



The Constitution of Tenpin Bowling New Zealand Incorporated

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1 Name

Tenpin Bowling New Zealand Incorporated (herein called TBNZ)

TBNZ is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

2 Definitions

In these rules, unless the contrary intention appears:

TBNZ	means the society registered as Tenpin Bowling New Zealand Incorporated.
OFFICE BEARERS	means the four (4) TBNZ members and may include one (1) Proprietor elected in accordance with this Constitution.
BOWLING	means the participant sport of Tenpin Bowling and BOWLER shall have a corresponding meaning.
CENTRE	means the land, buildings and other improvements on one site used by members of the public for bowling irrespective of the number or method of operation of the bowling lanes provided there.
GENERAL MEETING	means a meeting open to all members of TBNZ being either an Annual General Meeting or a Special General Meeting.
PROPRIETOR	means an owner or manager or director of a Bowling Centre or industry related business
SEAL	means the common seal of TBNZ.
TBNZ WEBSITE	shall be the website found at www.tbnz.co.nz

Words importing the singular shall include the plural. Words importing the plural shall include the singular.

Words importing the masculine gender shall include the feminine gender. Words importing the feminine gender shall include the masculine gender. Director means member of Board.

3 Objects

- 3.1 To promote and develop the sport of tenpin bowling throughout New Zealand.
- 3.2 To assist with instruction, resources and advice for members.
- 3.3 To co-operate with other professional societies that share mutual goals, ethics and interests.
- 3.4 To conduct Annual Championships for all TBNZ members in good standing.
- 3.5 To enforce the Playing Rules and Regulations of TBNZ in any competitions conducted or sanctioned by TBNZ.
- 3.6 To comply with New Zealand Legislation.
- 3.7 To comply with the New Zealand Sports Drug-Agency and Sport New Zealand (Sport NZ) Anti-doping Policy.

4 Contact Person

- 4.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 4.2 The Society's contact person must be:
 - a. At least 18 years of age, and
 - b. Ordinarily resident in New Zealand.
- 4.3 A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
- 4.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - a. a physical address or an electronic address, and
 - b. a telephone number.
- 4.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

5 Board of Directors

- 5.1 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).
- 5.2 Tenure of Directors:
 - a. 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.
 - b. 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 of 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.
- 5.3 All members of the Board shall act in an honorary capacity.

6 Conflicts of Interest

- 6.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - to the Committee and or sub-committee, and
 - in an Interests Register kept by the Committee
- 6.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter
- 6.3 An Officer or member of a sub-committee who is an Interested Member regarding a Matter—
 - must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
 - must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter

consent; but

- may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- 6.4 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 6.5 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

7 Nominations for the Election of Directors

- 7.1 Nominations will not be accepted at the Annual General Meeting.
- 7.2 For the four (4) elected TBNZ Board Members:
- 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.
 - 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.
 - 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.
- 7.3 For the Proprietor member to the Board:
- 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
 - b. Should this position not be filled at the Annual General Meeting, this position will remain vacant until the next Annual General Meeting.
 - 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 .
- 7.4 The TBNZ Board Members elected by the general membership may also co-opt up to two (2) additional members excluding a proprietor to the TBNZ Board. The co-opted member(s) shall hold office until immediately after the closure of the first AGM subsequent to their appointment.
- 7.5 A maximum of one Proprietor can be elected by the general membership to be a TBNZ Board member under clause 5.2

8 Proceedings of the Board

- 8.1 The Board shall meet as it deems necessary but at least three (3) times in each calendar year. The Board may meet for the dispatch of business, adjourn or otherwise appoint and regulate its meetings as it thinks fit.

- 8.2 Any two (2) members of the Board may at any time summons a meeting of the Board, should matters arise that require the attention of the Board prior to the next scheduled meeting of the Board.
- 8.3 Questions arising at any meeting of the Board shall be decided by a majority vote of those Directors present. A determination of the majority of members shall for all purposes be a determination of the Board.
- 8.4 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 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 must be a member elected to the TBNZ Board by the general membership.
- 8.5 In the case of an equality of votes the Chairperson shall have a second or casting vote.
- 8.6 The Board may continue to act notwithstanding any vacancy in the Board so long as their number remains equal to or above that fixed as the quorum in Clause 8.2.
- 8.7 The Board may act only for the purposes of increasing the number of members of the Board from amongst the members of TBNZ which they are hereby empowered to do, or of summoning a Special General meeting of TBNZ, but for no other purposes should their numbers fall below that fixed as the quorum in Clause 8.2.
- 8.8 Minutes of all Board meetings shall be taken and upon approval by the Board be displayed on the TBNZ website.
- 8.9 The Board may from time to time for such purposes as it may deem fit appoint one or more of its members as a sub-committee.

