



NETBALL NEW ZEALAND

CONSTITUTION OF Mercury Bay Netball Centre INCORPORATED

July 2014

(Updated 2022)

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Note: words used in this Mercury Bay Netball Centre Constitution are defined at the end of the Mercury Bay Netball Centre Constitution in Rule 27

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PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be Mercury Bay Netball Incorporated commonly known as Mercury Bay Netball Centre.

2 REGISTERED OFFICE

The registered office of Mercury Bay Netball Centre shall be at such place or places as determined by the Mercury Bay Netball Centre Executive Committee and notified to the Registrar of the Incorporated Societies as required from time to time.

3 OBJECTS

The Objects of Mercury Bay Netball Centre are to:

- be a body within the Zone for the administration, promotion and development of Netball;
 - promote Netball as an amateur game in the Zone for the recreation and entertainment of the general public in New Zealand;
 - be a member of Waikato/Bay of Plenty and NNZ and as such enforce the rules and regulations of Waikato/Bay of Plenty and NNZ;
 - encourage participation and achievement in Netball in the Zone and in New Zealand;
 - establish, promote and stage Netball competitions and matches locally and to determine the rules of such competitions and matches;
 - promote and organise social, educational, recreational and other sporting activities in addition to Netball to enhance the services of Mercury Bay Netball Centre to, and on behalf of, the local community;
 - promote the health and safety of all participants in Netball;
 - encourage and promote Netball as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
 - maintain and enhance the reputation of Mercury Bay Netball Centre, Waikato/Bay of Plenty, NNZ, and Netball through the development and promotion of standards and practices which fulfill these Objects;
- (j) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Netball or other services to the community;
- (k) seek and obtain improved facilities for the enjoyment of Netball;
- (l) provide information, assistance and resources to its Members;
- (m) develop and train players, officials and other personnel involved in Netball;

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- (n) act in good faith and loyalty to ensure the maintenance and enhancement of NNZ, Waikato/Bay of Plenty, Mercury Bay Netball Centre and Netball and their standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (o) at all times operate with, and promote, mutual trust and confidence between NNZ, Waikato/Bay of Plenty, Mercury Bay Netball Centre and the Members in pursuit of these Objects;
- (p) at all times to act on behalf of, and in the interests of, the Members and Netball.

4 POWERS

4.1 The Powers of Mercury Bay Netball Centre are to:

- a) purchase, lease, license, hire or otherwise acquire and hold real and personal property, rights and privileges;
- b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- c) sell, lease, mortgage, charge, surrender any lease or otherwise dispose of any property of Mercury Bay Netball Centre and to grant such rights and privileges of such property as it considers appropriate;
- d) construct, maintain and alter any buildings, premises or facilities (including Netball courts) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- e) determine, raise and receive money by subscriptions, fees, levies, gate charges, donations, grants, advertisers, sponsors, concessionaires or otherwise and to grant rights or privileges to subscribers, sponsors, promoters, concessionaires or fundraisers;
- f) determine regulations, policies and procedures for the governance and management of Netball played under the auspices of the Mercury Bay Netball Centre;
- g) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
- h) employ, determine the terms and conditions, and terminate staff and engage the services of personnel and organisations to work for and with Mercury Bay Netball Centre;
- i) contract, engage or otherwise make arrangements with any person or organisation to fulfill the Objects of Mercury Bay Netball Centre;
- j) be a member and contribute to the administration and promotion of Waikato/Bay of Plenty, NNZ and Netball in New Zealand;
- k) be a member, affiliate or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of Mercury Bay Netball Centre;
- l) determine who are its members;
- m) establish committees and other groups and to committee member its powers and functions to such groups;
- n) enforce the rules and regulations of INF and Netball New Zealand;
- o) enforce the Rules of Netball;
- p) develop programmes for playing, coaching and officiating Netball, which are consistent with those of Mercury Bay Netball Centre and NNZ;
- q) establish, organise and control Netball matches, fixtures, competitions, tournaments and events, including determining the rules for such matches, fixtures, competitions, tournaments and events, which do not conflict with those of the Waikato/Bay of Plenty Zone and NNZ;
- r) to award, grant or otherwise honour achievement and services to Mercury Bay Netball Centre and to netball generally;
- s) select Netball teams and squads to represent the Mercury Bay Netball Centre;

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- t) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Mercury Bay Netball Centre and for that purpose, to utilise any of the assets of or held on behalf of Mercury Bay Netball Centre;
- u) produce, develop, create, license and otherwise exploit, use and protect Intellectual Property which does not conflict with the intellectual property of Waikato/ Bay of Plenty Zone and NNZ;
- v) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of Mercury Bay Netball Centre, or with which Mercury Bay Netball Centre is authorised to amalgamate or generally for any purpose designed to benefit Mercury Bay Netball Centre;
- w) do any other acts or things which further the Objects of Mercury Bay Netball Centre, provided that the above powers shall not limit the rights and powers of Mercury Bay Netball Centre as an incorporated society under the Act.

