



# **Constitution**

## 1. DEFINITIONS

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**AGM** means Annual General Meeting.

**Area** means the Manawatu Region or such area determined from time to time by the Federation.

**Appointed Board Member** means a Board Member appointed under Rule 19.

**Chief Executive(CE)/General Manager(GM)** means the Chief Executive Officer/General Manager of Manawatu Badminton Association Incorporated.

**Club** means a club described in Rule 6.

**Constitution** means this constitution.

**Board** means the Board of the Manawatu Badminton Association Incorporated.

**Board Member** means a member of the Board including Elected Board Members and Appointed Board Members.

**Elected Board Member** means a Board Member elected under Rule 19.

**Employee** means an individual who works for Manawatu Badminton, either part-time or full-time under a contract of employment

**Federation** means New Zealand Badminton Federation Incorporated.

**General Meeting** means and/or defined as an GM, AGM or SGM.

**Judicial Committee** means the judicial committee appointed by the Board under Rule 20.

**MBA** means Manawatu Badminton Association Incorporated.

**Member** means and includes all classes of members of Manawatu Badminton Association Incorporated described under Rule 5.

**Objects** means the objectives of Manawatu Badminton Association Incorporated described under Rule 3.1.

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

**President** means the President of Manawatu Badminton Association Incorporated.

**Register** means the register of Members specified in Rule 12.

**Rules** means these rules and "Rule" shall have a corresponding meaning.

**Special Resolution** means a resolution passed by two-thirds of votes cast.

## **2. NAME**

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- 2.1 The name of the incorporated society is Manawatu Badminton Association Incorporated. (MBA)
- 2.2 The registered office of MBA shall be at Sport Manawatu Offices or such other place as determined by the Board.

## **3. OBJECTS**

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- 3.1 The Objects of MBA are:
  - (a) To Provide quality programmes to improve opportunities, encourage further participation, develop and promote the sport of badminton within the Area;
  - (b) To effectively govern and professionally manage Manawatu Badminton;
  - (c) To ensure the capability of our workforce to meet the needs of the game in our region;
  - (d) To promote friendly relationships and foster goodwill among Members and stakeholders
  - (e) To promote, control, administer and regulate badminton events, tournaments, ties and competitions.

## **4. POWERS**

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- 4.1 MBA has the power, subject to this Constitution to:
  - (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
  - (b) Alone or in partnership with any other person or entity, to erect or alter buildings necessary or desirable for the Objects of Manawatu Badminton;
  - (c) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
  - (d) Borrow any monies required for the purposes of Manawatu Badminton, with or without security, and to sell, lease, mortgage, charge or otherwise dispose of any property of Manawatu Badminton and grant such rights and privileges over such property as it considers appropriate;
  - (e) Receive bequests, gifts or donations, and to determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
  - (f) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Manawatu Badminton;

- (g) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of MBA;
- (h) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- (i) Consider, arbitrate, determine and settle disputes between Members;
- (j) Determine who are its members and withdraw, suspend or terminate membership;
- (k) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (l) Make, alter, rescind and enforce rules of competition
- (m) Organise and control or assist to organise and control competitions, events and programmes; sanctioned Badminton New Zealand events shall follow BNZ rules
- (n) Select representative teams and squads to represent Manawatu Badminton;
- (o) Affiliate to the federation and/or any other association or organisation having within its objects the fostering, promoting or control of badminton or sport;
- (p) Provide courts, shuttles, nets and other facilities and equipment to further interest in the sport of badminton;
- (q) Delegate powers of MBA to any person(s), board, committee or sub-committee;
- (r) 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 MBA, or with which MBA is authorised to amalgamate or generally for any purpose designed to benefit Manawatu Badminton;
- (s) Invest the funds of MBA upon such investments as are authorised by law for the investment of trust funds or are as authorised by a general Meeting.
- (t) Do any other acts or things which are incidental or conducive to the attainment of the Objects of MBA.

