

**CONSTITUTION AND RULES OF TABLE TENNIS WELLINGTON
(INCORPORATED)**

As passed at the Inaugural General Meeting of Table Tennis Wellington (Incorporated) on 23 April 2002 and as amended at the Annual General Meeting of Table Tennis Wellington (Incorporated) on 29 March 2011.

1. NAME

The name of the Association shall be “Table Tennis Wellington Incorporated” (hereinafter referred to as TTW).

2. REGISTRATION

TTW shall be registered under the “Incorporated Societies Act 1908” and any subsequent legislation covering Incorporated Societies.

3. REGISTERED OFFICE

The registered office of TTW shall be at such place as the Executive Committee of TTW may from time to time determine.

4. OBJECTS

The objects of TTW are to:

- (a) Encourage, foster, promote, control, organise, develop, manage and administer the playing of table tennis in the TTW area.
- (b) Prescribe, maintain and uphold the laws for playing table tennis in this area.
- (c) Affiliate with the national governing table tennis organisation, and any other organisation as may be determined from time to time by the Executive Committee.
- (d) Generally do all things whatsoever for the benefit of table tennis which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the other objects of TTW provided however that the foregoing objects shall in no way limit the rights and powers conferred upon Societies incorporated under the Incorporated Societies Act 1908 and its amendments.

5. POWERS

The powers of TTW include the following:

- (a) Employ the funds and assets of TTW in such manner as is deemed by the Executive Committee to be in the best interest of table tennis.
- (b) Borrow monies for the purposes of carrying out the objects of TTW.
- (c) Invest monies of TTW upon such securities and upon such terms and conditions as may be determined from time to time by the Executive Committee.
- (d) Raise monies by subscriptions, levies, affiliation fees, donations, or otherwise.
- (e) Advance or lend monies to any member organisation either with or without security and upon such terms and conditions as shall from time to time be deemed proper and expedient.
- (f) Such other powers as may be necessary or desirable to further the objects of TTW.

6. COMMON SEAL

The Common Seal of TTW shall be held in the custody of the Secretary who shall affix it to such documents as the Executive Committee may from time to time direct and shall be attested by any two Executive Committee members. A record of every document to which the seal is affixed shall be kept.

7. MEMBERSHIP

- (a) Any club or organisation whose objects include the playing of the sport of table tennis will be eligible to apply for membership of TTW.
- (b) The Executive may at its discretion accept affiliation from individuals or groupings of individuals forming teams of any type within TTW in circumstances defined in advance by the Executive Committee.
- (c) Application for membership shall be made in writing to TTW. Applicants shall supply such information as requested by the Executive Committee. All applications shall be considered by the Executive Committee, which may, at its discretion, accept or refuse any such application. Accepted club applicants shall hereinafter be referred to as “**member clubs**”. Members belonging to those clubs, and accepted individual applicants shall hereinafter be referred to as “**members**”. Applicants will be notified in writing of the decision of the Executive Committee, and successful applicants will be sent a copy of the Constitution and Rules of TTW.
- (d) A register of officers, members and member clubs shall be maintained.

8. MEMBERSHIP – OBLIGATIONS AND MISCONDUCT

(a) All officers, member clubs and members shall comply with the provisions of these rules and with any rules or regulations lawfully made under the authority of these rules, and with any direction lawfully given by TTW or by the Executive Committee.

(b) In all cases of alleged misconduct by officers, members or member clubs, the Executive Committee may hold an enquiry if it considers an enquiry is warranted and, if it considers it appropriate following an enquiry, impose such penalty or take such action as it may deem fit, and the ruling of the Executive Committee shall be observed by the officer, member or member club.

(c) For the purposes of Rule 8(b) “misconduct” means

(i) conduct involving dishonesty in connection with any table tennis match, tournament or competition, or an the administration of the game of table tennis; or

(ii) conduct which is otherwise considered to bring the sport of table tennis or the name of TTW into disrepute.

(d) Any rule made by a member club which conflicts with this Constitution or any other regulation of TTW shall be void to the extent of the conflict.

