

CONSTITUTION OF

WAITEMATĀ TABLE TENNIS

ASSOCIATION INCORPORATED

Approved at a Special General Meeting
on 26 March 2026

Waitematā Table Tennis Association Incorporated.
at 72a Seymour Road, Sunnyvale, Auckland 0612

Website: www.wtta.nz

Society Number: 223948

Waitematā Table Tennis Association Inc. Constitution

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Waitematā Table Tennis Association Inc. Constitution

1. Definitions, interpretation and notices

1.1 Definitions

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

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

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

Aotearoa means New Zealand.

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

Bylaws means any bylaws, policies, regulations, and codes of Waitematā Table Tennis Association made under clause 15.

Casual Vacancy is a vacancy which arises when a Committee Member does not serve their full term of office.

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

Chair means the Committee Member appointed as Chair of Waitematā Table Tennis Association under this Constitution.

Club means a table tennis club.

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

Committee means Waitematā Table Tennis Association Inc's governing body, including the President, Secretary, and Treasurer.

Committee Meeting means a meeting of the Committee.

Committee Member means a member of the Waitematā Table Tennis Association's Committee, including the Chair.

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

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

Contact Person means the person appointed by the Committee to be the Contact Person in accordance with clause 2.4.

Contractor means a contractor to Waitematā Table Tennis Association.

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

Diversity, Equity, and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

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

Employee means an employee of Waitematā Table Tennis Association.

General Meeting means an AGM or SGM of Waitematā Table Tennis Association.

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

Matter means:

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

Member means each individual person or Club who, for the time being, is a member of Waitemātā Table Tennis Association, and includes all categories of members of Waitemātā Table Tennis Association described in clauses 4.1, 4.2, and 4.3.

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

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

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

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

Purposes means the purposes of Waitemātā Table Tennis Association described in clause 3.1.

Related Party means any Member or Officer of Waitemātā Table Tennis Association, any person residing at the same address as them, their specified immediate family members, or any associated entity of which such a person is a partner, director, officer, or trustee.

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

Special Resolution means a resolution passed by 67% majority of votes cast.

Term means the period of time an Officer is elected or appointed to serve on the Committee, as specified in Clause 6.8, or the period of duration for a membership category as specified in Clause 4.8.

TTNZ means Table Tennis New Zealand Incorporated.

Waitemātā Region means the geographical area defined by the Waitemātā Table Tennis Association in accordance with the TTNZ Constitution, to be the region represented by Waitemātā Table Tennis Association and within which the primary base of activities of Waitemātā Table Tennis Association is located as of the date of adoption of this Constitution. The Waitemātā Region is defined as:

- 1) The area west of Great North Road running from the Great North Road Interchange (Waterview)
- 2) Blockhouse Bay Road in its entirety, ending at the Blockhouse Bay Beach Reserve (which is included in the Waitemātā Region).
- 3) The area west of a line from the intersection of Coatesville Riverhead Highway and Ridge Road north, including Waitoki and Kaukapakapa townships, and south of the Kaukapakapa River.
- 4) The natural coastal boundaries.

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

1.2 Interpretation

Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes any other entity or association recognised by law, and vice

versa, and any reference to a particular entity, including a reference to that entity's successors.

- (e) A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.
- (g) Where this Constitution or any Bylaw of Waitemātā Table Tennis Association is inconsistent with TTNZ's Constitution or Bylaws, TTNZ's Constitution or Bylaws prevail to the extent of the inconsistency, unless otherwise required by law.

1.3 Notices

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

- (a) a Member to the physical or electronic address set out in their Contact Details;
- (b) if given by post, when left at the address of a person or entity, or five Working Days after being put in the post; or
- (c) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt); or
- (d) if posted on the website, at the date and time it is posted, provided that any notice or communication received or deemed received after 5 PM on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. Details of Waitemātā Table Tennis Association

2.1 Name

The name of the society is Waitemātā Table Tennis Association Incorporated (WTTA).

2.2 Status

Waitemātā Table Tennis Association is the regional association for TTNZ and related activities in the Waitemātā Region and is bound by and must observe the Constitution, and TTNZ's Constitution and Bylaws. Waitemātā Table Tennis Association also complies with the rules, procedures, and policies of the International Table Tennis Federation (ITTF) to the extent they apply.

2.3 Registered Office

The registered office of Waitemātā Table Tennis Association is at the place in New Zealand/Aotearoa as the Committee decides.

2.4 Contact Person

The **Secretary** shall be the **Contact Person**, subject to meeting the eligibility criteria set out in the Act. If the Secretary does not meet the Act's eligibility criteria, then at its first meeting following an AGM, the committee shall appoint a Contact Person. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

3. Purposes and Powers

3.1 Purposes

The purposes of Waitemātā Table Tennis Association are to:

- (a) **Affiliate with Table Tennis New Zealand (TTNZ):** Represent the Waitemātā Region as a member of TTNZ and comply with the purposes, constitution, and bylaws of TTNZ.
- (b) **Promote and develop table tennis:** Administer, promote, and develop table tennis mainly

as an amateur sport within the Waitematā Region.