## **5. MEMBERS**

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5.1 The Members of MBA shall be:

- (a) Any person or player contributing to MBA, fiscally or otherwise, to play or be associated with MBA
- (b) Clubs as detailed in Rule 6;
- (c) Every member of a Club for whom affiliation fees have been paid to MBA;
- (d) Life Members as detailed in Rule 7.
- (e) Honorary Members as detailed in Rule 8;

- (f) The President;
- (g) The Board Members other than the President

## **6. CLUBS**

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- 6.1 Any Club within the Area whose principal objective is the promotion of the sport of badminton that wishes to be a Member of MBA shall apply to the Board to be a Member. Such application shall be determined by the Board.
- 6.2 Each Club shall, on request, provide to MBA a copy of its constitution and/or rules and/or guidelines and any proposed amendments to it. The Board may require a Club to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of MBA.
- 6.3 Each Club shall maintain a register of its members, including casual players, in the format determined by the Board. Each Club shall provide its register of members, and all details contained within it, to MBA as requested from time to time.

## **7. LIFE MEMBER**

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- 7.1 Life membership may be granted in recognition and appreciation of special service to MBA or through other special qualifications. Any person may be nominated for life membership of MBA but must be nominated in writing by two members of MBA, who are deemed members under Rule 5. Such nomination must be made to the Board in writing, setting out the grounds for the nomination at least twenty-one (21) days before a Board Meeting. The Board must then determine, in its discretion whether the nomination should be granted, but the granting of life membership must be approved by no less than 75% of the Board.
- 7.2 Life Members may be entitled to free entry to any tournament conducted by MBA at the discretion of the Board; and shall have all other rights available to Members of MBA including, but not limited to, the right to vote at General Meetings.

## **8. HONORARY MEMBER**

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- 8.1 Honorary membership may be granted by the Board to any person, business or organisation or association acceptable to the Board.
- 8.2 Honorary membership shall require the annual approval of the Board, given via resolution.
- 8.3 Honorary Members shall have the same rights available to Members of MBA including, with the exception of the right to vote at General Meetings (although they may however attend General Meetings).

## **9. MEMBERSHIP RIGHTS AND OBLIGATIONS**

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- 9.1 Members acknowledge and agree that:

- (a) An application for membership must be in writing and in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board or by such person(s), board, committee or sub-committee to which the Board has delegated that authority.
- (b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of MBA.
- (c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
- (d) The failure by a Member to comply with Rule 9.1(c) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
- (e) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

9.2 With the exception of life membership, membership of MBA is annual. The membership requirements as set out in this Constitution and any regulations must be complete by each Member by the date as communicated by MBA each year in order to have their membership of MBA renewed.

## **10. RESIGNATION AND TERMINATION OF MEMBERSHIP**

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10.1 A Member may resign by notice in writing to the Board.

10.2 Membership may also be withdrawn, suspended or terminated by the Board if:

- (a) A Member fails to pay their membership fees by the date required by the Board; or
- (b) By resolution of the Board; or
- (c) A Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of MBA or if a Member acts in a manner which is considered by the Board to be harmful to MBA or inconsistent with the standards of behaviours expected of a Member.

10.3 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of MBA or in the absence of any relevant provisions then by a General Meeting of MBA. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied or overturned by a Special Resolution passed at such a General Meeting.

## **11. MEMBERSHIP FEES**

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11.1 The Board shall annually determine:

- (a) Any membership or other fees payable by each Member;
- (b) The due date for such fees; and
- (c) The manner for payment of such fees.

11.2 The Board may determine different levels of membership fees and other fees for different types of Members.

## **12. REGISTER OF MEMBERS**

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12.1 MBA shall keep and maintain a Register in which shall be entered the full name, address, class of membership, the date of entry of each Member and any other details about each Member as agreed by that Member.

12.2 All Clubs shall provide written notice of any change to its details in Rule 12.1, and of changes to the details of its individual members, to MBA within thirty (30) days of the change taking place. All other Members shall provide written notice directly to MBA of any change to the details in Rule 12.1.