9. CESSATION OF MEMBERSHIP

Any officer, member club or member shall cease to be a member of TTW:

(a) By tendering their resignation to the Secretary in writing, but shall remain liable to TTW for all money owing and unpaid at the date of resignation; or

(b) By ceasing to exist; or

(c) Through suspension or expulsion, having intentionally, recklessly or negligently failed to comply with any rule of TTW or any decision by the Executive Committee, provided in the case of expulsion that:

(i) a special general meeting is called which the officer, member club or member to be expelled is invited to attend and defend themselves or submit written grounds to refute the allegations; and

(ii) a resolution expelling the officer, member club or member be carried by not less than three fifths (60%) majority at the Special General Meeting; and

(iii) the officer, member club or member is informed in writing of the outcome of the Special General Meeting within 14 days of that meeting.

Any officer, member club or member expelled under these rules shall forfeit all right in and claim upon TTW and its assets.

10. APPEAL PROCEDURES

(a) There shall be a right of appeal against the decisions of the Executive Committee. Such appeal shall be made in writing to the Secretary within 28 days of the decision. All appeals shall be held by a referee or tribunal, who shall be agreed between the parties concerned. In the event of the parties concerned not being able to agree on a referee or tribunal, within 10 days of the lodging of an appeal, such referee or tribunal shall be appointed by the Secretary.

(b) Providing all parties involved have been given the opportunity to be represented at any hearing, and having considered all evidence called for and relevant information presented by any party or parties concerned, the referee or tribunal shall notify in writing all parties involved within 14 days of the decision, and any other appropriate authorities as soon as practicable after the decision.

(c) Every such decision shall be subject to such rights of appeal as determined from time to time in the constitution of the governing body to which TTW is affiliated.

11. **LIFE MEMBERSHIP**

Where any person has rendered special service for an extended period to TTW or to the sport of table tennis in Wellington, they may, on the nomination of the Executive Committee, be elected a Life Member of TTW at a General Meeting by a simple majority of votes cast.

12. **OFFICERS**

(a) The following Officers of TTW shall be elected at the Annual General Meeting:

- (i) Patron
- (ii) President
- (iii) Vice President/s (maximum of ten)
- (iv) Secretary
- (v) Treasurer
- (vi) Assistant Secretary (if required)
- (vii) Assistant Treasurer (if required)
- (viii) Assistant Secretary-Treasurer (if required)

(b) Any person may be elected to the office of (i), (ii) or (iii) in 12(a) without being required to affiliate to a club.

(c) All terms of office for Officers of TTW shall commence at the conclusion of the Annual General Meeting and expire at the conclusion of the following Annual General Meeting, but all Officers may be eligible for re-election.

(d) The Executive Committee shall have power to fill vacancies arising during the year, and any person appointed to fill a vacancy shall only hold office for the remainder of the term of the member who was replaced.

13. DUTIES OF OFFICERS

(a) Secretary –

The duties of Secretary shall include:

- (i) Convene and take minutes at all meetings of TTW;
- (ii) Keep and maintain the Minute books, records of TTW and registers of members and member clubs, and hold the Seal in his or her custody;
- (iii) Attend to correspondence (including requirements for the Registrar of Incorporated Societies) and additional secretarial business as shall be determined from time to time by the Executive Committee;
- (iv) Prepare the Annual Report for approval at the Annual General Meeting.

(b) Treasurer –

The duties of Treasurer shall include:

- (i) Receive all payments due to TTW, and pay all accounts owed by TTW;
- (ii) Keep correct accounts of all the transactions, assets, liabilities and funds of TTW;
- (iii) Prepare the audited Annual Accounts and present them to the Annual General Meeting;
- (iv) Determine the annual Honoraria due to eligible Executive Committee members of TTW and present for approval to the Annual General Meeting.

14. EXECUTIVE COMMITTEE

(a) The Executive Committee shall consist of the President, Secretary, Treasurer and up to 8 other members.

(b) The Executive Committee shall hold office until the conclusion of the next Annual General Meeting when they shall retire from office but shall be eligible for re-election.

(c) **Method of Meeting:** A meeting of the Executive Committee may be held by either:

(i) **Physical Meeting:** by a number of the Executive Committee members who constitute a quorum (as defined by 14(e) being assembled together at the place, date and time appointed for the meeting; or

(ii) **Other means:** by means of audio, or audio and visual, communication by which all Executive Committee members participating and constituting a quorum can simultaneously communicate with each other throughout the meeting.

