New Zealand BASKETBALL Foundation

ANNUAL GENERAL MEETING | Claudelands Event Centre
11th May 2025 at 9.00am

AGENDA

1. Karakia and Welcome
2. Apologies
3. Minutes of 2024 Annual General Meeting
4. Confirmation of Minutes
5. Matters Arising
6. Chairpersons Report
7. Adoption of Chairpersons Report
8. Annual Accounts
9. Adoption of Annual Accounts
10. Election of Officers
    - Vice Chairperson
    - Board Member x 1
    - Appointment – Patron (K. Mair)
    - Appointment – Belinda Edwards BBNZ
11. General Business
    - Re-Register the Foundation as an Incorporated Society
    - Constitution

New Zealand BASKETBALL Foundation

NEW ZEALAND BASKETBALL FOUNDATION INC

Minutes of the New Zealand Basketball Foundation Inc, 34th Annual General Meeting held at the BNZ Centre, Whitmore Street, Wellington, Saturday 4 May 2024 at 0915 hours.

Roll call of Delegates and confirmation of voting entitlements.

PRESENT:

Chairperson:	Hilary Carr
Vice Chairman:	Iain Potter
Board:	Bob Bishop
Board:	Dan Dawick
Board (BBNZ):	Dillon Boucher

Amanda Cox (BBNZ Board), Glen Denham (BBNZ Board), Anna Gestro (BBNZ Board), Toko Kapea (BBNZ Board), Rob Gold (BBNZ Board), Saileen Raj (BBNZ), Kevin Fenwick (Basketball Taranaki), Jason Rolfe (Basketball Taranaki), Mark Douglas (Basketball Mid Canterbury), Dave Taylor (Life Member), Peter Murray (Deaf Basketball Association), Paul Stigley (NZBF), Rodney King (Life Member), Tony O'Connor (NZBB Foundation),Keith Mair (Life Member) Sue Pene (Rotorua Basketball), Farida Soloman (Rotorua Basketball), Robyn Ruka (Thames Valley Basketball), Shay-Marie Peneha (BBNZ), Maree Taylor (BBNZ), Brian McKenzie (Southland Basketball), John Auld (Southland Basketball).

1. Welcome

Vice Chairman, Iain Potter officially opened the meeting with a karakia.

2. Apologies

Tania Tupu, Pauline Paterson, Roger Paterson, Peter Crowhen, Robyn Clement and Dallas Pickering.

Motion: That these apologies be accepted.
Moved: R.King **Seconded:** I. Potter **<u>Carried</u>**

3. Minutes of 2023 Annual General Meeting

As circulated.

4. Confirmation of minutes

Motion: That the minutes of the 2023 AGM as circulated were approved as a true and accurate record.

Moved: D.Taylor **Seconded:** B.Bishop **<u>Carried</u>**

5. Matters arising
Nil

6. Chairmans report

Chairperson, Hilary Carr presented her annual report of the New Zealand Basketball Foundation for 2023. Highlights included:

- The ongoing work being completed to archive large amounts of memorabilia onto an online platform.
- Greg Williamsons resignation from the Board and Tania Tupu co-opted onto the Board following a short stint in an advisory capacity.
- Updates being made to both the website and 1000 club membership.
- Successful funding secured via Te Papa for archiving.
- Recognition of the incredible mahi completed by the Foundation's two volunteers – Rodney King and Paul Stigley.
- Recognition of the incredible mahi completed by Tony O'Connor in collating national team stats, reflected in the online stats tool available via the BBNZ website.

7. Adoption of Chairmans report

Motion: That the Chairpersons report be adopted.
Moved: H.Carr **Seconded:** B.Bishop **Carried**

8. Annual accounts

Iain Potter delivered the Foundation's report on the annual accounts.

9. Adoption of annual accounts

Motion: That the Reviewed Accounts presented be adopted.
Moved: I.Potter **Seconded:** R.King **Carried**

10. Election of officers

Hilary Carr reappointed for a further two-year term.

Board Member nominations were received for Dan Dawick and Tania Tupu. Dan and Tania appointed for terms of two years.

- Keith Mair to continue as Patron.
- Peter Crowhen to continue as reviewer of the financials.

New Zealand
BASKETBALL
Foundation

11. General Business

Re-Register the Foundation as an Incorporated Society

This requires all current Incorporated Societies to meet a number of minimum obligations. The Foundation was seeking formal approval to review and update their constitution and disseminate prior to the 2025 AGM for feedback.

Motion: Formal approval to re-register the New Zealand Basketball Foundation as an Incorporated Society.
Moved: I.Potter **Seconded:** K.Fenwick **Carried**

Pauline Paterson Acknowledgement

Hilary Carr acknowledged Pauline Paterson for her amazing dedication and ongoing contribution to the New Zealand Basketball Foundation over the years.