12.3 MBA and the Clubs shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with all applicable laws.

## **13. OFFICERS OF THE ORGANISATION**

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13.1 The officers of MBA shall be:

- (a) The President;
- (b) The Treasurer;
- (c) The Secretary;
- (d) The members of the Board other than the president

## **14. PRESIDENT**

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14.1 The President shall be elected annually at the AGM. Each shall hold office for one (1) year until conclusion of the following AGM. Either or both may be re-elected for further terms of office, consecutive or otherwise.

14.2 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board members.

- 14.3 The President shall have the right to attend and speak at all General Meetings and all committee and sub-committee meetings, and they shall have the power to vote at all General Meetings.

## **15. GENERAL MEETINGS**

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- 15.1 MBA must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM and not more than ninety (120) days after the end of the financial year of MBA.
- 15.2 Any other General Meetings shall be SGMs.
- 15.3 The Board must give Members at least thirty (40) days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 15.4 Not less than fourteen (14) days before the date set for the AGM, proposed motions (including alterations to the Constitution), and other items of business must be received in writing by the CE/GM/General Manager from the Members and/or the Board. Applications for Appointed Board Members and Elected Board Members must be received not less than thirty (30) days before the date set for the AGM.
- 15.5 The following business shall be discussed at the AGM:
- (a) The receipt from the Board of statements of financial position and financial performance for the preceding financial year. The delegates of two or more members (defined in Rule 5) may require that the statements of financial position and financial performance be audited, and in this event the audited statements of financial position and performance shall be submitted to a Special General Meeting convened for that purpose, such Special General Meeting to be convened as soon as practicable after the audit has been completed but in any event prior to the following AGM;
  - (b) The election of any vacancies arising in the positions of Elected Board Members;
  - (c) The election of the President;
  - (d) The appointment of an honorary solicitor and auditor
  - (e) The determination of membership fees for the forthcoming year;
  - (f) Any motion(s) proposing to alter the Constitution; and
  - (g) Any other items of business that have been properly submitted for consideration at the AGM.
- 15.6 An agenda containing the business to be discussed at an AGM (as set out in Rule 15.5) shall be ratified by the Board and sent to the Members no later than seven (7) days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the AGM.



### **Special General Meetings (SGM)**

15.7 The Board must call an SGM in order to receive any audited statements of financial position and performance in accordance with Rule 15.5(a), or for any other reason upon a written request from:

- (a) The Board itself; or
- (b) Two Members (defined in Rule 5).

15.8 The written request for an SGM must state the purpose for which the SGM is requested.

15.9 The SGM must only deal with the business for which the SGM is requested.

15.10 The notice requirements for the SGM are twenty one (21) days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

### **Minutes**

15.11 Full minutes shall be kept of all General Meetings, AGMS & SGMs and made available upon request by Members.

15.12 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give 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 shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
- (b) A motion to proceed is put to the meeting and a majority, of not less than two-thirds of votes cast, is obtained in favour of the motion to proceed.

### **Quorum**

15.13 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be 3 (three) of the Board Members who are entitled to vote. The quorum must be present at all times during the meeting.

15.14 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

### **Control of AGM & SGM Meetings and Voting**

15.15 The Chairperson of MBA shall preside at the AGM/SGM. If the Chairperson is unavailable then the President shall preside and in the absence of both of those

persons, then the Members present shall elect a person to be the Chairperson of the Meeting.

15.16 All Members are eligible to be present and speak at an AGM/SGM.

15.17 Every Club shall be entitled to be represented at an AGM/SGM Meeting by one delegate of that Club or part thereof. The Club must provide the CE/GM with written notification of the delegate(s) to represent the Club prior to the commencement of the General Meeting. No delegate may represent more than one Club.

15.18 The following persons are eligible to be present and vote at an SGM/AGM Meeting in accordance with this Constitution:

- (a) Delegates of each Club (in accordance with Rule 15.17);
- (b) Life Members;
- (c) Officers of MBA.