(d) The Chairperson of the Executive Committee shall be elected from and by the appointed Executive Committee members, and shall be elected annually at the first Executive Committee meeting after the Annual General Meeting. The Executive Committee may elect a replacement Chairperson between Annual General Meetings. The Chairperson has the power to call emergency meetings as required.

(e) A quorum at a meeting of the Executive Committee shall be at least 50% (rounded down to whole numbers) of the Executive Committee, but shall not be less than five members.

(f) Any Executive Committee member who fails to attend three (3) consecutive meetings of the Executive Committee without leave of absence may forfeit their seat on the Executive Committee.

(g) The Executive Committee may appoint a replacement Executive Committee member in the event of the death, resignation, or forfeiture of position of that member. Such replacement shall hold office for the remainder of the term of the member who was replaced.

15. **FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for the governance of table tennis in the TTW area, to carry out the aims and objects of TTW, and shall have the following functions and powers in addition to those provided for elsewhere in these rules.

(a) To make, repeal and amend any rules (other than this document) or regulations for the management and control of table tennis in the area, providing that all members and member clubs are sent in writing a copy of the new or amended rules or regulations within 14 days of their confirmation or approval.

(b) To enter into contracts of insurance, sponsorship and other types of contracts as deemed appropriate to carry out the objects of TTW.

(c) (i) The jurisdiction to hear and determine any of the following matters:

(A) Any dispute between two or more member clubs;

(B) Any dispute between a member club and TTW;

(C) Any dispute between two or more members.

(ii) To determine and regulate the procedure and format of any hearing held to resolve such a dispute.

(d) To impose any penalty upon any officer, member or member club which are found guilty of breaching any of the rules, regulations of TTW or of refusing to give effect to any resolution passed by any General Meeting or by the Executive Committee.

- (e) To determine the process to apply in respect of the appointment of
 - (i) Selectors;
 - (ii) Sub Committees;
 - (iii) Managers, Coaches and Captains of Teams;
 - (iv) Other positions as required.
- (f) To appoint any sub-committees and to delegate such powers and responsibilities as the Executive Committee deems appropriate to such sub-committees.
- (g) To make any appointments either paid or voluntary, entering into employment contracts on such terms and conditions as the Executive Committee shall think fit and to adopt clearly defined delegations of authority from the Executive Committee to the appointees.
- (h) To adopt and monitor an annual plan and financial budget.
- (i) Such other powers as may be necessary or desirable to further the objects of TTW.

16. GENERAL MEETINGS

- (a) The Annual General Meeting shall be held in the month of March each year. The meeting shall be held at such place and at such time as may be determined by the Executive Committee.
- (b) Not later than 28 days before the date of the Annual General Meeting, every officer, member club, life member and Executive Committee member shall be notified in writing by the Secretary of the time, date and place of the meeting.
- (c) Member clubs and the Executive Committee shall give notice in writing of any business to be discussed or resolutions to be considered at any Annual General Meeting no later than 14 days before the date of such meeting, but any additional business may be accepted for discussion at the discretion of the chair.
- (d) Nominations for the Officers and Executive Committee of TTW shall be forwarded to the Association Secretary at least fourteen days before the date set down for any Annual General Meeting of TTW. All nominations shall be signed by the nominee, proposer and seconder. If there are insufficient nominations to fill any TTW position/s, nominations from the floor to fill the vacancies shall be accepted if seconded, and voted upon if required.
- (e) Not later than 7 days before the date of any Annual General Meeting, every officer, member club, life member and Executive Committee member shall be sent:
 - (i) A copy of the Annual Report, Balance Sheet and Income and Expenditure Accounts for the previous year.

- (ii) A Schedule of Business in accordance with 20, and 16 (c) and (d).
- (f) A Special General Meeting shall be convened either:
 - (i) at the request of the Executive Committee; or
 - (ii) on receipt of written request from not less than 25% of member clubs. Such requisition shall set forth the purpose of such meeting, and such meeting must be held within 45 days of receipt of requisition. In the event of the Executive Committee not convening such meeting the requisitioners shall be entitled to convene the meeting themselves.
- (g) Not later than 28 days before the date of the Special General Meeting, every officer, member club, life member and Executive Committee member shall be notified in writing by the Secretary of the time, date, place and purpose of the meeting.
- (h) The President shall be entitled to take the chair at all General Meetings. If the President declines the chair or is absent for more than 15 minutes after the appointed time for the meeting, an Executive Committee member (or if no Executive Committee member is present, a club delegate) shall be elected to take the chair.
- (i) Any member disobeying the ruling of the chair may be suspended for the period of the meeting by a resolution requiring a simply majority.