A plaque will be officially presented to Pauline at a later date.

BBNZ Awards

Hilary Carr also acknowledged the BBNZ Events team for their efforts in delivering another successful awards evening. Hilary also encouraged associations to do a better job in attending the annual event to ensure its ongoing sustainability.

It was also acknowledged that the Foundation would be sponsoring five awards at the BBNZ awards in 2024. This will be reviewed annually.

There being no further business, the meeting duly closed at **0928 hours.**

Confirmed as a true and correct record of the meeting.

..................Hilary Carr..................HCarr............................Chairperson.

NEW ZEALAND BASKETBALL FOUNDATION INC
CHAIRPERSONS REPORT 2024

It is with pleasure that I present the Annual Report of the New Zealand Basketball Foundation for 2024

The Foundation continues to be very active with many activities and all the archiving.

Staff:

Vicki Lienert departed for Auckland in October. We thank her for her efforts in the ongoing scanning and archiving our records.

We employed Dane Tamati in October, and he will be with us until July when he joins the Airforce. We value his input and wish him well in the Airforce.

Al is still involved in the History project and with his wealth of knowledge we appreciate his ongoing support.

General:

We are in the process of refreshing our website and1000 club membership form to make it more current and appealing. Tania has done an amazing job with this, and we are hopeful of having it available very soon.

We made a financial contribution to the Awards function last year and will continue this support again this year. We are keen to keep the Awards in some shape or form continuing so that past players/coaches/administrators can be acknowledged appropriately

Thanks

Our volunteers have been amazing . We only have 2 volunteers – Rodney King and Paul Stigley. They have both been special people with their assistance to the Foundation.

Paul after completing the banners, has offered his assistance to Al with sorting the storage. Rodney has prepared and Rodney has recently had a health issue. We wish him well with his recovery. The Foundation appreciates their support. The newsletters have generated a great deal of positive response from readers.

We can never have too many volunteers. If you are based in the Wellington area and are keen to assist the Foundation, please contact us. We still have many things to sort through before we can get the archiving in a public space.

Thanks must also go to the BBNZ staff and BBNZ Board for their continued support and commitment to bringing the recording of our history of basketball to fruition.

BBNZ is now providing assistance in doing all the finances and Audit.

We also acknowledge our 1000 club members – this is an area we are committed to growing. Hopefully once our nomination form is completed this will generate more members.

I would also like to thank Tony O'Connor for his relentless work on stats for the Tall Blacks and Tall Ferns. This has been a huge project to update, and we really appreciate his efforts.

Finally, to the Board of the NZ Basketball Foundation – thanks for your support and assistance.

Regards,

Hilary Carr
Chair

BELINDA EDWARDS AT (CAANZ 2093155)

Independent Review Report to the Chair of The New Zealand Basketball Foundation Incorporated

Scope of Review

I have reviewed Financial Statements and records for the year ended 31 December 2024, which are comprised of the Statement of Financial Performance, Statement of Financial Position and Statement of Cashflows.

This information is stated in accordance with the Accounting Policies and Notes to the Financial Statements Board Responsibilities.

The Board is responsible for the preparation of the Financial Statements which give a true and fair view of the results of operations for the year ended 31 December 2024.

As the reviewer of these financials it is my responsibility to express an independent opinion on the Financial Statements presented by the Board and report my opinion to you.

The Basis of my review includes examining, on a test basis, evidence relevant to the amounts and disclosures in the Financial Statements. It also includes assessing:

- The significant estimates and judgements made by the Board in the preparation of the Financial Statements; and
- whether the accounting policies are appropriate to The New Zealand Basketball Foundation Incorporated's circumstances, are consistently applied and adequately disclosed.

I conducted my review in accordance with generally accepted review standards in New Zealand. I planned and performed my review so as to obtain all the information and explanations which I considered necessary in order to provide me with sufficient evidence that the Financial Statements show a true and fair view of the financial results.

In forming my opinion, I also evaluated the overall adequacy of the presentation of information in the Financial Statements. Opinion "I reviewed the financial statements of The New Zealand Basketball Foundation Incorporated for the year ended 31 December 2024. A review is limited primarily to enquiries of the Board and analytical review procedures applied to financial data and thus provides less assurance than an audit. I have not performed an audit and accordingly I do not express an audit opinion. Based on my review, there were some minor addition errors in the 2023 financials which have now been correct, however nothing has come to my attention that causes me to believe that the accompanying Financial Statements for 2024 and the rectified immaterial corrections to the 2023 accounts, do not give a true and fair view."