9 Powers of the Board

- 9.1 In addition to the powers implied by the general law of New Zealand or contained in the Incorporated Societies Act 2022, the power which the Board may exercise to carry out its objectives are as follows:
- 9.2 To exercise the powers invested in it by these rules on behalf of TBNZ.
- 9.3 To take any steps that it may deem fit for the purpose of promoting any of the objects of TBNZ.
- 9.4 To convene meetings of the members of TBNZ for any purpose within the objects of TBNZ.
- 9.5 To enter into any arrangements with any authorities, which may seem conducive to the attainment of any of the TBNZ objects, and to attain authority any rights, privileges or concessions.
- 9.6 To prepare, edit, print, publish, issue, sell, circulate, lend and distribute, gratuitously or otherwise any papers, treatises, books, pamphlets, videos, cassettes, films, newsletters of documents relating to the activities and objects of TBNZ.
- 9.7 To sign, draw, accept or endorse all cheques or other negotiable instruments, and all receipts for money paid to TBNZ.
- 9.8 To appoint members to fill casual vacancies in any office, to form sub committees and appoint their members, and to co-opt members to any committee.
- 9.9 To use the funds of TBNZ, as the Board thinks necessary or proper in payment of the costs and expenses of TBNZ, including the employment of professional advisers, agents, officers and staff as appears necessary or expedient.

10 Quorum

- 10.1 At General meetings of TBNZ members a quorum shall consist of not less than twelve (12) Members.
- 10.2 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.

- 10.3 Should within half an hour of the time set down for a meeting of the TBNZ members to commence a quorum is not present, then the meeting shall be adjourned to a time within seven (7) days of the date of such meeting to be determined there at.
- 10.4 If at such adjourned meeting a quorum not be present, then those members attending shall be deemed a quorum, provided the number of such members is not less than ten (10).
- 10.5 Should the number of members attending such adjourned meeting per clause 8.4 be less than ten (10) then the meeting shall be cancelled.

11 Chief Executive Officer ('CEO')

- 11.1 The CEO will be appointed by a majority vote of the Board.
- 11.2 The CEO can be dismissed at any time by a majority vote of the Board
- 11.3 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.
- 11.4 The CEO will be responsible to the Board for the administration of the day to day operations of TBNZ.
- 11.5 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

12 Management Team

- 12.1 The CEO shall (with ratification by the Board) appoint persons to management roles that shall collectively be known as the 'Management Team'
- 12.2 The Management Team will be responsible to the CEO for administering the day to day operations of TBNZ.
- 12.3 The Management Team may consist of the following roles:
 - a. Administration Manager – who shall be charged with the duties usually entrusted to a Secretary of an Incorporated Society, including the conduct of correspondence and filing of all records of TBNZ other than books of account.
 - b. Finance Manager – who shall be charged with the duties usually entrusted to a Treasurer of an Incorporated Society, including the receipt and disbursement of all monies and keeping of proper books of account and preparation of balance sheets, and it shall be the duty of the Treasurer to submit the financial position of TBNZ for the preceding financial year to 31st day of December and audited by the TBNZ Auditor.
 - c. Tournament Manager – who shall be charged with the duty of the management of all TBNZ conducted tournaments.
 - d. Website Manager – who shall be charged with the duty of developing and maintaining the TBNZ website.
 - e. Media Officer – who shall be charged with the duty of preparing press releases and advertising tenpin bowling.
 - f. Operations Manager – who shall be charged with coordinating the activities within the Management Team working under instruction of the CEO
 - g. 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.
- 12.4 Profiles and email addresses of all members of the Management Team are required to be maintained on the TBNZ website.
- 12.5 Minutes of all Management Team meetings shall be taken and upon approval by the Management Team be displayed on the TBNZ website.

