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New Zealand Amateur Rock'n'Roll  
Association Inc.



## **CONSTITUTION**

### **1. NAME**

The name of the Society shall be "**NEW ZEALAND AMATEUR ROCK N ROLL ASSOCIATION INCORPORATED**".

### **2. INTERPRETATION**

In this constitution, unless the context requires -

"Affiliate Club" means a member club entitled to compete in the National Championships.

"Association" means "New Zealand Amateur Rock n Roll Association Incorporated.

"Casting vote" means a vote by the chairman when there is equality of voting.

"Chairman" means the person elected by the Executive Committee or Executive Council as the case may be, to chair meetings should the President elect not to do so.

"Executive Committee" means the executive provided for by clause 12.

"Executive Council" means the meeting(s), annual or general of the club delegates to the Association.

"Head Judge" means the Head Judge elected by the Association as Head Judge for the competitions.

"Immediate Past President" means the person vacating office of President at an Annual General Meeting who shall be entitled to hold this office for a period of one (1) year in an advisory capacity only, with no voting rights.

"Meetings" means any annual general meeting or special general meeting of the Association.

"President" means the person elected by the Association as President.

"Resolution" means a motion passed at either an Annual General Meeting or a special general meeting passed by a majority of the member clubs and Executive Committee.

“Secretary” means the person elected by the Association as Secretary to the Association.

“Vice President” means the person elected by the Association as Vice President to the Association.

“Treasurer” means the person elected by the Association as Treasurer to the Association.

“Year” means the financial year running from 1 January to 31<sup>st</sup> December

### **3. OBJECTS**

The objects of the Association are:

1. To promote, guide and foster Rock n Roll in New Zealand
2. To conduct National Junior and Senior Championships

### **4. POWERS**

The Association shall be given the widest possible powers to do all things which may be necessary in the pursuance of the Association objectives:

1. To acquire by purchase, take on lease, or otherwise acquire any real or personal property;
2. To sell, exchange, maintain, improve, lease, hire, dispose of, manage, control, invest, reserve or otherwise deal with and turn to account any real or personal property of the Association;
3. To borrow or raise money by any means and upon such conditions as the Association may deem fit;
4. To edit, print, publish, distribute the Association newsletter and other literature;
5. To join and affiliate with any other organisation having similar objects;
6. To apply for and acquire any licenses or permits deemed necessary by the Association;
7. To open and operate trading and savings bank accounts. The signatories of any account shall be any two of the President, Vice President, Treasurer and Secretary.

### **5. REGISTERED OFFICE**

The registered office of the Association shall be at the current Secretary's address.

## **6. MEMBERSHIP**

Any club is eligible for membership if it undertakes to conform to the rules and bylaws of the Association and otherwise comply with its requirements and shall, upon making written application to the Secretary of the Association and with the approval of the Executive Committee, be enrolled as a member.

## **7. REGISTER OF MEMBERS**

The Secretary shall keep a register of Member Clubs with the date on which they become a Member.

Member Clubs must advise the Association of any change in balance date.

## **8. CESSATION OF MEMBERS**

- a. By written resignation to the Secretary. Such resignation will take effect from the Executive meeting immediately after the resignation is received. The member club resigning shall be liable for such fees and levies as are payable to the end of the financial year in which they have resigned.
- b. The Secretary shall purge the roll of any member club who may be in arrears of subscription payments for three (3) months or more. Such purging shall not free a member from arrears from subscriptions and levies or from the liability to pay the dues for the financial year, or any antecedent liability.
- c. When any club, in the opinion of the Association has been guilty of conduct which makes it undesirable that they should continue to be a member the Association, by the two thirds majority vote of the members present and entitled to vote, may resolve to cancel their membership provided that at least two (2) months notice of the proposed expulsion shall be given to the club concerned.

## **9. MEETINGS**

- a. The Association shall hold an Annual General Meeting once a year not later than five (5) months after the end of the financial year and notice of such annual general meeting shall be given in writing to all members at least two (2) months prior to the meeting.
- b. A special general meeting may be called at any time on the decision of the majority of the Executive Committee or at the request of three member clubs of the Association (in writing stating the purpose for which such a special general meeting is required), to the Secretary. Upon receipt of the request the Secretary shall convene such a special general meeting giving 60 days notice to all members and specifying the intended areas of discussion.