NEW ZEALAND BASKETBALL FOUNDATION INCORPORATED

PERFORMANCE REPORT

FOR YEAR ENDED 31 DECEMBER 2024

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NEW ZEALAND BASKETBALL FOUNDATION INCORPORATED
ENTITY INFORMATION
FOR YEAR ENDED 31 DECEMBER 2024

Legal Name of Entity:	New Zealand Basketball Foundation Incorporated
Type of Entity and Legal Basis:	Registered Charity and Incorporated Society.
Registration Numbers:	CC43468 and IS425279
Entity's Purpose or Mission:	To foster the growth, promotion and development of the sport of basketball. To create and support opportunities for all participants to take part and reach their potential and do all such things as may incidental to the attainment of the foregoing objects.
	To record the history of the sport in New Zealand and to compile archives of supportive material. To promote the sport of basketball through appropriate marketing and promotional activities.
Entity Structure:	The management of the Foundation is vested in the Board of Management comprising a Chairperson, Deputy Chairperson, the Chief Executive Officer of Basketball New Zealand and three other elected members. The Board can also co-opt two other members from time to time as required on terms established at the time of appointment. All members of the Board of Management are volunteers.
	Current Board members are: Hilary Carr (Chairperson), Iain Potter (Deputy Chairperson), Dan Dawick, Bob Bishop, Bill Eldred, Pauline Paterson and Dillon Boucher (CEO, BBNZ).
Main Source of Cash and Resources:	The Foundation relies on subscriptions and income from investments for its income.
Main method used to raise Funds:	Membership Fees from the basketball community. Reliance on Volunteers and donated
Goods and Services:	The Foundation is reliant on its Board of Management to carry out its objectives and the effectiveness of their efforts will determine the achievements of the Foundation. A limited amount of donated goods and services are received.
Physical Address:	C/- Dan Dawick Basketball New Zealand 39 The Terrace, Wellington, 6011
Postal Address:	P O Box 231 Waterloo Quay Wellington, 6011
Bankers:	ANZ Bank Ltd, Wellington
Reviewer:	Belinda Edwards, Wellington.

NEW ZEALAND BASKETBALL FOUNDATION INCORPORATED
STATEMENT OF SERVICE PERFORMANCE
FOR YEAR ENDED 31 DECEMBER 2024

Description of Outcomes:	Promote and support the basketball community and consider opportunities for all participants to reach their potential. Recording of the history of the sport in New Zealand by archiving appropriate material. Distributed 3 books recording the history of the sport in New Zealand.
Description of Outputs:	Regular Board of Management meetings were held to manage the affairs of the Foundation and consider opportunities to promote and support the basketball community. This includes maintaining a special project compiling information on the history of basketball in New Zealand at all levels.

NEW ZEALAND BASKETBALL FOUNDATION INCORPORATED
STATEMENT OF FINANCIAL PERFORMANCE
FOR YEAR ENDED 31 DECEMBER 2024

	Notes	2024	2023
INCOME			
Donations, Fundraising and other similar revenue			
Donations		$ 100	$ 100
Sale of Publication – More Hype than Glory		$ -	$ 90
Sale of Publication – Lets Go Girls		$ 115	$ 134
Sale of Publication – "The Lost Years"		$ -	$ 25
Sale of Publication – In the Hot Spot		$ -	$ 1,662
		$ 215	**$ 2,011**
Fees, Subscriptions and other Revenue from members			
Association Subscriptions		$ 6,600	$ 6,200
"1000" Club		$ 400	$ 200
		$ 7,000	**$ 6,400**
Interest Revenue			
Interest		**$ 14,724**	**$ 11,552**
TOTAL INCOME		**$ 21,939**	**$ 19,963**
LESSS EXPENDITURE			
Administration Expenses			
AGM and Meeting Expenses		$ 2,165	$ 434
Awards Costs		$ 2,191	-
Accounts Review Fee		$ 367	$ 690
Bank Fees		$ 65	$ -
General Expenses		$ 200	$ 139
Presentations & Flowers		-	$ 526
Signage and Branding		$ 3,743	-
Storage		$ 2,233	-
Subscriptions		$ 1,212	-
Total Administration Expenses		**$ 12,176**	**$ 1,789**
Memorabilia Projects	7		
Archives		$ 5,040	$ 5,452
Total Memorabilia Project Expenses		**$ 5,040**	**$ 5,452**
TOTAL EXPENDITURE		**$ 17,216**	**$ 7,241**
Surplus/ (Deficit) for Year		**$ 4,723**	**$ 12,722**

NEW ZEALAND BASKETBALL FOUNDATION INCORPORATED STATEMENT
STATEMENT OF MOVEMENTS IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024

