegates to the Board the governance, stewardship of, and overall policy formulation for, basketball and the management of the affairs of BBNZ; and in particular the Board's following powers as well as those expressly provided elsewhere in these Rules:

20.1.1 Powers of BBNZ: to exercise any and/or all of the powers of BBNZ other than those required to be exercised by the Members at a General Meeting;

20.1.2 Delegate: to delegate any of its powers to such person or persons as the Board may determine from time to time and on such terms as the Board determines;

20.1.3 Sub-Committees: to appoint sub-committees of the Board, and to delegate any of the Board's powers to any such sub-committee of the Board. The membership, terms of reference and powers of any such sub-committee shall be set out by the Board when the sub-committee or committee is established. A member of a sub-committee need not be a Board Member.

20.1.4 Regulations: to make or amend any Regulations of BBNZ which, (without limitation). include:

- (a) Board Procedures;
- (b) Doping;
- (c) Personnel Policy;
- (d) Judicial Regulations;
- (e) Code of Conduct;
- (f) Fair Play Regulations;
- (g) Competition/Tournament Procedures;
- (h) Harassment Free Basketball;
- (i) Selection Regulations.

20.1.5 Disciplinary Matters: to discipline members of BBNZ for any offence under any regulation of BBNZ, (or to delegate such power to a disciplinary committee), including imposing any sanctions under such regulations, and to make and amend regulations including providing for doping offences and appeals from decisions of BBNZ (including its disciplinary committee), to be heard and determined by the New Zealand Sports Disputes Tribunal as set out in the rules of such Tribunal;

20.1.6 Appoint Selectors and Coaches: to appoint or approve the appointment of selectors, managers or coaches of New Zealand basketball teams (whether representative teams or otherwise) as the Board may decide;

20.1.7 Affiliated Associations: to consider and approve or not, and on any terms resolved by the Board, applications from organisations to become an Affiliated Association or an Associate Member;

20.1.8 Rulings: to furnish rulings upon the Laws of the Game when requested to do so by an Affiliated Association;

20.1.9 Settle Disputes: to settle disputes between Affiliated Associations when one of the Affiliated Associations which is a party to the dispute requests BBNZ to do so;

20.1.10 Budget: To have prepared a budget for the financial year including recommendations of the Affiliation Fees or Member levies for presentation at the Annual General Meeting held in that year.

20.1.11 Other: to do all such other things that are necessary to give effect to the Objects of BBNZ.

20.2 Board to Interpret: If any difference of opinion arises as to the meaning of any Rule of this Constitution, it shall be determined by the Board or, if it occurs at a General Meeting, by the chairperson of that Meeting in each case:

20.2.1 Acting in a manner which would best achieve the Objects of these rules; and

20.2.2 In such a manner as it deems expedient.

20.3 Saving: If any case should occur which, in the opinion of the Board, is not provided for in these Rules, it shall be determined by the Board in such manner as it deems expedient.

20.4 Ratification: The purported exercise by a Board Member, the Chief Executive Officer, or a sub-committee of the Board of a power vested in the Board may be ratified or approved by the Board. The purported exercise of a power ratified under this Rule is deemed to be, and to always have been, a proper and valid exercise of that power.

20.5 Funds and Investment: The funds and property of BBNZ shall be controlled, invested and disposed of by the Board subject to this Constitution. The funds shall be devoted solely to the furtherance of the Objects of BBNZ.

20.6 Indemnity of Officers: Each member of the Board, the Chief Executive Officer, and any other employee or servant of BBNZ (each "Indemnified Party"):

20.6.1 is indemnified by BBNZ from and against all losses and expenses incurred by that Indemnified Party or in or about the discharge of that Indemnified Party's duties; and

20.6.2 is not liable for the acts or omission of any other person being a Board Member, the Chief Executive Officer, the Patron or any other employee or servant of BBNZ or for joining in any act or receipt or for any act of conformity or for any loss happening to BBNZ,

unless due to the Indemnified Party's own wilful default.

21. EXPENSES OF BOARD MEMBERS AND OFFICERS

21.1 Expenses: Board Members may be reimbursed for reasonable travelling, accommodation and other expenses incurred in the course of performing duties or exercising powers as a Board Member.

