

Bowls New Zealand
Greenkeeping Association Incorporated

Incorporated Society No. 522778

Constitution

Incorporating alterations adopted at the AGM on 23 June 2025

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1 CONSTITUTION

2 Name

The name of the society is **Bowls New Zealand Greenkeeping Association Incorporated** (in this Constitution referred to as the '**BNZGA**').

3 Interpretation

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

"Affiliation Fee or Membership Fee" means a fee payable by each member to BNZGA.

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' (AGM) means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.

"Board" means the body that is responsible for the governance and management of the BNZGA as described in this Constitution.

"Board Member" means any person elected or co-opted to the Board in accordance with this Constitution.

"Bowls New Zealand" means Bowls New Zealand Incorporated.

"Bowls New Zealand Judicial Committee" means the Bowls New Zealand judicial committee established in accordance with the Bowls New Zealand Regulations or, in the absence of such Bowls New Zealand Regulations, as determined by the Bowls New Zealand Board.

'Chairperson' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Association.

'Centre' means a Bowling Centre that is a member of Bowls New Zealand Incorporated, and by virtue of such membership is also a member of the Bowls New Zealand Greenkeepers Association.

'Club' means a bowling club that is a member of a Centre, and by virtue of such membership is also a member of the Bowls New Zealand Greenkeepers Association.

'Committee' means the Association's governing body.

‘Constitution’ means the rules in this document.

“Contact Person” means a person holding the position of contact person for the BNZGA, being the person, the Registrar of Incorporated Societies can contact when needed.

Construction: In this Constitution means:

- a) a gender includes all other genders;
- b) the singular includes the plural and vice-versa;
- c) any reference to legislation includes any regulation, order-in-council or other instrument issued or made under that legislation, and any modification or re-enactment of that legislation, or any legislation enacted in substitution of that legislation;
- d) any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- e) a reference to persons includes bodies corporate;
- f) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person; and
- g) headings and the contents page are for reference only and are to be ignored in construing this Constitution.

“Delegate” means a person appointed by a Centre under Rule 8 to represent the Centre at General Meetings of BNZGA, or to represent a Region on the Board of BNZGA under Rule 18.1.

“Disputes and Complaints” means a situation where a Member has a grievance or difference about the meaning or effect of any rule, provision, decision, policy, practice, right, privilege or direction determined by another Member.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Association.

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

‘Interested Member’ means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

“Member” means a member of the BNZGA as specified in Rule 7 (Membership) of this Constitution.

“Misconduct” means, but shall not be restricted to, situations where a Member:

- a) at any event, function or activity of the BNZGA whilst on the property of an affiliated Club or Centre of Bowls New Zealand, uses any profane, indecent or improper language;

- b) at any time or place engages in offensive or insulting behaviour towards the BNZGA, or any member of the BNZGA.
- c) breaches include:
 - i. acts in a manner which brought, or could bring the BNZGA into disrepute;
 - ii. acts in a manner unbecoming of a Member, or which is prejudicial to the Objectives of the BNZGA;
- d) aids or abets any of the conduct specified in (a) to (c) above.

‘Notice’ to Members includes any notice given by email, post, or courier.

“Objectives” means the objectives set out in rule 5 of this Constitution.

‘Officer’ means a natural person who is:

- a) a member of the **Board**, or
- b) occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any President or Treasurer.

“Ordinary Resolution” means a resolution passed by a majority of the votes properly cast by those Voting Members present and entitled to vote at the General Meeting at which the vote is occurring.

“President and Vice President” means the President and Vice President of the BNZGA elected in accordance with the constitution.

“Privacy Officer” means the person appointed by the Board from time to time to carry out the representations set out in section 23 of the Privacy Act 2020 and any other functions delegated by the Board.

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

“Rules” means the rules of this Constitution.

‘Secretary’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

“Special Resolution” means a resolution passed by two-thirds of the votes properly cast by those Voting Members present and entitled to vote at the General Meeting at which the vote is occurring.

“Voting Member” means those persons entitled to vote at General Meetings of the BNZGA as specified in this Constitution.

‘Working Days’ means as defined in the Legislation Act 2019.

4 Registered Office and Contact Persons

- 4.1 The registered office of the BNZGA shall be at such place as determined by the Board of the BNZGA from time to time.
- 4.2 At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Incorporated Society Act 2022. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

5 Objectives

The objectives of the BNZGA are to:

- 5.1 Provide a competent and efficient organisation for the advancement and maintenance of best practice in greenkeeping and turf care for natural and artificial bowling greens in New Zealand.
- 5.2 Provide information, assistance and resources to members to support their delivery of greenkeeping services.
- 5.3 Work with technical experts to support the delivery, advancement and maintenance of best practice in greenkeeping.
- 5.4 Work with technical experts and education providers to support the development and delivery of training programmes and professional development opportunities for new and existing greenkeepers.
- 5.5 Promote greenkeeping as a rewarding career or employment opportunity to develop new greenkeepers for the future.
- 5.6 Act in good faith to support the game of bowls, Bowls New Zealand, centres, clubs and bowling club members.

6 Powers

- 6.1 The Association shall have and enjoy all such powers, authorities and rights as may be conducive to the achievement of the objects or any of them and for such purpose the Association may exercise any of the following powers:
 - a) To raise funds in any manner appropriate to or towards the objects of the Association.

- b) To invest any monies not immediately required in such manner and with or without security as the Association may from time to time determine.
- c) To establish, operate and draw on bank or other accounts, to accept and negotiate bills of exchange, online banking and other negotiate instruments and generally to conduct any financial or business activities conducive to the purposes or objects of the Association.
- d) Purchase, lease, hire, or otherwise acquire and hold real and personal property, rights, and privileges.
- e) Determine, raise and receive money by subscriptions, donations, fees, levies, the sale of goods and services, gate charges, sponsorship, government funding, local authority funding and gaming grants or otherwise.
- f) Enforce disciplinary procedures for its Members in line and consistent with the Bowls New Zealand Greenkeepers Constitution.
- g) Engage people and organisations to work for and with the BNZGA, provided that the payment for such services shall not exceed the market rate.
- h) Be a recognised and associated organisation of Bowls New Zealand.
- i) Determine who are its Members in accordance with this Constitution;
- j) Establish and maintain a Board, committees, and other groups and to delegate its powers and functions to such groups.
- k) Award, grant, or otherwise honour achievement and services to the lawn bowls Greenkeeping and the BNZGA.
- l) Select member representatives as regional delegates.
- m) Print and publish documents and implement any computer systems or software packages that the members may consider desirable for the promotion of its Objectives.
- n) Produce, develop, create, licence and otherwise exploit, use, and protect the Intellectual Property of the BNZGA.
- o) Do any other acts or things which further the Objectives.

