

Constitution of Karāpiro Rowing Incorporated

Contents

1	Preliminary	2
2	Interpretation	2
3	Name of the Society	4
4	Purposes of the Society	4
5	Financial gain	6
6	Membership	7
7	Cessation or suspension of membership	10
8	Board and Executive	12
9	Proceedings of the Board	15
10	Interested Board Members	17
11	Administration	19
12	General Meetings and Special Conflicts Meetings	20
13	Votes of Members	24
14	Notices	25
15	Records of the Society	25
16	Registered Office	25
17	Bank accounts	26
18	Regulations	26
19	Indemnity and insurance	26
20	Amendment of Constitution	26
21	Winding up	26
22	Governing law	27
Schedule	1 Dispute resolution procedures	28

1 Preliminary

The Society, the Board, the Members, and each officer of the Society have the rights, powers, duties, and obligations set out in the Act except to the extent that they are negated or modified in accordance with the Act by this Constitution.

2 Interpretation

2.1 Definitions

In this Constitution, the following terms have the following meanings except to the extent that they may be inconsistent with the context:

‘Act’ means the Incorporated Societies Act 2022.

‘Annual General Meeting’ means the annual general meeting of the Society, convened and conducted in accordance with this Constitution.

‘Balance Date’ means 30 April or any other date adopted by the Board:

- a. in accordance with the Act; and
- b. if the Society is a ‘charitable entity’ as that phrase is defined in section 4(1) of the Charities Act 2005, in accordance with section 41 of that legislation.

‘Board’ means the committee of Members (or non-Members, as allowed for in this Constitution) for the time being elected to manage the affairs of the Society pursuant to this Constitution.

‘Board Member’ means a member of the Board for the time being, appointed in accordance with this Constitution.

‘Constitution’ means this constitution as amended from time to time in accordance with rule 20 or as amended in any other manner permitted by law.

‘Chairperson’ means the person for the time being holding office as chairperson of the Society pursuant to rule 8.4.

‘Complaint’ has the meaning given to it in section 38(2) and is commenced in accordance with Schedule 1 of this Constitution.

‘Deputy Chairperson’ means the person for the time being holding office as deputy chairperson of the Society pursuant to rule 8.8.

‘Dispute’ has the meaning given to it in section 38(1).

‘Executive Officer’ means the person for the time being holding office as executive officer of the Society pursuant to rule 8.7.

‘Financial Year’ means the year ending on the Balance Date of the Society.

‘General Meeting’ means a general meeting of Member Associations being either an Annual General Meeting or Special General Meeting.

‘Investment Manager’ means a person whose profession or business is or includes investing money on behalf of others.

‘Life Member’ means a member admitted to life membership in accordance with rule 6.2.

‘Member’ means any person or organisation who is a member of the Society in accordance with this Constitution, being either a Member Association, Life Member or Volunteer Member.

‘Member Association’ means an incorporated society that is recognised by the RNZ as a Member Association (as that term is defined in the RNZ Constitution) and is admitted to membership under the rules of this Constitution and which has not ceased to be a Member under these rules.

‘RNZ’ means the Rowing New Zealand Incorporated, an incorporated society with incorporation number 217284.

‘RNZ Constitution’ means the constitution of RNZ, as updated from time to time.

‘NZSSRA’ means the New Zealand Secondary Schools Rowing Association Incorporated, an incorporated society with incorporation number 2592142.

‘NZURC’ means the means the New Zealand Universities Rowing Council, which is responsible for University Rowing and is part of RNZ

‘Purposes’ means the purposes of the Society specified in rule 4.1.

‘Ordinary Resolution’ means a resolution passed at a General Meeting of the Members by a simple majority of the Members who are present in person or by proxy and who are entitled to vote on the resolution.

‘Registered Office’ means the registered office of the Society for the time being, determined in accordance with rule 16.

‘Registrar’ means the Registrar of Incorporated Societies appointed in accordance with section 240.

‘Regulations’ means any rules, regulations, by-laws, directives, codes, standing orders, policies or procedures adopted by the Board pursuant to this Constitution, excluding the Rules of Racing.

‘Rules of Racing’ means rules regulating the sport of rowing including regattas and events, which have the same status as Regulations.

‘Secretary’ means the secretary of the Society, appointed in accordance with rule 8.5.

‘Society’ means the society constituted by this Constitution and known by the name specified in rule 3.

‘Special Conflicts Meeting’ means a meeting of Life Members called in accordance with rule 10.1d.

‘Special General Meeting’ means a General Meeting of Member Associations other than an Annual General Meeting.

‘Special Resolution’ means a resolution passed at a meeting of Members by a majority of not less than 75% of the Members who are present in person or by proxy and are entitled to vote on the resolution.

‘Treasurer’ means the treasurer of the Society, appointed in accordance with rule 8.6.

‘Volunteer Member’ means any person who has applied for membership and been accepted by the Board, who has and continues to work as a Board Member or in a volunteer capacity as a regatta official or licensed regatta official.

‘Voting Member’ means:

- a Member Associations at General Meetings subject to rule 13.2;
- b Life Members at Special Conflicts Meetings; and
- c any person with delegated authority as set out in rule 9.9a1,

and for the avoidance of doubt, Member Associations do not have a vote at a Special Conflicts Meetings and Life Members do not have a vote at General Meetings.

‘Working Day’ has the meaning given to it in section 13 of the Legislation Act 2019.

