

Amended Constitution

NEW ZEALAND AMATEUR ROCK'N'ROLL ASSOCIATION INCORPORATED

DRAFT



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1. Background

1.1 The Association has undertaken a review of its constitution with the passing of the 2022 Act. This Constitution replaces the previous constitution of the Association.

1.2 The name of the Association continues to be New Zealand Amateur Rock'n'Roll Association Incorporated.

2. Charitable status

2.1 The Association is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Definitions

3.1 In this Constitution, words have the meaning set down in the Act. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Affiliate Member Club' or 'Member' means a member Club properly admitted to the Association and which has not ceased to be an Affiliate Member Club and therefore ceased to be a member of the Association. By virtue of its membership, the members of that Club (being natural persons) are entitled to compete in the National Championships held by the Association.

'Annual General Meeting' means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.

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

'Executive committee' means the Association's governing body.

'Executive committee Member' means a member of the Executive committee, including the President, Vice President, Secretary, Treasurer, the Head Judge, and the Immediate Past President (if applicable).

'Constitution' means this document.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Association.

'Head Judge' means the head judge elected in accordance with this Constitution and any applicable rule book, appointed to the role of head judge for competitions of the Association.

'Interested Member' means an Affiliate Member Club (or any natural person who is a member thereof) that is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

'Interests Register' means the register of interests of officers, including Executive committee Members, kept under this Constitution.

'Immediate Past President' means the person vacating the office of President at the most recent Annual General Meeting and who is entitled to hold the position as immediate past President for a period of one year.

'Matter' means—

- (a) the Association's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

National Championships means any national championship of the Association.

National Association Judges means the duly qualified judges who meet the criteria and are appointed by the Association

'President' means the Executive committee Member responsible for, among other things, overseeing the governance and operations of the Association and chairing General Meetings.

'Register of Members' means the register of Members kept under this Constitution.

'Secretary' means the Executive committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Executive committee meetings.

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

'Treasurer' means the Executive committee Member responsible for, among other things, overseeing the finances of the Association.

'Vice President' means the Executive committee Member elected or appointed to deputise in the absence of the President.

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

4. Purposes

4.1 The primary purposes of the Association are to:

- (a) promote, guide and foster Rock'n'Roll in New Zealand; and

- (b) conduct Rock'n'Roll competitions including National Championships as determined by the Executive committee.

4.2 The Association must not operate for the financial gain of any Affiliate Member Club or its members. For the avoidance of doubt, it will not operate for the financial gain of an Affiliate Member Club or its members simply if the Association:

- (a) engages in trade,
- (b) reimburses any Affiliate Member Club or its members for reasonable expenses legitimately incurred on behalf of the Association or while pursuing the Association's purposes or pays a reasonable fee in helping achieve its purposes,
- (c) provides benefits to members of the public or of a class of the public and those persons include members of Affiliate Member Clubs or their families,
- (d) pays a member of an Affiliate Member Club a salary, wages, contracts with a member of an Affiliate Member Club as an independent contractor or otherwise and pays them accordingly, or other payments for services to the Association on reasonable arm's length terms,
- (e) pays any member of an Affiliate Member Club interest at no more than current commercial rates on loans made to the Association, or
- (f) provides an Affiliate Member Club and/or member of an Affiliate Member Club with incidental benefits in accordance with the purposes of the Association.

4.3 Any payments made to an Interested Member must be for goods and services that advance the Association's purposes and must be reasonable and comparable to payments that would be made between unrelated parties.

5. Tikanga / Culture

5.1 The tikanga or culture of the Association is to do things that are conducive to the attainment of the Purposes. To grant any rights and privileges as may, from time to time, be deemed necessary to attain the Association purposes. This Constitution shall be interpreted having regard to that tikanga or culture.

6. Act and Regulations

6.1 Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

7. Registered office

7.1 The Registered Office of the Association shall be at the current Secretary's residential address or such other place in New Zealand as the Executive committee from time to time determines.