4.2 Independent construction

It is declared that the objects and powers set out in this Constitution are to be constructed independently and are not to be limited by reference to any other objects or powers recorded in this Constitution. Each of the objects and powers set out in this Constitution are independent objects and powers of the Centre.

PART II - MEMBERSHIP

5 CATEGORIES OF MEMBERS

5.1 The categories of membership of Mercury Bay Netball Centre, (collectively called "Members") shall be:

- a) Individual Members: as described in Rule 6.
- b) Member Clubs: as described in Rule 7.1.
- c) Member Schools: as described in Rule 7.2.
- d) Life Members: being persons who have been granted a Life membership of Mercury Bay Netball Centre (under Rule 8) for outstanding contribution or service to Netball or Mercury Bay Netball Centre.
- e) Other categories: being any other category or categories of membership of Mercury Bay Netball Centre determined by the Mercury Bay Netball Centre Executive Committee, from time to time.

6 INDIVIDUAL MEMBERS

6.1 Subject to Rule 6.2, an Individual Member is:

- a) a person who is a registered member of a Member Club, or
- b) a person who is a registered member of a Member School Netball team, or

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- c) an Officer or other Appointed Personnel of Mercury Bay Netball Centre, or
- d) a Club Official, or
- e) a School Official, or
- f) an individual who:
 - i. plays, or
 - ii. umpires or officiates, or
 - iii. coaches or manages any Netball Team competing, in any Netball game held by or under the auspices of Mercury Bay Netball Centre, a Member Club or a Member School.

- 6.2 An individual in Rule 6.1 will become an Individual Member upon, any of the following:
- a) becoming a member of Mercury Bay Netball Centre, a Member Club or a Member School, and paying the Membership Fee and/or any other fees due to Mercury Bay Netball Centre and/or that Member Club and/or that Member School; or
 - b) the individual's election or appointment as an Officer, Appointed Personnel, a Club Official or School Official.

7 MEMBER CLUBS AND MEMBER SCHOOLS

7.1 A Member Club is a group of individuals collectively calling themselves a club, and whether or not incorporated, which administers, promotes and develops Netball (whether as its primary activity or otherwise).

7.2 A Member School is a school which administers, promotes and develops Netball.

7.3 A club or school may become a Member Club or Member School respectively, by making written application to the Mercury Bay Netball Centre Executive Committee together with payment of the Membership Fee and/or any other fees due to Mercury Bay Netball Centre. The Mercury Bay Netball Centre Executive Committee shall in its discretion decide whether a club or school may become a Member Club or Member School of Mercury Bay Netball Centre.

8 LIFE MEMBERS

8.1 A person shall become a Life Member of Mercury Bay Netball Centre by nomination, recommendation and then vote by two-thirds majority of those entitled to vote at a Mercury Bay Netball Centre General Meeting. Such process shall be carried out in accordance with the Mercury Bay Netball Centre Regulations.

8.2 A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a Mercury Bay Netball Centre General Meeting unless s/he is a Committee member.

9 MEMBERSHIP FEES

9.1 The Mercury Bay Netball Centre Executive Committee shall determine:

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- a. the membership fee and/or other fees ("the Membership Fee") payable by Members to Mercury Bay Netball Centre;
- b. the due date for the fee(s), and
- c. the manner of payment for the fee(s).

10 MEMBERS RIGHTS AND OBLIGATIONS

10.1 Members acknowledge and agree that:

- a. This Constitution constitutes a contract between each of them and NNZ, Waikato/Bay of Plenty Zone and Mercury Bay Netball Centre and they are each bound by the NNZ Constitution, NNZ Regulations, Waikato/Bay of Plenty Zone Constitution, Waikato/Bay of Plenty Regulations, this Mercury Bay Netball Centre Constitution and Mercury Bay Netball Centre Regulations;
- b. They shall comply with and observe the NNZ Constitution, NNZ Regulations, Waikato/Bay of Plenty Zone Constitution, Waikato/Bay of Plenty Zone Regulations, this Mercury Bay Netball Centre Constitution and Mercury Bay Netball Centre Regulations and any determination, resolution or policy which may be made or passed by the NNZ Board, Waikato/Bay of Plenty Zone Board or the Mercury Bay Netball Centre Executive Committee;
- c. They are subject to the jurisdiction of NNZ, Waikato/Bay of Plenty Zone and Mercury Bay Netball Centre;
- d. The NNZ Constitution, NNZ Regulations, Waikato/Bay of Plenty Zone Constitution, Waikato/Bay of Plenty Zone Regulations, this Mercury Bay Netball Centre Constitution and Mercury Bay Netball Centre Regulations are necessary and reasonable for promoting the Objects of NNZ, Objects of the Waikato/Bay of Plenty Zone and Objects of Mercury Bay Netball Centre;
- e. The NNZ Constitution, NNZ Regulations, Waikato/Bay of Plenty Zone Constitution, Waikato/Bay of Plenty Zone Regulations, this Mercury Bay Netball Centre Constitution and Mercury Bay Netball Centre Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of NNZ, Waikato/Bay of Plenty Zone, Mercury Bay Netball Centre, and their respective members and Netball;
- f. They are entitled to all benefits, advantages, privileges and services of membership as conferred by this Mercury Bay Netball Centre Constitution.