		2024		2023
MEMBERS' FUNDS				
General Funds at beginning of Year	$	204,905	$	190,618
Surplus/(Deficit) for year	$	4,723	$	12,722
General Funds at 31 December 2024	**$**	**209,628**	**$**	**203,340**
General Reserve (Note 6)	$	100,000	$	100,000
Total Funds at 31 December 2024	**$**	**309,628**	**$**	**303,340**

NEW ZEALAND BASKETBALL FOUNDATION INCORPORATED

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Notes	2024	2023
MEMBERS' FUNDS	6		
General Funds		$ 209,628	$ 203,340
General Reserve		$ 100,000	$ 100,000
		$ 309,628	**$ 303,340**
Represented by			
CURRENT ASSETS			
ANZ Bank - Cheque Account		$ 34,156	$ 41,280
Accounts Receivable		$ 3,743	-
		$ 37,899	**$ 41,280**
INVESTMENTS			
ANZ Bank - Term Deposits	3	$ 136,125	$ 136,125
Heartland Bank	3	$ 70,184	$ 65,072
Nelson Building Society	3	$ 65,802	$ 61,563
		$ 272,111	**$ 262,760**
TOTAL ASSETS		**$ 310,010**	**$ 304,040**
LESS LIABILITIES			
CURRENT LIABILITIES			
Accounts Payable		$ 382	$ 700
TOTAL LIABILITIES		**$ 382**	**$ 700**
NET ASSETS		**$ 309,628**	**$ 303,340**

On behalf of the Board of Management

Chairperson

Board Member

Date: 01/05/2025

NEW ZEALAND BASKETBALL FOUNDATION INCORPORATED
STATEMENT OF CASH FLOW
FOR THE YEAR ENDED 31 DECEMBER 2024

	2024	2023
Cash Flows from Operating Activities		
Cash was received from:		
Donations, Fundraising and other similar receipts	$500	$1,852
Subscriptions and Levies	$6,600	$6,400
Sales of Publications	$115	$224
Interest from Investments	$14,724	$11,552
	$21,939	**$20,028**
Cash was applied to: Payments for Expenses	**$21,277**	**$7,238**
Net Cash Flow from Operating Activities	**$662**	**$12,790**
Cash Flows from Investing and Financing Activities		
Cash was received from:		
Maturing Term Investment	**$0**	**$0**
Cash was applied to:		
Purchase of Assets	$0	$0
Reinvestment of Term Investments	$7,786	$5,452
Net Cash Flows from Investing and Financing Activities	**($7,786)**	**($5,452)**
Net Increase/(Decrease) in Cash	**($7,124)**	**$7,338**
Opening Cash	$41,280	$33,942
Closing Cash	**$34,156**	**$41,280**
This is represented by:		
ANZ Bank – Cheque Account	**$34,156**	**$41,280**

NEW ZEALAND BASKETBALL FOUNDATION INCORPORATED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

1. Statement of Accounting Policies Basis of Preparation

The New Zealand Basketball Foundation Incorporated is eligible and has elected to apply accounting standard PBE SFR-A (NFP) on the basis it does not have public accountability, is not large and has total annual expenditure of less than $2,000,000.

All transactions in the Performance Report are reported using the accrual basis of accounting. The Performance Report is prepared under the assumption that the entity will continue to operate in the foreseeable future.

Goods and Services Tax
The Foundation is not registered for GST. All amounts are recorded inclusive of GST, where applicable.

Income Tax
The New Zealand Basketball Foundation Incorporated is wholly exempt from New Zealand income tax having complied with all statutory conditions for these exemptions.

Bank Accounts and Cash

Bank accounts and cash in the Statement of Cash Flows comprise bank balances (including short term deposits) with original maturities of 90 days or less.

Tier 2 PBE Accounting Standards Applied (if any)

The Board has not applied any Tier 2 PBE Accounting Standards in the preparation of these accounts.

Changes in Accounting Policies

There have been no changes in accounting policies during the financial year.

2. Stock on Hand
The Foundation has the following copies of publications on hand at balance date:
"Let's Go Girls" - 20 Hard Cover
"The Lost Years" – 7 Soft Cover
"In the Hot Spot" – 12 soft cover

This stock is not included as a monetary value in the accounts as it is uncertain as to whether they will have any future value.