17. DELEGATES

At any General Meeting of the TTW the members of the Association, through their clubs, shall be entitled to representation by delegates as follows:

- (a) Each member club of TTW shall be entitled to one delegate for every vote to which it is entitled, up to a maximum of three votes for any one club.
- (b) Each of these delegate, and no other person, may exercise speaking rights for and on behalf of their club. The delegates shall exercise the club vote as a bloc.
- (c) Each delegate must be an affiliated member of the club he or she represents, and no delegate may represent more than one club.

18. QUORUM

- (a) At any General Meeting of TTW, delegates present and representing not less than one third of the member clubs shall constitute a quorum.
- (b) No business shall be transacted at any General Meeting of the Association unless the requisite quorum is present within thirty (30) minutes of the appointed time.

(c) If a quorum is not present within thirty (30) minutes from the time appointed for any Annual General Meeting convened on any requisition as provided for in Clause 16(f)(i), the meeting shall be held at the same time and place, on the same day of the following week. If at such adjourned meeting a quorum is not present, those delegates who are present shall be a quorum and may transact the business for which the meeting was called.

19. PARTICIPATION AT GENERAL MEETINGS

Participation in General Meetings of TTW may include the following:

- (a) Up to three (3) delegates appointed by each club.
- (b) Officers and Executive Committee members.
- (c) Life Members.
- (d) Observers, who may be heard at the discretion of the Chairperson but have no vote.

20. BUSINESS OF THE ANNUAL GENERAL MEETING

The business of the Annual General Meeting shall include:

- (a) Roll call of delegates, and apologies.
- (b) Confirmation of and matters arising from the Minutes of the previous Annual General Meeting and any subsequent Special General Meetings.
- (c) Receipt and adoption of the Annual Report.
- (d) Receipt and adoption of the Balance Sheet and Income and Expenditure accounts.
- (e) Election of Officers and Executive Committee.
- (f) Appointment of an auditor.
- (g) Election of life members (if any).
- (h) Consideration of resolutions of which notice has been given.
- (i) Approval of honoraria payable to eligible Executive Committee members for the previous financial year.
- (j) Setting of affiliation fees to member clubs for current financial year.

(k) Transaction of any general business of which due notice has been given or has been accepted at the discretion of the chairperson.

21. VOTING

(a) With the exception as provided for in Rule 28 (c) (Alteration to Rules) the business of TTW shall be decided by a simple majority of votes cast.

(b) No resolution may be voted upon at a general meeting unless it is moved and seconded by eligible voters.

(c) Each member club shall have as many votes as determined by the following formula (based on TTW membership figures at the conclusion of the previous financial year):

(i) Member clubs with 1-25 registered members shall be entitled to one vote.

(ii) Member clubs with 26-50 registered members shall be entitled to two votes.

(iii) Member clubs with 51-100 registered members shall be entitled to three votes.

(iv) Member clubs with 101-200 registered members shall be entitled to four votes

(v) Member clubs with more than 200 registered members shall be entitled to five votes.

Additionally, each club shall be entitled to one vote for every two teams competing in the previous year's winter interclub competition.

(d) Each officer, life member, and Executive Committee member shall, even if holding more than one of these positions, be entitled to only one vote.

(e) The voting qualifications specified in 21(c) and 21(d) shall apply at all General Meetings, except for the inaugural General Meeting, at which any club that was a member of the Wellington Table Tennis Association Incorporated or the Hutt Valley Table Tennis Association Incorporated at the time of that Association's winding up, shall be entitled to one vote only.

(f) A resolution put to the vote shall be decided on a show of hands by eligible voters, unless a poll is demanded before or on declaration of the result. Any poll must include all eligible votes whether cast in person or by proxy.

(g) Any poll called for shall be carried out as the chairperson shall direct.

(h) The chairperson shall have a casting vote in addition to a deliberate vote. A declaration by the chairperson that a resolution has been carried or lost and an entry to that effect in the Minute Book shall be conclusive evidence of that fact.