7.2 Changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

8. Power to borrow money

8.1 The Association has the power to borrow money.

9. Other powers

9.1 In addition to its statutory powers, the Association may (subject to exercising the care and skill that a prudent person would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- (a) use its funds to pay the costs and expenses to advance or carry out its objects and purposes,
- (b) employ or contract with such people or entities as may be appropriate and co-opt any person with special expertise to serve on the Executive committee or in some capacity under the control of the Executive committee as may be appropriate, and
- (c) invest in any investment, subscribe for and purchase for the Association any shares in any duly incorporated company and lend money to any duly incorporated company in respect of which the Association holds shares.
- (d) That the NZARRA 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.
- (e) To open and operate trading and saving bank accounts. The signatories of any account shall be any two of the President, Vice President, Treasurer and or Secretary.

Members

10. Minimum number of members

10.1 The Association shall maintain a minimum number of Affiliated Member Clubs to satisfy the minimum number of members required by the Act.

11. Types of members

11.1 A member is an Affiliated Member Club (made up of individuals/natural persons; each Affiliated Member Club to be responsible for maintaining its own register of members for that club) admitted to membership under this Constitution and who or which has not ceased to be an Affiliated Member Club.

12. Becoming a member: consent

12.1 Every new applicant Rock'n'Roll Club that is not already an Affiliated Member Club, must, by appointed representative of that club, consent in writing to becoming a member of the Association.

13. Becoming a member: process

13.1 Any Rock'n'Roll club is eligible to apply for membership to the Association provided that Rock'n'Roll club undertakes to conform to the Constitution and all other rules and bylaws of the Association and otherwise comply with its requirements from time to time.

13.2 An applicant club applying for Association membership must make a written application to the Secretary, supply any information required, or a representative of the club attend an interview, as may reasonably be required by the Executive committee regarding any application for membership. All determinations are made by the Executive committee in its sole discretion.

13.3 The Executive committee may accept or decline an application for membership. The Executive committee must advise the applicant of its decision (but is not required to provide reasons for that decision). Each applicant club will be notified by the Association's Secretary of the outcome of the application. Joining fees and exit fees (if any) will be set by the Executive committee from time to time.

14. Obligations and rights

14.1 Every Affiliate Member Club shall provide the Association with that club's name and contact details for at least one natural person as representative for that club (including their postal address, telephone number(s), and any email address) and promptly advise the Association of any changes to those details. If an applicant club is accepted, prior to becoming a member, if required by the Association, the applicant will enter into a membership contract and any other required documents or contracts.

14.2 Membership does not confer on any person or club any right, title, or interest (legal or equitable) in the property of the Association. Annual fees will be set by resolution from time to time in General Meeting.

15. Other obligations and rights including voting

15.1 All Members (including Executive committee Members) shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute. Each Affiliate Member Club is responsible for ensuring its members abide by the rules of this Constitution.

15.2 For all voting matters excluding the election of the Executive committee:

- (a) Each Affiliate Member Club is entitled to one (1) vote each club.
- (b) Executive committee Members are entitled to one (1) vote each; and
- (c) The President shall have a casting vote.

15.3 An Affiliate Member Club is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing, or using the Association's premises, facilities, equipment if any, and entering Association competitions) if all subscriptions and any other fees have been paid to the Association by their respective due dates.

15.4 Each Affiliate Member Club shall provide the Secretary with the name and contact details of the person who is the club's authorised representative, and that person shall be deemed to be the club's authorised delegate for the purposes of voting at General Meetings.

15.5 The Executive committee may decide what access or use Affiliate Member Clubs may have to any premises, competitions, facilities, equipment, or other property owned, occupied, or otherwise used by the Association, including any conditions of and fees for such access or use.

16. Subscriptions and fees

16.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution at a Annual General Meeting.

16.2 Any Affiliate Member Club failing to pay the annual subscription, any levy, or any capitation fees, within 30 calendar day(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity until all the arrears are paid. If such arrears are not paid within 30 calendar days of the due date for payment of the subscription, any other fees, or levy the Executive committee may terminate the Affiliate Member Club's membership (without being required to give prior notice to that Member).

17. Ceasing to be a member

17.1 An Affiliate Member Club ceases to be an Affiliate Member Club:

- (a) on dissolution of an Affiliate Member Club, or
- (b) by resignation of the Affiliate Member Club by notice to the Secretary, or
- (c) on termination of an Affiliate Member Club's membership under this Constitution,

with effect from (as applicable):

- (d) the date of dissolution, or
- (e) the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or
- (f) the date of termination of membership under this Constitution, or
- (g) the date specified in a resolution of the Executive committee.