13 Indemnification

- 13.1 All members of the Board and Management Team who by the authority of the Board accept or incur pecuniary liability on behalf of TBNZ shall be held indemnified by TBNZ against any personal loss in respect of such liability.
- 13.2 Pecuniary liability shall include disbursements, expenses, liabilities and losses incurred by members of the Board and Management Team in carrying out the duties set out in their respective job descriptions.
- 13.3 Such indemnification as set out in clause 10.1 will not extend to members of the Board or Management Team who through a wilful or criminal act, neglect or default incur a liability on behalf of TBNZ.

14 Common Seal

- 14.1 The common seal of TBNZ shall be approved by the TBNZ Board and the Administration Manager shall be responsible for the safe custody and control thereof.
- 14.2 Whenever the common seal of the register is required to be affixed to any deed, document, writing or other instrument the seal shall be affixed thereto pursuant to a resolution of the Board and in the presence of a Director or the CEO and the Administration Manager, who shall sign the document or instrument to which the seal is so affixed.

15 Vacation of position of Director

- 15.1 The position of a member of the Board shall become vacant:
 - a. Upon the member's decease.
 - b. If the member becomes bankrupt.
 - c. If the member is convicted of any criminal offence against the laws of New Zealand for which the member is liable to imprisonment.
 - d. If the member becomes subject to a Compulsory or Community Treatment Order under the Mental Health (Compulsory Assessment and Treatment) Act 1992 or an order under the Protection of Personal and Property Rights Act 1988.
 - e. If the member resigns his/her office by notice in writing to the Administration Manager.
 - f. Any member of the Board who shall not attend three (3) consecutive meetings shall, unless with special leave, ipso facto (there and then) cease to be a member thereof.
 - g. If the member ceases to be a member of TBNZ.
 - h. Upon a resolution being passed by a two-thirds majority of members present at a properly constituted Special General Meeting specifically called for the purpose of removing the member from office.
 - i. If the member becomes involved either directly or indirectly in any contract or proposed contract with TBNZ without prior notice of the Board.
 - j. If the Proprietor member to the Board ceases to be a Proprietor.

16 Minutes

- 16.1 The Board shall cause minutes to be made of:
 - a. All appointments of Directors.
 - b. The name of members of the Board present at all meetings of TBNZ and of the Board.
 - c. All proceeding at all meetings of TBNZ and of the Board.

- 16.2 All minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the succeeding meeting.
- 16.3 In the absence of the Chairperson some member of the Board to be chosen by the meeting shall preside. Subject to clause 9.3 at every meeting of TBNZ or Board the Chairperson shall have a deliberate and a casting vote.

17 Publicity

- 17.1 No member, other than the Chairperson, CEO or a member nominated to do so by either the Chairperson or CEO, shall purport to speak for and represent the views of TBNZ as a whole without first having obtained the approval of the Board to do so.
- 17.2 The Website Manager is approved to regularly update the TBNZ website as necessary to ensure that information contained therein remains current.

18 TBNZ Premises

- 18.1 The offices of TBNZ shall be located at a suitable place as determined by the Board.

19 Notices

- 19.1 Any notice to a member of TBNZ may be served upon that member either personally or by sending it prepaid through the post addressed to the members last known address.
- 19.2 Any notice served by post shall be considered served on the fifth day following posting.

20 Financial Year

- 20.1 The financial year of TBNZ shall begin on the 1st day of January and end on the 31st day of December of that year.

21 Control and Use of Funds

- 21.1 All monies received by or on behalf of TBNZ shall forthwith be paid to the credit of TBNZ in an account with a bank or savings bank from time to time to be fixed by the Board.
- 21.2 The CEO will present at each and every Board meeting:
 - a. A financial report for the period aligning with the most recently completed GST return period.
 - b. A proposed expenditure budget for the subsequent three months.
- 21.3 Upon approval by the Board of the documents presented in accordance with clause 19.2, the CEO will make them available to the members of TBNZ by placing them on the TBNZ website.
- 21.4 Subject to individual payments not exceeding those authorized by the Board by more than \$500, all payments made by TBNZ shall be made on the signature of a Director and/or CEO and Administration Manager or Finance Manager (The Administration Manager and Finance Manager may not sign together).
- 21.5 The Board may from time to time invest and re-invest in such securities and upon such terms as it shall think fit the whole or any part of its monies which shall not be required for immediate business of TBNZ.