15.19 The following persons are eligible to be present but not vote at an AGM/SGM Meeting in accordance with this Constitution:

- (a) Individual Members;
- (b) Honorary Members.

15.20 Each person present and entitled to vote at a General Meeting shall have one (1) vote. Those persons who may be present in more than one capacity listed in Rule 15.18 shall have only one (1) vote.

### **Method of Voting**

15.21 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.

15.22 Elections of the President, Vice President and Elected Board Members at an AGM must be undertaken by secret ballot.

15.23 If there are:

- (a) The same number of nominations as positions available; or
- (b) Insufficient nominations for the positions,

the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 17.6.

15.24 Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.

15.25 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.

15.26 Proxy votes and postal votes are not permitted.

15.27 In the event of equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.

15.28 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

## **16. BOARD**

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### **Role of the Board**

16.1 The governance of MBA shall be vested in the Board, which may exercise all the powers of MBA and do all things which are not expressly required to be undertaken by MBA at a General Meeting.

### **Membership of the Board**

16.2 The Board shall comprise of:

- (a) The President;
- (b) Three (3) persons elected by the AGM under Rule 19 (Elected Board Members); and
- (c) Up to two (2) persons appointed in accordance with Rule 19 (Appointed Board Members).

### **Ineligibility**

16.3 A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of MBA, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

- (a) A person who is an employee of, or contractor to MBA.
- (b) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
- (c) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
- (d) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- (e) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

- 16.4 If any of the circumstances listed in Rules 16.3(a) to 16.3(e) occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position referred to in Rule 16.3(a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

#### **Terms of Office of Elected Board Members**

- 16.5 At the first AGM after the adoption of this Constitution two (2) persons shall be elected as Elected Board Members for a term of office of one (1) year, and one (1) person shall be elected as Elected Board Members for a term of office of two (2) years. Thereafter, the term of office for all Elected Board Members shall be two (2) years, expiring on conclusion of the relevant AGM. A Board Member may be re-elected to the Board for further terms of office, consecutive or otherwise. Prior to each AGM, the Board shall advise the CE/GM of the schedule of rotation and the vacancies arising in Elected Board Member positions at the AGM.

#### **Vacancies on the Board**

- 16.6 In the event there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM. If the vacancy is for six months or longer the Board shall seek to fill the vacancy in accordance with Rule 19, with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.
- 16.7 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 16.6 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

#### **Removal of Board Member**

- 16.8 Any Board Member who is absent from two (2) or more consecutive Board meetings without obtaining leave of absence from the Board shall cease to be a Board member.
- 16.9 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 17.
- 16.10 Where the removed Board Member in Rules 16.9 or 16.10 was an Appointed Board Member, the Board shall appoint another person in their place to hold office until the expiration of the term of the Board Member which he or she is replacing. Where the removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 16.7.
- 16.11 Upon the CE/GM/ receiving a request for an SGM for the purpose of removing a Board Member, the CE/GM shall send notice to the Board Member concerned in addition to the Members in accordance with Rule 15.10.

16.12 Following the notification under Rule 15.10 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.

16.13 The Board may, by motion passed by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 17 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:

- (a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
- (b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

## **17. Duties and Powers of the Board**

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### **Duties of the Board**

17.1 The duties of each Board Member are to:

- (a) Regularly attend Board meetings and General Meetings of MBA and to obtain leave of absence from the Board if the Board Member will be absent from two (2) or more consecutive Board meetings;
- (b) Provide good governance for MBA;
- (c) Exercise the powers of the Board for proper purpose;
- (d) Regularly monitor and review the performance of MBA;
- (e) Act in good faith and the best interests of MBA at all times;
- (f) Act, and ensure MBA acts, in accordance with this Constitution;
- (g) Be responsible for:
  - i. Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
  - ii. Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
  - iii. Receiving and assessing applications for appointment as Appointed Board Members (including undertaking such enquiries and holding interviews and meetings as the Board sees fit);
  - iv. Deciding the candidates to be appointed as Appointed Board Members;

