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Notice of Motion 2021

Constitution Review Committee wording changes

Further to the review completed by the Constitution Review Committee, it is proposed to update the wording to the TBNZ Constitution as per the clauses noted in the attached proposed changes document.

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(Print Name)

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Date: 20 May 2021

Seconded: Chris Ball
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CB
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Date: 20 May 2021

2020 TBNZ Constitution Review - Summary of Proposed Changes

Section	Current Statement	Proposed Statement	Type of Change
2 Interpretations	OFFICE BEARERS: means four (4) TBNZ Member Directors, the Chief Executive Officer and a Proprietors Representative.	OFFICE BEARERS: means the four (4) TBNZ members <u>and may include</u> one (1) Proprietor elected in accordance with this Constitution.	Amendment to the definition
2 Interpretations		PROPRIETOR: means an owner or manager or director of a Bowling Centre or industry related business	New definition inserted The TBNZ Board at the August 2020 meeting amended “means an owner or manager or director of a Sponsor Centre of TBNZ” To “means an owner or manager or director of a Bowling Centre or industry related business”
4.1 Board of Directors	The governance of TBNZ shall be vested in the Board of Directors (‘the Board’) consisting of: a) four (4) members of TBNZ (to be known as ‘TBNZ Board Members’ b) A Chief Executive Officer (‘CEO’) – to be appointed by the Board Members c) A Proprietors Representative – to be ratified by the CEO and the TBNZ Board Members.	The governance of TBNZ shall be vested in the Board of Directors (‘the Board’) consisting of: a) four (4) members of TBNZ (to be known as ‘TBNZ Board Members’, and may include b) A Proprietor (to be known as Proprietor member of the Board)	Amendment to the composition of the Board of Directors aligned to the Definition/Interpretation of Office Bearers. The changes are: ▪ The CEO is no longer included as a member of the Board of Directors ▪ Definition of Proprietor and how they become a member of the Board of Directors
4.2a Tenure of Directors	All TBNZ Board members (with the exception of the CEO) will be duly elected at the Annual General Meeting and be appointed to the Board for a nominal term of two (2) years but may stand for re-election. A newly appointed Director will commence office at the closing of the AGM in which they were appointed and will cease to hold office immediately after the closure of the second AGM subsequent to the AGM in which they were appointed.	All TBNZ Board members will be duly elected at the Annual General Meeting and be appointed to the Board for a nominal term of two (2) years but may stand for re-election. A newly appointed Director will commence office at the closing of the AGM in which they were appointed and will cease to hold office immediately after the closure of the second AGM subsequent to the AGM in which they were appointed.	Amendment Removed: “(with the exception of the CEO)”. Statement is redundant given the CEO is no longer a Board member.
4.2b Tenure of Directors	The Proprietors Representative member of the Board will be ratified by the CEO and the TBNZ Board Members for a nominal term of two (2) years, but may stand for re-appointment if supported by a duly recognized Proprietors Association or, in the absence of such a body, then a nomination and support from three (3) additional Sponsor Centres. A newly appointed Proprietors Representative member will commence office upon appointment and will cease to hold office immediately after the closure of the second AGM subsequent to the date on which they were appointed.	The Proprietor member of the Board will have a nominal term of two (2) years but may stand for re-appointment. A newly appointed Proprietor member to the Board will commence office upon appointment and will cease to hold office immediately after the closure of the second AGM subsequent to the date on which they were appointed	Amendment Removed ratification process how a Proprietor become the Proprietor member to the Board as this section is all about the Tenure of the Directors similar to section 4.2a for TBNZ Board Members. The next section outlines how a Proprietor can be a Proprietor member to the Board.