2.2 General construction

- a **No definition:** Unless the context otherwise requires, any expression not defined in this Constitution but defined in the Act will bear the same meaning in this Constitution as in the Act (whether or not such expression is capitalised when used in this Constitution).
- a **Headings:** Headings are for reference only and are not an aid in interpretation.
- b **Reference to statutes:** Unless the context otherwise requires, references to a statute include:
 - i amendments to that statute;
 - ii a statute passed in substitution for that statute; and
 - iii regulations passed under that statute (or any of that statute’s amendments or under a statute passed in substitution for that statute).
- c **Rules:** References to rules are to the rules of this Constitution.
- d **Section:** References to sections are to the sections of the Act.
- e **Singular and plural:** In this Constitution, if not inconsistent with the context, words importing the plural include the singular and vice versa and words importing gender import all genders.

3 Name of the Society

The name of the Society shall be **‘Karāpiro Rowing Incorporated’** or such other name as is determined in accordance with sections 117 to 120.

4 Purposes of the Society

4.1 Purposes

The Purposes of the Society shall be to:

- a to manage, maintain and develop safe and fair rowing courses and regatta facilities at Lake Karāpiro so as to provide:
 - 1 a national rowing course of a standard which is suitable for staging the New Zealand Rowing Championships and the New Zealand Secondary Schools Rowing Championships;

- 2 an international rowing course to comply with FISA's specifications for an international rowing course when required, subject only to variations which are imposed by the specific characteristics of Lake Karāpiro and the Lake Karāpiro Domain or the requirements of those bodies with regulatory authority over the Lake and the Domain;
 - 3 effective, accurate, safe and reliable course and regatta management facilities;
 - 4 volunteer and paid personnel required and appropriate for all aspects in the effective staging of regattas and events under Society management;
 - 5 regatta organisation and management which is consistent with the Constitution, Rules of Racing and Safety Protocols of the RNZ and, where applicable, the NZSSRA or NZURC;
- b to maximise the opportunities for athletes to participate in regattas and events held by the Society;
- c to organise, as required, regattas and events at Lake Karāpiro;
- ~~d to organise and run an annual Inter-provincial Championships regatta for competition between Member Associations;~~
- ed** to provide course and regatta management facilities and equipment as may be required and on the terms and conditions as agreed to support:
- 1 RNZ;
 - 2 NZSSRA;
 - 3 Member Associations who may hold events or regattas on the lake in general at Lake Karāpiro;
 - 4 other bodies holding on water regattas and events which are in the interests of the Society to support provided that these events do not conflict with Members' wishes;
- fe** to secure funding for the operation and maintenance of the facilities, equipment and the provision of regatta and event services by any means including:
- 1 entry fees provided however the Board shall endeavour to set entry fees after taking into account funds likely to be generated for the proposed regatta or event;
 - 2 amenity fees (where appropriate);
 - 3 sponsorship fees, for regattas or aspects thereof and individual races;
 - 4 concession fees to operate canteen and catering facilities and other facilities for the sale or advertising of promotional goods and services at the regatta; and
 - 5 collection of regatta fees from RNZ and NZSSRA and any other third party towards the staging of regattas and events.
- gf** to promote the sport of rowing by acting in the best interests of its members in providing and supporting conventional skiff rowing at Lake Karāpiro in the first instance, and further will ensure the management of assets including the use thereof is in the best interests of the Members who represent conventional skiff rowing and any other form of rowing approved by the Board after consultation with the Member Associations; and

hg_ carry on any other activity which is consistent with or incidental to the above Purposes and which is in the interests of the Society as the Board may determine from time to time including (but not limited to):

- 1 Raising, managing and holding funds for the purposes of the Society;
- 2 Undertaking commercial activities for the purpose of the Society through the use of equipment and paid staff members when not required for the Society's purpose.

4.2 Independence of Purposes

- a The Purposes shall each be regarded as independent purposes and shall accordingly, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other paragraph of rule 4.1, nor from the name of the Society nor by reference to or any inference from any other matter or thing whatsoever.
- b None of the provisions of any paragraph of rule 4.1 or the Purposes shall be deemed to be subsidiary or ancillary to any other paragraph or paragraphs of rule 4.1 to the end and intent that subject as aforesaid, the Board may exercise all or any of the Purposes independently of any of the other Purposes.
- c If there is any ambiguity in the interpretation of any of the Purposes each Purpose shall be construed in such a way as to widen and not restrict the powers of the Board.

4.3 Charitable status

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

4.4 Powers

The Society has, both within and outside of New Zealand, full capacity, rights, powers, and privileges to carry out or undertake any activity, to do any act or enter into any transaction, subject to this Constitution, the Act, any applicable legislation, and the law.

5 Financial gain

5.1 The Society shall not be carried on for the financial gain of Members.

5.2 The Society shall be prohibited from:

- a distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- b having capital that is divided into shares or stock held by its Members; or
- c holding property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

5.3 If the Society determines it does not have a purpose to carry on, and is not being carried on, the Society shall be wound up in accordance with rule 21. The Society shall not be continued solely to provide, for the financial gain of any of the Members merely because it will or may make payments, benefits, distributions, or otherwise doing any of the activities specified in section 24.

6 Membership

6.1 Member qualification

All Members of the Society must meet the criteria and qualifications set out in:

- a rules 6.2a, 6.3 and 6.5 in respect of Life Membership, Member Associations or Volunteer Members (respectively); and
- b the RNZ Constitution in respect of RNZ membership, and if required by the RNZ Constitution, become a member of RNZ.

6.2 Life Membership

- a Life Membership is a vehicle to formally acknowledge an individual's eminent contribution to the vision and ethos of the Society. Such an honour may be bestowed upon those involved in rowing management, operations and/or people/persons involved with support activities which form part of the Society's events and associated administration.
- b Each year a sub-committee of three, appointed by the Board, shall be formed for the purposes of appointing Life Members. One Board member shall chair the sub-committee.
- c The sub-committee shall call for nominations for Life Members not less than ninety (90) days prior to the date scheduled for an Annual General Meeting. Nominations must be submitted to the chair of the sub-committee who shall consider the nomination and notify the Member Associations of its recommendations not less than thirty (30) days prior to the date of the Annual General Meeting.
- d The results of their deliberations and recommendations shall be presented to a Board meeting prior to the next Annual General Meeting for consideration and decision followed by endorsement at the Annual General Meeting.
- e A suitable announcement shall be made at the Annual General Meeting.
- f The nominated Life Member shall consent to becoming a Life Member on accepting their Life Membership.
- g The duration of membership of a Life Member is for life, subject to cessation of membership in accordance with rule 7.