- v. Receiving and assessing applications from candidates for election as Elected Board Members at the AGM (including undertaking such enquiries and holding interviews and meetings as the Board sees fit);
- vi. Recommending to the AGM at which any vacancy in the position(s) of Elected Board Member arises, the applicant(s) whom the Board considers would best suit the position(s), for consideration and vote by those present and entitled to vote at the AGM;

In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board shall do so based on merit and shall take into account the following factors about the applicant and the Board as a whole:

- (A) Their prior experience as a director, trustee, or experience in any other governance role;
  - (B) Their knowledge of, and experience in badminton generally, at international, national and/or local level;
  - (C) Their occupational skill, abilities and experience;
  - (D) Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
  - (E) The desire for conflicts of interest on the Board to be minimised;
  - (F) The desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
  - (G) The desire for gender balance on the Board.
- (h) Choose and appoint the independent chartered accountant who is to prepare the statements of financial position and financial performance to be submitted to the AGM in accordance with Rule 22.2.
  - (i) Formulate such by-laws, regulations, policies and procedures as are appropriate for MBA;
  - (j) Where appropriate, engage in activities to promote, market, represent and fundraise for MBA;
  - (k) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that he/she has such interest;
  - (l) Take such other steps as determined by the Board in respect of any interest specified in Rule 17.1(k), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
  - (m) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:

- i. As agreed by the Board for the purposes of MBA;
  - ii. As required by law; or
  - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (n) Comply with all legal requirements applicable to an incorporated society;
  - (o) Do such other things within the requirements of this Constitution as the Board agrees to promote the objectives of MBA.

### **Powers of the Board**

17.2 The Board shall have the power to:

- (a) Appoint the CE/GM and determine the terms and conditions of employment;
- (b) Terminate the employment of the CE/GM in accordance with the terms and conditions of his/her employment;
- (c) Define delegations of authority from the Board to the CE/GM;
- (d) Establish and determine policy for the development and control of badminton at all levels within the Area;
- (e) Require the statements of financial position and performance to be submitted to the AGM in accordance with Rule 22.2 to be audited;
- (f) Adopt and review the strategic plan for all badminton within the Area;
- (g) Adopt and review the annual plan and budget for MBA;
- (h) Determine applications from individuals and Clubs wishing to be Members of MBA, and determine nominations of persons as Life Members and/or persons and/or entities as Honorary Members;
- (i) Hold meetings and forums for the Members, including General Meetings;
- (j) Sanction competitions and events as badminton events;
- (k) Approve rules and regulations for any MBA competitions or events including conditions of entry;
- (l) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- (m) Employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for MBA representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments; this may be done via sub-committees
- (n) Delegate to selectors the power to select players and teams to be representatives of MBA;
- (o) Determine the yearly calendar for MBA competitions;

- (p) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- (q) Control expenditure and raise funds to fulfil the objectives of MBA;
- (r) Open and operate in the name of MBA such bank accounts as deemed necessary;
- (s) Make, repeal or amend any regulations, policies, by-laws and procedures as it thinks appropriate, provided that such regulations, policies, by-laws and procedures are not inconsistent with this Constitution;
- (t) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (u) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of MBA;
- (v) Resolve and determine any disputes or matters not provided for in this Constitution;
- (w) Ratify or decline to ratify the appointment of other staff of MBA by the CE/GM (in accordance with Rule 21.3);
- (x) Determine the colours of MBA from time to time; and
- (y) Do all other acts and things which are within the powers and objects of MBA and which the Board considers are appropriate.

17.3 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of MBA, the matter will be determined by the Board, but a right of appeal shall lie to the Federation.

## **18. Board Meetings and Procedure**

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- 18.1 At its first meeting following the AGM, the Board must elect a Chairperson.
- 18.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 18.3 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 18.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 18.5 The quorum for a Board meeting shall be three (3) Board Members.
- 18.6 Each Board Member shall have one vote. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.