11 REGISTER OF MEMBERS

11.1 The Mercury Bay Netball Centre shall keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if an Individual Member), their occupation, the date of birth of each Member, and each Committee Member and any other information that the Mercury Bay Netball Centre Executive Committee determines is appropriate.

11.2 All Individual Members shall provide written notice of any change to the details in Rule 11.1 to the [Mercury Bay Netball Centre within fourteen (14) days of such change or as otherwise requested by the Mercury Bay Netball Centre. The Mercury Bay Netball Centre shall then forward

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such details to the Waikato/Bay of Plenty Zone in accordance with the Waikato/Bay of Plenty Zone Constitution.

11.3 The Mercury Bay Netball Centre shall, in collecting personal information for the Register (in Rule 11.1), seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

11.4 Any entry on the Register shall be available for inspection by Members, upon reasonable request and in compliance with the Privacy Act.

12 TERMINATION OF MEMBERSHIP

12.1 An Individual Member may withdraw its membership of Mercury Bay Netball Centre by giving notice in writing to the Mercury Bay Netball Centre Executive Committee. Upon payment of any debts or outstanding fees to Mercury Bay Netball Centre, that Member's membership of Mercury Bay Netball Centre will automatically cease.

12.2 An Individual Member who withdraws their membership of Mercury Bay Netball Centre or has their membership terminated by Mercury Bay Netball Centre, shall be deemed to have also withdrawn or terminated their membership of NNZ and Waikato/Bay of Plenty Zone.

12.3 A Member shall have its membership of Mercury Bay Netball Centre terminated if any fees (including Membership Fees) or other payments to Mercury Bay Netball Centre, Waikato/Bay of Plenty Zone or NNZ are due and outstanding and remain unpaid. Before such termination can occur, Mercury Bay Netball Centre, Waikato/Bay of Plenty Zone or NNZ (as the case may be) must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand, and may only terminate if such payment is not made.

12.4 In addition to Rules 12.2 and 12.3, a Member may have their membership of Mercury Bay Netball Centre, Waikato/Bay of Plenty Zone and NNZ terminated if:

- a. the Mercury Bay Netball Centre Judiciary Committee decides to do so under Rule 19;
- b. the NNZ Board decides to do so under the NNZ Constitution; or
- c. the Waikato/Bay of Plenty Zone Board decides to do so under the Waikato/Bay of Plenty Zone Constitution; or
- d. the Mercury Bay Netball Executive Committee after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Mercury Bay Netball Centre Executive Committee decision, the NNZ Constitution, Waikato/Bay of Plenty Zone Constitution, this Mercury Bay Netball Centre Constitution, NNZ Regulations, Waikato/Bay of Plenty Zone Regulations, Mercury Bay Netball Centre Regulations or any policies or reasonable directions of the NNZ Board, Waikato/Bay of Plenty Zone Board or Mercury Bay Netball Executive Committee.

12.5 Before any decision under Rule 12.4 is made:

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- a. the Member concerned shall be given seven (7) days written notice by the NNZ Board and/or the Waikato/Bay of Plenty Zone Board and/or the Mercury Bay Netball Centre Executive Committee (as the case may be) of the proposed resolution, and
- b. have the right to be present, make submissions and be heard at the NNZ Board, Waikato/Bay of Plenty Zone Board and/or Mercury Bay Netball Centre Executive Committee meeting(s) in which the resolution is to be determined.

12.6 Any Member whose membership is terminated under Rule 12.4(d) may appeal the decision to a Mercury Bay Netball Centre General Meeting called for that purpose. Any Member whose membership is terminated under Rule 12.4(b) or (c) may appeal the decision to a NNZ Council Meeting called for that purpose. The appeal in either case shall be allowed if two-thirds majority of those entitled to vote at the Mercury Bay Netball Centre General Meeting or NNZ Council Meeting, whichever applies, do so in favour of such appeal. Where a Member appeals against a decision of the Mercury Bay Netball Centre Executive Committee or the Mercury Bay Netball Centre Judiciary Committee under this Rule, the decision of the Mercury Bay Netball Centre General Meeting shall be final, and Rule 19.3 (Appeals) shall not apply.