22 Borrowing Papers

- 22.1 The Board shall not without approval of the members at a general meeting borrow monies or issue debentures, bonds, mortgages or any other security.

23 Income

- 23.1 The income and property of TBNZ shall be applied solely towards the promotion of the objects of TBNZ, as set out in Clause 3 hereof, and no portion thereof shall be paid or transferred directly or indirectly to a member or members of TBNZ, unless such payment is compliant to clauses 21.2, 21.3, 21.4, and 21.5 of this constitution.

- 23.2 No member or person associated with a member of TBNZ shall derive any income, benefit or advantage from TBNZ where they can materially influence the payment of the income, benefit or advantage whatsoever.
- 23.3 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.
- 23.4 Where an elected member of the Board or a relative of an elected member of the Board is appointed to a position on the Management Team by the CEO their remuneration for their Management position will be determined by a unanimous decision of the remaining elected members of the Board.
- 23.5 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (and will never exceed open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

24 Audit

- 24.1 The Board shall appoint an Auditor who is a member of the New Zealand Institute of Chartered Accountants but is neither a member of TBNZ nor a relative of any member of the Board.
- 24.2 The Auditor shall hold office so long as the Board thinks fit and shall be paid whatever remuneration the Board determines.

25 Auditors Duties

- 25.1 The Auditor shall audit the TBNZ financial statements and prepare a report thereon for presentation to the members at the Annual General Meeting by the Finance Manager.

26 Accounts

- 26.1 The Finance Manager shall keep books of accounts and shall submit to each Annual General Meeting a statement of the TBNZ assets and liabilities, and income and expenditure for the preceding financial year.

27 Membership

- 27.1 **The Society shall keep an up-to-date Register of Members.**
- 27.2 A Register of Members shall be kept current showing in respect of each member their full name, address, date of joining, local tenpin bowling centre and/or club and demographic.
- 27.3 **Every current Member shall promptly advise the Society of any change of the Member's contact details.**
- 27.4 Members shall be one of the following categories:
 - a. Regular Member – Any member who has paid the prescribed membership fee to their local TBNZ Sponsor Tenpin Bowling Centre.
 - b. Direct Member – Any member who has paid the prescribed membership fee directly to TBNZ.
 - c. Honorary Member – Members admitted to TBNZ by special invitation of the Board and who are not required to pay a membership fee.
- 27.5 Membership shall be open to all people and nationalities who share a belief in the objects of TBNZ.
- 27.6 **The Society shall maintain the minimum number of Members required by the Act.**
- 27.7 **Every applicant for membership must consent in writing to becoming a Member.**

28 Annual Fees and Levies

- 28.1 Annual membership fees payable by members of TBNZ shall be determined by the Board and approved by a majority at the Annual General Meeting.

- 28.2 Annual membership fees are payable by members of TBNZ on 1st day of April of each year.
- 28.3 The Board may impose on members a levy, over and above the annual membership fee to meet any outstanding expense of TBNZ. Such levy to be approved by a majority at a general meeting.
- 28.4 Annual subscriptions shall be payable to the Finance Manager.
- 28.5 If a member fails to pay an annual subscription for any year on or before the 1st day of June in that year their membership will be cancelled with immediate effect.

29 Access to information for members

- 29.1 A Member may at any time make a written request to the Society for information held by the Society.
- 29.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 29.3 The Society must, within a reasonable time after receiving a request —
 - provide the information, or
 - agree to provide the information within a specified period, or
 - agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
 - refuse to provide the information, specifying the reasons for the refusal.
- 29.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —
 - withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
 - the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - the information is not relevant to the operation or affairs of the society, or
 - withholding the information is necessary to maintain legal professional privilege, or
 - the disclosure of the information would, or would be likely to, breach an enactment, or
 - the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
 - the request for the information is frivolous or vexatious, or
 - the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 29.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society —
 - that the Member will pay the charge; or
 - that the Member considers the charge to be unreasonable.
- 29.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