- 18.7 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 18.8 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

## **19. APPOINTMENT AND ELECTION OF BOARD MEMBERS**

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19.1 The Board Members shall be appointed and elected as follows:

- (a) The Board shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least sixty (60) days prior to the AGM.
  - (b) Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board (indicating whether they seek to be Appointed Board Members or Elected Board Members or either) and received at the registered office of MBA not less than thirty (30) days before the date set for the AGM.
  - (c) Upon receipt of any applications for vacancies for Board Member(s) positions, the CE/GM shall refer all the applications to the Board.
  - (d) The Board shall undertake its duties as set out in Rule 17.1(g) and notify the CE/GM of the Appointed Board Member(s) who are to assume office and any recommended applicant(s) whom the Board consider(s) would best suit the vacant position(s) of Elected Board Member(s), for consideration at the AGM, no later than twenty one (21) days' prior to the AGM.
  - (e) Upon receipt of the notification from the Board in accordance with Rule 19.1(d) the CE/GM shall no later than fourteen (14) days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board regarding any Appointed Board Member(s) it has appointed together with any recommendations of applicants it considers would best suit the vacant position(s) of Elected Board Member(s), at the AGM.
- 19.2 **Other Positions:** Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of MBA if they are appointed or elected as a Board Member.

## **20. JUDICIAL COMMITTEE**

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20.1 From time to time the Board may appoint a judicial committee to consider matters of a judicial nature referred to it by the Board.

20.2 The Judicial Committee shall consist of:

- (a) One of the President, or Chairperson of the Board, as determined by the Board; and
- (b) Two (2) other persons appointed by the Board.

## **21. EMPLOYEES**

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21.1 There shall be a CE/GM of MBA who shall be employed for such term and on such conditions as the Board may determine.

21.2 The CE/GM shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of MBA in accordance with the Constitution, regulations, by-laws, policies and procedures of MBA and within such delegated authority as may be imposed by the Board.

21.3 Subject to ratification by the Board, the CE/GM shall appoint such other staff of MBA on such terms and conditions as the CE/GM shall consider appropriate.

21.4 The CE/GM may attend Board meetings and will do so when required by the Board but will have no voting rights.

## **22. FINANCES**

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22.1 Unless otherwise determined by the Board, the financial year of MBA shall end on the 31st day of October each year.

22.2 Statements of financial position and financial performance prepared by a chartered accountant registered with the New Zealand Institute of Chartered Accountants (or such other professional body as may replace same) shall be submitted to the AGM.

22.3 All monies received by MBA shall be placed to the credit of MBA in such account(s) as shall be determined by the Board and may be used as directed by the Board.

## **23. COMMON SEAL**

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23.1 The common seal of MBA shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the President and another Board Member.

## **24. COLOURS**

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24.1 The colours of MBA shall be a combination of Green and white or such other colours as the Board shall determine.

## **25. ALTERATIONS OF RULES**

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25.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.

25.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of MBA. This Rule 25.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

## **26. APPLICATION OF INCOME**

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26.1 The income and property of MBA shall be applied solely towards the promotion of the Objects of MBA. No Member of MBA, or anyone associated with a Member, is allowed to take part in, or influence any decision made by MBA in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.

26.2 Except as provided in this Constitution:

- (a) No portion of the income or property of MBA shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
- (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member.

26.3 Any payments made to a Member of MBA, or person associated with a Member, must be for goods or services that advance the purpose of MBA, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

## **27. LIQUIDATION**

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27.1 MBA must be liquidated if MBA, at a General Meeting, passes a Special Resolution appointing a liquidator and requiring MBA to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.

27.2 If upon the winding-up or dissolution of MBA there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of MBA but shall be given or transferred to some other association, organisation or body having objects similar to the Objects of MBA, to be determined by the Members of MBA at or before the time of winding up or dissolution and in default thereof as may be directed upon application to the High Court in New Zealand.

## **28. INDEMNITY**

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28.1 MBA shall indemnify all Officers of MBA, the CE/GM and other officers and employees of MBA in respect of all liability arising from the proper performance of their functions connected with MBA.