3. Investments
Investments are carried at the lower of cost and net realisable value. Details of movements for the year and the current amount invested at balance date are as follows.

a) Movements for year		**2024**		**2023**
Balance 1 January 2024	$	264,325	$	258,873
Interest Received	$	-	-	
(Withdrawn)/Reinvested	$	7,786	$	5,452
Balance 31 December 2024	**$**	**272,111**	**$**	**264,325**

b) Current Investments		**Amount**	**Term**	**Int Rate**	**Due**
ANZ Bank Ltd Term Deposit	$	100,000	1 year, 4 days	5.20%	27/12/2025
ANZ Bank Ltd Term Deposit	$	36,125	183 days	3.35%	3/04/2025
Heartland Bank Ltd	$	70,184	9 months	5.10%	31/03/2025
Nelson Building Society	$	65,802	9 months	6.00%	1/10/2025
	$	**272,111**			

Interest of $ Nil has been accrued for the period from reinvestment to 31/12/2024 (last year $ Nil). These term deposits support the general reserve included in Members' Funds.

4. Contingent Liabilities

At balance date there were no contingent liabilities. (2023: Nil). New Zealand Basketball Foundation Incorporated has not granted any securities in respect of liabilities payable by any other party whatsoever.

5. Related Parties

From time to time members of the Board of Management incur expenditure on behalf of the Foundation. This expenditure is approved by the Board of Management and fully reimbursed. The transactions are on a normal commercial basis and the amounts are generally minor in nature.

6. General Reserve
The general reserve has been established to provide for future opportunities. The fund is supported by general investments and cash at bank.

7. Future Commitments

The Foundation's arrangement with BBNZ to meet the costs of special work relating to the NZ Basketball Memorabilia/Archive project terminating on 31 March 2025. During year ended 31 December 2024 a net amount of $5,040 was expended (2023: $5,452). Total expenditure to date is $64,653 (2023: $59,613).

8. Review
These financial statements have been subject to review. Please refer to the Reviewer's Report.

NEW ZEALAND BASKETBALL FOUNDATION INC

NOMINATION FORM 2025

Vice Chairperson, Iain Potter and Board Member Bob Bishop are up for re-election this year.

The positions available for election in 2025 are therefore – Vice Chairperson and x1 Board member in accordance with Clause 7.2(d) of the constitution. All nominations must be in the hands of the President by 5pm the 13th of April 2025. Please return these to: daniel@nz.basketball.

A list of nominees will be forwarded to members on the 27th of April 2025. If there are insufficient nominees, further nominations will be taken from the floor at the AGM.

NOMINATION

I wish to nominate ....**Iain Potter**.............................. Of ......**NZBF**................ for the position of Vice Chairperson of the Foundation (2-year term) commencing with the 2025 year.

Nominee (Name): Iain Potter

Nominees Signature:

Proposer (Name): Daniel Dawick

Signature:

Seconder (Name) Dillon Boucher

Signature:

Vice Chairperson, Iain Potter and Board Member Bob Bishop are up for re-election this year.

The positions available for election in 2025 are therefore –

Vice Chairperson

1 x Board member in accordance with Clause 7.2(d) of the CPonstitution.

All nominations must be in the hands of the President by 5pm the 13th April 2025. Email: hilarycarr@xtra.co.nz.

A list of nominees will be forwarded to members on the 14th May 2025. If there are insufficient nominees, further nominations will be taken from the floor at the AGM.

NOMINATION

I/We wish to nominate Bob Bishop Of Wellington for the position of Board member (2 year term) commencing with the 2025 year

Nominee (Name)......Bob Bishop..

Nominees Signature...Bob Bishop...

Proposer (Name).........

Hilary Carr.........................Signature...
Seconder (Name)............... Signature

CONSTITUTION

OF

NEW ZEALAND BASKETBALL FOUNDATION INC.

New Zealand Basketball Foundation Incorporated (NZBF)

Constitution

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New Zealand Basketball Foundation Incorporated

Constitution

1. Definitions and interpretation

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

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

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

Bylaws means any bylaws, policies, regulations and codes of the NZBF made under clause 14.

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

Chair means the Management Committee Member appointed as chair of the NZBF under this Constitution.

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

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

General Meeting means an AGM or SGM of the NZBF.

Interested has the meaning given in section 62 of the Act.

Management Committee means the NZBF's governing body.

Management Committee Member means a member of the Management Committee, including the Chair.

Matter has the meaning given in section 62(4) of the Act.

Member means each person who for the time being is a member of the NZBF and includes all classes of members described in clause 4.3.

NZBF means New Zealand Basketball Foundation Incorporated

Officer means a Management Committee Member and any natural person occupying a position in the NZBF that allows the person to exercise significant influence over the management or administration of the NZBF.

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

Purposes means the purposes of the NZBF described in clause 3.1.

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

Special Resolution means a resolution passed by a 75% majority of votes cast.

2. Details of NZBF

2.1 **Name:** The name of the society is New Zealand Basketball Foundation Incorporated.

2.2 **Charitable status:** The NZBF is already registered as a charitable entity under the Charities Act 2005.