6.2 The powers specified in Rule 6.1 shall not limit the rights and powers of the BNZGA as an incorporated society under the Incorporated Societies Act 2022.

7 Membership

7.1 **Membership Categories.** The categories of membership of the BNZGA, (collectively called “Members”) shall be:

- a) **Centres:** as described in Rule 8 of this Constitution.
- b) **Clubs:** as described in Rule 9 of this Constitution.
- c) **Greenkeepers:** as described in rule 10 of this Constitution.
- d) **Life Members:** as described in Rule 11 of this Constitution.

- 7.2 **Associated membership:** may be confirmed on another person or organisation at the discretion of the executive of BNZGA and approval of that membership application will be made by the BNZGA Board.

8 Centre Membership

- 8.1 The following Bowling Centres which are located within the Centre Districts identified below are members of the BNZGA:

Centre District	Centre
Auckland	Auckland Bowls Incorporated
Bay of Plenty	Bowls Bay of Plenty Incorporated
Northland	Bowls Northland Incorporated
Counties-Manukau	Bowls Counties Manukau 2010 Incorporated
Far North	Bowls Far North Incorporated
North Harbour	Bowls North Harbour Incorporated
Thames Valley	Thames Valley Bowls Incorporated
Waikato	Bowls Waikato Incorporated
Gisborne-East Coast	Bowls Gisborne-East Coast Incorporated
Hawkes Bay	Bowls Hawkes Bay 2000 Incorporated
Kapiti Coast	Bowls Kapiti Coast Incorporated
Manawatu	Bowls Manawatu Incorporated
Taranaki	Bowls Taranaki Incorporated
Wairarapa	Bowls Wairarapa Incorporated
Wanganui	Bowls Wanganui Incorporated
Wellington	Bowls Wellington Incorporated
Buller	Bowls Buller Incorporated
Canterbury	Bowls Canterbury Incorporated
Central Otago	Central Otago Bowls Incorporated
Dunedin	Bowls Dunedin Incorporated
Marlborough	Bowls Marlborough Incorporated
Nelson	Bowls Nelson Incorporated
North Otago	Bowls North Otago Incorporated
South Canterbury	Bowls South Canterbury Incorporated
South Otago	Bowls South Otago Incorporated
Southland	Bowls Southland Incorporated
West Coast	Bowls West Coast Incorporated

- 8.2 The Centre shall appoint a Delegate (referred to as 'Centre Delegate' in this Constitution) for General Meetings in accordance with Rule 21.14.

- 8.3 The Centre Delegate may be a member of the Centre Greenkeeping Association or Committee, a Greenkeeper, Green Superintendent, Centre Official, or other person from the Centre.
- 8.4 The Centre Delegate will represent the Centre, Centre Greenkeeping Association or committee, Member Clubs, and Greenkeepers of that Centre for voting in General Meetings. Each Centre Delegate will have one vote in those General Meetings.
- 8.5 For the purpose of electing board members as per Rule 18.1 Positions on the Board (to ensure representation across the country on the Board), the Centres are divided into three Regions:

Centre District

Centre

Region One

Auckland	Auckland Bowls Incorporated
Bay of Plenty	Bowls Bay of Plenty Incorporated
Northland	Bowls Northland Incorporated
Counties-Manukau	Bowls Counties Manukau 2010 Incorporated
Far North	Bowls Far North Incorporated
North Harbour	Bowls North Harbour Incorporated
Thames Valley	Thames Valley Bowls Incorporated
Waikato	Bowls Waikato Incorporated

Region Two

Gisborne-East Coast	Bowls Gisborne-East Coast Incorporated
Hawkes Bay	Bowls Hawkes Bay 2000 Incorporated
Kapiti Coast	Bowls Kapiti Coast Incorporated
Manawatu	Bowls Manawatu Incorporated
Taranaki	Bowls Taranaki Incorporated
Wairarapa	Bowls Wairarapa Incorporated
Wanganui	Bowls Wanganui Incorporated
Wellington	Bowls Wellington Incorporated

Region Three

Buller	Bowls Buller Incorporated
Canterbury	Bowls Canterbury Incorporated
Central Otago	Central Otago Bowls Incorporated
Dunedin	Bowls Dunedin Incorporated
Marlborough	Bowls Marlborough Incorporated
Nelson	Bowls Nelson Incorporated
North Otago	Bowls North Otago Incorporated
South Canterbury	Bowls South Canterbury Incorporated
South Otago	Bowls South Otago Incorporated
Southland	Bowls Southland Incorporated
West Coast	Bowls West Coast Incorporated

9 Clubs

- 9.1 Bowling Clubs that are members of a Centre identified in 8.1 (Centres), including Clubs where there is no Centre Greenkeeping Association.
- 9.2 Bowling Clubs are represented in General Meetings of the BNZGA by their Centre Delegate.

10 Greenkeepers

- 10.1 Greenkeepers, green superintendents or Bowling Club members responsible for maintaining bowling greens, who are members of a Centre or Bowling Club.
- 10.2 Members of Greenkeeping Associations who are members of a Centre or Bowling Club.
- 10.3 Greenkeepers, as described in 10.1 and 10.2 above, are represented in General Meetings of the BNZGA by their Centre Delegate.

11 Life Members

11.1 Life Members

- a) **Life Membership:** Any affiliated Centre, Club or member may propose that a person be made a Life Member of the BNZGA. Every such proposal shall be made in writing setting out the basis upon which the proposer considers the person has rendered outstanding services to Greenkeeping in the sport of Lawn Bowls. The application shall first be considered by the BNZGA Board and if approved by it, shall be put forward for consideration at a General Meeting of the BNZGA. At any General Meeting where such a proposal is being considered, the proposal must be supported by a Special Resolution before life membership is conferred.
- b) **Duration of Membership for Life Members:** Unless a Life Member's membership is terminated early in accordance with this Constitution, Life Members shall be Members of the BNZGA for their lifetime without any need to renew their Membership, commencing on the date their life membership is granted.
- c) **Rights:** A Life Member shall be entitled, at that person's own expense, to attend all General Meetings of the BNZGA and take part in the debate but shall not be entitled to vote in that capacity.
- d) **Obligations:** A Life Member is not required to complete a BNZGA membership form but is deemed upon their appointment to acknowledge and agree to the obligations of a Member under Rule 8 (Rights & Obligations of Members).