- (c) **Encourage participation and inclusion:** Provide opportunities, facilities, and programmes that enable people of all ages, abilities, and backgrounds to participate in and enjoy table tennis.
- (d) **Develop and maintain playing facilities:** Establish, develop, operate, and maintain suitable venues and stadium facilities for playing, training, and hosting table tennis activities, events, and competitions.
- (e) **Organise competitions and coaching:** Promote, develop, and coordinate table tennis events, competitions, and coaching programmes to improve player, coach, and volunteer skills and performance.
- (f) **Support member development at all levels:** Support club, regional, national, and international members in their endeavours to fulfil their potential and to represent the sport and the Association with integrity and excellence.
- (g) **Support clubs, schools, and communities:** Foster and assist clubs, schools, and community organisations to deliver and grow table tennis, and to promote its health, social, and wellbeing benefits.
- (h) **Maintain integrity and good governance:** Uphold high standards of conduct, fairness, and governance to protect the integrity and reputation of table tennis and the Association

3.2 Code of Conduct

The culture, and guiding principles of the Waitematā Table Tennis Association Incorporated are defined as the values of fair play, respect, inclusion, community participation, integrity, and continuous improvement in the sport of table tennis, and this Constitution and all associated Bylaws must be interpreted and applied having primary regard to those principles.

3.3 Capacity and Powers

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

4. Members

4.1 Member categories

Membership of the Waitematā Table Tennis Association shall be open to individuals and organisations that support its purposes. The categories of membership are:

- (a) Individual Members — persons who participate in table tennis or support the purposes of Waitematā Table Tennis.
- (b) Family Members — a family household group, including individuals related by adoption or in shared-care or multiple-residency arrangements, who shall enjoy all rights and privileges of Individual Membership.
- (c) Junior Members — persons under 21 years of age.
- (d) Veteran Members — persons aged 65 years or older.
- (e) Affiliated Clubs — table tennis clubs within the Waitematā Region that affiliate to the Waitematā Table Tennis Association and agree to abide by this Constitution and any Bylaws.
- (f) Affiliated Schools — schools or educational institutions that affiliate to the Waitematā Table Tennis Association to promote table tennis among their students.
- (g) Affiliated Businesses or Organisations — businesses or community organisations that support or deliver table tennis activities in partnership with Waitematā Table Tennis Association.
- (h) Life Members — individuals elected in recognition of outstanding service to the Waitematā Table Tennis Association or the sport of table tennis.

4.2 Life Membership

- (a) Life Membership may be granted to recognise exceptional and sustained service to the Waitemata Table Tennis Association or to table tennis in the Waitemata Region.
- (b) Any Member may nominate an individual for Life Membership by giving written notice to the Committee, setting out the reasons for nomination.
- (c) The Committee shall decide whether to forward the nomination to a General Meeting for approval.
- (d) Life Membership shall be conferred only by Special Resolution at a General Meeting.
- (e) Life Members consent to Life Membership upon acceptance and have such rights and privileges as determined by the Committee.
- (f) Rescission of Life Membership The Committee may recommend, or a Member may propose by motion, the rescission of a Life Membership if the individual is convicted of a criminal offence in a court of law. Any such rescission shall be effective only upon the passing of a Special Resolution at a General Meeting.

4.3 Affiliated Clubs, Schools, and Organisations

Each affiliated Club, School, or Organisation that is a Member must:

- (a) Administer, promote, and develop table tennis in a manner consistent with the Association's and TTNZ's purposes, Constitutions, and Bylaws;
- (b) If incorporated, maintain a constitution not inconsistent with this Constitution or TTNZ's;
- (c) Maintain its own register of members and, when requested, provide up-to-date membership data in compliance with privacy law;
- (d) Actively promote Diversity, Equity, and Inclusion in governance, participation, and activities;
- (e) Act in good faith with loyalty to the Waitemata Table Tennis Association and TTNZ to maintain and enhance the reputation of both;
- (f) Promote table tennis mainly as an amateur sport for the well-being and recreation of the public;
- (g) Provide participation opportunities for players (Foundation, Social, Competitive) and for volunteers, coaches, officials, and administrators;
- (h) Promote and coordinate competitions within its network;
- (i) Apply and enforce the rules of table tennis consistently with TTNZ and the Waitemata Table Tennis Association;
- (j) Be entitled to representation and voting at General Meetings, as provided in this Constitution;
- (k) Uphold the standards of conduct, ethics, and governance expected by the Waitemata Table Tennis Association and TTNZ.

