



**New Zealand Amateur Rock'n'Roll
Association Inc.**



NZARRA Inc CONSTITUTION SPECIAL GENERAL MEETING

Minutes

**Online Zoom meeting
Sunday 24 August 2025**

The Annual General Meeting opened at 9.30 am with a welcome from the New Zealand Association President Theresa Cummack.

Apologies

L&P Rockers
Surf City

The President Moved the Apologies to be accepted.

*Seconded by Tauranga
Carried Unanimously*

The Treasurer advised the house keeping rules and confirmed there are 14 clubs and 5 Executive in attendance. The voting for the Constitutional Notice of Motions is a majority of 13 for quorum and will be by private ballot and scrutineered by the Vice President and Secretary. The Secretary and Vice President will scrutineer the results.

The President advised that this meeting is being recorded for the accuracy of the minutes and that the process we will follow is going through each section and then after each discussion, vote on the section as a whole. The President reiterated that these changes have been sent to Community Law to ensure all the mandatory requirements and all sections from the NZARRA Constitution 2024 have been included. They were impressed and said that it was a well written document and there were no issues. Any questions or discussion will be managed by Leeyan and Yolanda as, along with Jan spent numerous times on this document to have it ready to present.

Proposed Notice of Motions Changes

Seconded by Tauranga

1. Background

No further discussion

*Voting on section 1. Background
For - 19 Against - 0 Abstention - 0*

2. Charitable Status

Seconded by Hawkes Bay

No further discussion

*Voting on Section 2. Charitable Status
For - 19 Against - 0 Abstention - 0*

3 - Definitions

Seconded by Gold Coast

Any Discussion:

COS Another definition for chairman - 10.4 - meaning of that word in the later paragraphs.

Karen Can be Chairperson not Chairman

Leeyan We did not discuss this prior but wouldn't hurt to add it. Does the clubs want a definition?

President Want to get it through if we can, is it something can be brought to the next AGM and changed if it's not crucial.

Harbour City Any changes, understand that this would have to be circulated?

COS Not correct. We can do it today. Strongly recommend to do that and anything small can be done later.

Leeyan Only amend if it lacks definition.

Hutt Valley There is a grammatical error.

COS Grammatical errors can be done without a vote.

COS We did have a chairperson definition as there was one in the original constitution. They are responsible for chairing meetings.

Leeyan The president's definition also says 'chairing general meetings', so that covers it.

COS Amendment to the motion.

COS moved under Section 3 - Definition - Add Chairperson - means the officer responsible for chairing the general meetings and committee meetings.
Seconded by the Association Secretary

Discussion on the Amendment only:

Harbour Amend to the current wording not something brand new.

Invercargill 10.4 states all general meetings are chaired by the president and gives clarity. Does this not cover the definition?

COS Understand it's under 10.4 which explains what happens. This section sets out who runs the meeting. This makes it clear that this is the chairperson's job. The original does not align with the constitution.

Voting on the Amendment only

*For - 15 Against - 1 Abstentions - 3
Carried*

No further discussion on the Amended 3. Definitions.

Voting on the Amended 3. Definitions

*For - 19 Against - 0 Abstentions - 0
Carried Unanimously*

4 - Purposes

Seconded by Treasurer

Any Discussion:

COS 4.19 (b) - Why has it been changed? Understand for Seniors and Juniors but why has it changed?

Leeyan Unsure, don't have the answer

Harbour City Original copy from the lawyers. We now have a wider definition and would cover the wording of combined.

COS Don't like the wording 'including'.

Leeyan Future proofing - no harm to have inclusion. We might like to have Regionals

that the Association might run. So, believe we should leave it there.

Treasurer Agree with Leeyan.

President Incorporated Society wanted it to be inclusive so clubs weren't making changes at AGM all the time. Future proofing.

COS Just wanted to know the intention or wording so happy with that.

*Voting on 4. Purposes
For - 18 Against - 0 Abstentions - 1
Carried*

5 - Act and Regulators

Seconded by Vice President

No further discussion

*Voting on 5. Act and Regulators
For - 19 Against - 0 Abstentions - 0
Carried Unanimously*

6 - Registered Office

Seconded by Tauranga

Any Discussion:

COS Notice there has been an addition but it makes sense.