30 Resignation and Termination of Membership

- 30.1 Resignation by notice. Any member may resign his/her membership by giving notice to the Administration Manager in writing to that effect and such notice, unless otherwise expressed, shall take effect immediately.
- 30.2 Resignation deemed. Any member who fails to pay the annual subscription on or before the 1st day of June in that year their membership is due shall be deemed to have resigned membership.
- 30.3 All fees, levies, subscriptions or penalties that are outstanding at the time of resignation or termination of membership from TBNZ remain due and payable.
- 30.4 Membership may also be withdrawn, suspended, declined or terminated by the Board if a current or potential Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of TBNZ or if a current or potential Member acts in a manner which is considered by the Board to be harmful to TBNZ or inconsistent with the standards of behaviours expected of a current or potential Member.
- 30.5 A current or potential Member whose membership is withdrawn, suspended, declined or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of TBNZ or in the absence of any relevant provisions then by a General Meeting of TBNZ. If the issue goes to a General Meeting, then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

31 Sponsor Tenpin Bowling Centres

- 31.1 Any Tenpin Bowling Centre that pays the annual sponsorship fee determined by the Board and approved by a majority at the Annual General Meeting will be recognized as a Sponsor Centre of TBNZ.
- 31.2 Sponsor Centres will be entitled to receive benefits from TBNZ as determined by the Board, and varied by a majority vote of the Board.

32 Affiliated Organisations

- 32.1 Any New Zealand organization (incorporated under the Incorporated Societies Act 2022 OR the Charitable Trusts Act) whose principal objective is to promote the sport of tenpin bowling in New Zealand can make application to TBNZ to be recognized as an affiliated organization.
- 32.2 Affiliation will be determined by a majority vote of the Board.
- 32.3 Upon approval of affiliation,
 - a. For those incorporated under the Incorporated Societies Act 2022, it is the responsibility of the affiliated organisation to ensure that all its members remain financial members of TBNZ. Any affiliated organisation found to have members who are not financial TBNZ members may have their affiliation terminated by the Board.
 - b. For those incorporated under the Charitable Trusts Act, all Trustees of the Charitable Trust will be required to be registered financial members of TBNZ. Any Charitable Trust found not to have all Trustees as members of TBNZ may have their affiliation terminated by the Board.
- 32.4 The Board will only recognize one affiliated organisation in each city / town / district. The borders of each city / town / district will be aligned with those of the local council.
- 32.5 The Board is permitted to affiliate national representative special interest organisations who share a belief in the objects of TBNZ.

33 Expulsion of Members of TBNZ

- 33.1 Notice of Complaint. Any person may make a complaint to the Board that the conduct of a member of TBNZ is or has been injurious to the character of TBNZ. Every such complaint shall be in writing and addressed to the Administration Manager.
- 33.2 Meeting. If the Board considers that there is sufficient substance to the complaint, it

may invite the member to attend a meeting of the Board and to offer a written or oral explanation of the member's conduct. The member shall not be represented by a Solicitor at the meeting.

- 33.3 Notice of Meeting. The Board shall give at least fourteen (14) days written notice of the meeting. The notice shall inform the member of the complaint so that the member can offer an explanation of his/her conduct and that if the Board is not satisfied with the member's explanation the Board may expel or suspend the member of TBNZ.
- 33.4 Board May Expel. If, at the meeting, the Board decides to expel the member from TBNZ the member shall cease to be a member of TBNZ. If at the meeting the Board decides to suspend the member for a limited period, the Board shall give notice of that period but not exceeding 90 days. If appealed, a member expelled by the Board may within 14 days give written notice of appeal to the Administration Manager. The Board shall then call a Special General Meeting to take place within 21 days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion the member is reinstated immediately.
- 33.5 A sixty percent (60%) majority of members present and voting at a properly constituted Special General Meeting is required to quash the suspension or expulsion of a member.
- 33.6 All votes on the suspension or expulsion of a member shall be cast by secret ballot.