4.4 Minimum Membership

In accordance with TTNZ obligation, WTTA must maintain a minimum of 50 Members within its Region, being any combination of Individual, Family, Junior, Veteran, Club Members, or affiliated organisations.

4.5 Applications for Membership

- (a) Any person, family, club, school, business, or organisation wishing to become a Member of Waitemata Table Tennis Association must complete and apply in the form and manner prescribed by the Committee.
- (b) The application must include:
 - (i) The name and contact details of the applicant (or in the case of a family, all included members);

- (ii) Agreement to support the purposes of the Waitematā Table Tennis Association and comply with this Constitution and Bylaws adopted by Waitematā Table Tennis Association or TTNZ; and
 - (iii) Payment of any applicable membership or affiliation fee.
- (c) **Application Processing:** The Committee shall consider all applications at the next Committee Meeting following their receipt and may approve or decline membership at its discretion, provided that the decision is made fairly and in good faith.
- (d) The Committee may delegate the processing and approval of membership applications to a Membership Secretary, Regional Coordinator, or other authorised person(s).
- (e) Upon approval, the applicant's name (and in the case of Clubs, Schools, or Organisations, the name of a nominated representative) shall be entered in the Register of Members, and membership shall commence immediately.
- (f) **Declined Applications:** If an application is declined, the Committee shall provide the applicant with written reasons for the decision within fourteen (14) days. The applicant may reapply for membership no sooner than six (6) months following the date of the decline notice.
- (g) **Right of Appeal:** An applicant may appeal a declined application by delivering a written notice of appeal to the Secretary within fourteen (14) days of receiving the decline notice. The appeal shall be determined in accordance with the dispute resolution procedures set out in Clause 17, ensuring a fair and unbiased review.

4.6 Member consent

A person or entity becomes a Member of the Waitematā Table Tennis Association Incorporated by submitting a membership application and paying any required fees, and thereby consents to be bound by this Constitution and the Bylaws of the Waitematā Table Tennis Association, unless otherwise specified in this Constitution.

4.7 Member rights and obligations

Members acknowledge and agree that:

- (a) They are bound by, and must comply with, this Constitution, the Bylaws of the Waitematā Table Tennis Association, and, where applicable, the Constitution and Bylaws of Table Tennis New Zealand (TTNZ).
- (b) They are subject to the jurisdiction of the Waitematā Table Tennis Association Incorporated and TTNZ.
- (c) They are entitled to all rights and privileges granted by this Constitution or as determined by the Committee, provided they meet all membership requirements, including payment of any fees.
- (d) They do not have ownership rights in, or automatic use of, the Association's property.
- (e) Members should promote the purposes of the Waitematā Table Tennis Association and TTNZ and act in a manner that does not bring either into disrepute.
- (f) They acknowledge their statutory rights under sections 80–83 of the Incorporated Societies Act 2022, including the right to access and correct personal information, and their obligations under the Privacy Act 2020 in relation to personal information held by the Association.
- (g) Membership fees and subscriptions are due on the anniversary of the Member's joining date, as recorded in the Association's designated membership management system.
- (h) Failure to meet these requirements may result in the Committee terminating membership.

4.8 Active Membership

Active Membership shall be granted for a term of twelve (12) months commencing from the date of joining, as recorded in the Association's membership management system. To maintain active membership status, a Member must renew their membership annually on the anniversary of their joining date, subject to clause 4.10.

4.9 Suspension of a Member

If a Member is, or may be, in breach under clause 4.7, and the Committee believes it is in the best interests of Waitemata Table Tennis Association to do so, the Committee may suspend the Member until final determination of the matter. Before imposing any such suspension, the Member must be given notice of the suspension and informed of their right to initiate an appeal, which shall be conducted under the dispute resolution process set out in Clause 17. Any Member suspension must be reported to TTNZ within 7 days of the Member being given notice, and TTNZ must be informed of the process and outcome.

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

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

4.10 Ceasing to be a Member

A Member ceases to be a Member:

- (a) if an individual on death, or if an entity on liquidation;
- (b) by giving notice to the Committee of their resignation;
- (c) if their membership is terminated under clauses 4.7 and 4.9;
- (d) if their membership fees remain unpaid for more than 60 days after the membership due date;
- (e) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

4.11 Consequences of ceasing to be a Member

A Member who ceases to be a Member:

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

4.12 Membership fees

The Committee shall determine all membership fees, subscriptions, and levies through a Bylaw, and may set different levels of fees and due dates for different classes of Members.

Family Membership fees shall comprise 100% of the standard individual fee for the primary member, with a discounted rate for each subsequent individual as prescribed in the Bylaws.