Leeyan Act must have Registers Officer be in NZ

*Voting on 6. Registered Office
For - 19 Against - 0 Abstentions - 0
Carried Unanimously*

7 - Power to Borrow Money

Seconded by Gold Coast

No further Discussion

*Voting on 7 Power to Borrow Money
For - 17 Against - 0 Abstentions - 2
Carried*

8 - Other Powers

Seconded by Secretary

Any Discussion:

COS A - better english - carried out. Amendment.

Amendment to change 'Objects' to 'Objectives'

Seconded by Hawkes Bay

No further discussion on Amendment only

*For - 18 - Against - 0 Abstentions - 1
Carried*

Any further discussion on the now Amended 8 - Other Powers

Hutt Valley 8 - (f) similar objects? what was the thoughts

Leeyan Was already in there

Harbour City Yes it was carried over. Noting that it is in paragraph (f) as well which will need to be changed.

Leeyan Grammatical errors don't require a vote if it's not changing the intent of the underlying content.

COS Do we need to do it?

President Just change it.

Harbour City Intent we do not need to change it, we can't just go and change it.

Leeyan No - the Act now allows for minor amendments for typographical and spelling by being amended by the Association without a vote as long as the underlining intent is not changing. Believe we can change all 3 as we have approved that however Exec can amend it later (if it is an amendment to an error or old english wording) as long as it doesn't change the instructions. Afterwards we must advise the members of the change.

*Voting on 8. Other Powers
For -19 Against -0 Abstentions - 0
Carried Unanimously*

9 - Members

Seconded by Cambridge

Any Discussion:

COS 9.4 Amendment to add 'RocknRoll'

Harbour Deliberate

Leeyan This is about the process. Is in there to make clear to have the right to deny a club - they don't get auto pass

COS No that is fine - prefer rocknroll but will bring up later.

COS Paragraph 9.6 - person/s- this changes the intent. Can this cover in the grammatical errors or?

Leeyan Only 1 person is allowed to speak. Clubs authorise delegate for the purpose of the voting and needs to remain as 1 person.

COS Then we would need a process change at the AGM.

Leeyan Yes - doesn't say when just that you have to. Process can be made clear and doesn't need to change the Constitution to do that.

COS Do we want to be limited to 1 person

Leeyan Only 1 person can vote per 1 club which is what this is about.

COS Withdrawal amendment. We have another one 9.8 - ceasing to be a member. Further on in the constitution for clarity it should be there - if they are not paying their fees that they would be ceased.

Harbour City Is that not covered in 9.8 (c)?

Leeyan Yes, agree with Harbour City. Should the Exec determine to remove - it's covered under (c). Want some leniency.

COS ok thank you

Hutt Valley 9.7 - using words subscriptions, levies and fees, need to mention all 3 in all instances. Constituency of language.

Leeyan There is two amounts to be paid at different times of the year. Believe the language covers it nicely as is.

Voting on 9. Members
For - 18 Against - 1 Abstentions - 0
Carried

Break - 10.38 - 5 minute break.

Back at 10.46am

10 - General Meetings

Seconded by Tauranga

- COS 10.4 - Now says six months notice at that time - is this a new requirement as previous was two months.
- President Six months. We announce at the end of each AGM the notice of the next meeting
- Harbour City Yes, that is the intent and recommended on the review - giving the notice of the date and we will be expecting rules.
- Leeyan Yes, booking flights etc can be cheaper
- COS That's fine, it's just different from the original Constitution.
- COS 10.4 (b) understands that it is handed to the Association Secretary.
- Leeyan That make sense. Intention that all motions that are put forward are given to clubs so perhaps the sentence needs to be moved around in a different order.
- President Amendment?
- COS For an ease of today - Amendment.
- Leeyan Suggest the intention is all changes are sent to all members and it just needs to be reordered. At the very end it needs to say all motions be notified to members. We can rewrite the paragraph.

Harbour City Move an Amendment to Insert after the Executive Committee "and any affiliated member clubs".

Seconded by City of Sails

Vote on Amendment only

For - 18 Against - 0 - Abstentions - 1

To now read:

'The Executive committee and any affiliated member clubs may put forward motions and remits....'