2.3 **Registered office:** The registered office of the NZBF is at the place the Management Committee decides.

2.4 **Contact person:** At its first meeting following an AGM, the Management Committee must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Management Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

3. Purpose and powers

3.1 **Purpose:** The purposes of NZBF are to:

(a) preserve and celebrate New Zealand's basketball legacy

(b) encourage participation in basketball through sharing special moments, achievements and aspirational stories with the basketball community and the wider New Zealand public

(c) collect, collate and archive items, records and memorabilia

(d) display and share access to historical materials

(e) collect donations and membership fees and raise funds to assist achievement of the NZBF's Objects

(f) have an effective working relationship with Basketball New Zealand

3.2 **Capacity and powers:** The NZBF has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

4. Members

4.1 **Membership:** A person or entity consents to become a Member by paying the fee set by the Management Committee. The Management Committee may accept or decline any membership in its absolute discretion.

4.2 **Members:** The Members of the NZBF are as determined by the Management Committee.

4.3 **Life Members:** Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the NZBF. The Management Committee may nominate an individual to become a Life Member. A person may only be elected as a Life Member by a Resolution at a General Meeting. A person consents to becoming a

Life Member on acceptance of their life membership. Life Members have such rights and benefits as determined by the Management Committee.

4.4 **Member rights and obligations:** Members acknowledge and agree that:

(a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of the NZBF;

(b) they are subject to the jurisdiction of the NZBF;

(c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Management Committee;

(d) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Management Committee, including payment of any membership or other fees within the required time period;

(e) if they fail to comply with sub-clause (d) the Management Committee may terminate their membership.

(f) they do not have any rights of ownership of, or the automatic right to use, the NZBF's property; and

(g) they will promote the interests and Purposes of the NZBF and must not do anything to bring the NZBF into disrepute.

4.5 **Ceasing to be Member:** A Member ceases to be a Member:

(a) if an individual on death;

(b) by giving notice to the Management Committee of their resignation;

(c) if their membership is terminated;

(d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

4.6 **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:

(a) remains responsible to pay all their outstanding membership and other fees to the NZBF;

(b) must return all of the NZBF's property if required;

(c) ceases to be entitled to any rights of a Member.

4.7 **Membership fees:** The Management Committee will recommend any membership and other fees payable by Members at the Annual General Meeting each year and the due date for those fees. The Management Committee may determine different levels of membership fees and other fees for different types of Members.

4.8 **Member register:** The Management Committee will keep an up-to-date Member register, which includes each Member's name and Contact Details. A Member must provide notice of any change to their Contact Details. The Member register will be updated as soon as practicable after the Management Committee becomes aware of changes. The Management Committee will keep a record of those who have ceased to be a member within the previous 7 years and the date on which they ceased to be a member. The Member Register records will be entered and maintained in the NZBF Mandated database.

5. General Meetings

5.1 **AGM:** An AGM must be held once a year at the time, date and place as the Management Committee decides, but not more than 6 months after the balance date of the NZBF and not more than 15 months after the previous AGM

5.2 **Notice of AGM:** The Members must be given at least six weeks' notice of the AGM. Notice to Members of an AGM may be given by posting on the NZBF's website and/or Basketball New Zealand's website.

5.3 **Business of AGM:** The following business will be discussed at the AGM:

(a) confirmation of the minutes of the previous AGM;

(b) the Management Committee's presentation of the following information during the most recently completed accounting period:

(i) the annual report;

(ii) the annual financial statements;

(iii) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);

(c) the election of any Management Committee Members;

(d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;

(e) consideration of any other items of business that have been properly submitted for consideration at the AGM.

5.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the NZBF at least four weeks before the date of the AGM.

5.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least two weeks before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree to discuss any other items.

5.6 **Calling of SGM:** The Management Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Management Committee itself; or by 50% of Members.

5.7 **Notice of SGM:** Members must be given at least four weeks' notice of the SGM, unless the Management Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to

Members. A SGM may only consider and deal with the business specified in the request for the SGM.

5.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.

5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 10 Members who are entitled to vote, including Members present by casting votes by electronic means. The quorum must always be present during the General Meeting.

5.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.

5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

5.12 **Control of General Meetings:** The Chair of the Management Committee chairs General Meetings. If that person is unavailable, a Management Committee Member (appointed by the Management Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.

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

(a) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and

(b) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

5.14 **Attendance:** Members and any other persons invited by the Management Committee are eligible to attend and speak at General Meetings.

5.15 **Voting:** The voting entitlement for each Member eligible to vote is as follows: one vote per Member.

5.16 **Voting by electronic means:** Voting by electronic means is permitted.

5.17 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or 50% of Members present or as otherwise required under this Constitution.

5.18 **Minutes:** Minutes must be kept of all General Meetings.