4.13 Member Register

The Committee must maintain an up-to-date Member Register that includes:

- (a) The name of each Individual, Family, Junior, Veteran, or Life Member.
- (b) For Family Members, the names of all family members.
- (c) The name of and contact details of each affiliated Club, School, or Business/Organisation.
- (d) Contact details for each Member or, in the case of an organisation, the primary contact person.
- (e) The category of membership (Individual, Family, Junior, Veteran, Life, Club, School, or Business/Organisation).
- (f) The date each Member was admitted to membership.

- (g) The register must be kept in accordance with the Privacy Act 2020 and made available to the Committee, and as required, to TTNZ, or regulatory authorities.

4.14 Notice of Changes and Member Records

- (a) Members must promptly notify the Waitemata Table Tennis Association of any changes to their contact details.
- (b) The Committee will update the Member Register as soon as practicable after becoming aware of any changes.
- (c) All collection, storage, correction, use, and disclosure of personal information will comply with the Privacy Act 2020.
- (d) The Committee will keep a record of all Members who have ceased membership within the previous 7 years, including the date each Member ceased to be a Member.
- (e) Upon request, the Association will provide Table Tennis New Zealand (TTNZ) with up-to-date membership data from the Member Register in compliance with privacy law.

5. General Meetings

5.1 Annual General Meeting (AGM) Timing

The Association shall hold an AGM once every calendar year, no later than three (3) months after the balance date of 30 September and no later than fifteen (15) months after the previous AGM. The Committee shall determine the time, date, and place.

5.2 Notices

- (a) **First Notice:** At least forty-five (45) days prior to the scheduled AGM date, the Committee must issue the notice to all Members. This notice must include:
 - (i) The date, time, and venue of the AGM.
 - (ii) The closing date for Committee nominations, which must be at least thirty (30) days before the AGM.
 - (iii) The closing date for Member motions, which must be at least twenty-one (21) days before the AGM.
- (b) **Second Notice:** Formal Notice of AGM At least fourteen (14) days before the AGM, the Committee must send the formal notice of meeting to all eligible attendees. This notice must be accompanied by:
 - (i) The Annual General Meeting Agenda.
 - (ii) The Annual Report.
 - (iii) The Annual Financial Report and any required audit or review.
 - (iv) The list of members nominated for the Committee.
 - (v) The full text of any motions properly submitted by the closing date.

5.3 Business of the AGM

At the AGM, the following business must be conducted:

- (a) **Review Reports:** Confirmation of the previous minutes, and the Committee's presentation of the annual report, annual financial statements (including any required audit or review), and notice of any conflicts of interest disclosed by Officers.
- (b) **Elections and Appointments:** The election of any Committee Members and the announcement of any appointed Committee Members.
- (c) **Motions:** Consideration of any motions, including proposed amendments to this Constitution, that were properly submitted.
- (d) **General Business**

5.4 Special General Meetings (SGM)

The Committee must call a Special General Meeting (SGM) if requested by the Committee itself, or by 10% of Waitemata Table Tennis Association's Members.

Waitemata Table Tennis Association must give Members at least 28 days notice of the SGM, unless the Committee decides the matter is urgent. An SGM may only consider and deal with the specific business for which it was called.

5.5 Conduct of Meetings

- (a) **Format:** General Meetings may be held in person, by Electronic means (such as audio or audio-visual link), or by a combination of these methods.
- (b) **Quorum:** A Quorum of 12 eligible voting Members must be present at the start of, and throughout, the General Meeting.
- (c) **Quorum Failure:**

If a quorum is not present within thirty (30) minutes of the advertised start time, the meeting must be adjourned (or cancelled in the case of an SGM), unless the Chair, at their sole discretion, elects to extend this waiting period.

 - (i) **Special General Meeting (SGM):** If a quorum is not reached within the thirty (30) minute period (or any extension granted by the Chair), the SGM shall be cancelled.
 - (ii) **Annual General Meeting (AGM):** If a quorum is not reached within the thirty (30) minute period (or any extension), the AGM shall be adjourned once to a day, time, and place determined by the Chair. If at the second attempt a quorum is still not present within thirty (30) minutes of the advertised start time, those Members present shall be deemed to constitute a valid quorum.
- (d) **Chair:** The President will chair the meeting. If the President is unavailable, a Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
- (e) **Speaking rights:** Speaking rights at a General Meeting shall be granted by the chair.
- (f) **Voting:** Each eligible Member's voting entitlement is as set out in Clause 5.9 (a). Voting may be conducted by voice, a show of hands, or a secret ballot, and voting by electronic means is permitted. An **Ordinary Resolution** requires a simple majority, and a **Special Resolution** requires a 67% majority.

In the event of an equality of votes, the Chair shall have a casting vote.