12.7 Membership, which has been terminated under this Mercury Bay Netball Centre Constitution, may be reinstated at the discretion of the Members at a subsequent Mercury Bay Netball Centre General Meeting, unless the termination was determined by the NNZ or Waikato/Bay of Plenty Zone in which case the Member may only be reinstated at the discretion of NNZ at a NNZ Council Meeting or at the discretion of Waikato/Bay of Plenty Zone at a Waikato/Bay of Plenty Zone General Meeting, whichever applies.

12.8 A Member which ceases to be a Member of Mercury Bay Netball Centre, Waikato/Bay of Plenty Zone and/or NNZ shall forfeit all rights in and claims upon Mercury Bay Netball Centre, Waikato/Bay of Plenty Zone and NNZ and their property, and shall not use any property of Mercury Bay Netball Centre, Waikato/Bay of Plenty Zone or NNZ, including Intellectual Property. Where a Member ceases to be a Member they shall also forfeit all rights to be present at or represented at a NNZ Council Meeting or a General Meeting.

PART III OFFICERS & EXECUTIVE COMMITTEE

13 OFFICERS

13.1 The Officers of Mercury Bay Netball Centre shall be

- a. The President
- b. The Secretary
- c. The Treasurer
- d. The Patron / Life Member

13.2 The Officers shall each be elected annually at the Mercury Bay Netball Centre Annual General Meeting. They shall hold office for one (1) year until the conclusion of the next Mercury Bay Netball Centre Annual General Meeting. The Officers may each be re-elected for subsequent terms of office.

13.3 A nominee from Schools or Clubs may be committee members will full voting rights

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13.4 Nominations for the Officers shall be made in the same manner and at the same time as nominations for Elected Executive Committee Members under Rule 14.3.2.

13.5 The President shall be the leader of the Executive Committee and shall chair all meetings including any Mercury Bay Netball Centre General Meetings and Executive Committee Meetings. The President shall have the right to vote and also holds the casting vote under Rule 15.10.3 or his/her nominee.

13.6 The Patron shall be invited by the Executive Committee to be Patron. S/he shall be entitled to attend and speak at Mercury Bay Netball Centre General Meetings but shall have no right to vote.

14 EXECUTIVE COMMITTEE

14.1 Role

The Mercury Bay Netball Centre Executive Committee is responsible for determining strategies, policies and financial arrangements of and for the Mercury Bay Netball Centre.

14.2 Membership of the Executive Committee

The Mercury Bay Netball Centre Executive Committee shall consist of;

- a. The President, Secretary and Treasurer as elected under Rule 13.2.
- b. Up to five (5) other persons elected by the Mercury Bay Netball Centre Annual General Meeting under Rule 14.3.1.

14.3 Election of the Executive Committee

14.3.1 The Elected Executive Committee Members shall be elected by a majority of those entitled to vote at a Mercury Bay Netball Centre Annual General Meeting, following nomination by at least one (1) Member Club or Member School or Individual Member.

14.3.2 Nominations for Elected Executive Committee Members may be made in writing to the registered office of the Mercury Bay Netball Centre in advance of the Annual General Meeting or if agreed by the Meeting taken from the floor of the Annual General Meeting.

14.4 Terms of Office

The Executive Committee Members shall each be elected annually at the Mercury Bay Netball Centre Annual General Meeting. They shall each hold office for one (1) year until the conclusion of the next Mercury Bay Netball Centre Annual General Meeting. The Executive Committee Members may each be re-elected for subsequent terms of office.

14.5 Rights of Executive Committee Members

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All Executive Committee Members shall have the right to attend, speak and vote at all Mercury Bay Netball Centre Executive Committee Meetings.

PART IV – MERCURY BAY NETBALL CENTRE GENERAL MEETINGS

15 MERCURY BAY NETBALL CENTRE GENERAL MEETINGS

15.1 Mercury Bay Netball Centre Annual General Meetings

15.1.1 The annual general meeting of Mercury Bay Netball Centre (called the "Mercury Bay Netball Centre Annual General Meeting") shall be held no later than 31 March in each year.

15.1.2 All Mercury Bay Netball Centre General Meetings other than the Mercury Bay Netball Centre Annual General Meeting shall be Mercury Bay Netball Centre Special General Meetings and shall be held in accordance with this Mercury Bay Netball Centre Constitution.