12 Subscriptions & Other Fees

- 12.1 **Annual Subscriptions:** The annual subscription fee(s) due and payable to the BNZGA by every Centre Member shall be determined as follows:
- a) the Board shall recommend the annual subscription fee(s) for Centre Members for consideration at a General Meeting.
 - b) the recommended annual subscription fee(s) shall be approved at a General Meeting and if they are not approved the fee(s) shall remain the same as the previous year.
- 12.2 **Additional Fees:** In addition to the annual subscription fee(s) to Centre Members, the Board may in its discretion specify administration fees, or fees for other activities conducted by the BNZGA, which may be due and payable by Centre Members.
- 12.3 **Payment Date(s):** The Board may determine, in its discretion, the due date(s) for payment of any fees.
- 12.4 **Reduction:** The Board has the power to reduce the annual subscription fee(s) payable by any Centre Member seeking to join the BNZGA if;
- a) the Centre is seeking to join the BNZGA after the Membership Year has commenced.
- 12.5 **Default by Members:** If a Centre Member has not paid their annual subscription fee(s) or any other moneys owing to the BNZGA within 30 Days of the due date for payment then that membership may be suspended and that member (and its membership) shall not be entitled to exercise or enjoy any right, privilege, or advantage of membership until all such moneys have been paid, unless the Board determines otherwise in special circumstances. Before any suspension can take effect the BNZGA must give written notice to the Member concerned of the outstanding moneys owed.
- 12.6 **Penalty:** The Board may determine a penalty payment (or payments) for any default in payment of any annual subscription fee(s) or other fees by a Member.
- 12.7 **Centres Levying Clubs.** Centres, or their Greenkeeping Association or Committee, are responsible for levying any fees (if applicable) to member Clubs within their Centre at their own discretion.

13 Rights & Obligations of Members

Members acknowledge and agree that:

- a) this Constitution constitutes a contract between each of them and the BNZGA and they are bound by this Constitution;
- b) they shall comply with and observe this Constitution, and any determination, resolution or policy which may be made or passed by the BNZGA;

- c) they are subject to the jurisdiction of the BNZGA;
- d) this Constitution, is necessary and reasonable for promoting the Objects of the BNZGA;
- e) this Constitution, is made in the pursuit of a common object, namely the mutual and collective benefit of the BNZGA, its Members, Greenkeeping and the Game of Bowls; and
- f) they are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution.

14 Application for Membership

- 14.1 **Existing Members:** Every member of the BNZGA immediately prior to the commencement of this Constitution is deemed to be a Member of the BNZGA from the date this Constitution comes into force.
- 14.2 **New Members:** Any Centre not included within the provisions of Rule 14.1 (Existing Members), may apply in writing to the BNZGA Secretary for membership.
- 14.3 **Application Form:** The Secretary of the BNZGA will provide an application form for applicants to complete.
- 14.4 **Consideration of Application:** Upon receipt of an application pursuant to Rule 14.2 (New Members), the BNZGA Board shall consider the application. If it is approved the Secretary shall update the BNZGA Register of Members.

15 Register of Members

- 15.1 **Membership Register:** The BNZGA will keep a register of all its members, which shall be held at the BNZGA office. The membership will be updated annually at the completion of membership fees being paid.
- 15.2 **Privacy Act 2020:** It is a condition of membership of the BNZGA that each Member provide certain personal information about themselves (including their name, contact details, date of joining and the other mandatory personal information sought in the Membership Application). For the purposes of Principles 10-11 of the Privacy Act 2020, the use or disclosure of personal information obtained pursuant to Rule 15.1 (Membership Register) shall, subject to the provisions of Rule 15.3 (Exemptions), be a use or disclosure of information authorised by the individual concerned, or a use or disclosure connected with or directly related to the purpose for which the information was obtained.
- 15.3 **Exemptions:** Notwithstanding the provisions of Rule 15.2 (Privacy Act 2020):
 - a) should any person object to the disclosure of personal information in the manner prescribed by the BNZGA, they may make application to the BNZGA's Privacy Officer for an exemption. Any application to the Privacy Officer for exemption under this provision shall fully state the grounds upon which the applicant relies; and

- b) any person dissatisfied with the decision of the Privacy Officer under this Rule may request that the matter be considered by the Board whose decision shall be final. The Board may, if it wishes to do so, seek input from Bowls New Zealand before making any final determination.
- 15.4 **Inspection of Register:** Any entry on the Register of Members shall, in respect of a Member, be available for inspection by that Member, upon reasonable request and in compliance with the Privacy Act 2020.

16 Resignation, Suspension & Termination of Membership

- 16.1 **Methods:** A Member's membership of the BNZGA shall end in any of the following circumstances:
- a) expiry (if any) of their membership;
 - b) resignation of membership as described in Rule 16.2 (Resignation);
 - c) termination for default in fees as described in Rule 16.3 (Suspension & Termination of membership); or
 - d) termination under Rule 23 (Discipline).
- 16.2 **Resignation:** A Member may resign their membership of the BNZGA by giving not less than 30 Days' notice in writing to the BNZGA Secretary (or such other person as designated by the Board). On expiry of the notice period, and provided that the Member has paid all arrears of subscriptions and fees due and payable to the BNZGA, the Member shall cease to be a Member.
- 16.3 **Suspension & Termination of Membership:** For the purposes of this Rule, the term "suspension" means the act of suspending a Member from membership of the BNZGA for a defined period of time, unless the terms of the suspension specify otherwise. The term "termination" means the action of expelling the Member and terminating their membership of the BNZGA indefinitely, unless the terms of the termination specify otherwise.
- 16.4 **Suspension & Termination for Default in Fees:** A Member may have their membership of the BNZGA suspended or terminated by the Board if any fees are due and outstanding to the BNZGA for a period of 60 Days or longer after the date of any notice requiring the Member to pay the same has been given to the Member by the BNZGA. Any such Member shall not be relieved from liability to pay the money owed to the BNZGA.