- (g) **Written Resolution in Lieu:** A resolution agreed to in writing (including by email or other Electronic means) by a 75% majority of Members is as valid as if it had been passed at a General Meeting, provided that the written resolution:
 - (i) is dated with the date on which the proposed resolution is first sent to a person entitled to vote for approval (the circulation date); and
 - (ii) is sent to an email or physical address for each person who is entitled to vote; and
 - (iii) as far as is reasonably practicable, is sent on the circulation date; and
 - (iv) states that the proposed resolution lapses if it is not passed within 1 month after the circulation date.
 - (v) **Appointment of Scrutineers:** The Committee must appoint two Scrutineers to verify the validity and count of the votes received via written or Electronic means.
 - (vi) **Reporting of Adoption:** If the resolution is adopted, the Committee must ensure the results are published and reported back to the membership within one (1) month of the resolution's adoption.

5.6 Management and Integrity

If any error or irregularity occurs in the meeting notice or agenda, the meeting may still proceed if the Chair determines it appropriate and a two-thirds majority of votes cast approves the decision to proceed.

5.7 Omissions and irregularities

The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or the giving of notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:

- (a) The chair of the meeting, in their discretion, determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
- (b) A motion to proceed is put to the meeting, and a majority of two-thirds of votes cast is obtained in favour of the motion to proceed.

5.8 Attendance

Members, delegates from Affiliated Organisations, and any other persons invited by the Committee are eligible to attend and speak at General Meetings.

5.9 Voting Eligibility and Procedures

The voting entitlement for each Member eligible to vote is as follows:

- (a) **Eligibility:**
 - (i) Only Members who have paid all due membership fees are entitled to vote, with the exception of Life Members, who are exempt from such fees; and
Only Members registered for more than three (3) months are entitled to vote.
 - (ii) Only Members aged sixteen (16) years or older may exercise a vote in their own right.
- (b) **Individual Members, Junior Members, Veteran Members, and Life Members** shall each be entitled to one Vote, as shall each otherwise eligible individual listed under a Family Member category, subject in all cases to the eligibility requirements set out in clause 5.8(a).
- (c) **Organisational Votes: Affiliated Clubs, Affiliated Schools, and Affiliated Businesses** or Organisations shall be entitled to one (1) vote, to be cast by a single delegate of each affiliated organisation.

6. Committee

6.1 Functions and Powers

The Committee must manage and supervise all operations and affairs of the Association, holding all necessary powers to do so, subject to this Constitution and the Act.

6.2 Composition

The Committee shall consist of a minimum of seven (7) and a maximum of nine (9) members, all of whom shall be elected Members. These positions must include the President, the Treasurer, and the Secretary.

6.3 Nomination Process for Committee Members

- (a) **Call for Nominations:** The Committee must call for nominations for any vacant Committee Member positions at least 45 days before the Annual General Meeting (AGM).
- (b) **Submission:** All nominations must be submitted in the form determined by the Committee and must be received by the Association no less than 30 days before the AGM.
- (c) **Certification:** Prior to election or appointment as an officer a person must consent in writing to be an Officer, and certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
- (d) **Notification:** The Committee must notify all Members of the names of the nominees at least 14 days before the AGM.

6.4 Election of Committee Members

All Committee Members are elected by the eligible Members at the Annual General Meeting (AGM). The Committee must call for nominations for these positions and follow the procedures set out in this Constitution for voting (which may include a secret ballot if positions are contested). Any equality of votes shall be resolved by a coin toss. Full results (including votes resolved by a coin toss) must be available to all members and recorded in the AGM minutes.

6.5 Disqualification

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

- (a) A person who is disqualified from being elected, appointed, or holding office as a Committee Member under section 47 of the Act.
- (b) A person who is the subject of any criminal or other investigation or proceeding that may result in damage to the reputation of the Waitematā Table Tennis Association or TTNZ.
- (c) A person who is suspended as a member by any Regional Association or any table tennis club or TTNZ.
- (d) A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw.
- (e) A person who, at the time of their nomination, is not a resident of New Zealand, being a person who resides outside of New Zealand for more than five months in any twelve-month period.
- (f) **Minimum Age:** No person under 16 years of age may be elected or appointed as a Committee Member (Section 47(3)(a) of the Act).

6.6 Casual Vacancies

In the event of a Casual Vacancy, the Committee shall

- (a) first offer the position to the unsuccessful candidates from the most recent election in descending order of votes received. Any equality of votes shall be resolved by a coin toss.
- (b) If no such candidates are available, eligible, or willing to serve, the Committee may, by Ordinary Resolution, appoint an eligible Member of its choosing to fill the vacancy until the next AGM.