(i) Except where alternative arrangements for payment have been agreed to by the Executive Committee no club shall be entitled to vote at any general meeting unless all sums presently payable by it in respect of subscriptions, fees, and other amounts due to TTW have been paid.

22. PROXIES

All member clubs and Executive Committee members are entitled to a proxy vote at general meetings provided that:

(a) Any proxy must be presented in writing to the Secretary before the commencement of the meeting. And must specify which person is to speak and vote on their behalf.

(b) The holder of a proxy must be an officer or a member of a member club, but must not be acting as a delegate.

(c) No person except for the chairperson shall hold proxies for more than one voter.

The holding of a proxy shall not affect the voting rights of the holder, providing the holder is an eligible voter as determined in (21).

23. FINANCE & ANNUAL REPORT

(a) The financial year of TTW shall close on the **31st** day of **December** in each year.

(b) All monies received shall be paid to the credit of TTW at a bank or banks as determined by the Executive Committee.

(c) The payment of all accounts shall be signed or overseen by any two of the persons authorised to do so by the Executive Committee, and all accounts for payment shall be approved by the Executive Committee.

(d) The Annual Accounts shall be audited by an auditor, appointed at the Annual General Meeting, and who shall not hold any other office in TTW.

(e) A report of the year's activities together with the audited Balance Sheet and Income and Expenditure Account shall be prepared by the Executive Committee for presentation at the Annual General Meeting.

(f) All financial records shall be open to inspection by the Auditor and any officer of TTW at all times, and by any other Executive Committee member under conditions that the Executive Committee shall determine from time to time.

24. SUBSCRIPTIONS

The fees payable by member clubs and other members each year shall be determined at the Annual General Meeting of TTW. Any other conditions may be determined and applied by the Executive Committee from time to time.

25. PAYMENTS TO MEMBERS

No member or person associated with a member of TTW shall derive any income, benefit or advantage from TTW where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:

- (a) Professional services to TTW rendered in the course of business, charged at no greater rate than current market rates; or
- (b) Interest on money lent at no greater rate than the current market rates; or
- (c) Honorarium payments.

26. INDEMNITY

Every Executive Committee member of TTW who does any act in pursuance or intended pursuance of any provision of these rules or regulations made there under in general meeting or of the Executive Committee shall be indemnified by TTW against all losses and expenses incurred by them in connection with the discharge of their duties, unless the act was done in bad faith or without reasonable care.

27. RULES OF THE GAME

TTW shall adopt the rules of the game as sanctioned by the sport's international governing body.

28. ALTERATION TO RULES

- (a) These rules may be amended, repealed or replaced by a resolution passed by a simple majority of the votes cast at a General Meeting. Notice of the proposed alteration shall be given to the Secretary at least 14 days prior to the date of the General Meeting at which it is intended to propose the alteration. Notice shall be given of the proposed resolution in accordance with rules for General Meetings.
- (b) No addition to or alteration of the **Payments to Members** clause or the **Winding-Up** clause shall be approved without the approval of Inland Revenue.

(c) No rule introduced or altered at a General Meeting shall be altered or replaced before the following Annual General Meeting, except by resolution passed by at least three quarters of the votes cast at a Special General Meeting.

29. INTERPRETATION

- (a) In the event of any dispute over the interpretation of these rules or any question arising in connection with the administration of table tennis in the area which is not provided for in these rules, that question shall be decided by the Executive Committee.
- (b) Any such decision shall be recorded in the minutes of the Executive Committee and shall remain in force until it is amended or revoked by the Executive Committee or by a resolution passed at a General Meeting.

30. WINDING UP

- (a) TTW may be liquidated by a resolution carried by a simple majority (half plus one) of the votes cast at a Special General Meeting held in accordance with these rules.
- (b) The liquidation of TTW shall not take effect until the resolution in (30)(a) is confirmed at a subsequent meeting held no earlier than thirty (30) days and no more than ninety (90) days after the date on which the resolution so to be confirmed was passed.
- (c) If upon the liquidation of TTW there remains surplus funds after the satisfaction of all its debts and liabilities whatsoever, the same shall not be paid to or distributed among the members of TTW but shall be given or transferred to some other charitable organisation or body having purposes similar to the objects of TTW, or for some charitable purpose, within New Zealand.