6.3 Member Association

To become a Member Association, an applicant must:

- a be an incorporated society registered and compliant with the Act;
- b govern and operate rowing within a defined regional area as specified in the RNZ Regulations;
- c have a constitution that is compliant and consistent with RNZ's Constitution and the Regulations; and
- d meet such other criteria as determined by the Board.

6.4 Current Member Associations

The current Member Associations of the Society are:

- a Auckland Rowing Association Incorporated;
- b Bay of Plenty Rowing Association Incorporated;
- c East Coast Rowing Association Incorporated;
- d Whanganui Rowing Association Incorporated;
- e Waikato Rowing Association Incorporated; and
- f Wellington Rowing Association Incorporated.

6.5 Volunteer Member

- a The following individuals will be eligible to be Volunteer Members:
 - 1 Board Members;
 - 2 Any other individual appointed by the Board or persons delegated by the Board, to act on behalf, or under the authority of the Society in any capacity; and
 - 3 individuals who work in a volunteer capacity as a regatta official or licensed regatta official.
- b Volunteer Members will be appointed or elected to their position in accordance with this Constitution.
- c An individual consents to becoming a Volunteer Member on acceptance of their appointment or election to their position.

6.6 Form of application for membership – Member Associations and Volunteer Members

- a All applications for all forms of membership shall be made to the Board in writing on the appropriate form or forms prescribed by the Board from time to time for that membership. An applicant for membership must supply any information or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application in accordance with rule 6.6c.
- b The Member Associations of the Society may comprise any new or existing rowing association based in the North Island of New Zealand and recognised by RNZ.
- c The Member Associations of the Society may, on the vote of at least two thirds of the votes cast by the Voting Members at any General Meeting called for that purpose, be extended to include other Member Associations qualifying for membership in accordance with rule 6.6b.
- d Persons who are proposed members must consent in writing to become a Member. The signed written consent of every Member to become a Member shall be retained in the Society's membership records.

6.7 Acceptance or refusal of application for membership

- a The Member Associations shall vote at any General Meeting by Special Resolution of existing Member Associations as to whether to accept any new Member Association.
- b The Life Members will automatically become Members for the duration of their Life Membership subject to rule 7.

- c The Board has an absolute discretion whether or not to accept or refuse an application for Volunteer Membership of the Society. The Board must advise the applicant of its decision but is not bound to give any reason for the acceptance or refusal of any application.

6.8 Resignation

- a A Member Association may resign from membership of the Society at any time by giving notice of resignation in writing signed by two officers of that Member Association to the Board.
- b A Life Member or Volunteer Member may resign from membership of the Society at any time by giving notice of resignation in writing to the Board.

6.9 Liability of Members

- a A Member is not liable for an obligation of the Society by reason only of being a member.
- b The liability of a Member is limited to any amount unpaid on the membership of the Member.
- c Nothing in this rule affects the liability of a Member to the Society under a contract, or for any tort, breach of a fiduciary duty, or other actionable wrong committed by the Member.

6.10 Members have no right to property of the Society

Membership of the Society does not confer on a Member any right, title, or interest, either legal or equitable, in the property of the Society.

6.11 Access or use of Society property

The Board may decide what access or use Members have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and how they may participate in Society activities, including any conditions of and fees for such access, use or participation.

6.12 Register of Members

- a The Society must keep a register of its Members containing:
 - 1 the name of each Member;
 - 2 the last known contact details of each Member (namely, physical or email address and a telephone number);
 - 3 the date on which each Member became a Member;
 - 4 the name of each ex-Member who has ceased to be a Member of the society within the previous 7 years;
 - 5 the date on which each ex-Member ceased to be a Member; and
 - 6 all other information prescribed by the regulations to the Act (if any).

- b The Board must update the register of Members of the Society as soon as practicable after becoming aware of changes to the information recorded on the register.

6.13 Members' obligations

All Members shall promote the interests and Purposes of the Society and shall not do anything to bring the Society into disrepute.

6.14 Information for Members

- a A Member may at any time make a written request to the Board for specific information held by the Society. Any such request must specify the information sought in reasonable detail.
- b The Board must, within a reasonable time after receiving a request:
 - 1 provide the specified information or agree to provide the specified information within a specified period; or
 - 2 refuse to provide the information, specifying the reasons for the refusal (in which case section 81 shall apply); or
 - 3 agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (in which case section 82 shall apply).

7 Cessation or suspension of membership

7.1 Cessation of Member Association Membership

A Member ceases to be a Member:

- a on resignation by the Member in accordance with rule 6.8 (with effect from the date of receipt of such resignation);
- b on termination of the Member's membership pursuant to rule 7.2 or following a dispute resolution process under this Constitution (with effect from termination);
- c on death or permanent disability of the Member (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership, with effect from the date of death, liquidation, deregistration or dissolution of the Member as the case may be);
- d when the Member is no longer incorporated (in the case of Member Associations); or
- e when the Member is no longer recognised by RNZ as a Member Association (as that term is defined in the RNZ Constitution).

7.2 Grounds for Suspension or termination

The Board may suspend or terminate the membership of any Member who:

- a defaults in the payment of any fees, annual subscription or additional fees due and payable pursuant to that Member's membership (if any) or any other fees or payments due to the

Society and has not remedied the default within thirty (30) days of receiving written notice from the Society; or

- b subject to rule 7.3, fails to comply with this Constitution, a Rule, a Regulation, any Rules of Racing or any resolution or decision decided by the Board or at a General Meeting.