15.2 Mercury Bay Netball Centre Special General Meetings

Mercury Bay Netball Centre Special General Meetings may be called at any time by a minimum of two (2) Member Clubs or two (2) Member Schools (but not Life Members), or by the Mercury Bay Netball Centre Executive Committee, by written notice to the Mercury Bay Netball Centre.

15.3 All Members are entitled to attend and speak at Mercury Bay Netball Centre General Meetings, but shall have no right to vote, unless the Member is an elected committee member, in which case s/he has the rights of a Committee member.

15.3 Chairperson

The Chairperson of a Mercury Bay Netball Centre General Meeting shall be the President, or his/her nominee.

15.5 Powers of Mercury Bay Netball Centre General Meeting

The Members in a Mercury Bay Netball Centre General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of Mercury Bay Netball Centre, the Members, and Netball. The Members shall have power in Mercury Bay Netball Centre General Meetings to:

- a. determine major strategic directions of Mercury Bay Netball Centre;
- b. alter this Mercury Bay Netball Centre Constitution;
- c. review Mercury Bay Netball Centre's performance;
- d. be the final arbiter on matters referred to it under this Mercury Bay Netball Centre Constitution, and

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- e. elect the President, Executive Officers and the Elected Committee Members.

15.6 Notice of AGM

15.6.1 Not less than fourteen (14) days written notice shall be given by the Mercury Bay Netball Centre to:

- (a) Officers and Appointed Personnel of Mercury Bay Netball Centre;
- (b) Member Clubs;
- (c) Member Schools;
- (d) Life Members; and
- (e) The registered offices of NNZ and Waikato/Bay of Plenty, of:
 - i. the date and place for the Mercury Bay Netball Centre Annual General Meeting,
 - ii. the closing date for nominations of elections and items of business (under Rule 15.8) to be submitted.

15.6.2 The notice of Mercury Bay Netball Centre Annual General Meeting shall also be placed in local media as determined by the Mercury Bay Netball Centre Executive Committee as a means of advising all Members who are not listed in Rule 15.6.1.

15.7 Nominations and Agenda Items

Not less than ten (10) days before the date set for the Mercury Bay Netball Centre Annual General Meeting, agenda items (including any proposed alterations to this Mercury Bay Netball Centre Constitution) and nominations under Rule 14.3.1 must be received by the Mercury Bay Netball Centre.

15.8 Agenda and Business to be discussed

15.8.1 The business which must be discussed at the Mercury Bay Netball Centre Annual General Meeting includes:

- (a) the Annual Report of Mercury Bay Netball Centre,
- (b) items of business of which notice has been given under Rule 15.7,
- (c) elections of the President, Executive Officers and Elected Committee Members, and
- (d) any alterations to this Mercury Bay Netball Centre Constitution.

15.8.2 An agenda containing the business to be discussed at the Mercury Bay Netball Centre Annual General Meeting shall be forwarded to those Members listed in Rule 15.6.1 by no later than ten (10) days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those persons entitled to vote at the meeting.

15.9 Notice of Mercury Bay Netball Centre Special General Meetings

Upon receipt of a request for a Mercury Bay Netball Centre Special General Meeting under Rule 15.2 not less than ten (10) days written notice must be given to those Members listed in Rule 15.6.1 by the Secretary of:

- (a) the date and place for the Mercury Bay Netball Centre Special General Meeting, and
- (b) the item(s) of business to be discussed.

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15.10 Voting at Mercury Bay Netball Centre General Meetings

15.10.1 Each committee member present at a Mercury Bay Netball Centre General Meeting shall be entitled to one (1) vote.

15.10.2 Voting shall be by a majority of those Delegates present except for alterations to this Mercury Bay Netball Centre Constitution (under Rule 21) and the appointment of a liquidator, (under Rule 23) which shall be by two-thirds of the majority of those entitled to vote.

15.10.3 Voting may be by a show of hands, or if requested by Committee member by secret ballot. The Chairperson of the meeting shall hold a casting vote. There shall be no proxy votes.

15.11 Postal Votes

Where the Mercury Bay Netball Centre Executive Committee considers it appropriate to do so, voting for a Mercury Bay Netball Centre General Meeting may occur by post. For the purpose of this Rule "post" includes facsimile, electronic mail, or other form of visible or other electronic communication.

15.12 Quorum

At least two (2) Executive Committee Members and two (2) Committee members must be present at a Mercury Bay Netball Centre General Meeting to constitute a quorum.

PART V - FINANCIAL MATTERS

16 FINANCIAL YEAR

16.1 The financial year of Mercury Bay Netball Centre shall end on the 31 December in each year.

16.2 Payments require authorization from two (2) Executive Committee Members.

17 ANNUAL REPORT

17.1 The Executive Committee shall prepare an Annual Report for presentation to the Mercury Bay Netball Centre Annual General Meeting which contains:

- a. an annual financial statement, an annual review or audit shall be undertaken as required and
- b. an annual report of the year's activities, (collectively known as the "Annual Report").