6.7 Minimum Threshold and Emergency Meeting

If the number of serving Committee Members falls below five (5), the remaining Committee Members are empowered to, and must, fill the vacancies using the procedure set out in Clause 6.6 (a). If the minimum composition is not restored through this process, the remaining Committee Members have the power to, and shall, immediately convene a Special General Meeting (SGM) for the sole purpose of electing replacement Committee Members.

6.8 Commencement and Duration of Term

The Term of office for a Committee Member shall commence at the close of the General Meeting at which they are elected, or at the close of the Committee Meeting at which they are appointed.

Subject to Clause 6.11, the Term shall end at the close of the Annual General Meeting (AGM), or earlier if the Member ceases to hold office in accordance with Clause 6.11 or Clauses 6.12 (b) through (f).

6.9 Maximum Number of Consecutive Terms of Office

The maximum number of consecutive terms of office for all Committee Members is five (5) terms, expiring at the conclusion of the relevant AGM. The Committee Member shall then be ineligible for re-election or reappointment for a period of twelve (12) months. Any period served to fill a Casual Vacancy shall be disregarded for the purposes of calculating the five-year service limit.

6.10 Suspension of Committee Member

If any Committee Member is or may be the subject of an allegation, notice or charge described in the clause 6.5 headed “**Disqualification**” or any circumstances arise in relation to a Committee Member which are or may be of concern to the Committee, the remaining Committee Members may by Special Resolution suspend the Committee Member from the Committee and set conditions it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Committee Member must be given notice of the suspension.

6.11 Removal of Committee Member

- (a) **Grounds for Removal:** The Committee may, by Special Resolution, convene an SGM to remove a Committee Member who has seriously breached their duties, is deemed unsuitable for office, or has brought the Association, TTNZ, or the sport into disrepute.
- (b) **Voting and Quorum:** The Member subject to the removal motion shall be counted for quorum purposes but is prohibited from voting on the motion.
- (c) **Rights of the Member:** To ensure natural justice, the Member must be provided with:
 - (i) Written notice of the SGM and the specific grounds for removal.
 - (ii) Adequate time to prepare a response.
 - (iii) The opportunity to submit written statements and be fairly heard at the SGM.
- (d) **External Notification:** If a Member is removed, the Association must notify TTNZ in writing within seven (7) days and provide the removed Member with a copy of that notification.

6.12 Committee Member ceasing to hold office

A person ceases to be a Committee Member if:

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

7. Committee Meetings

7.1 Calling meetings

Committee meetings may be called at any time by the Chair or by 50% of Committee Members, but the Committee must meet at least once every two months.

7.2 Meeting procedure

Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.

7.3 Quorum

The quorum for a Committee meeting is 50% of Committee Members. Any Committee Member may be counted for the purposes of a quorum, participate in any Committee meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic communication, provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.

7.4 Chair

The role of the President is to chair meetings of the Committee. If the President is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role during the period of unavailability.

7.5 Voting

Each Committee Member has one vote. Voting is by voice or on request of any Committee Member by a show of hands or by a ballot. Postal votes are not permitted. Proxy voting is permitted as specified in 5.9 (d). Voting by electronic means is permitted. If there is an equality of votes, the Chair has a casting vote.

7.6 Minutes

Minutes shall be recorded and maintained for all Committee Meetings. The Association must publish approved minutes within fourteen (14) days of approval of all Committee Meetings on its official website (www.wtta.nz) to ensure such records are accessible for inspection and review by the Members.

8. Officers' Duties

Every Officer of the Association must adhere to the following statutory and constitutional duties:

8.1 Good Faith

Act in good faith and in the best interests of the Association.

8.2 Proper Purpose

Exercise all powers for a proper purpose and in compliance with the Act and this Constitution.

8.3 Care and Diligence

Exercise the care and diligence that a reasonable person would exercise in similar circumstances.

8.4 Financial Responsibility

Ensure the Association does not engage in activities creating a substantial risk of serious loss to creditors or incur obligations it cannot reasonably perform.

8.5 Reasonable Reliance

An Officer may rely on information, professional advice, or financial data provided by competent employees or experts, provided they act in good faith and make proper inquiry.

9. Interests

9.1 Disclosure

Officers must disclose the nature and extent of any interest in a Matter (including its quantifiable monetary value) to the Committee as soon as practicable for entry into the Interests Register.

9.2 Restrictions

An interested Officer shall not vote, participate in discussions, or sign documents relating to the Matter unless all non-interested Committee Members consent. Interested Officers may be counted for the purpose of a quorum.

9.3 Conflict Threshold

If 50% or more Committee Members are interested in a single Matter, the Committee must convene a Special General Meeting (SGM) to determine the issue.

9.4 Compliance

The Committee must notify Members of any failure to comply with statutory disclosure requirements under the Act as soon as practicable.