- 16.5 **Suspension & Termination by the BNZGA:** A Member may have their membership of the BNZGA suspended or terminated (and therefore also have their membership of Bowls New Zealand suspended or terminated) by the Board in accordance with Rule 23 (Discipline).
- 16.6 **Suspension & Termination by Bowls New Zealand:** A Member who has had their membership of the Bowls New Zealand suspended or terminated by Bowls New Zealand shall also have their membership of the BNZGA suspended or terminated. The Board is required to suspend or terminate any such Member immediately upon receiving notice from Bowls New Zealand that such suspension or termination has been determined. If the Member is subsequently reinstated to membership of Bowls New Zealand, then that membership shall be reinstated by the Board upon the BNZGA receiving notice from Bowls New Zealand of such reinstatement.
- 16.7 **Notification of Decision:** Upon receipt of any decision to suspend or terminate a membership of the member under Rule 16.5 (Suspension & Termination by the BNZGA) or Rule 16.6 (Suspension & Termination by Bowls New Zealand), the Secretary shall, as soon as practicable, inform the Member concerned and update the BNZGA's Register of Members.
- 16.8 **Consequences of Suspension or Termination of Membership:** A Member who is suspended or terminated from membership of the BNZGA shall forfeit all rights in and claims upon the BNZGA and its property (including Intellectual Property) and shall not use any BNZGA property (including Intellectual Property). The Member shall:
- a) not be entitled to any of the rights or privileges of membership set out in the Governing Documents, including the right to vote at General Meetings;
 - b) not be entitled to have access to any function, activity, facilities, services or premises of the BNZGA
- 16.9 **Reinstatement by BNZGA:** Membership, which has been suspended or terminated by BNZGA, may be reinstated at the discretion of the BNZGA Board.

17 Patron

- 17.1 The Board may, if it considers it appropriate to do so, make a recommendation to the Members for consideration at a General Meeting that a person be elected as the patron of the BNZGA for a specified period. If the Board provides such a recommendation and it is approved by Ordinary Resolution at a General Meeting, then that person shall become the patron of the BNZGA at the conclusion of that General Meeting for the period determined by the BNZGA. The patron shall not be a member of the Board.

18 Board

- 18.1 **Positions on the Board:** The BNZGA shall have a Board which shall consist of up to nine (9) people and no less than five (5) people who have assumed office in accordance with this Rule Constitution. The Board shall consist of the following:
- a) President.
 - b) Vice President.
 - c) Secretary.
 - d) Treasurer.
 - e) Three (3) other Board members (one each from Bowls New Zealand regions 1, 2 and 3 as detailed in Rule 8.5).
 - f) One (1) Bowls New Zealand appointee.
 - g) One (1) New Zealand Sports Turf Institute Inc. appointee (or other turf industry expert) as an associated member as per rule 7.2.
- 18.2 The positions of Secretary and Treasurer may be performed by one person as a dual role.
- 18.3 **Election:** The members of the Board of the BNZGA shall be elected at each AGM in accordance with this Rule 18 (Board), except for any members co-opted under Rule 18.4 (Co-option) or 19.2 (Co-option if a Vacancy Arises).
- 18.4 **Co-option:** The Board may, if it considers it desirable to do so at any time, co-opt up to two people to serve on the Board for a period determined by the Board (which shall not be longer than the next AGM and election of Officers). There is no limit to the number of times an individual may be co-opted onto the Board.
- 18.5 **Restriction:** Individuals may not be elected or co-opted to serve on the Board if any of the following apply:
- a) the person is an undischarged bankrupt, or is subject to a condition not yet fulfilled or any order under the Insolvency Act 2006;
 - b) the person has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last seven years;

- c) the person has been prohibited from being a director or promoter of, or being concerned or taking part in, the management of an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005; and
 - d) the person is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988.
- 18.6 **Term of Office:** The term of office of all elected members of the Board shall be from the conclusion of the AGM. There is no limit to the number of times a person may be elected or appointed to the BNZGA Board.
- 18.7 Subject to Rule 18.4 (Co-option), the term of office for a person who is co-opted to the Board shall commence on their appointment and expire at the conclusion of the next AGM. Each member of the Board shall be eligible for re-election or co-option.
- 18.8 **Call for Applications:** Prior to the AGM in each year, the BNZGA shall call for applications for positions on the Board. The call for applications must include the closing date for receiving applications, which should generally be at least 14 Days prior to the AGM so that the details of any applicants for Board positions can be included in the agenda for the AGM.
- 18.9 **Form of Applications:** Unless Rule 18.10 (No Applications) applies, all applications for positions on the Board shall:
- a) be in writing and signed by the applicant;
 - b) indicate the position for which the applicant is seeking election (if a specific position is sought); and
 - c) include the applicant's full postal address and contact details and such other information as the Board may request in respect of each application.
- 18.10 **No Applications:** If no valid application for a vacant position on the Board is received by the BNZGA in advance of the applicable AGM, applications for that position may be called from the floor at the AGM at which the election is to occur.

- 18.11 **Single Application:** If only one application is received for a position, then, unless Rule 18.5 (Restriction) applies so that the applicant is not eligible to serve on the Board, the chairperson of the AGM at which the application was to be considered shall declare the applicant elected and there shall be no need for a vote.
- 18.12 **Multiple Applications:** If more than one valid application for any position on the Board is received by the BNZGA:
- a) the BNZGA shall advise all Voting Members of the names, addresses and contact details of all valid applicants for each position, and provide such other information as the Board deems appropriate; and
 - b) at the AGM an election shall be held by a secret ballot or show of hands if the AGM agrees according to Rule 22.14 (Voting) being taken amongst those Voting Members present and entitled to vote at the AGM and the highest polling candidates shall be declared elected.
- 18.13 **Order:** Any elections to the Board at a General Meeting shall be conducted and declared in the order in which the positions appear in Rule 18.1 (Positions on the Board).
- 18.14 **Equality of Votes:** Where there is an equality of votes between candidates for a position on the Board a second ballot shall be held between the equal candidates. Where there is still an equality of votes after the second ballot the outcome shall be determined by the drawing of lots.
- 18.15 **Suspension of Board Member:** The Board may, after reasonable enquiry and after giving the person concerned the right to be heard, suspend a person from their position on the Board in the following circumstances:
- a) if the person is charged with committing a criminal offence punishable by a term of imprisonment and the Board consider the circumstances justify immediate suspension; or
 - b) if any of the circumstances described in Rule 18.5 (Restriction) occur to that person during their term of office; or
 - c) if the Board consider any member of the Board has breached any one or more of the duties specified in Rule 21.2 (Duties of Board Members); or
 - d) if the Board consider any member of the Board has acted in a manner that has caused, or may cause, significant harm to the BNZGA.
- 18.16 **Removal From Office:** In addition to the power of suspension in Rule 18.15 (Suspension of Board Member) the Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board before the expiry of their term of office if any of the circumstances set out in Rule 18.15 apply, provided that;