18 COMMON SEAL

18.1 Mercury Bay Netball Centre shall have a common seal.

18.2 The Mercury Bay Netball Centre Executive Committee shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Act.

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PART VI- DISCIPLINE OF MEMBERS

19 MERCURY BAY NETBALL CENTRE JUDICIARY COMMITTEE

19.1 The Mercury Bay Judiciary committee is the same as the executive committee, unless decided otherwise by the Executive committee.

19.2 Matters which may be referred to Mercury Bay Netball Centre Judiciary Committee Without limiting the Mercury Bay Netball Centre Board's powers under Rule 12, the following matters may be referred for investigation and determination by the Mercury Bay Netball Centre Judiciary Committee in the sole discretion of the Mercury Bay Netball Centre Board:

- a. an allegation by an individual or organisation that an Individual Member, Officer, Appointed Personnel, Club Official or School Official has:
 - i. breached, failed, refused or neglected to comply with a provision of this Mercury Bay Netball Centre Constitution, Waikato/Bay of Plenty Zone Constitution, NNZ Constitution, the Mercury Bay Netball Centre Regulations, the Waikato/Bay of Plenty Zone Regulations, the NNZ Regulations any other policy, resolution or determination of the NNZ Board, the Waikato/Bay of Plenty Zone Board, a Mercury Bay Netball Centre General Meeting, the Mercury Bay Netball Centre Executive Committee or any committee, or under any rules of an Event; or
 - ii. (acted in a manner unbecoming of a Member or prejudicial to the Objects of NNZ, the objects of Waikato/Bay of Plenty Zone and/or Mercury Bay Netball Centre and/or Netball; or
- i. (iii) brought NNZ, Waikato/Bay of Plenty Zone and/or Mercury Bay Netball Centre or Netball into disrepute.

and any such Member ("Defendant") will be subject to the jurisdiction, procedures, penalties and appeal mechanisms of Mercury Bay Netball Centre set out in the Mercury Bay Netball Centre Regulations.

19.2 Referral to Mercury Bay Netball Centre Judiciary Committee

19.2.1 The Executive Committee may commence investigatory or disciplinary proceedings ("Proceedings") against a Defendant by referring the matter to the Mercury Bay Netball Centre Judiciary Committee to hear a matter or matters under the Mercury Bay Netball Centre Regulations.

19.2.2 The Mercury Bay Netball Centre Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Mercury Bay Netball Centre Executive Committee. The Executive Committee shall appoint a Chairperson from one of the members appointed to the Mercury Bay Netball Centre Judiciary Committee.

19.2.3 Any referral to the Mercury Bay Netball Centre Judiciary Committee shall be made and determined in accordance with the Mercury Bay Netball Centre Regulations.

19.3 Appeals

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19.3.1 Subject to Rule 12.6, a Defendant, any other party to the Proceedings, or the Mercury Bay Netball Centre Executive Committee may, within fourteen (14) days of receiving the decision of the Mercury Bay Netball Centre Judiciary Committee, appeal that decision to the Waikato/Bay of Plenty Zone Judiciary Committee, in accordance with the Waikato/Bay of Plenty Zone Constitution and Waikato/Bay of Plenty Zone Regulations.

PART VII -MISCELLANEOUS

20 APPLICATION OF INCOME

20.1 The income and property of Mercury Bay Netball Centre shall be applied solely towards the promotion of the Objects.

20.2 Except as provided in this Mercury Bay Netball Centre Constitution:

- a. no remuneration or other benefit in money or money's worth shall be paid or given by Mercury Bay Netball Centre to any Member or Officer.

20.3 Nothing in Rules 20.2(a) or (b) shall prevent payment in good faith of, or to any, Member or Officer for:

- a. any services actually rendered to Mercury Bay Netball Centre whether as an employee or otherwise;
- b. goods supplied to Mercury Bay Netball Centre in the ordinary and usual course of operation;
- c. rent for premises demised or let by any Member or Officer to Mercury Bay Netball Centre;
- d. any out-of-pocket expenses incurred by the Member or Officer on behalf of Mercury Bay

Netball Centre or any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between parties dealing at arm's length in a similar transaction.

21 ALTERATION TO THIS CONSTITUTION

21.1 Subject to Rule 21.2, and the prior approval of the Board of NNZ, this Mercury Bay Netball Centre Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at a Mercury Bay Netball Centre General Meeting.