34 Dispute Resolution

- 34.1 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below.
- 34.2 The disagreement or conflict may be between any of the following persons—
 - 2 or more Members
 - 1 or more Members and the Society
 - 1 or more Members and 1 or more Officers
 - 2 or more Officers
 - 1 or more Officers and the Society
 - 1 or more Members or Officers and the Society.
- 34.3 The disagreement or conflict relates to any of the following allegations—
 - a Member or an Officer has engaged in misconduct
 - a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
 - the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
 - a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.
- 34.4 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
 - states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - sets out any other information or allegations reasonably required by the Society.
- 34.5 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—
 - states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

- sets out the allegation to which the dispute relates.
- 34.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 34.7 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
- 34.8 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 34.9 The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

35 How complaint is made

- 35.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
- states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - sets out any other information reasonably required by the Society.
- 35.2 The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
- states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation to which the dispute relates.
- 35.3 The information given under subclause (1b.) or (2b.) 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.
- 35.4 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

36 Person who makes complaint has right to be heard

- 36.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 36.2 If the Society makes a complaint—
- the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - an Officer may exercise that right on behalf of the Society.
- 36.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if—
- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and

- the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

37 Person who is subject of complaint has right to be heard

- 37.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent')—
- has engaged in misconduct; or
 - has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
 - has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 37.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 37.3 If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 37.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
- the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the respondent's written statement or submissions (if any) are considered by the decision maker.

38 Investigating and determining dispute

- 38.1 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 38.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

39 Society may decide not to proceed further with complaint

- 39.1 Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if—
- the complaint is considered to be trivial; or
 - the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a Member or an Officer has engaged in material misconduct:
 - that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act:
 - that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
 - the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - the person who makes the complaint has an insignificant interest in the matter; or

- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- there has been an undue delay in making the complaint.

40 Society may refer complaint

40.1 The Society may refer a complaint to—

- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

40.2 The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

41 Decision makers

41.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- impartial; or
- able to consider the matter without a predetermined view.

42 Annual General Meeting

42.1 The Annual General Meeting of the members of TBNZ shall be held upon a date or such date and place and at such time appointed by the previous Annual General Meeting and failing such appointment shall be held upon such date at such place and at such time as the Board shall appoint. At least twenty (20) days prior to such a meeting a notice will be placed on the TBNZ website.

42.2 The Annual General Meeting must be held no later than the earlier of the following—

- 6 months after the balance date of the Society
- 15 months after the previous annual meeting.

42.3 At the Annual General Meeting a balance sheet showing the financial position of TBNZ for the preceding financial year to 31st December and audited by the Auditor of TBNZ and a report of the Board shall be submitted.

42.4 Notices of motion for Annual General Meeting. Any member desiring to move at the Annual General Meeting any motion on any matter shall notify the Administration Manager in writing at least ten (10) days before the date of the Annual General Meeting. The Administration Manager shall within five (5) days before the date of the Annual General Meeting make available a copy of such notice to each member by placing the notice on the TBNZ website.

42.5 Unspecified business. Business not specified on the notice calling an Annual General Meeting and of which notice has not been given under Clause 31.3 must be transacted by permission of the Chairperson if not opposed by a majority of the members present.

43 Resolutions Binding

43.1 Subject to the provisions contained herein as to resolutions amending these rules, all resolutions of TBNZ shall be passed by the vote of simple majority of the financial members who are personally present at a General Meeting and shall be binding on all members whether they are present at the meeting or not.

43.2 The Administration Manager shall make available to members at least twenty (20) days prior to the Annual General Meeting all the proposed amendments to these rules by placing the proposed amendments on the TBNZ website.

- 43.3 A declaration by the Chairperson of the meeting that a resolution has been carried, or lost, together with an entry in the minute book of TBNZ shall be conclusive evidence of the fact.

44 Special General Meeting

- 44.1 Any three (3) members of the Board may at any time it is considered necessary convene a Special Meeting of TBNZ.
- 44.2 A Special General Meeting shall be convened by the Administration Manager upon the written request of either, not less than ten percent (10%) in number of the members of TBNZ, or not less than one hundred and fifty (150) members of TBNZ, with at least one hundred (100) members from one region, forty (40) members from a second region, and ten (10) members from a third region, with the regions being defined as 4.1 a, b, c, and d of this constitution. The Special General Meeting shall be held within a period of thirty (30) days from the date of receipt of the request. The requisition shall state the purpose for which the meeting is to be called and no other subject shall be discussed at the meeting.