7.3 Suspension or Termination by the Board

- a The Board may suspend the membership of a Member for up to twelve (12) months or terminate their Membership, if the Board, or any individual(s) appointed by it, considers after reasonable enquiry that the Member did not comply with this Constitution, a Rule, a Regulation, any Rules of Racing or any resolution or decision decided by the Board or at a General Meeting.
- b Before any suspension or termination is imposed by the Board on a Member:
 - 1 The Member will be given twenty-one (21) days' notice of the proposal to suspend or terminate the Member, unless the proposal arises from a Member's failure to comply with any one or more of the applicable membership criteria under this Constitution, in which case three (3) months' notice will be given;
 - 2 The Board may limit the notice period of the proposal to seven (7) days notice of the proposal to suspend where the Member has committed serious misconduct and brought the Society in disrepute; and
 - 3 The Board has the right to be present, make submissions and be heard on the proposal to suspend, impose any sanction or to terminate the Member.

7.4 Effect of cancellation

Unless the Board determines otherwise, the cancellation of any Member's membership of the Society shall not entitle the Member concerned to a refund of any annual subscription or additional fees paid to the Society, nor shall such cancellation relieve that Member from liability to pay any annual subscription or additional fee that has become due for payment prior to the date of cancellation of that Member's membership.

7.5 Effect of suspension

Where any Member's membership is suspended by the Society, the following consequences apply to the Member for the period of the suspension:

- a the suspension applies to the Member's membership of the Society;
- b if the Member is suspended, they continue to be bound by this Constitution, the Regulations, the Rules of Racing and the constitutions and regulations of the RNZ including all their obligations during the period of suspension;
- c the Member forfeits all rights and entitlements it has a Member under this Constitution; and
- d the Member may not make any claim upon the Society and its property, and nor use any Society property including its intellectual property.

7.6 Reinstatement

Membership that has been suspended or terminated under this Constitution may be reinstated at the discretion of the Board, within such period as it reasonably considers appropriate. In deciding

whether to reinstate a Member, the Board may take into account whether the matter giving rise to the suspension or termination has been rectified or remedied.

8 Board and Executive

8.1 Management by Board

- a The operation and affairs of the Society shall be managed by, or under the direction or supervision of, the Board which may exercise all the powers of the Society which are not required, either by the Act or this Constitution, to be exercised by the Society in General Meeting.
- b Subject to the Act, any other legislation, and the general law, the Board has, both within and outside New Zealand:
 - 1 full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and
 - 2 full rights, powers, and privileges.
- c Without prejudice to the generality of the foregoing the Board may, in order to achieve the Purposes, exercise the powers set out in this Constitution.
- d The Board may delegate to a sub-committee of officers, an officer, or to any other person, any one or more of its powers, provided it is in accordance with the delegated financial policy and any other policy of the Society or requirement that restricts the delegation authority. Society.

8.2 Composition of the Board

- a The Board shall comprise of seven Board Members as follows:
 - 1 up to five persons elected in accordance with rule 8.2d;
 - 2 one person nominated by RNZ on an annual basis and confirmed by the Voting Members at the Annual General Meeting; and
 - 3 one person appointed by the Board for a three year term and confirmed by the Voting Members at the next Annual General Meeting.
- b Every Member Association who is not represented on the Board by a Board Member from their region shall be entitled to appoint an observer to attend the Board meetings.
- c Subject to rule 8.3, all Board Members shall be Volunteer Members of the Society.
- d All elected Board Members shall be elected by a simple majority vote of Members voting at an Annual General Meeting or a Special General Meeting convened for that purpose for terms of three years. At the end of three year term the elected Board Member shall retire. A person retiring shall be eligible for re-election for another term but can only fulfil a maximum of three consecutive terms. A person retiring after fulfilling the maximum period for re-election may be a candidate for election after standing down for a minimum one year period.
- e The Board shall seek nominations in respect of vacancies arising by reason of retirement of elected Board Member/s from Member Associations or more widely as the Board thinks fit, at least ten weeks before the Annual General Meeting at which an election will be held.

- f Nominations shall be received from Member Associations by the Board not less than six weeks before the Annual General Meeting at which an election will be held.
- g No person shall be eligible for appointment as a Board Member if he or she:
 - 1 has not consented in writing to become a Board Member; or
 - 2 has not certified that they are not disqualified from being appointed as a Board Member; or
 - 3 is a person to whom a disqualifying matter in section 47(3) applies; or
 - 4 is unable to manage his or her affairs in terms of Protection of Personal and Property Rights Act 1988.

8.3 Independent Board Member

The Members may elect by Ordinary Resolution at the Annual General Meeting one or more persons who are not Members or who will not become Members to be independent Board Members, provided that a majority of Board Members must be made up of either or both of the following:

- a Volunteer Members of the Society;
- b representatives of Member Associations (being persons who have been nominated by their Member Association and are recognised by their Member Association as being their representative).

8.4 Appointment of Executive

The Board Members shall elect one of their number by simple majority at the first meeting following the Annual General Meeting to act as:

- a the Chairperson; and
- b the Deputy Chairperson.

8.5 Appointment of Secretary

The Board may appoint a Secretary.

8.6 Appointment of Treasurer

The Board may appoint a Treasurer.

8.7 Executive Officer and Staff

- a The Board may employ an Executive Officer or such other staff as they determine appropriate.
- b An Executive Officer or staff member shall be entitled to remuneration for their services and to reimbursement for reasonable expenditure.