22. CHIEF EXECUTIVE OFFICER

- 22.1 Chief Executive Officer:** The Board may from time to time appoint a Chief Executive Officer of BBNZ for such period and on such terms as it thinks fit and may terminate such appointment. The Board may, from time to time, confer upon the Chief Executive Officer any of the Board's powers, upon such terms and conditions as the Board sees fit and may revoke or vary any or all of such powers.
- 22.2 Communications:** The Chief Executive Officer shall ensure that there is regular communication, robust consultation and good understanding between BBNZ and its Members, other sports service organisations and government agencies.
- 22.3 Reports:** The Chief Executive Officer shall prepare for the Board such reports, budgets and financial statements as may be required for the orderly operation of BBNZ or as otherwise required by the Board of BBNZ.

23. NEW ZEALAND SPORTS DISPUTES TRIBUNAL

- 23.1 Recognition:** BBNZ recognises the New Zealand Sports Disputes Tribunal established by Sport and Recreation New Zealand as the appropriate forum to resolve certain sport-related matters as set out in the rules of that Tribunal.
- 23.2 Appeals:** In addition to the right of appeal under clause 20.1.5 of this Constitution, any member who or which wishes to appeal a decision of BBNZ regarding any other sports-related matter where s/he/it has exhausted their rights of appeal within this Constitution and/or the Regulations of BBNZ, may appeal to the New Zealand Sports Disputes Tribunal. The rules of that Tribunal shall apply to any such appeal.

24. COMPETITION STRATEGY

- 24.1 Change to Competition Strategy:** The Board shall establish and from time to time and review the eligibility for participation in BBNZ competitions and tournaments in accordance with:
- 24.1.1** The policies and recommendations of FIBA;
 - 24.1.2** The furtherance of the Objects of BBNZ;
 - 24.1.3** The interests of Members.

25. EXECUTION OF INSTRUMENTS

25.1 Execution of Documents: Contracts and other enforceable obligations requiring the signature of BBNZ must be signed on behalf of BBNZ as follows:

25.1.1 Deeds: if a deed, under the common seal of BBNZ affixed to any document or writing only after approval resolution of the Board, by two Board Members;

25.1.2 Contracts: if a contract, by a person acting on behalf of and under the authority of the Board.

26. FINANCE

26.1 Books to be Kept: The Board must ensure proper accounting records of BBNZ are kept.

26.2 Financial Year: The financial year of BBNZ will commence on 1 January and end on 31 December next following.

26.3 Receipts and Payments: All money received by BBNZ must be paid into a bank to the credit of BBNZ. All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of BBNZ must be signed by two of the signatories authorised by the Board.

26.4 Audit: The accounts of BBNZ shall be audited by an auditor appointed at the Annual Meeting. The auditor shall not hold any other office in BBNZ.

27. NOTICES

27.1 Manner of Notice: A notice under these Rules may be given personally, by post, by facsimile or by email.

27.2 Receipt of Notice: A notice will be deemed to have been received:

27.2.1 Personally Delivered: if personally delivered, when received;

27.2.2 Sent: if sent by post, three Business Days after it was sent;

27.2.3 Facsimile: if sent by facsimile, on receipt by the sender of a transmission report indicating that the facsimile was sent in its entirety to the recipient's facsimile number; and

27.2.4 Email: if sent by registered email, on receipt by the sender of an email message indicating that the email has been opened at the recipient's terminal,

provided that if a notice is received on a date that is not a Business Day or after 5 pm on a Business Day, it will be deemed to have been received on the next Business Day.

28. LIQUIDATION

- 28.1 Liquidation:** BBNZ may be liquidated if a motion to do so has been passed by a majority of the votes recorded at a General Meeting of which at least 20 Business Days notice has been given in writing by the Chief Executive Officer to each Affiliated Association and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 28.2 Distribution of Surplus Assets:** Upon liquidation, any property or assets remaining after the satisfaction of all BBNZ's debts, liabilities and obligations shall be given or transferred to such Affiliated Association(s) or the New Zealand Basketball Foundation or charitable purposes as the Affiliated Associations of BBNZ by a majority of votes decides.

29. ALTERATIONS

- 29.1 Alterations:** No part of this Constitution may be rescinded or altered nor a new Rule added except by a majority of two-thirds of the votes cast at a General Meeting of BBNZ. Notice of any proposed rescission, alteration or addition must be given in writing to the Chief Executive Officer at least 20 Business Days before the meeting at which it is to be considered.
- 29.2** No addition to or alteration of the Objects, especially the non-profit ones, personal benefit clause or winding up clause shall be approved without written approval of the Inland Revenue Department.
- 29.3** The provisions of Rule 29.2 shall not be removed from this document and shall be included and implied into any document replacing this document.