10. Chief Executive

10.1 Role of Chief Executive

A Committee may engage a Chief Executive. The Chief Executive is under the direction of the Committee and is responsible for the day-to-day management of the affairs of Waitemata Table Tennis Association under this Constitution and the Bylaws and within any delegated authority from the Committee.

10.2 Committee involvement

The Chief Executive may attend Committee meetings when required by the Committee but has no voting rights.

11. Indemnity and insurance

11.1 Indemnity

Waitematā Table Tennis Association indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.

11.2 Insurance

With the prior approval of its Committee, Waitematā Table Tennis Association may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

11.3 Indemnity for Officers

Waitematā Table Tennis Association is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

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

12. Finances

12.1 Control and management of finances

- (a) Bank Accounts: The Committee shall maintain one or more bank accounts in the name of the Association with a registered bank
- (b) The funds and property of Waitematā Table Tennis Association are controlled, invested and disposed of by the Committee, subject to this Constitution; and devoted solely to the promotion of the Purposes.

12.2 Balance date

Waitematā Table Tennis Association's balance date is 30 September.

12.3 Audit or Review of financial statements

- (a) Waitematā Table Tennis Association's financial statements shall be in accordance with the Act, and the audited or reviewed financial statements must be submitted to the AGM.
- (b) The Committee shall ensure that annual financial statements are prepared in accordance with the applicable External Reporting Board (XRB) standards or the minimum requirements for small societies as defined by the Act.
- (c) At each Annual General Meeting, the Committee must present a summary of all disclosures of interests made by any Related Parties during the accounting period.
 - (i) Related Party means any Officer (including Committee Members and personnel exercising significant influence over management), their Close Family Members (such as spouses, domestic partners, and children), or any Controlled Entity, including businesses or trusts, which an Officer or their family significantly influences or controls.
 - (ii) A Related Party Transaction constitutes any transfer of resources, services, or obligations between the Association and a Related Party, irrespective of whether a financial consideration is charged.
 - (iii) To ensure transparency and prevent personal pecuniary profit, the Committee must evaluate specific relationships—including commercial leases or service contracts with Members—to determine if they constitute a Related Party Transaction requiring entry in the Interests Register.
- (d) The committee shall appoint a qualified auditor or reviewer to examine the financial statements. The reviewer/auditor must be a member of a recognised professional body and cannot be an officer or employee of the society.

12.4 No personal benefit

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

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

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

12.5 Committee Oversight of Expenditure

The Committee must record in Committee Minutes the approval of any single purchase of one hundred dollars (\$100) or more that is not a part of an existing contract or binding commitment, and must specifically note whether the payment is made to a Related Party.

13. Method of contracting

13.1 A contract or other enforceable obligation may be entered into by Waitemata Table Tennis Association:

- (a) by deed by:
 - (i) Two (2) or more Officers; or
 - (ii) an Officer or other person expressly authorised by the Committee, whose signature or signatures must be witnessed; or
- (b) by agreement by a person acting under Waitemata Table Tennis Association's express or implied authority.

14. Amendments

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

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

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

14.4 The Waitemata Table Tennis Association must ensure its constitution is not inconsistent with TTNZ Constitution and provide TTNZ with a copy of its constitution.

15. Bylaws

15.1 Authority and Compliance

The Committee may make and amend Bylaws for the conduct and control of Waitemata Table Tennis Association's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Constitution, the Purposes, the Act and any other laws, and TTNZ's Constitution and Bylaws. All Bylaws are binding on Waitemata Table Tennis Association and its Members.

15.2 Publication and Notice

All such amendments and current versions of Bylaws will be published in a single Bylaws Handbook, clearly marked with its publication date. The Handbook and all amendments will be published on the Waitematā Table Tennis Association's website and made available to any Member upon request.

Two (2) Weeks' Notice of proposed Bylaw amendments is to be communicated to all Members. Waitematā Table Tennis Association will keep archived versions of Bylaws and make these available upon request.

15.3 Member Objection and Ratification

Notwithstanding Clause 15.2, if a proposed Bylaw or amendment receives a written objection from ten (10) Members in good standing within the stipulated Two (2) Weeks' Notice period, that proposed Bylaw or amendment shall not take effect unless it is subsequently ratified by an Ordinary Resolution (a majority of votes cast) of the Members at a General Meeting.

15.4 Non-Amendment of Constitution

The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

16. Integrity

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

17. Dispute resolution

17.1 Application

This clause applies to any dispute between:

- (a) Members of the Association; or
- (b) A Member and the Waitematā Table Tennis Association Incorporated; or
- (c) The Association and any officer, committee member, or affiliated Club, School, or Organisation,
- (d) arising out of or in connection with this Constitution, the Association's activities, or membership rights and obligations.