18. Obligations on resignation

18.1 An Affiliate Member Club who resigns or whose membership is terminated under this Constitution:

- (a) remains liable to pay all subscriptions and other fees to the Association's next balance date,
- (b) shall cease to hold itself out as a Member of the Association,
- (c) shall return to the Association all material provided by the Association (including all property, membership certificate, badges, handbooks and manuals), and
- (d) shall cease to be entitled to any of the rights of an Affiliate Member Club.

19. Becoming a member again

19.1 Any former Affiliate Member Club may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Executive committee.

19.2 However, if a former Affiliate Member Club's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Executive committee.

General meetings

20. Annual General Meetings

20.1 An Annual General Meeting shall be held once a year on a date and at a location determined by the Executive committee and consistent with any requirements in the Act, and the rules relating to the procedure to be followed at General Meetings shall apply.

21. Annual General Meetings: business

21.1 The business of an Annual General Meeting shall be to:

- (a) confirm the minutes of previous Association meeting(s),
- (b) adopt the annual report on Association business,
- (c) adopt the Treasurer's report on the finances of the Association, and the annual financial statements,
- (d) adopt the head judges report,
- (e) set any subscriptions for the current financial year,
- (f) consider any motions,
- (g) Voting for Executive positions
- (h) consider any general business.

21.2 The Executive committee must, at each Annual General Meeting, present the following information:

- (a) an annual report on the affairs of the Association during the most recently completed accounting period,
- (b) the annual financial statements for that period, and
- (c) notice of any disclosures of conflicts of interest made by Executive committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

22. Special General Meetings

22.1 Special General Meetings may be called at any time by the Executive committee by resolution. The Executive committee must call a Special General Meeting if the Secretary receives a written request signed by at least 25% of Affiliate Member Clubs. Any resolution or written request must state the business that the Special General Meeting is to deal with.

22.2 The rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the

business specified in the Executive committee's resolution or the written request by Affiliate Member Clubs for the Meeting.

23. Procedure

23.1 The Executive committee shall give all Affiliate Member Clubs at least 30 calendar days' notice of any General Meeting and of the business to be conducted at that General Meeting.

23.2 The General Meeting and its business will not be invalidated simply because one or more Affiliate Member Club do not receive the Notice of the General Meeting.

23.3 All financial Affiliate Member Clubs may attend, speak and vote at General Meetings in person through the Clubs authorised representative. No proxy voting shall be permitted.

23.4 No General Meeting may be held unless at least 25% financial Affiliate Member Clubs attend. This will constitute a quorum.

23.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Affiliate Member Clubs – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present those present in person shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

23.6 General Meetings will be held annually in person but if for any reasons e.g., financial, pandemic restrictions, natural disasters are in place the AGM may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

23.7 All General Meetings shall be chaired by the President. If the President is absent, the meeting shall be chaired by the Vice President and if the Vice President is unavailable then another Executive committee Member shall be elected to chair that meeting.

23.8 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

23.9 Any person chairing a General Meeting may:

- (a) adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Including in the absence of a quorum or in the case of emergency, the meeting may be adjourned or declared closed;
- (b) direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the President be removed from the meeting.

23.10 The Executive committee may put forward motions for the Association to vote on ('Executive committee Motions'), which shall be notified to Members with the notice of the General Meeting.

23.11 Any Affiliate Member Club may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 60 calendar days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

24. Minutes

24.1 Minutes must be kept by the Secretary of all General Meetings.

Executive committee

25. Composition

25.1 The Executive committee will consist of at least 5 Executive committee Members who are:

- (a) Persons of Affiliate Member Clubs; and
- (b) Natural persons; and
- (c) Not disqualified by this Constitution or the Act.

25.2 The Executive committee and officers of the Association will include but not be limited to:

- (a) President,
- (b) Vice President,
- (c) Secretary,
- (d) Treasurer,
- (e) Head Judge,

26. Qualifications

26.1 Prior to election or appointment, every Executive committee member must consent in writing to be an Executive committee Member and certify in writing that they are not disqualified from being appointed or holding office as an Executive committee Member by this Constitution or the Act.