No further Discussion on amendment motion

*Voting on amended 10. General Meeting
For - 19 Against - 0 Abstentions 0
Carried Unanimously*

11 - Executive Committee

Seconded by River Rockers

Any Discussion:

COS 11.2 (h) - Clarification

Harbour yes.

COS 11.3 a) is that a new requirement.

Leeyan Yes

COS So they can - but old one doesn't say it doesn't.

President This was back when we were advised by the lawyer that Exec shouldn't vote on exec members coming onto the Executive. We have been implementing this for a couple of years.

COS 11.3 b) requires written consent, with a certificate.

Leeyan That can be provided at any point either during the meeting when elected. Doesn't have to be done on the day just in due course.

COS If going to be nominated, you have to sign to say you're not disqualified. Do the exec needs to know prior of someone to be voted.

Secretary Can bring forms to the AGM to resolve this.

COS 11.9 A) - Amendment to remove 'in' and add 'at a' after 'Association' and before 'General Meeting, and'

Seconded by Hutt valley
Voting on amendment only
For - 15 Against - 0 Abstention - 4
Carried

Further Discussion of Amended Section 11 - Executive Committee

COS 11.10 A) Remove the word 'sub'

Leeyan No that is not the intent - exec can appoint a sub committee. Have to have at least two and then a quorum.

COS Isn't the intention of the sub to have at least two of the exec members

Leeyan No

COS Happy with that

COS 11.8 (E) Repetitive. Says words twice. Amendment.

Leeyan Needs must not agree to or cause or allow.....

Amendment - to replace current clause (e) with below

"must not agree to or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, and"

Kapi Mana seconded

No further discussion on amendment

Vote on amendment only
For - 16 - Against - 0 Abstention - 3
Carried

Further Discussion on the Amended 11. Executive Committee

Hutt Valley Clarify - 11.3 a) is that supposed to be 26.1 (e) are you referring to (d)

Leeyan Yes, your right it's a typo

COS Yes, can change a typo

*Voting on Amended 11. Executive Committee
For - 19 Against - 0 Abstentions 0
Carried Unanimously*

12 - Records

Seconded by Tauranga

No further Discussion

*Voting on 12. Records
For - 19 Against - 0 Abstentions 0
Carried Unanimously*

13 - Finances

Seconded by Gold Coast

Any Discussion:

COS Changing the word objections to objective.

Leeyan Yes, can change grammatical

*Voting on 13. Finances
For - 19 Against - 0 Abstentions 0
Carried Unanimously*

14 - Dispute Resolution

Seconded by Tauranga

No further Discussion

*Voting on 14. Dispute Resolution
For - 19 Against - 0 Abstentions - 0
Carried Unanimously*

15 - Winding Up

Seconded by Christchurch

Any Discussion:

COS Is the Act requiring that to be there?

Leeyan Yes - in the event if the Association would wind up, they would be held to hold one last hurrah to fair well to everyone to wind up the funds. Act is requiring for that to be there.

*Voting on 15. Winding Up
For - 19 Against - 0 Abstentions - 0
Carried Unanimously*

16 - Alterations to the Constitution

Seconded by Kapi Mana

No further discussion

*Voting on 16. Alterations to the Constitution
For - 19 Against - 0 Abstentions - 0
Carried Unanimously*

17 - Other

Seconded by Tauranga

Any Discussion:

COS 17.3 - HEADING - there is nothing under it.

Leeyan Wrong document.
Harbour City Existing Constitution wording. Word for Word. No change.

*Voting on 17. Other
For - 19 Against - 0 Abstentions - 0
Carried Unanimously*

18 - Bylaws

Seconded by Treasurer

No further discussion

*Voting on 18. Bylaws
For - 19 Against - 0 Abstentions - 0
Carried Unanimously*

The President thanked clubs for the time and input and Moved the NZARRA Constitution be approved and sent to the Incorporated Society for approval.

*Voting on the complete Constitution
Seconded by Tauranga
For - 19 Against - 0 - Abstention - 0
Carried Unanimously*

The Secretary will file the finalise document with the Companies Register and will advise clubs once it has been approved.

Meeting ended 12.10 pm