17.2 Adherence to TTNZ Procedures

- (a) The Association and its Members shall, in the first instance, adhere to and apply the dispute resolution procedures set out in the Constitution and Bylaws of Table Tennis New Zealand (TTNZ).
- (b) Where TTNZ's procedures are implemented, the Association and its Members agree to accept and be bound by any decision or outcome determined under those procedures.

17.3 Alternative Process under the Incorporated Societies Act 2022

- (a) If the dispute resolution procedures of TTNZ are not implemented, unavailable, or unworkable in the circumstances, the Association shall apply the Optional Dispute Resolution Procedures set out in Schedule 2 of the Incorporated Societies Act 2022.
- (b) Those procedures shall be treated as forming part of this Constitution, subject to any modifications mandated by Special Resolution by the Committee necessary to ensure fairness and practical operation.
- (c) The parties must act in good faith, cooperate to resolve the matter promptly, and, where appropriate, engage in mediation before any further steps are taken.
- (d) **Appointment of Dispute Resolution Panel.** The Committee may appoint a panel or convene a disciplinary subcommittee to hear and adjudicate any dispute or complaint brought under this Constitution. A person shall be disqualified from acting as a

decision-maker on such a panel if two or more members of the Committee believe there are reasonable grounds to suspect that person is not impartial or holds a predetermined view. The appointed panel must conduct all proceedings in a manner that ensures fairness and practical operation, including providing the subject of the complaint with reasonable notice and the right to be heard.

17.4 Finality of Decisions

Any decision rendered pursuant to TTNZ procedures, or by a Dispute Resolution Panel under Schedule 2 of the Act, shall be final and binding on all parties, save as otherwise provided by law.

17.5 Complaints and Discipline

- (a) The Waitematā Table Tennis Association expects all Members, Officers, and Affiliated Organisations to act in accordance with this Constitution, the Waitematā Table Tennis Association's Bylaws, and the rules and values of Table Tennis New Zealand (TTNZ).
- (b) Any complaint alleging misconduct, breach of this Constitution or Bylaws, or behaviour likely to bring the Waitematā Table Tennis Association or TTNZ into disrepute must be made in writing to the Committee.
- (c) Upon receiving a complaint, the Committee may:
 - (i) Dismiss the complaint if it considers it frivolous or outside its jurisdiction;
 - (ii) Attempt to resolve the matter informally, including by discussion, mediation, or referral to TTNZ's dispute or disciplinary procedures; or
 - (iii) Convene a disciplinary subcommittee to consider the matter formally.
- (d) The Member or organisation concerned must be given reasonable notice of the complaint, an opportunity to respond, and the right to be heard before any decision is made.
- (e) Following due consideration, the Committee (or subcommittee) may take any of the following actions:
 - (i) Issue a warning or reprimand;
 - (ii) Suspend the Member or organisation from membership or participation for a defined period;
 - (iii) Impose conditions on continued membership; or
 - (iv) Recommend termination of membership under this Constitution.
- (f) Where a complaint or disciplinary matter involves issues covered by TTNZ's Constitution or Bylaws, the Association shall refer the matter to TTNZ for determination under its national procedures.
- (g) Any disciplinary decision made under this clause may be appealed in accordance with Clause 17.2 or 17.3 (Dispute Resolution) of this Constitution.

18. Liquidation and removal

18.1 Notice

The Committee must give all Members at least thirty (30) Working Days' Notice of a proposed motion:

- (a) to appoint a liquidator;
- (b) to remove Waitematā Table Tennis Association from the Register of Incorporated Societies; or
- (c) for the distribution of Waitematā Table Tennis Association's surplus assets.

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

18.2 Special resolution

Any resolution for a motion set out in clauses 18.1(a) to (c) must be passed by Special Resolution

of Members

18.3 Surplus assets

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

19. Matters not provided for

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

20. Transition

20.1 Transition

This clause (20) applies to facilitate the transition of Waitematā Table Tennis Association from the previous constitution and bylaws to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency, and the other clause will not.

20.2 Power of the Committee during transition

Subject to the Act, the Committee may adjust administrative dates or requirements solely to facilitate the transition to this Constitution or to correct technical errors. These adjustments must not substantively change the meaning of any clause. Any changes that significantly alter the rights or governance of the Association must be approved at a General Meeting.

20.3 Transition of Committee Members

- (a) The Committee Members holding office immediately before this Constitution takes effect will continue in office until the first Annual General Meeting (AGM) held under this Constitution.
- (b) All Members of the Waitematā Table Tennis Association immediately before this Constitution takes effect will continue as Members in their respective membership categories, and all existing records, property, and obligations of the Association remain in effect.

20.4 Expiration of this transitional clause

- (a) These Transition Clauses (Clause 20) shall expire 12 months after this Constitution takes effect, after which all governance and membership matters will be managed solely under the provisions of this Constitution.

[end]