8.8 Appointment of other Volunteer Members

- a The Board may also appoint a person or persons to carry out such functions and responsibilities as the Board may define, on a full-time or part-time basis, with or without remuneration at a level to be determined by the Board.
- b The Board shall call for nominations for persons wishing to become Volunteer Members for the purpose of fulfilling the terms of reference for that role as set out by the Board, from time to

time, as they see fit. The appointment of any person as a Volunteer Member (including the direct appointment of Volunteer Members) shall be at the sole discretion of the Board.

- c Volunteer Members may collectively be appointed to form committees to assist the Board in decision-making and operation requirements in, but not limited to, management of regattas, assets, technology, finance and development.

8.9 **Cessation of office**

- a A Board Member shall cease to be a Board Member if he or she:
 - 1 resigns by signing a written notice of resignation and giving it to the Secretary of the Board; or
 - 2 is a person to whom a disqualifying matter in section 47(3) applies; or
 - 3 shall cease to be able to manage his or her affairs in terms of Protection of Personal and Property Rights Act 1988; or
 - 4 shall be absent from New Zealand for a period of three (3) months without obtaining leave of absence from the other Board Members; or
 - 5 dies; or
 - 6 is for any reason unfit to carry out his or her duties as a Board Member as determined by a two thirds majority resolution of the other Board Members.
- b A Board Member to whom rule 8.9a applies shall cease to hold office upon the passing by the Board of a resolution to that effect.

8.10 **Remuneration of Board Members**

- a No Board Member shall receive any payment, except for reimbursement for reasonable, actual and properly incurred expenses.
- b No Board Member or any person associated with a Board Member, shall participate in, or materially influence any decision made by the Board in respect of the payment to or on behalf of that Board Member or associated person of any income, benefit or advantage whatsoever.
- c Any remuneration for services or payment for goods to any Board Member shall be decided by the Board on being satisfied that the level has been established on an arms-length basis.

8.11 **Contact person**

- a The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- b The Society's contact person must:
 - 1 comply with the requirements of section 114; and
 - 2 be on the Board.
- c A contact person can be appointed by the Board or elected by the Members at a General Meeting by Ordinary Resolution.

- d Each contact person's name must be provided to the Registrar together with any other required contact information, in the manner prescribed by regulations issued under the Act (if any).
- e Any change in that contact person or that person's name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring or the Board becoming aware of the change.

9 Proceedings of the Board

9.1 Proceedings of Board

The proceedings of the Board shall be regulated in accordance with the following provisions.

9.2 General

- a The Board may meet together either in person or via a suitable online platform agreed by all Board Members from time to time for the despatch of business, adjourn and otherwise regulate its meetings and procedures as it thinks fit.
- b Subject to the urgency provisions of this sub-clause, fourteen days' notice shall be given of meetings of the Board. The Chairperson, or two Board Members, may at any time summon a meeting of the Board. Where it is impractical, in urgent circumstances, to give fourteen days' notice of a meeting in accordance with this sub-clause, the Chairperson and one other Board Member may summon a meeting of the Board on giving not less than 48 hours' notice.
- c The Board shall hold not less than six meetings in each Financial Year.
- d The Board may in any particular matter co-opt to its deliberations any person having specialised knowledge in respect of the topic under consideration or investigation and any person so co-opted shall have a right to speak at any meeting of the Board but not to vote.

9.3 Quorum

A quorum for a Board Meeting shall be four Board Members. No business of the Board shall be conducted at any time when less than a quorum is present.

9.4 Chairperson to chair Board meetings

The Chairperson shall chair all meetings of the Board at which he or she is present. If the Chairperson is not present, or being present is unwilling to take the chair, then the Deputy Chairperson shall chair the meeting.

9.5 Absence of Chairperson

The Deputy Chairperson will act as chairperson of the Society in the absence of the Chairperson from time to time and shall have and may exercise all the powers and perform all of the duties of the Chairperson.

9.6 Voting

- a Questions arising at any Board meeting shall be decided by seeking consensus wherever possible, and where a consensus is not possible, by a majority of votes of those Board Members eligible to vote on a particular matter.
- b Each Board Member shall have one vote.

- c In the event of an equality of votes of any resolution the Chairperson shall have a second or casting vote.
- d Proxy votes can only be given to another Board Member and any form appointing a proxy must be presented to the Board in writing in any form the Board determines to be satisfactory in its sole discretion.

9.7 **Resolutions in lieu of Board meeting**

A resolution in writing signed (or equivalent electronic medium) by all the Board Members shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and constituted. Any such resolution may be executed in one or more counterparts each signed by one or more of the Board Members and all of which when taken together (including email or scanned exchanged signed counterparts) shall constitute but one and the same resolution.

9.8 **Virtual meetings**

- a Notwithstanding any other provision in this Constitution, the contemporaneous linking together by telephone or video conference or other electronic means permitting instantaneous communication (referred to as a '**remote meeting**' in this Constitution) of a number of Board Members ('**participants**') being not less than the quorum, shall be deemed to constitute a meeting and all the provisions in this clause 9 as to meetings shall apply to such meetings so long as the following conditions are met:
 - 1 All the participants for the time being entitled to receive notice of a meeting shall be entitled to notice of a remote meeting and to be linked by remote means for the purposes of such meeting. Notice of such meeting may be given by telephone or by electronic means;
 - 2 Each of the participants taking part in the remote meeting must be able to hear and speak, or otherwise communicate with each of the others taking part at the commencement of the meeting;
 - 3 At the commencement of any remote meeting each participant must acknowledge his or her presence for the purpose of such meeting to all the others taking part;
 - 4 A participant may not leave a remote meeting by disconnecting his or her connection with the meeting without having previously obtained the express consent of the Chairperson and shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the remote meeting unless having obtained the express consent of the Chairperson to leave the meeting.
- b Minutes of the proceedings at a meeting held by contemporaneous linking together by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by or on behalf of the Chairperson.