Section	Current Statement	Proposed Statement	Type of Change
<p>5 Nominations for the Election of Directors</p>	<p>5.1 Nominations will not be accepted at the Annual General Meeting.</p> <p>5.2 Any two (2) members may in writing nominate another member as a TBNZ Board Member. Such nominations must be signed by both nominators and the nominee who must indicate his/her willingness to stand for election. The signed document must be in the hands of the Administration Manager at least seven (7) days prior to the Annual General Meeting.</p> <p>5.3 Should any TBNZ Board Member position on the Board not be filled at the Annual General Meeting then the Board may appoint a member to the vacant office. The member so appointed shall hold the office until the next Annual General Meeting.</p> <p>5.4 Any casual vacancy occurring amongst the TBNZ Board Members may be filled by the Board and the member so appointed to fill the vacancy shall hold the office until immediately after the closure of the first AGM subsequent to the director's appointment.</p> <p>5.5 The Proprietors Representative must be an Owner or Manager of a Sponsor Centre of TBNZ and nominated by a duly recognized Proprietors Association or, in the absence of such a body, then a nomination and support from three (3) additional Sponsor Centres.</p>	<p>5.1 Nominations will not be accepted at the Annual General Meeting.</p> <p>5.2 For the four (4) elected to the TBNZ Board Members:</p> <p>a) Any two (2) members may in writing nominate another member as a TBNZ Board Member. Such nominations must be signed by both nominators and the nominee who must indicate his/her willingness to stand for election. The signed document must be in the hands of the Administration Manager at least seven (7) days prior to the Annual General Meeting.</p> <p>b) Should any TBNZ Board Member position on the Board not be filled at the Annual General Meeting then the Board may appoint a member to the vacant office. The member so appointed shall hold the office until the next Annual General Meeting.</p> <p>c) Any casual vacancy occurring amongst the TBNZ Board Members may be filled by the Board and the member so appointed to fill the vacancy shall hold the office until immediately after the closure of the first AGM subsequent to the director's appointment.</p> <p>5.3 For the Proprietor member to the Board:</p> <p>a) At least three (3) proprietors will in writing nominate another proprietor as a Proprietor member to the TBNZ Board. Such nomination must be signed by all nominators and the nominee who must indicate his/her willingness to accept the position. The signed document must be in the hands of the Administration Manager at least seven (7) days prior to the Annual General Meeting</p> <p>b) Should this position not be filled at the Annual General Meeting, this position will remain vacant until the next Annual General Meeting.</p> <p>c) Should the Administration Manager receive more than one (1) nomination, then the proprietors will need to conduct their own election and advise TBNZ not later than ten (10) working days after the date of the AGM who their nominated proprietor is for the elected position to the TBNZ Board</p> <p>5.4 The TBNZ Board Members elected by the general membership may also co-opt up to two (2) additional members <u>excluding a proprietor to the TBNZ Board</u>. The co-opted member(s) shall hold office until immediately after the closure of the first AGM subsequent to their appointment.</p> <p>5.5 A maximum of one Proprietor can be elected by the general membership to be a TBNZ Board member under clause 5.2</p>	<p>Amendment Re-wrote the whole section to clearly articulate how TBNZ members and a Proprietor can become a member of the Board of Directors, in relation to the tenure set out in Section 4.</p> <p>The TBNZ Board at the August 2020 meeting amended clause 5.5 from "Where a person is both a TBNZ member and a proprietor, he/she can only be nominated for the Proprietor member to the Board" To "A maximum of one Proprietor can be elected by the general membership to be a TBNZ Board member under clause 5.2"</p>
<p>6 Proceedings of the Board</p>	<p>6.4 The Board will appoint a Chairperson from the elected members of the Board at the earliest opportunity after the Annual General Meeting (AGM) who will remain the TBNZ Chairperson until the conclusion of the following year's AGM. In the event the Chairperson resigns a replacement will be appointed by the Board to complete their term. The CEO and Proprietors Representative will not be permitted to be appointed as the Chairperson.</p> <p>6.5 The CEO will be permitted to vote at the meetings of the Board.</p>	<p>6.4 The Board will appoint a Chairperson from the elected members of the Board at the earliest opportunity after the Annual General Meeting (AGM) who will remain the TBNZ Chairperson until the conclusion of the following year's AGM. In the event the Chairperson resigns a replacement will be appointed by the Board to complete their term. The Chairperson at any given time <u>must be</u> a member elected to the TBNZ Board by the general membership.</p> <p>6.5 The CEO will be permitted to vote at the meetings of the Board.</p>	<p>Amendments:</p> <ul style="list-style-type: none"> ▪ 6.4 Strengthened the definition of who can be the Chairperson of the TBNZ Board ▪ 6.5 Removed the provision for the CEO to be permitted to vote at the meetings of the Board ▪ Renumber remaining sections 6.6 to 6.10 now be 6.5 to 6.9 respectively due to action of removing the provision for the original statement 6.5 (refer to second bullet point above)