26.2 The following persons are disqualified from being appointed or holding office as an Executive committee Member:

- (a) a person who is under 18 years of age,
- (b) a person who is an undischarged bankrupt,
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or

unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,

- (d) a person who is disqualified from being a member of the Executive committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4,
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - (iii) an offence under section 143B of the Tax Administration Act 1994,
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- (f) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the new Incorporated Societies Act.
- (h) Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the Executive committee.

27. Election or Appointment of Officers

27.1 The election of President, Vice President, Treasurer and Secretary shall be conducted as follows:

- (a) Each role shall be elected during Annual General Meetings. Each Affiliate Member Club shall receive one (1) vote per club. For the avoidance of doubt, members of the Executive committee do not get an individual vote on the election of Executive committee member positions (other than in the case of a tie as detailed in 27.1(g) below).

- (b) Nominations for Executive positions excluding 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 the Executive positions excluding head judge will be advised by email to all club secretaries and via the Associations 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 nomination submission closing date only one nomination has been received for an Executive position excluding 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.

- (c) However, if a vacancy of any Executive position (excluding Head Judge) occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Executive committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Executive committee Member by this Constitution or the Act). If the Head Judge resigns, the remaining Executive committee shall appoint a replacement from the National Association Judges current at the time of resignation.
- (d) A candidate's written nomination, accompanied by the written consent of the nominee, with a certificate that the nominee is not disqualified from being appointed or holding office as an Executive committee Member by these Rules or the Act, shall be received by the Secretary at least 30 days before the date of the Annual General Meeting. Nominations (excluding for Head Judge) will be advised by email to all Affiliate Member 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.
- (e) If there are no valid nominations received, nominations will be requested from the floor at the Annual General Meeting.
- (f) Votes shall be cast in such a manner as the person chairing the meeting determines.
- (g) The failure for any reason of any financial Affiliate Member Club to receive such Notice shall not invalidate the election.
- (h) In the event of any vote being tied, the tie shall be resolved by the present Executive committee (excluding those in respect of whom the votes are tied).

27.2 The election of Head Judge shall be conducted as follows:

- (a) Nominations for Head Judge can only be submitted by National Association Judges, the President, Vice President, Secretary, and Treasurer.

- (b) Nominations for Head Judge will be advised by email to all eligible to vote (i.e., National Association Judges, and Association Judges) for that position, ten days before, and only additional nominations received will be advised on the day of receipt, up to the nomination submission closing date.
- (c) In the event of only one nomination being received for the position of Head Judge by the nomination submission closing date, that person will be appointed, without a vote taking place.
- (d) All nominations for Head Judge must be received by the Secretary no later than 30 days prior to the date of the Annual General Meeting. The Head Judge will then be elected by a vote. Voting will be open for 10 days. The vote will be conducted by the Association Secretary in conjunction with one other Executive Committee member.
- (e) All National Associated and Association judges are permitted one vote.
- (f) 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 Annual General meeting.

28. Removal

28.1 Where a complaint is made about the actions or inaction of an Executive committee Member (and not in the Executive committee Member's capacity as a member of an Affiliate Member Club) the following steps shall be taken:

- (a) The Executive committee Member who is the subject of the complaint, must be advised of all details of the complaint.
- (b) The Executive committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
- (c) The complainant and the Executive committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Executive committee (excluding the Executive committee Member who is the subject of the complaint) if it considers that an oral hearing is required,
- (d) Any oral hearing shall be held by the Executive committee (excluding the Executive committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Executive committee (excluding the Executive committee Member who is the subject of the complaint).

28.2 If the complaint is upheld the Executive committee Member may be removed from the Executive committee by a resolution of the Executive committee or of a General Meeting, in either case passed by a two-thirds majority of those present and voting.

29. Cessation of Executive committee membership

29.1 An Executive committee Member shall be deemed to have ceased to be an Executive committee Member if that person ceases to be a member of an Affiliate Member Club.

29.2 Each Executive committee Member shall within 7 Working Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Association held by such former Executive committee Member.

30. Functions

30.1 From the end of each Annual General Meeting until the end of the next Annual General Meeting, the Association shall be governed by the Executive committee, which shall be accountable to the Affiliate Member Clubs for the advancement of the Association's purposes and the implementation of resolutions approved by any General Meeting.