9.9 **Delegation of powers**

a **Delegation**

- 1 The Board may delegate to any person or committee of persons such of the powers of the Board as the Board thinks fit and may stipulate restrictions or rules by, or within which, such powers are to be exercised and may revoke any such delegation, wholly or partly, at any time.

- 2 Any person or committee acting under delegated power shall act in accordance with the Constitution and, in the absence of proof to the contrary, shall also be presumed to be acting within the terms of the delegation.
- 3 Subject to any directions given by the Board, any person or committee to which any powers of the Board have been delegated may conduct their affairs in such manner as they may decide.

b Investment Manager

The Board may appoint or remove one or more Investment Managers on terms to be agreed between the Board and the Investment Manager from time to time. The Investment Manager may be given such powers and duties in relation to the investment or the whole or any part of the assets of the Society including the power to determine and to make particular investments as decided by the Board.

9.10 Validity of Board's actions

All acts properly done by any meeting of the Board or by any person acting as a Board Member, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Board Member or person acting as such, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board Member.

9.11 Board minutes and records

The Board shall cause proper minutes to be kept of all appointments of Board and sub-committees made by it and of the proceedings of all meetings of the Society and of the Board. All business transacted at each such meeting and the minutes of such meeting signed by the Chairperson shall be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.

10 Interested Board Members

10.1 Disclosure of interests

- a As soon as a Board Member becomes aware of the fact that they have an interested (as defined in section 62) in a matter (as defined in section 62) involving the Society, they must disclose to the other Board Members at a Board meeting:
 - 1 If the monetary value of the Board Member's interest is able to be quantified, the nature and monetary value of that interest; or
 - 2 If the monetary value of the Board Member's interest cannot be quantified, the nature and extent of that interest.
- b A disclosure of interest by a Board Member must be recorded in the interests register of the Society.
- c Any Board Member who is or may be in any other capacity whatsoever personally interested or concerned directly or indirectly in any transaction entered into or to be entered into, by the Society, may not:
 - 1 Vote on a matter relating to the transaction; or

2 Take part in deliberations relating to the transaction.

- d However, a Board Member who is prevented from voting on the matter or taking part in deliberations relating to the matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered. If 50% or more of the Board Members are prevented from voting on the matter the Board must call a Special Conflicts Meeting to consider and determine the matter.
- e A failure by a Board Member to comply with this rule 10.1 does not affect the validity of a transaction entered into by the Society or the Board Member.

10.2 **Dealing with 'interested' Board Members**

Subject to clause 10.1, each Board Member may act as a Board Member and still contract or otherwise deal with the Society in his or her personal capacity or in any other capacity as if he or she had not been appointed as a Board Member. The right to continue to hold office as a Board Member will apply even though a Board Member's interest or duty in a particular matter may conflict with any duty he or she may have in respect of the Society.

10.3 **No private pecuniary profit of any Board Member with exceptions**

- a No Board Member may direct or divert to their own benefit or advantage an amount derived from the business of the Society.
- b No private pecuniary profit shall be made by any person involved in the Society whether a Board Member or otherwise, except that where it is considered appropriate by the Society:
 - 1 any Board Member may be entitled to be reimbursed out of the assets of the Society for all expenses that they properly incur in connection with the affairs of the Society;
 - 2 any Board Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board Member or by any form or entity of which that Board Member is a member, employee or associate in connection with the affairs of the Trust; and
 - 3 any Board Member may retain any remuneration properly payable to that Board Member by any company or undertaking with which the Society may be in any way concerned or involved for which that Board Member has acted in any capacity whatsoever, notwithstanding that the Trustee's connection with that company or undertaking is in any way attributable to that Board Member's connection with the Society.

10.4 **Restriction on benefits where recipient may influence benefits**

- a In relation to any business carried on by the Society, no payments shall be made to any person who is:
 - 1 a Board Member of the Society; or
 - 2 is a shareholder or director of any company by which the business of the Society is carried on; or
 - 3 is a trustee of a trust that is a shareholder of a company by which the business of the Society is carried on; or

- 4 an associated person (as defined by the Income Tax Act 2007) of any such trustee, shareholder or director,

for work done or services rendered in connection with any such business nor shall, in the carrying on of any such business, any benefit or advantage (whether or not convertible into money) be afforded to, or received, gained, achieved or derived by such person where that person is able, by virtue of that capacity as trustee, shareholder, director or associated person, in any way, whether directly or indirectly to determine, or to materially influence the determination of:

- 5 the nature or extent of a relevant benefit or advantage; or
- 6 the circumstances in which a relevant benefit or advantage is, or is to be, given or received.

10.5 Professional account and influence

A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of rule 10.4.

10.6 Board Members to comply with restrictions

The Board Members, in determining all reimbursements, remuneration and charges payable in terms of this clause, shall ensure that the restrictions imposed by rules 10.3 and 10.4 of this Constitution are strictly observed.

11 Administration

11.1 Signing documents

All documents and other written matter requiring execution or signing on behalf of the Society must be signed by the Chairperson or Deputy Chairperson.