Section	Current Statement	Proposed Statement	Type of Change
8.2 Quorum	At meetings of the Board a quorum shall consist of not less than three (3) members. This includes the quorum for appointment of a CEO.	At meetings of the Board a quorum shall consist of not less than three (3) TBNZ Board members. This includes the quorum for appointment of a CEO.	Amendment: Clarified that a quorum is the minimum of three (3) TBNZ Board members which means that it is the majority of the elected members at the AGM from the general membership.
9.3 Chief Executive Officer (CEO)	A majority vote in respect of the appointment and dismissal of the CEO will require three (3) members of the Board being in agreement (excluding the CEO). The Chairperson will not be permitted a casting voting in relation to any vote taken in respect of the position of CEO.	A majority vote in respect of the appointment and dismissal of the CEO will require three (3) members of the Board being in agreement. The Chairperson will not be permitted a casting voting in relation to any vote taken in respect of the position of CEO.	Amendment: Removed the “(excluding the CEO)” as the CEO is no longer a member of the Board as part of this proposal.
9.5 Chief Executive Officer (CEO)		Where the CEO position is vacant, the Board will step in this role or may opt to redistribute the CEO functions to a sub-committee or to the Management Team	New sub-section This provides clarity how the functions of the CEO will be redistributed by the Board in case of a vacancy in this role.
10.1 Management Team	The CEO will be entrusted in consultation with the Board and by majority vote, with the responsibility to appoint members to positions on the Management Team	The CEO shall (with ratification by the Board) appoint persons to management roles that shall collectively be known as the Management Team	Amendment to be clearer on the role that the Board plays on how the Management Team members are appointed.
10.3 Management Team	The Management Team will consist of no less than five members (5) including the CEO and will include:	The Management Team may consist of the following roles:	Amendment: With the prescriptive number of Management Team members there is a risk that if the positions cannot be filled, that we will be in violation of the constitution. The proposed amendment addresses this situation as these roles are held by volunteers.
10.3f Management Team	10.3f Any other positions the CEO, in conjunction with the Board, may deem necessary to ensure the smooth running of the day to day operations of TBNZ	10.3f Operations Manager – who shall be charged with coordinating the activities within the Management Team working under instructions of the CEO	New statement for 10.3f
10.3g Management Team		10.3g Any other positions the CEO, in conjunction with the Board, may deem necessary to ensure the smooth running of the day to day operations of TBNZ	Amendment: renumbered reference (previously 10.3f)
13.1j Vacation of Position of Director		13.1j If the Proprietor member to the Board ceases to be a Proprietor	New condition added – This covers the situation where a Proprietor member to the Board ceases to be a proprietor as defined in the TBNZ constitution The TBNZ Board at the August 2020 meeting amended clause 13.1j from “If the Proprietor member to the Board cease to be an owner or manager or director of a Sponsor Centre of TBNZ” To “If the Proprietor member to the Board ceases to be a Proprietor”

Section	Current Statement	Proposed Statement	Type of Change
21 Income	<p>21.3 The Board (excluding the CEO) may, by a majority of 75%, determine an appropriate remuneration for the CEO and any member of the Management Team appointed by them or the CEO. The CEO and the Management Team may be requested by the Board to provide feedback as to appropriate remuneration levels but the final decision on any amounts payable will lie solely with the Board (excluding the CEO).</p> <p>21.4 The elected members of the Board will be entitled to receive remuneration in money provided said remuneration is approved by a majority vote of the members present at a General Meeting of TBNZ.</p>	<p>21.3 The Board may, by a majority of 75%, determine an appropriate remuneration for the CEO and any member of the Management Team appointed by them or the CEO. The CEO and the Management Team may be requested by the Board to provide feedback as to appropriate remuneration levels but the final decision on any amounts payable will lie solely with the Board.</p> <p>21.4 The elected members of the Board will be entitled to receive remuneration in money provided said remuneration is approved by a majority vote of the members present at a General Meeting of TBNZ.</p>	<p>Amendments:</p> <ul style="list-style-type: none"> ▪ 21.3 Removed "(excluding the CEO)" as it has been made clear in earlier parts of the amendments that the CEO is no longer part of the Board. ▪ 21.4 Removed this statement as it is contradictory to section 4.3 where it states: All members of the Board shall act in an honorary capacity ▪ Renumber remaining sections 21.5 and 21.6 to now be 21.4 and 21.5 respectively due to action of removing the provision for the original statement 21.4 (refer to second bullet point above)
36.8 Mode of Voting	<p>Only members of TBNZ have the right to vote on TBNZ matters. Each member present and voting at a general meeting of TBNZ shall have one (1) vote. Except when voting for the election of directors where each member present will be entitled to as many votes as there are vacant TBNZ Director positions. Each member present will only be permitted to vote for each nominee a maximum of one (1) time. Each member present shall not be required to exercise all of their votes in respect of the election of directors</p>	<p>Only members of TBNZ have the right to vote on TBNZ matters. Each member <u>either present or by proxy</u> and voting at a general meeting of TBNZ shall have one (1) vote. Except when voting for the election of directors where each member present will be entitled to as many votes as there are vacant TBNZ Director positions. Each member present will only be permitted to vote for each nominee a maximum of one (1) time. Each member present shall not be required to exercise all of their votes in respect of the election of directors</p>	<p>Amendment</p> <p>To ensure it is consistent with the fact that proxies are permitted under 36.10</p>