21.2 No rule of this Constitution may be rescinded or altered nor a new rule added if the rescission, alteration or addition would affect the Mercury Bay Netball Centre eligibility to benefit from any tax concession for which it would otherwise be eligible without limitation;

(a) any rescission, alteration or addition that would allow the Mercury Bay Netball Centre to operate other than for the purpose of promoting Netball or to operate for private pecuniary profit;

(b) any rescission, alteration or addition that would allow the Mercury Bay Netball Centre to apply any surplus property or assets other than for the purpose of promoting Netball for the benefit of the public and not for private pecuniary profit – without the Executive Committee having first circulated to NNZ, Waikato/Bay of Plenty Zone, and to its Members advice on the effect of the

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proposed rescission, alteration or addition in relation to the Mercury Bay Netball Centre's eligibility to benefit from any relevant tax concession.

21.3 Notice of an intention to alter this Mercury Bay Netball Centre Constitution must be given by a Member or the Mercury Bay Netball Centre Executive Committee, to the Mercury Bay Netball Centre no later than ten (10) days prior to a Mercury Bay Netball Centre General Meeting.

22 REGULATIONS

22.1 The Mercury Bay Netball Centre Executive Committee may determine and amend such Mercury Bay Netball Centre Regulations as it considers necessary or desirable. Such Mercury Bay Netball Centre Regulations must be consistent with the NNZ Constitution, the Waikato/Bay of Plenty Zone Constitution and the Objects of this Mercury Bay Netball Centre Constitution and any directives given by a Mercury Bay Netball Centre General Meeting.

22.2 All Mercury Bay Netball Centre Regulations shall be binding on the Members.

22.3 All Mercury Bay Netball Centre Regulations and any amendments to them shall be advised to all Members in writing or electronically as approved by the Mercury Bay Netball Centre Board.

23 LIQUIDATION

23.1 Mercury Bay Netball Centre may voluntarily be put into liquidation if:

- a. a two-thirds majority vote of those entitled to vote at a Mercury Bay Netball Centre General Meeting pass a resolution appointing a liquidator; and
- b. such resolution is confirmed in a subsequent Mercury Bay Netball Centre Special General Meeting, called for that purpose, and held not later than thirty (30) working days, after the date on which the resolution was passed.

23.2 Upon liquidation, any property or assets remaining after the satisfaction of all the Mercury Bay Netball Centre's debts, liabilities and obligations will be applied for the purpose of promoting Netball as set out in Rule 3 for the benefit of the public and not for private pecuniary profit (for example by way of transfer to an amateur Netball organisation) that is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with or in seeking to achieve this purpose, or which is conducive or incidental to that purpose, as the Mercury Bay Netball Centre by a majority of votes decides.

24 INDEMNITY

Mercury Bay Netball Centre shall indemnify its Members, Officers or Appointed Personnel and employees against all damages and costs (including legal costs) for which any such Member, Officer, Appointed Personnel or employee may be, or become, liable to any third party as a result of any act or omission, except willful misconduct:

- a. in the case of a Member, Officer, or Appointed Personnel performed or made whilst acting on behalf of and with the authority, express or implied, of the Mercury Bay Netball Centre Executive Committee, and
- b. in the case of an employee, performed or made in the course of, and within the scope of their employment by Mercury Bay Netball Centre.

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25 DISPUTES AND MATTERS NOT PROVIDED FOR

26.1 If any dispute arises out of the interpretation of this Mercury Bay Netball Centre Constitution or the Mercury Bay Netball Centre Regulations, or any matter arises, which is not provided for in this Mercury Bay Netball Centre Constitution or the Mercury Bay Netball Centre Regulations, then such dispute or matter shall be referred in writing to NNZ, whose decision shall be final and binding.

26.2 If any case occurs which in the opinion of the Executive Committee is not provided for in this Constitution it will be determined by NNZ in such manner as it deems expedient.

24 DEFINITIONS & INTERPRETATION

INTERPRETATION – in this Constitution unless the context otherwise requires;

- a. Defined Expressions: expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution.
- b. Headings: rule and other headings are for ease of reference only and will not affect the interpretation of this Constitution.
- c. Negative Obligations: any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done.
- d. Plural and Singular: words importing the singular number will include the plural and vice-versa.
- e. Persons: reference to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality.
- f. Gender: references to any gender include all genders.
- g. Statutes and Legislation: references to any statutory provision will include any statutory provision which amends or replaces it and any subordinate legislation made under it and
- h. Rules and Schedules – references to Rules and Schedules refer to Rules and Schedules of this Constitution.

The words and phrases used in this Mercury Bay Netball Centre Constitution shall mean as follows:

"Act" means the Incorporated Societies Act 1908 and its amendments.

"Annual Report" means the report described under Rule 17.1 (a) and (b).

"Appointed Personnel" means individuals who are appointed by the Mercury Bay Netball Centre Executive Committee to positions of responsibility within Mercury Bay Netball Centre and which are unpaid, and includes selectors and examiners.