11.2 Duties of Board Members and Board

- a The Board Members shall have the duties set out in sections 54 to 61.
- b The Board Members shall act in the best interests of the Society and act in line with the purposes of the Society as set out in rule 4.
- c The administrative duties of the Board shall include:
 - 1 Convening meetings of the Society when required to do so in accordance with this Constitution and likewise convening meetings of the Board and of all sub-committees (if any) of the Board;
 - 2 Giving all such notices as the Society in General Meeting, or the Board, may instruct, or which the Society may be required or give to Members in the manner provided in this Constitution;
 - 3 Keeping minutes of all meetings of the Society and of the Board and all sub-committees (if any) of the Board and entering the same in the minute books kept for that purpose;

- 4 Performing or supervising the performance of the clerical work for, and the maintenance of proper records of, the Society;
- 5 Maintaining a membership register for the Society;
- 6 Giving all such notices, certificates or information to the Registrar as may be required by the Act or by the Registrar pursuant to the Act;
- 7 Issuing and receiving correspondence on behalf of the Society;
- 8 Receiving all fees, subscriptions, levies and other moneys paid to the Society and issuing receipts;
- 9 Opening and operating a current bank account in the name of the Society;
- 10 Making such deposits and investments in the name of the Society as the Board may determine from time to time;
- 11 Paying all accounts and making all advances passed for payment by the Board;
- 12 Keeping all financial records of the Society and ensuring their safe-keeping together with any security documents;
- 13 Reporting to the Board any Member who fails to pay subscriptions, fees or other moneys properly payable by that Member within the prescribed period; and
- 14 Preparing, or ensuring preparation of, and submitting to the auditor for the Society (if any), annual accounts of the Society.

11.3 **Procedure to resolve Dispute**

The Society adopts the dispute resolution procedure set out in Schedule 1 of this Constitution.

12 General Meetings and Special Conflicts Meetings

12.1 **Annual General Meeting**

- a The Society shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling the meeting.
- b The Annual General Meeting must be held:
 - 1 not later than 6 months after the balance date; and
 - 2 not later than 15 months after the date of the previous Annual General Meeting.
- c The Annual General Meeting shall be held at such time and place as the Board shall determine including by means of physical assembly, or by audio link, audiovisual link, or other electronic communication method or a combination of any of those methods.
- d The business of an Annual General Meeting shall be to:
 - 1 confirm the minutes of the last Annual General Meeting and any other General Meeting(s) held since the last Annual General Meeting;
 - 2 adopt the annual report on the operations and affairs of the Society;

- 3 adopt the Board's report on the finances of the Society, and the annual financial statements;
- 4 consider any motions of which prior notice has been given to Members with notice of the Meeting; and
- 5 consider any general business including but not limited to:
 - A elect Members of the Board to fill the vacancies caused by retiring Members;
 - B confirm the appointee nominated by RNZ;
 - C discuss and make recommendations on the proposed dates for regattas and events to be held at Lake Karāpiro under the auspices of the Society in the following seasons;
 - D adopt the proposed programme of events at regattas for the ensuing season;
 - E adopt the proposed schedule of entry fees, amenity fees and/or any other fees for regattas and events in the ensuing season, except those fees for the New Zealand Rowing Championships and the New Zealand Secondary Schools Rowing Championships which are set by the respective associations;
 - F adopt a financial plan to cover the maintenance and renewal of plant and equipment over the next succeeding years; and
 - G appoint a Chartered Accountant or an Auditor (as may be recommended by the Board) to review the accounts as may be considered necessary for funding or reporting purposes.
- e The Board must, at each Annual General Meeting, present the information required in accordance with section 86 of the Act.

12.2 Other General Meeting

- a A Special General Meeting shall be convened by the Secretary whenever required by the Chairperson or the Board or by written resolution signed by not less than voting 75% in number of all Members.
- b The Board Members may call a Special General Meeting if they receive a written request signed by at least two Members to decide on a specific item of business.
- c The notice and agenda for any Special General Meeting shall be forwarded to all Member Associations no later than four weeks prior to the date of the meeting.

12.3 Special Conflicts Meetings

- a Special Conflicts Meetings may be called at any time by the Board in accordance with rule 10.1d.
- b The notice and agenda for any Special Conflicts Meeting shall be forwarded to all Life Members no later than four weeks prior to the date of the meeting.

12.4 Powers of the Society in General Meeting

The Society in General Meeting may by Ordinary Resolution exercise all powers, authorities and discretions of the Society except those which are expressly required by this Constitution to be

exercised by Special Resolution, notwithstanding that any such power, authority or discretion may have been vested in the Board by or pursuant to this Constitution.

12.5 Delegates

- a At a General Meeting, Member Associations shall be represented by up to 2 delegates duly appointed by the Member Associations and advised to the Secretary in writing prior to the commencement of the meeting.
- b A delegate appointed on behalf of a Member Association may not represent another Member Association at the same meeting.

12.6 Affiliates of Members

Office holders of clubs or schools who are affiliated with Member Association may attend and be afforded speaking rights at a General Meeting but shall not form part of the quorum and are not entitled to vote on any matter.

12.7 Quorum

- a No business shall be transacted at any General Meeting of the Society unless a quorum is present when the meeting proceeds to business. A quorum shall be delegates representing not less than voting 75% of Member Associations eligible to vote at General Meetings, present in person or by proxy:
 - 1 being assembled together at the time and place appointed for the meeting; or
 - 2 participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - 3 by a combination of both of the methods described in clauses 12.7a1 and 12.7a2.
- b For the avoidance of any doubt, Volunteer Members and Life Members do not form part of the quorum of General Meetings.

12.8 Notice of General Meeting

Subject to rule 12.16, a notice of General Meeting of the Society shall be sent to every Member entitled to receive notice of the meeting in the manner provided in rule 14.1, not less than 10 weeks before the date of the meeting.

12.9 Contents of notice

A notice of meeting shall specify the date, time and venue of the meeting. In the case of a Special General Meeting or Special Conflicts Meeting the notice shall specify all business to be considered at the meeting and no business which is not specified shall be discussed or transacted at the meeting.

12.10 Waiver of notice irregularity

An irregularity in a notice of a meeting is waived if all the Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver.

12.11 Failure to give notice

The accidental omission to give notice to, or the non-receipt of any notice by, any Member shall not invalidate the proceedings of any General Meeting to which the notice relates.

12.12 Chairperson of General Meetings

The Chairperson shall be entitled to chair any General Meeting of the Society at which he or she is present. If the Chairperson is not present, or being present is unwilling to take the chair, then those Board Members who are present may choose one of their number to chair such meeting, or if for any reason no chairperson is selected by such Board Members then the delegates of the Member Associations present at that meeting may elect any person entitled to be present as chairperson of that meeting.