- c. At all General Meetings or meetings of the Executive Committee the President shall preside but in the event of the President being unable to attend, or unwilling to preside, such other persons as the clubs or persons present shall elect from their number as chairman whom whilst so acting shall have all the powers of the President.
- d. That the NZARnRA Inc. meet expenses of National AGM Venue and associated costs out of Association Funds. Such costs being the venue, secretarial services, if required, and expenses of the Executive Committee.

## **10 NOMINATIONS**

Nominations for Executive Positions excluding the Head Judge must be in the hands of the Secretary of the Association no later than 30 days prior to the date of the AGM. In the event of no nominations being received for a position, nominations may be taken from the floor at the AGM.

Nominations for Executive Positions excluding the Head Judge will be advised by email to all club secretaries and via the Association's media, ten days before, and only additional nominations received will be advised on the day of receipt, up to the nomination submission closing date.

If by the nominations submission closing date only one nomination has been received for an Executive position excluding the Head Judge, that person will be appointed at the AGM without a vote taking place.

Nominations for Association Head Judge will be advised by email to all eligible to vote for this position, ten days before, and only additional nominations received will be advised on the day of receipt, up to the nomination submission closing date.

In the event of only one nomination being received for Association Head Judge by the nomination submission closing date, that person will be appointed, without a vote taking place.

Nominations for Head Judge are submitted by Association and National Association Judges and National Association Executive Committee members and must be in the hands of the Secretary of the Association no later than 30 days prior to the date of the AGM.

30 days prior to the date of the AGM, the Secretary of the Association will conduct a vote for the position of Head Judge.  
(See 13. Officers and Executive)

## **11. VOTING**

- a. Each affiliate Club and member of the Executive Committee (excluding the Immediate Past President) attending any Meetings, shall be entitled to one vote each.

- b. At any general meeting or Executive Committee meeting a motion put to the vote of the meeting shall be decided by a show of hands unless a poll is requested. At a General Meeting the voting split for notices of motion and remits will be recorded in the meeting minutes except for the election of officers.
- c. If a poll is requested, it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the result of the meeting at which the poll was requested.
- d. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman at the meeting at which the show of hands takes place or at which the poll is taken, shall be entitled to a second or casting vote.
- e. If a member of the Executive Committee other than the Head Judge resigns following the AGM, the remaining Executive Committee shall in the first instance consider the delegates and observers of that AGM, as well as past Executive Committee members, to identify and appoint a replacement. If they are unable to, the remaining Executive Committee may approach other suitable candidates who must each belong to at least one affiliated club.

If more than one Executive Committee member other than the Head Judge resigns within their 12 month term, then a vote shall be held to elect replacement committee members.

If the Head Judge resigns, the remaining Executive Committee shall appoint a replacement from the National Association Judges current at the time of resignation.

- f. The current National Executive (excluding the Immediate Past President) retains their individual vote on all matters at an Annual General Meeting or Special General Meeting until the meeting has finished.

## **12. QUORUM**

The quorum of Executive Meetings shall be a majority of officers of the Executive and the quorum of Special & General Meetings of the Association shall be one third (33%) of the member clubs of the Association.

## **13. OFFICERS AND EXECUTIVE**

The officers of the Association shall comprise the Executive Committee being, President, Vice President, Secretary, Treasurer, Head Judge, and the Immediate Past President (if applicable).

The President, Vice President, Secretary and Treasurer are to be elected or appointed at the Annual General Meeting by the members present.

The Head Judge is to be elected by a vote carried out 30 days prior to the date of the AGM and running for 10 days, such vote to be conducted with each Association Judge and National Association Judge and National Association Executive Committee member having one vote. The outcome of the vote will be announced at the conclusion of voting. The Association Head Judge-elect does not assume the role until after the AGM.