- a) the person concerned has been notified that a Board meeting is to be held to discuss that person's removal from office; and
- b) the person concerned has been given an opportunity to make submissions about the proposed removal prior to the Board meeting or by submission in person at the Board meeting.

19 Vacancies on the Board

- 19.1 **Vacancies:** A position on the Board shall be vacated immediately if the holder of it:
- a) resigns from his or her position on the Board;
 - b) is removed from office in accordance with this Constitution;
 - c) is absent from three (or more) consecutive meetings of the Board without the approval of the Board; or
 - d) dies.
- 19.2 **Co-option if a Vacancy Arises:** In addition to the power specified in Rule 18.4 (Co-option), if any vacancy arises on the Board after an AGM the Board has the power to fill that vacancy by co-option until the next AGM, or the Board may choose to leave the position vacant until the next AGM.
- 19.3 **Vacancy of President's Position:** If the position of President becomes vacant, the Vice-President shall automatically assume this position for the balance of the President's term of office. If the Vice-President position becomes vacant, the position shall be left vacant until the next AGM.

20 Proceedings of the Board

- 20.1 **Board Meetings:** Meetings of the Board may be called at any time by the President or two or more Board Members, but generally the Board shall meet at least twice per year.
- 20.2 **Notice of Meetings:** Unless an urgent matter needs to be considered, the Secretary shall provide each Board Member with not less than 14 Days' written notice of any Board meeting convened under Rule 20.1 (Board Meetings).

- 20.3 **Chairperson:** At the first Board meeting following each AGM, the Board shall elect a chairperson from amongst their number ("Chairperson"). The Chairperson shall chair all meetings of the Board unless he or she is unavailable - in which case the Board shall select another member of the Board to stand in his or her place during the period of unavailability.
- 20.4 **Quorum:** The quorum necessary for the transaction of business of the Board shall be greater than 50% of the appointed Board Members. No business shall be transacted at any Board meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and place to be fixed on adjourning the meeting, which must be notified to all Board Members. If at the adjourned meeting a quorum is not present within half an hour after the appointed time, the Board Members present at the reconvened meeting shall constitute a quorum.
- 20.5 **Disclosure of Interests:** Any Board Member who may derive some personal or financial advantage from any matter before the Board shall disclose the nature and extent of their interest to the Board and shall take no part whatsoever in the matter before the Board where they hold such interest.
- 20.6 **Voting:** Each Board Member present, at any Board meeting, may only exercise one vote, except that in the event of an equality of votes (but not otherwise) the Chairperson shall have a deliberative vote and a casting vote. Voting shall be by voice or, upon request from any Board Member, by show of hands or a ballot.
- 20.7 **Resolutions:** The Board can decide a matter by signed resolution or consent, in lieu of a meeting. Any such resolution shall be valid as if it had been passed at a meeting of the Board as long as:
- a) a copy of the proposed resolution is sent to every Board Member; and
 - b) over half of the Board Members sign or consent to the resolution and return evidence of this consent to the Secretary (or such other person as agreed by the Board) by mail, electronic mail, facsimile, or another form of visible or electronic communication, by the date and time specified by the Secretary.
- 20.8 **Minutes:** The Secretary shall ensure the proceedings of each Board meeting are properly recorded as soon as possible after the conclusion of each Board meeting. A copy of such minutes shall then be made available upon request to any Member of the BNZGA. A copy of each set of minutes shall also be permanently affixed in a minute book of the BNZGA and confirmed at the next meeting of the Board.

- 20.9 **Meetings Using Technology:** A meeting of the Board may be held by the contemporaneous linking together by telephone or other means of communication of the Board Members provided that prior notice of the meeting is given to all Board Members and provided that all persons participating in the meeting are able to hear each other effectively and simultaneously.
- 20.10 **Expenses:** Subject to the requirements in Rule 27.7 (Application of Income) and 27.8 (No Pecuniary Profit), the Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the business of the BNZGA. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses.
- 20.11 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Governing Documents, the matter may be determined by the Board.

21 Powers & Duties of the Board

- 21.1 **Overall Power:** The Board shall govern the BNZGA and be responsible for managing the business and affairs of the BNZGA. Subject to this Constitution, the Board may exercise all the powers of the BNZGA and do all things that are not expressly required to be undertaken at a General Meeting. The Board may, through clearly defined delegations of authority, delegate the day-to-day management of the business and affairs of the BNZGA to the Secretary and/or any other Appointed Personnel.
- 21.2 **Duties of Board Members:** The specific duties for each role on the Board are those specified in this Constitution and any others as determined by the Board. The general duties of each Board Member are to:
- a) act in good faith and in the best interests of the BNZGA at all times;
 - b) exercise the powers of the Board for proper purposes;
 - c) act, and ensure the BNZGA acts, in accordance with this Constitution;
 - d) not agree to, nor cause to allow the activities of the BNZGA to be carried on in a manner likely to create a substantial risk of serious loss to the BNZGA's creditors;
 - e) not agree to the BNZGA incurring any obligations unless the Board Member believes at that time, on reasonable grounds, that the BNZGA will be able to perform the obligations when it is required to do so; and
 - f) exercise the care, diligence, and skill that a reasonable Board Member would exercise in the same circumstances, considering, but without limitation, the nature of the BNZGA, the nature of the decision, the position of the Board Member, and the nature of the responsibilities undertaken by the Board Member.