5.19 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

6. Management Committee

6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Management Committee must manage, direct or supervise the operation and affairs of the NZBF and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the NZBF.

6.2 **Composition:** The Management Committee consists of:

(a) Up to six persons elected at the AGM under clause 6.3 (**Management Committee Members**).

6.3 **Election of Management Committee Members:** Management Committee Members are elected as follows:

(a) The Management Committee must call for nominations for any Management Committee positions that are to be vacated by a date set by the Management Committee and if no date is set, at least six weeks before the AGM.

(b) Applications and nominations are made in the forms decided by the Management Committee and must be received by a person appointed by the Management Committee who is not seeking election, by the date set by the Management Committee and if no date is set, at least four weeks before the AGM.

(c) Elections of the Management Committee Members at the AGM will take place as follows:

(i) if there are more nominees than the number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;

(ii) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;

(iii) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;

(iv) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

6.4 **Qualification:** Every Management Committee Member must, in writing:

(a) consent to be a Management Committee Member; and

(b) certify that they are not disqualified from being elected, appointed or holding office as a Management Committee Member by this Constitution or under section 47 of the Act or under section 36B of the Charities Act 2005.

6.5 **Disqualification:** The following persons are disqualified from being elected or holding office as a Management Committee Member;

(a) A person who is an employee of, or independent contractor to the NZBF.

(b) A person who is disqualified from being elected or holding office as a Management Committee Member under section 47 of Act or under section 36B of the Charities Act 2005.

(c) A person who has been removed as a Management Committee Member following a process under this Constitution or any Bylaw.

If an existing Management Committee Member becomes or holds any position in (a) above then upon appointment to such a position, they are deemed to have vacated their office as a Management Committee Member. If any of the circumstances listed in (b) above clause occur to an existing Management Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

6.6 **Term of office:** The term of office for all Management Committee Members is three years, expiring at the end of the relevant AGM. A Management Committee Member may be re-elected to the Management Committee for a maximum of four consecutive terms of office.

6.7 **Rotation:** The persons on the Management Committee who, at the time this Constitution is agreed by Members, have time to run on their terms shall have their existing terms of office amended so that two Management Committee members end their terms at the first AGM after adoption of the new Constitution, two end their terms at the second AGM after adoption and three end their terms at the third AGM after adoption. Any vacancies shall be filled to conform with this intended rotation sequence.

6.8 **Management Committee Member vacancy:** If a Casual Vacancy of an Management Committee Member arises, the remaining Management Committee Members may:

(a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;

(b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy;

(c) leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.

6.9 **Management Committee Member ceasing to hold office:** A person ceases to be a Management Committee Member if:

(a) their term expires;

(b) the person resigns by delivering a signed notice of resignation to the Management Committee;

(c) the person is removed from office under this Constitution;

(d) the person becomes disqualified from being an officer under section 47(3) of the Act;

(e) the person becomes disqualified from being an officer under section 36B of the Charities Act 2005;

(f) the person dies.

7. Management Committee meetings

7.1 **Calling meetings:** Management Committee meetings may be called at any time by the Chair or by three Management Committee Members, but generally the management Committee meets every two months.

7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Management Committee may regulate its own procedure.

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

7.4 **Chair:** At its first meeting following an AGM, the Management Committee must elect a Chair. The role of the Chair is to chair meetings of the Management Committee. If the Chair is unavailable, another Management Committee Member must be appointed by the Management Committee to undertake the Chair's role during the period of unavailability.

7.5 **Voting:** Each Management Committee Member has one vote. Voting is by voices or on request of any Management Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair has a casting vote.

8. Officers' Duties

An Officer:

(a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the NZBF;

(b) must exercise a power as an Officer for a proper purpose;

(c) must not act, or agree to the NZBF acting, in a manner that contravenes the Act or this Constitution;

(d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the NZBF, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

(e) must not agree to the NZBF incurring an obligation unless the Officer believes at that time on reasonable grounds that the NZBF will be able to perform the obligation when it is required to do so; and

(f) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

(i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or

(iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

9. Interests

9.1 **Register of interests:** The Management Committee must keep a register of interest disclosures made by Officers.

9.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to the NZBF 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 Management Committee, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.

9.3 **Consequences of being interested:** A Management Committee Member who is Interested in a Matter:

(a) must not vote or take part in a decision of the Management Committee relating to the Matter, unless all non-interested Management Committee Members consent;

(b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Management Committee Members consent;

(c) must not take part in any Management Committee discussion relating to the Matter or be present at the time of the Management Committee decision, unless all non-interested Management Committee Members consent;

(d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

10. Patrons

10.1 A person may be invited by the Management Committee to be a Patron to show their support for the NZBF and to help establish or maintain public credibility of the NZBF. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

11. Finances

11.1 **Control and management of finances:** The funds and property of the NZBF are controlled, invested and disposed of by the Management Committee, subject to this Constitution; and devoted solely to the promotion of the Purposes.