The Executive Committee shall meet at such times and places as it considers expedient and shall have a quorum of officers. The President or such other person as hereinbefore provided shall act as Chairman of the Executive Committee. Such members as mentioned above shall not consist of a married or co-habiting couple or immediate family members.

#### **14. POWERS OF THE EXECUTIVE COMMITTEE**

- a. With the exceptions of specific resolutions passed at Annual or general meetings of the Association the management of the property and the investments of the funds shall be conducted by the Executive Committee.
- b. The Executive Committee may exercise any power vested in the Association and not required by these rules to be exercised by the Association in a general or Annual General Meeting and may delegate any of its powers to sub-committees.
- c. The Executive Committee shall present to the Annual General Meeting a full report of its activities during its year of office and of any matters of interest or importance to the Association which transpired during the period of said report. The Treasurer shall present to the Annual General Meeting financial statements and a balance sheet prepared in accordance with good accounting practice of the previous financial year of the Association.
- d. The Executive Committee shall have power to appoint and instruct delegates or representatives to bodies with which the Association is affiliated or which have provisions for representation of the Association at their meetings.

#### **15. AUDITOR**

The Accounts of the Association will be prepared annually, and separately reviewed by an independent and suitably qualified person/s as determined by the Executive, prior to the AGM.

#### **16. PECUNIARY GAIN**

No member of the organisation or any person associated with a member shall receive, participate in, obtain or materially influence any decision made by the organisation in respect of payments made to or on behalf of that member or

associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative, i.e. payment of expenses incurred by the Executive Committee or remuneration to members as decided by the Executive Committee, to that which would be paid in an arms length transaction.

The provision and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

## **17. COMMON SEAL**

- a. The Common Seal shall be kept by the Secretary at the registered office of the Association.
- b. The Common Seal shall not be fixed to a document, instrument, deed, writing, paper or other things unless pursuant to a resolution of the Executive Committee and in the presence of two members of the Executive Committee who shall sign the said document, instrument, deed, writing, paper or other thing as witnesses. Each fixture of the Common Seal shall require a separate motion of the Executive Committee.

## **18. ALTERATION OF RULES**

- a. The Constitution may be altered only if a motion of the proposed alteration is sent in writing to the Secretary at the registered office of the Association at least 90 days prior to the Annual General Meeting or a Special General Meeting of the Association called for that purpose, and has been put at that meeting and carried by two thirds majority of the total of Member Clubs and Executive Committee present and entitled to vote.
- b. Alteration of Rule Book A must be implemented by remit at an Annual General Meeting or Special General Meeting and be carried by a majority of the total of member Clubs and Executive Committee present and entitled to vote.
- c. No addition to or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **19. SUBSCRIPTIONS AND LEVIES**

The annual fees and levies payable by member clubs shall be set at each Annual General Meeting of the Association.

**20. WINDING UP**

If at a meeting a majority of member clubs present resolve that the Association shall be wound up, a further special general meeting shall be held within three (3) months but not earlier than 30 days after the day of the meeting at which such was resolved, to confirm or reject such resolution.

If such a resolution is passed a second general meeting must be called not earlier than thirty days from the first meeting to pass a resolution confirming the earlier decision to wind up the society. Once again a simple majority is required to pass the resolution. If the resolution is lost then the earlier resolution lapses. If the confirming resolution is passed the members must appoint one or more liquidators to wind up the affairs of the society. The Association shall be wound up and all surplus assets after payment of all costs, debts and liabilities of the Association shall be distributed equally amongst all member clubs.

**21. INDEMNITY**

Every Officer of the Association or servant of the Association shall be indemnified out of the funds of the Association to pay all costs, losses and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into or act or thing done by them as an officer or servant of the Association or in any way discharging his or her duty, including travelling expenses and reasonable out of pocket expenses.

**22. INTERPRETATION OF THE CONSTITUTION**

A substantial compliance with this constitution whether as to form, time, number of any other matter in all cases be good and sufficient and no regulation, resolution, decision, election, appointment, notice or other matter or thing shall be invalidated by reason only of a failure to comply exactly within these rules.

Signed by

Theresa Cummack  
President

Chloe Lowe  
Vice President

Neva Zainey  
Secretary