21.3 Powers of the Board: Without limiting the generality of the Board's powers to carry out the Objectives of the BNZGA as it considers necessary (provided this is done in accordance with the powers of the BNZGA as specified in Rule 6 (Powers), the Board shall have the following specific powers, to:

- a) develop and implement strategies, policies, and procedures for the administration, promotion, and development of Greenkeeping at the affiliated Bowls New Zealand bowling clubs;
- b) develop and implement prudent policies to protect and enhance the BNZGA's finances and property;
- c) for the development of greenkeeping standards in the Game of Bowls and implement them in accordance with any directions from Bowls New Zealand;
- d) control, manage, borrow, and expend the funds of the BNZGA including the power to invest or otherwise deal with such funds, and to incur liability as it may think necessary or expedient, in accordance with the powers of the BNZGA set out in Rule 6 (Powers) of this Constitution;
- e) set the fees payable by the Members and enforce payment of such fees in accordance with this Constitution;
- f) engage people or organisations to work for and with the BNZGA on terms as determined by the Board (provided that the payment for such services shall not exceed the market rate), and manage the terms and conditions of their engagement;
- g) delegate and/or designate specific areas of responsibility to specific Board Members or Appointed Personnel;
- h) establish, appoint, and determine the composition of any sub-committees, committees and other groups as it considers appropriate to assist it to carry out its responsibilities and to delegate to them such powers as it considers appropriate;
- i) engage, contract, or otherwise agree to obtain the assistance or advice of any person or organisation;
- j) appoint a delegate (or delegates) to represent the BNZGA at meetings;
- k) subject to this Constitution, fill vacancies on the Board, any committees, and any other groups which are established by it;
- l) determine the yearly calendar for BNZGA events and activities;
- m) discipline Members in accordance with this Constitution and the Regulations;
- n) hear and determine any Disputes, Misconduct or other matters as specified in this Constitution and the Regulations; and
- o) regularly update the BNZGA's position descriptions and Regulations (if applicable).

21.4 Duties of the Secretary: The BNZGA Secretary shall:

- a) give notice of, and attend, all General Meetings and Board meetings (unless they are unavailable in which case a Board Member (selected by the Board) shall fill this role);
- b) keep minutes of the proceedings of all General Meetings and Board meetings (unless they are unavailable in which case a Board Member (selected by the Board) shall fill this role);
- c) prepare and forward the annual return of the BNZGA (if applicable), in accordance with the requirements of constitution and the Incorporated Society;

- d) maintain the BNZGA Register of Members in accordance with this Constitution;
- e) generally perform such duties as are required under the Governing Documents; and
- f) be one of the nominated person(s) as contact for the Incorporated Society and ensure all documentation is kept up to date with the Registrar of the Incorporated Societies.

22 General Meetings

- 22.1 **Annual General Meeting:** An Annual General Meeting ("AGM") of the BNZGA shall be held not later than three (3) months after the end of the financial year of the BNZGA.
- 22.2 **Special General Meetings:** Any other general meeting of the Voting Members shall be described as a Special General Meeting ("SGM").
- 22.3 **Notice of AGM:** The BNZGA shall give at least 30 Days' written notice of any AGM to all Board Members and Voting Members. The notice shall set out:
- a) the date, time, and venue for the AGM (as determined by the Board); and
 - b) the closing date(s) for applications for elected positions, proposed motions, and any other items of business to be submitted to the BNZGA, which must be not less than 14 Days prior to the AGM unless otherwise agreed by the Board.
 - c) the format by which the meeting will be conducted, either in person or through the use of appropriate audio visual technology.
- 22.4 Written resolutions may not be passed in lieu of a General Meeting.
- 22.5 **AGM Business:** The business to be transacted at every AGM shall include:
- a) confirmation of the minutes of the previous AGM and any SGM held since the previous AGM;
 - b) receiving the Board's report for the financial year;
 - c) receiving the reviewed statement of accounts and balance sheet for the BNZGA for the financial year;
 - d) the election of members of the Board;
 - e) fixing the annual subscription fee(s);
 - f) considering and determining any notices of motion which propose alterations to the Constitution of which due and proper notice has been given in accordance with Rule 28.2 (Timing);
 - g) consider any notices received and making recommendations as a board for new Life membership of the BNZGA;
 - h) considering and making recommendations to the Board as a result of any notices of motion of which due and proper notice has been given in accordance with Rule 22.7 (Notices of Motion); and
 - i) transacting such other business as the General Meeting considers appropriate.

- 22.6 **AGM Agenda:** An agenda containing the business to be discussed at the AGM (as set out in Rule 22.5 (AGM Business)) shall be sent to all Board Members and all Voting Members no later than 7 Days before the date of the General Meeting. Any additional items of general business may be raised from the floor with the consent of the President of the Association.
- 22.7 **Notices of Motion:** Any notice of motion from a Voting Member must be received by the Secretary at least 14 Days prior to an AGM to be considered at that meeting, unless otherwise agreed by the Board. Only Voting Members may submit notices of motion. Every notice of motion must be signed by the Voting Member who submitted it.
- 22.8 **Urgent Matters:** Any matter of an urgent or extraordinary nature which normally would be required to be the subject of a notice of motion before it could be considered at an AGM, may be brought before an AGM and determined by the Members at that AGM but only if a decision to consider and determine the matter without it being circulated to all other Voting Members who are not present at that AGM is approved by Special Resolution at that AGM.
- 22.9 **Special General Meeting:** The Secretary shall convene a SGM of the BNZGA by giving the requisite notice required under Rule 22.10 (Notice of SGM):
- a) when directed to do so by the Board, which direction must include full details of the business to be dealt with at the meeting; or
 - b) on requisition in writing signed by not less than eight Voting Members which requisition must provide full details of the business that is proposed to be dealt with at the meeting.
- 22.10 **Notice of Special general Meeting:** If the Secretary is required to convene a SGM, the Secretary shall give at least 14 Days' notice of the time, date, and venue of such meeting to all Board Members and all Voting Members, unless the Board considers such notice period is not practicable due to exceptional circumstances. The notice of SGM must clearly state the reasons why the SGM is being convened and provide as full details as possible of the nature of the business to be transacted at the meeting. Only the business stated in the notice of SGM may be dealt with at the SGM.
- 22.11 **Chairperson:** The President (or another person nominated by the President & Board) shall chair all General Meetings of the BNZGA.
- 22.12 **Procedure:** At any General Meeting of the BNZGA every Voting Member who is present at the General Meeting shall be entitled to one vote on each matter being determined.
- 22.13 **Observers:** In addition to the Voting Members, all other Members are entitled to attend General Meetings as observers, but shall not be entitled to:
- a) speak unless permitted by the chairperson of the General Meeting; or
 - b) vote.