31. Officers' duties

31.1 At all times, each Executive committee Member:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Association,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution,
- (d) when exercising powers or performing duties as an Executive committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation, the nature of the Association, the nature of the decision, the position of the Executive committee Member and the nature of the responsibilities undertaken by him or her,
- (e) must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, 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
- (f) must not agree to the Association incurring an obligation unless he or she believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

32. Powers

32.1 Subject to this Constitution and any resolution of any General Meeting the Executive committee may:

- (a) exercise all the Association's powers, other than those required by the Act or by these Rules to be exercised by the Association in General Meeting, and
- (b) enter contracts on behalf of the Association or delegate such power to an Executive committee Member, sub-Executive committee, employee, or other person.

33. Sub-Executive committees

33.1 The Executive committee may appoint sub-Executive committees consisting of such persons (whether Members of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive committee:

- (a) the quorum of every sub-Executive committee is half the members of the sub-Executive committee but not less than 2,
- (b) no sub-Executive committee shall have power to co-opt additional members,
- (c) a sub-Executive committee must not commit the Association to any financial expenditure without express authority, and
- (d) a sub-Executive committee must not further delegate any of its powers.

34. **General issues**

34.1 The Executive committee and any sub-Executive committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Executive committee meeting.

34.2 Other than as prescribed by the Act or this Constitution, the Executive committee or any sub-Executive committee may regulate its proceedings as it thinks fit.

34.3 Subject to the Act, this Constitution and the resolutions of General Meetings, the decisions of the Executive committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

35. **Conflicts of interest**

35.1 An officer or a member of the Executive committee and/or member of a sub-Executive committee who is an Interested Member in respect of any matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Executive committee and or sub-Executive committee; and
- (b) in an Interests Register kept by the Executive committee.

35.2 Disclosure must be made as soon as practicable after the member of the Executive committee and/or sub-Executive committee becomes aware that they are interested in the matter. For the avoidance of doubt, being paid current and usual professional fees, set from time to time, is not a conflict.

35.3 A member of the Executive committee and/or sub-Executive committee who is an Interested Member regarding a matter

- (a) must not vote or take part in the decision of the Executive committee and/or sub-Executive committee relating to the matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- (c) may take part in any discussion of the Executive committee and/or sub-Executive committee relating to the matter and be present at the time of the

decision of the Executive committee and/or sub-Executive committee (unless the Executive committee and/or sub-Executive committee decides otherwise).

35.4 However, a member of the Executive committee and/or sub-Executive committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

35.5 Where 50% or more of Executive committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50% or more of the members of a sub-Executive committee are prevented from voting on a matter because they are interested in that matter, the Executive committee shall consider and determine the matter.

Records

36. Register of Members

36.1 The Secretary shall keep an up-to-date Register of Members, recording for each Affiliate Club Member their representative's name, contact details, the date the Club became an Affiliate Club Member, and any other information required by this Constitution or prescribed by Regulations under the Act.

36.2 Every Affiliate Member Club shall promptly advise the Secretary of any change of their contact details or representative.

37. Access to Register of Members

37.1 With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Affiliate Club Members appointed representatives and Executive committee Members. However, no access will be given to information on the Register of Members to other members of any Affiliate Club Members or any other person, other than as required by law.

38. Interests Register

38.1 The Secretary shall maintain an up-to-date register of the interests disclosed by officers.

39. Access to other information

39.1 An Affiliate Member Club may at any time make a written request to the Association for information held by the Association.

39.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

39.3 The Association must, within a reasonable time after receiving a request:

- (a) provide the information, or
- (b) agree to provide the information within a specified period, or

- (c) agree to provide the information within a specified period if the Affiliate Member Club pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information, or
- (d) refuse to provide the information, specifying the reasons for the refusal.

39.4 Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Affiliate Member Clubs, or
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Association, or
- (d) withholding the information is necessary to maintain legal professional privilege, or
- (e) the disclosure of the information would, or would be likely to, breach an enactment, or
- (f) the burden to the Association in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- (g) the request for the information is frivolous or vexatious.