45 Convening Meetings/Notice of General Meetings

- 45.1 The Administration Manager shall at least twenty (20) days prior to all general meetings make available to all members a notice of the general meeting by placing such notice of the general meeting on the TBNZ website. Therein shall be specified the place, the day and the hour of the meeting and the general nature of the business to be dealt with there at. No business apart of which notice has been given shall be conducted at such meetings.

46 Proceedings at General Meetings

- 46.1 A member of the Board shall preside as Chairperson at every general meeting of TBNZ, but if no members of the Board are present within fifteen (15) minutes after the time appointed for the commencement of the meeting, or if none of the Board are willing to act, then the members present shall elect one of their number to be Chairperson of the meeting, a simple majority sufficing.
- 46.2 The Chairperson may, with the consent of any meeting at which quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

47 Mode of Voting

- 47.1 The mode of voting on all questions (other than elections) at all general meetings shall be by a show of hands or, if the Chairperson or any three (3) members shall require, by secret ballot.
- 47.2 The mode of voting on all elections at the Annual General Meeting shall be by secret ballot.
- 47.3 When a secret ballot is required a returning officer and a sufficient number of assistants shall be appointed at the meeting.
- 47.4 When there is less than two (2) or an equal number of nominee(s) for any vacant TBNZ Director positions, the nominee/s will be elected as unopposed.
- 47.5 When there are more nominees than vacant TBNZ Director positions, all nominees will participate in one ballot, the nominees receiving the highest number of votes will be elected until all positions are filled.
- 47.6 No member who is un-financial may vote at any meeting.
- 47.7 In the case of an equality of votes, whether on a show of hand or on a poll, the

Chairperson of the meeting shall be entitled to a second and casting vote.

- 47.8 Only members of TBNZ have the right to vote on TBNZ matters. Each member, either present or by proxy 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.
- 47.9 Should a draw occur for the final vacant TBNZ Director position/(s) then a further vote will be required to determine who is elected to the TBNZ Board. Only those nominees involved in the draw will be permitted to participate in the further vote. Each Member present will be entitled to as many votes as there are vacant TBNZ Director positions remaining after the first vote. 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
- 47.10 The Board must allow proxy votes on behalf of other members not in attendance at the meeting provided the member in possession of the proxy vote provides the meeting chairperson 48 hours prior to the commencement of the meeting with the Proxy Voting form signed by the member not in attendance and witnessed by a third party authorising the attending member to vote on their behalf. An attending member will be restricted to holding a maximum of ten (10) proxy votes on behalf of other members not in attendance at any one meeting.
- 47.11 A fully digital proxy voting form may be available utilising electronic signatures. A list of all electronic proxy votes and witnesses will be published on the TBNZ website at least 48 hours in advance of a General Meeting. Digital proxy votes will stand unless the absent member or witness lodge a protest before the start of the General Meeting which the proxy is granted for.

48 Disposition of Surplus Assets

- 48.1 If upon the winding up or dissolution of TBNZ there remains after the satisfaction of all TBNZ debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of TBNZ but shall be given or transferred to some other organisation or body having objects similar to the objects of TBNZ or to some other charitable organisation or purpose, within New Zealand.
- 48.2 However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

49 Alteration of Rules

- 49.1 The rules of TBNZ may be altered, added to or rescinded at any general meeting provided that notice setting out such alteration, addition or rescission has been made available to all members by placing such notice on the TBNZ website with the notice of the meeting not less than twenty (20) clear days prior to the meeting.
- 49.2 All resolutions amending these rules shall be passed by the vote of majority of two-thirds (2/3) of the financial members who are personally present.
- 49.3 No addition to or alteration of the non-profit aims, personal benefit clause or the winding-up clause shall be approved without the approval of Inland Revenue.
- 49.4 The provisions and effect of this section shall not be removed from this document and shall be included and implied into any document replacing this document.
- 49.5 Filing Requirements. The Board shall within seven days register any such alteration, addition or rescission with the Registrar of Incorporated Societies.

50 Non-Religious and Non Political

- 50.1 TBNZ shall, in all its activities and dealings, be non-religious and non-political.

51 Matters Not Provided For

- 51.1** If any matter shall arise which is not, or in the opinion of the Board is not, provided for by or under this constitution, the same shall be determined by the Board as it shall deem fit, and every such determination shall be binding on TBNZ and its members unless and until set aside by a resolution at a General Meeting.