22.14 Voting: At General Meetings:

- a) Centre delegates of the BNZGA, as set out in Rule 8 (Centres) of the constitution shall be entitled to one vote each, as will the Officers of the Board.
- b) where an Officer of the Board is also a Centre Delegate, they are entitled to one vote only;
- c) the Secretary shall declare the voting entitlement at the General Meeting, based on the number of delegates present from each membership type;
- d) all voting shall be by show of hands unless any two Voting Members present and entitled to vote at the General Meeting request a secret ballot, in which case voting shall be by secret ballot;
- e) where a show of hands is taken, the total votes for and against the motion or amendment may be recorded;
- f) voting shall be by Ordinary Resolution unless this Constitution expressly requires a Special Resolution;
- g) the chairperson of the General Meeting shall have a deliberative vote, and, in the event of a tied vote (but not otherwise), the chairperson of the General Meeting shall also have a casting vote;

22.15 Meeting Procedure: At General Meetings:

- a) the quorum shall be enough Voting Members to represent at least a quarter of the total Voting Members of the BNZGA, provided that should such number not be a whole number, the quorum shall be rounded up to the next whole number;
- b) no business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and venue to be fixed by the chairperson of the General Meeting on adjourning the meeting. The re-appointed date shall be at least 14 days after the original meeting. If a quorum is not present within half an hour after the appointed commencement time of the reconvened meeting, the Voting Members present at the reconvened meeting shall constitute a quorum; and
- c) on all questions of order, the decision of the chairperson of the General Meeting shall be final unless dissented from by Ordinary Resolution.

22.16 Minutes: The Secretary shall ensure the proceedings of all General Meetings are recorded and incorporated in a minute book. As soon as possible after the conclusion of each General Meeting the Secretary shall forward a copy of the minutes to all Board Members and Bowls New Zealand.

23 Discipline For Misconduct, Disputes or Complaints

Definitions

- 23.1 **Misconduct:** Misconduct means, but shall not be restricted to, situations where a Member of the BNZGA:
- a) at any event, function or activity of the BNZGA whilst on the property of a Bowling Club or the Centre, uses any profane, indecent or improper language;
 - b) at any time or place engages in offensive or insulting behaviour towards the BNZGA, or any member of the BNZGA, or any person acting for or on behalf of the BNZGA;
 - c) breaches:
 - I. any provision of this Constitution;
 - II. any rules (however described) of the BNZGA;
 - III. any policies of the BNZGA;
 - IV. any reasonable direction of the BNZGA (or person authorised on their behalf);
 - V. any decision of a General Meeting, or the Board;
 - d) acts in a manner which brought, or could bring the BNZGA into disrepute;
 - e) acts in a manner unbecoming of a Member, or which is prejudicial to the Objects of the BNZGA;
 - f) aids or abets any of the conduct specified in (a) to (e) above.
- 23.2 **Disputes & Complaints:** A dispute or complaint is a situation where a Member has a grievance or difference about the meaning or effect of any rule, provision, decision, policy, practice, right, privilege or direction determined by another Member or the BNZGA.

24 Jurisdiction

- 24.1 **Jurisdiction of the Bowls New Zealand Judicial Committee:** The BNZGA will hand all Disputes, Complaints, and Misconduct to the Bowls New Zealand Judicial Committee to hear and determine.

25 Procedure

- 25.1 The relevant body in Rule 24 (Jurisdiction) shall take such action as it considers appropriate, provided it acts in accordance with the principles of natural justice and any applicable Regulations.

- 25.2 **How a complaint is made:** A Member or an Officer may seek to resolve a complaint by giving the BNZGA Board or Bowls New Zealand a notice in writing that;
- a) states that the Member or Officer is starting a procedure for resolving a dispute, complaint, or misconduct matter in accordance with this Constitution; and
 - b) sets out the allegation or allegations to which the dispute, complaint or misconduct relates and whom the allegation is against; and
 - a) sets out any other information reasonably required by the BNZGA or Bowls New Zealand.
- 25.3 The information given under subclause (25.2 (b)) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 25.4 The procedure for managing Disputes, complaints and matters of Misconduct is detailed in the Bowls New Zealand Regulations.

26 Appeals

- 26.1 **Process:** The process for appeals of decisions involving Misconduct, Disputes and Complaints shall be as follows:
- a) **Appeal to the Bowls New Zealand Judicial Committee:** Where there is a Discipline matter which is decided by Bowls New Zealand (or Bowls NZ Commissioner on its behalf), any party affected by that decision may only appeal such decision to the Bowls New Zealand Judicial Committee in accordance with the Bowls New Zealand Regulations.
 - b) **No appeal right:** There shall be no right of appeal from a decision of the Bowls New Zealand Judicial Committee, except an appeal to the Sports Tribunal (or equivalent statutory body).
- 26.2 **Procedure:** In deciding any appeal under Rule 26 (Appeals), the Bowls New Zealand Judicial Committee shall adhere to the principles of natural justice and any applicable regulations.
- 26.3 **Stay of Execution:** Pending the determination of an appeal before it, the Bowls New Zealand Judicial Committee or Sports Tribunal may grant a stay of execution of the decision which is being appealed.