39.5 If the Association requires the Affiliate Member Club to pay a charge for the information, the Affiliate Member Club may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Affiliate Member Club informs the Association:

- (a) that the Affiliate Member Club will pay the charge; or
- (b) that the Affiliate Member Club considers the charge to be unreasonable.

39.6 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

Finances

40. Control and management

40.1 The funds and property of the Association shall be:

- (a) controlled, invested, and disposed of by the Executive committee, subject to this Constitution, and
- (b) devoted solely to the promotion of the objects and purposes of the Association.

41. Balance date

41.1 The Association's financial year shall commence on 1 January and end on 31 December (the latter date being the Association's balance date).

41.2 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 Committee, prior to the Annual General meeting

Dispute resolution

42. Raising disputes

42.1 Any grievance by an Affiliate Member Club, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Affiliate Member Clubs (including the Executive committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.

42.2 The complainant raising a grievance or complaint, and the Executive committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

42.3 The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

43. Investigating disputes

43.1 This rule concerns any grievances of members relating to their rights and interests as Affiliate Member Clubs, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

43.2 These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

43.3 Rather than investigate and deal with any grievance or complaint, the Executive committee may:

- (a) appoint a sub-Executive committee to deal with the same, or
- (b) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,
- (c) in the case of a complaint relating to a judge or judging matter a sub-committee from within the national judging fraternity shall be appointed to investigate and report to the Executive committee.

43.4 The Executive committee or any such sub-Executive committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

43.5 The decision-maker:

- (a) shall consider whether to investigate and deal with the grievance or complaint, and
- (b) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Association).

43.6 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- (a) The complainant and the Affiliate Member Club, or the Association which is the subject of the grievance, must be advised of all details of the grievance.
- (b) The Affiliate Member Club, or the Association which is the subject of the grievance, must be given an adequate time to prepare a response.
- (c) The complainant and the Affiliate Member Club, or the Association which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

43.7 Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- (a) The complainant and the Affiliate Member Club complained against must be advised of all allegations concerning the Affiliate Member Club, and all details of the complaint.
- (b) The Affiliate Member Club complained against must be given an adequate time to prepare a response.
- (c) The Affiliate Member Club complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

43.8 An Affiliate Member Club may not decide on or participate as a decision-maker regarding a grievance or complaint, if 2 or more Executive committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Association and the particular case and may include consideration of facts known by the other Affiliate Member Clubs about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

44. **Resolving disputes**

44.1 The decision-maker may:

- (a) dismiss a grievance or complaint, or
- (b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Association and Affiliate Member Clubs shall comply),
- (c) uphold a complaint and:
- (d) reprimand or admonish the Affiliate Member Club, and/or
- (e) suspend the Affiliate Member Club from membership for a specified period, or terminate the Affiliate Member Club's membership, and/or
- (f) order the complainant (if an Affiliate Member Club) or the Affiliate Member Club complained against, to meet any of the Association's reasonable costs in dealing with a complaint.

Winding up

45. Surplus assets

45.1 On the winding up or liquidation or removal from the Register of Incorporated Societies of the Association, its surplus assets after payment of all debts, costs and liabilities shall be vested in another not-for-profit organisation with similar objectives, as determined by the Executive committee.

Alterations to the Constitution

46. Amending this Constitution

46.1 The Association may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Affiliate Member Clubs present and voting.

46.2 Any proposed motion to amend or replace this Constitution shall be signed by at least 50 per cent of eligible Affiliate Member Clubs and given in writing to the Secretary at least 90 calendar days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

46.3 At least 60 calendar days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Affiliate Member Clubs notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive committee has.

46.4 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

Other

47. Contact person

47.1 The Association shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

47.2 The Association's contact person must be:

- (a) At least 18 years of age, and
- (b) An Officer, and
- (c) Ordinarily resident in New Zealand, and
- (d) Not disqualified under the Act from holding that office,

and shall be the Secretary.

47.3 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Association becoming aware of the change.

48. **Bylaws**

48.1 The Executive committee from time to time may make and amend bylaws, and policies for the conduct and control of Association activities and codes of conduct applicable to Affiliate Member Clubs, but no such bylaws, policies, or codes of conduct applicable to Affiliate Member Clubs shall be inconsistent with the Act, regulations made under the Act, or this Constitution.