11.2 **Balance date:** The NZBF's balance date is 31 December or on the date as the Management Committee decides.

11.3 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from the NZBF. This does not prevent Officers or Members:

(a) receiving reimbursement of actual and reasonable expenses incurred, or

(b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

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

12. Indemnity and insurance

12.1 The NZBF indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.

12.2 With the prior approval of its Management Committee the NZBF may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

12.3 The NZBF is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

(a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and

(b) costs incurred by the Officer for any claim or proceeding relating to that liability.

13. Amendments

13.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.

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

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

14. Bylaws

The Management Committee may make and amend Bylaws for the conduct and control of the NZBF's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Purposes, the constitution of the NZBF, the Act and any other laws. All Bylaws are binding on the NZBF and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

15. Dispute resolution

15.1 In this clause 15:

(a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and NZBF, that relates to an allegation that:

(i) a Member or an Officer has engaged in misconduct; or

(ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or

(iii) NZBF has breached, or is likely to breach, a duty under this Constitution or the Act; or

(iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;

(b) **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 15.5 to 15.15;

(c) a **Member** is a reference to a Member acting in their capacity as a Member;

(d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

Application of other legislation to a Dispute

15.2 The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way.

Application of the Disputes Procedure

15.3 If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

Disputes Procedure

<u>Raising a complaint</u>

15.4 A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Management Committee setting out:

(a) the allegation to which the dispute relates and who the allegation is against; and

(b) any other information reasonably required by NZBF.

15.5 NZBF may make a complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.

15.6 The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

<u>Investigating and determining Disputes</u>

15.7 Unless otherwise provided, NZBF must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.

15.8 Disputes must be dealt with in a fair, efficient, and effective manner.

<u>Decision to not proceed with a matter</u>

15.9 Despite the contents of the Disputes Procedure, NZBF may decide not to proceed with a matter if:

(a) the Complaint is trivial; or

(b) the Complaint does not appear to disclose or involve any allegation of the following kind:

(i) any material misconduct; or

(ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or

(iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or

(c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the Complaint has an insignificant interest in the matter;

(e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or

(f) there has been an undue delay in making the Complaint; or

<u>Complaint may be referred</u>

15.10 NZBF may refer a Complaint to:

(a) a hearing body or person authorised, delegated or appointed by the Management Committee to hear and resolve Disputes, including an arbitral tribunal (Hearing Body); or

(b) a subcommittee or an external person to investigate and report; or

(c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

<u>Hearing Body</u>

15.11 The Management Committee may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Management Committee to resolve, or assist to resolve, Complaints.

<u>Bias</u>

15.12 An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Management Committee or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:

(a) impartial; or

(b) able to consider the matter without a predetermined view.

<u>Complainant's right to be heard</u>

15.13 The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If NZBF makes a Complaint, NZBF has a right to be heard before the Complaint is resolved or any outcome is determined, and a Management Committee Member may exercise that right on behalf of NZBF.

15.14 A Member or Officer or NZBF must be taken to have been given the right if:

(a) the Member or Officer or NZBF has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

(b) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing, if any, is held before the Hearing Body; and

(d) the Member's or Officer's or NZBF's written statement or submissions, if any, are considered by the Hearing Body.

<u>Respondent's right to be heard</u>

15.15 The Member or Officer who, or NZBF which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is NZBF a Management Committee

Member may exercise the right on behalf of NZBF. A Respondent must be taken to have been given the right if:

(a) 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

(b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and

(c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing, if any, is held before the Hearing Body; and

(e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

Appeals

15.16 Unless this Constitution or any Bylaw provides otherwise, there is no right of appeal or right of review of a decision.

16. Liquidation and removal

16.1 **Notice:** The Management Committee must give notice to all Members at least 20 Working Days of a proposed motion:

(a) to appoint a liquidator;

(b) to remove NZBF from the Register of Incorporated Societies; or

(c) for the distribution of NZBF's surplus assets.

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

Special resolution: Any resolution for a motion set out in clauses 16.1(a) to (c) must be passed by a Special Resolution of Members.

16.2 **Surplus assets:** The surplus assets of NZBF, after the payment of all costs, debts and liabilities, must be disposed of to Basketball New Zealand Incorporated.

17. Matters not provided for

If any matter arises that, in the opinion of the Management Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Management Committee.

18. Transition

18.1 **Transition:** This clause 18 applies to facilitate transition of NZBF from the previous Constitution to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.