27 Financial

- 27.1 **Financial Year:** The financial year of the BNZGA shall end on 30th April in each year.
- 27.2 **BNZGA Funds:** The Board is responsible for the receipt and banking of all monies received by the BNZGA and all sums paid out by the BNZGA.
- 27.3 **Banking:** The BNZGA's current bank account(s) shall be kept at a trading bank chosen by the Board. All online transactions undertaken involving the BNZGA's bank account(s) must be signed or otherwise approved by at least one member of the Board.
- 27.4 **Accounting Records:** The Board shall ensure there are true and complete accounts kept of the income and expenditure and assets and liabilities of the BNZGA. A Statement of Accounts and Balance Sheet (in the form approved by the Board) shall be forwarded to each Voting Member with the notice of the AGM.
- 27.5 **Annual Review:** An Auditor or Financial Reviewer, who shall not be a member of the Board, shall be appointed by the Board as and when required. The role of the reviewer or auditor is to examine and report on the accounts of the BNZGA. The Auditor or Financial Reviewer shall at all reasonable times have access to the books and accounts of the BNZGA and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes.
- 27.6 **Filing Returns:** The Association must file its annual financial statement with the Incorporated Society within six (6) months of the accounts being approved at the AGM of the club each year. (as set out in the Incorporated Society Act 2022).
- 27.7 **Application of Income:** The income and property of the BNZGA shall be applied solely towards the promotion of the Objectives of the BNZGA.
- 27.8 **No Pecuniary Profit:** No Member of the BNZGA or any person associated with a Member shall participate in or materially influence any decision made by the BNZGA in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

28 Alterations to Constitution

- 28.1 **Process:** This Constitution may only be altered, added to, or repealed by a Special Resolution at a General Meeting or SGM in accordance with this Constitution.
- 28.2 **Timing:** Notice of an intention to alter this Constitution may be given by the Board or any Voting Member by submitting the proposed amendments to the Association:
- a) at least 14 Days prior to an AGM to be considered at an AGM; or
 - b) as part of the request to hold a SGM (made in accordance with Rule 22.9 – (Special General Meetings).
 - c) The BNZGA shall consult with Bowls New Zealand at the earliest possible time, and at least 14 days prior to any General Meeting being held to decide on any proposal which involves changes to land ownership, major facility redevelopment, amalgamation or winding up of the BNZGA. Bowls New Zealand, if it requests, be given an opportunity to address the BNZGA members at the General Meeting called to consider the proposal.
- 28.3 **Objects & Powers:** Any changes to the Objectives and Powers in this constitution require a notice of motion and passed at an AGM or SGM.

29 BNZGA Regulations

- 29.1 **Board to Determine:** The Board may determine regulations (to be known as “BNZGA Regulations”) covering any matters as the Board in its discretion deems appropriate, provided they are not inconsistent with this Constitution. Such BNZGA Regulations when determined shall be recorded in a Regulations Register maintained by the Secretary and may be circulated to Members as the Board considers appropriate.
- 29.2 **Application:** BNZGA Regulations shall be binding on all Members.
- 29.3 **Alterations:** BNZGA Regulations may be rescinded, amended, or added to from time to time but only by resolution of the Board.

30 Dissolution & Liquidation

- 30.1 **Voluntary:** The BNZGA may be voluntarily put into liquidation if:
- a) a Special Resolution is passed at a General Meeting appointing a liquidator; and
 - b) such resolution is confirmed by Special Resolution at a subsequent Special 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.

- 30.2 **Other:** The BNZGA may also be put into liquidation or dissolved in accordance with the Incorporated Societies Act 2022.
- 30.3 **Distribution:** If, upon the liquidation, or dissolution of the BNZGA, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the Members of the BNZGA, but shall be given or transferred to Bowls New Zealand Inc. the National body for Lawn Bowls in New Zealand for the sport of lawn bowls and/or some other body that:
- a) operates substantially or primarily for the purpose of promoting the Game of Bowls as an amateur sport conducted for the recreation and benefit of the public; and
 - b) any other not-for-profit entity or entities in New Zealand which are exclusively charitable, and which share similar purposes to the BNZGA.
 - c) No part of the BNZGA's income or other funds may be paid or received for the pecuniary profit of any individual.
- 30.4 Resolving to apply for removal from the Register**
- 30.5 **Removal:** The Association may be removed from the Register of Incorporated Societies in accordance with the provisions of part 5 of the Incorporated Society Act 2022.
- 30.6 **Notice:** The Board shall give 30 working days written notice to all members of the proposed resolution to remove the Association from the Register of Incorporated Societies. The Board shall also give written notice to all members of the General Meeting at which any proposed resolution is to be considered. The notice shall include all information as required by section 228 (4) of the Incorporated Society Act 2022.
- 30.7 **Resolution:** Any resolution to remove the Association from the Register of Incorporated Societies must be passed by two thirds majority of all members present and voting.
- 30.8 Notices**
- 30.9 **From the BNZGA:** Any notice required to be given by or on behalf of the BNZGA under this Constitution shall be in writing and may be served either personally, by electronic mail, or by posting it in a letter addressed to the Member at the address of the Member as held by the BNZGA. If given by post the notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post.
- 30.10 **To the BNZGA:** Any notice required to be given to the BNZGA under this Constitution shall be in writing and may be given to the Secretary or sent to the BNZGA's registered office by post or any electronic mail address specified by the BNZGA.

31 Awards

- 31.1 On the recommendation of the Board the BNZGA may, if approved at an AGM, award service medals or other awards to any person(s) whose long and outstanding or meritorious service to the BNZGA merits such recognition.

32 Uniform & Colours

- 32.1 The official uniform and official colours of the BNZGA shall be determined by the Board.

33 Common Seal

- 33.1 The BNZGA shall have a common seal which shall be kept in the custody of the Secretary. The common seal shall be affixed to any document only by the authority of the Board.

34 Indemnity & Insurance

- 34.1 **Indemnity:** Each Member and each Board Member shall, except in the case of willful default or fraudulent acts or omissions, be indemnified by and out of the funds of the BNZGA against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the BNZGA.
- 34.2 **Insurance:** The Board may, at the expense of the BNZGA, obtain any appropriate insurance cover in respect of the indemnity provision in Rule 34.1 (Indemnity).

35 Matters Not Provided For

- 35.1 If any matter arises, which in the opinion of the Board is not provided for in this Constitution, then it may be determined by the Board in such manner as the Board deems fit. Every such determination shall be binding upon Members unless and until set aside by Ordinary Resolution at a General Meeting, or SGM.

36 Transitional Provisions

- 36.1 **Members:** Subject to Rule 16 (Resignation, Suspension & Termination of Membership), for the period from the date this Constitution comes into force until the commencement of the next Membership Year at the BNZGA, all persons who were regarded under the Former Constitution of this BNZGA as Members of the BNZGA, shall be deemed to be Members under this Constitution
- 36.2 **Term of Office:** The term of office of any person appointed or elected under the Former Constitution of the BNZGA, and any other matters, shall be modified as necessary, in order to give full force and effect to the provisions contained in this Constitution and any dispute regarding the same shall be determined by the Board as it sees fit.