"Club Official" means a person who has been appointed by a Member Club to a position of responsibility within the club and which is unpaid, and includes a President, a member of any committee of the club, a club coach, manager, umpire, or selector.

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"Constitution" and "this Mercury Bay Netball Centre Constitution" means the constitution of Mercury Bay Netball Centre. "Defendant" means the Member against whom an allegation is made or an appeal is brought under Rule 19.1.

"Event" means:

- (a) any Netball competition held by, or under the auspices of Mercury Bay Netball Centre;
- (b) any other competition, tournament, league or game sponsored by or conducted on behalf of Mercury Bay Netball Centre; and
- (c) any competition, tournament, league or game at which the Mercury Bay Netball Centre is represented;
- (d) but does not include a game, competition, tournament, or league held by or on behalf of any Member Club or Member School.

"Individual Member" means those individuals described in Rule 6.

"INF" means the International Federation of Netball Associations or such other name or entity as is determined by IFNA, which administers and promotes netball internationally.

"Intellectual Property" means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to Mercury Bay Netball Centre or any event, or any competition or Netball activity or programme of or conducted, promoted or administered by Mercury Bay Netball Centre.

"Life Members" means those individuals described in Rule 8.

"Members" means the members of Mercury Bay Netball Centre as described in Rule 5.

"Member Club" means a member of the Mercury Bay Netball Centre as described in Rule 7 .1.

"Membership Fee" means the fee or fees or levies payable to Mercury Bay Netball Centre under Rule 10.

"Member School" means a member of Mercury Bay Netball Centre as described in Rule 7.2.

"Member School Netball Team" means a group of players and team personnel, (such as coach, manager etc) from a Member School.

"Mercury Bay Netball Centre Annual General Meeting" means the Mercury Bay Netball Centre General Meeting held annually as described in Rule 15.1.

"Mercury Bay Netball Centre General Meeting" means the Mercury Bay Netball Centre Annual General Meeting or a Mercury Bay Netball Centre Special General Meeting of Mercury Bay Netball Centre held under Rule 15.1 or 15.2 respectively.

"Mercury Bay Netball Centre Judiciary Committee" means a committee of the Mercury Bay Netball Centre as set out in Rule 19.

"Mercury Bay Netball Centre Regulations" means the regulations determined under Rule 22.

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"Mercury Bay Netball Centre Special General Meeting" means a Mercury Bay Netball Centre General Meeting which is not a Mercury Bay Netball Centre Annual General Meeting as described in Rule 15.2.

"Netball" means the game of netball played under the Rules of Netball, or any other similar or modified Netball game, the rules of which are determined by the Mercury Bay Netball Centre Board.

"NNZ" means Netball New Zealand Incorporated and includes its officers, employees, board members and agents.

"NNZ Board" means the board of NNZ as defined in the NNZ Constitution.

"NNZ Constitution" means the constitution of NNZ.

"NNZ Council Meeting" means a general meeting of NNZ held under the NNZ Constitution.

"NNZ Judiciary Committee" means the judiciary committee as defined in the NNZ Constitution.

"NNZ Regulations" means the regulations of NNZ.

"Objects" means the objects of Mercury Bay Netball Centre described under Rule 3.

"Objects of NNZ" means the objects of NNZ as described in the NNZ Constitution.

"Objects of the Waikato/Bay of Plenty Zone" means the objects of the Waikato/Bay of Plenty Zone as described in the Waikato/Bay of Plenty Zone Constitution.

"Officer" means the individuals appointed under Rule 13.1.

"Patron" means the individual appointed under Rule 13.5.

"Person" means an individual living human being.

"Powers" means the powers of Mercury Bay Netball Centre described under Rule 4.

"Register" means the register of Members specified in Rule 11.

"Rule" means a rule of this Mercury Bay Netball Centre Constitution. "Rules of Netball" means the rules of the game of Netball determined and published from time to time by INF and NNZ.

"School Official" means a person appointed by a Member School to a position of responsibility within the school for Netball.

"Zone" means the geographical area described as Waikato/Bay of Plenty defined in the NNZ Regulations and "Zonal" has the same meaning.

"Waikato/Bay of Plenty Zone Board" means the board of Waikato/Bay of Plenty Zone as defined in the Waikato/Bay of Plenty Zone Constitution.

"Waikato/Bay of Plenty Zone Constitution" means the constitution of the Waikato/Bay of Plenty Zone.

"Waikato/Bay of Plenty Zone Judiciary Committee" means the judiciary committee as defined in the Waikato/Bay of Plenty Zone Constitution.

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"Waikato/Bay of Plenty Zone Regulations" means the regulations of the Waikato/Bay of Plenty Zone.