12.13 Chairperson of Special Conflicts Meeting

The Life Members shall elect by Ordinary Resolution at the first Special Conflicts Meeting:

- a one of the Life Members to be Chairperson; and
- b one of the Life Members to be Deputy Chairperson.

12.14 Voting at meetings

At any General Meeting or Special Conflicts Meeting:

- a the Chairperson shall determine whether resolutions are to be put to the vote of the meeting by a show of hands, a secret or postal ballot, vote by proxy or by electronic means or by some other means;
- b a secret vote may be demanded by:
 - 1 any delegate of a Member Association present at a General Meeting and entitled to vote;
 - 2 any Life Member present at a Special Conflicts Meeting and entitled to vote,either before the declaration of the result of a vote by a show of hands or immediately thereafter before the meeting moves to the next business or is adjourns;
- c in the case of a resolution put to the vote of the meeting by a show of hands, a declaration by the Chairperson of the meeting that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Society's minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution;
- d in the case of a resolution by proxy the votes must be disclosed 24 hours prior to the meeting. The form of the proxy vote shall be provided by the Board with any notice of the General Meeting or Special Conflicts Meeting, as relevant.

12.15 Adjournments

If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on requisition of Member Association, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such other time and place as the Board shall determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting,

the delegates of the Member Associations present shall be a quorum provided that there is no more than two (2) delegates per Member Association.

12.16 Adjourned meetings

The Chairperson may adjourn any General Meeting, but no business shall be transacted at the meeting from which the adjournment took place. Members shall not be entitled to receive any notice in respect of adjourned meetings, except when a General Meeting has been adjourned for 30 days or more, in which case notice of the adjourned meeting shall be given in the same manner as for the original meeting.

12.17 Minutes

The Society must keep minutes of all General Meetings and Special Conflicts Meetings.

12.18 Resolutions in lieu of General Meeting and Special Conflicts Meetings

- a A written resolution (which may consist of one or more documents including letters, electronic mail, or other similar means of communication) approved by no less than 75% of the Voting Members entitled to vote and voting on the question shall be as valid and effectual as if it has been passed at a General Meeting or Special Conflicts Meeting duly convened and constituted.
- b Any such resolution may be executed in one or more counterparts each signed by one or more of the Voting Members and all of which when taken together (including email or scanned exchanged signed counterparts) shall constitute but one and the same resolution.
- c The Society must ensure that any resolution proposed under this rule 12.1812.17 complies with sections 90 to 92.

13 Votes of Members

13.1 Voting

- a Subject to rule 13.2, each Member Association shall be entitled to two votes at a General Meeting of the Society.
- b Life Members shall be entitled to one vote per person at a Special Conflicts Meeting.
- c Volunteer Members cannot vote at any General Meeting or Special Conflicts Meeting.

13.2 No vote if subscriptions/fees that are payable remain unpaid

A Member shall not be entitled to vote at any General Meeting of the Society unless all annual subscriptions and additional fees presently payable by that Member to the Society have been paid in full.

13.3 Postal ballots

Where a postal ballot is required, the Board shall, subject to such directions as may be given by the General Meeting at which a postal ballot is requested or directed, promptly arrange for such ballot to be carried out amongst all Members as at the date of the General Meeting at which the postal ballot was requested or directed.

14 Notices

14.1 Form

All notices and other communications required under this Constitution shall be in writing and shall be delivered by personal delivery, post or electronic mail and, in the case of notices to or communications with:

- a any Member, shall be addressed to that Member at the contact address notified to the Secretary in writing from time to time and recorded in the Society's register of members; and
- b the Society, the Chairperson, the Treasurer, the Secretary or the Board, shall be addressed to the intended recipient at the Registered Office.

14.2 Time of delivery

Any notice or communication given in terms of rule 14.1 shall be deemed to have been delivered:

- a in the case of delivery by prepaid post, three days after posting; and
- b in the case of transmission by electronic mail, when sent.

15 Records of the Society

15.1 Financial statements and audit

- a The Board shall cause proper books of account to be kept showing all assets and liabilities of the Society and all moneys received and disbursed. The Board shall prepare annual financial statements and, if required under the Act or any other law, such accounts shall be audited by a suitably qualified person appointed for that purpose by the Board.
- b The Board may provide copies of all financial statements and audit reports to the Members in General Meeting, provided that the Board must comply with any requirements relating to the provision of information and documents under the Act.

15.2 Board to keep accounts

The Society's accounting records shall be kept by the Board (or such other person as may from time to time be designated by the Board).

15.3 Copies to Members

A copy of all financial statements and audit reports which are to be laid before the Society in General Meeting, together with a copy of the Auditor's report (if any), shall be sent to every Member not less than 14 days before the date of the relevant General Meeting.

15.4 Returns

The Board shall ensure that all relevant regulatory obligations are complied with as required by law, including in respect of the filing of taxation returns for the Society with Inland Revenue (if applicable).

16 Registered Office

The Registered Office shall be at such place as the Board shall from time to time determine and until the Board otherwise determines, shall be situated at Rowing New Zealand, 601 Maungatautari Road, Rd 2, Cambridge 3494, New Zealand.

17 Bank accounts

The Board shall open and operate an account or accounts at such bank or banks as they shall from time to time determine. Such account or accounts may be operated by the Chairperson, the Secretary or by some other officer authorised by the Board, or in such other manner as the Board determines from time to time.

18 Regulations

The Board may make, amend or revoke Regulations provided that any new or amended Regulation is not contrary to this Constitution. For the avoidance of doubt, in the event that the terms of any Regulation are inconsistent with the terms of this Constitution, the terms of this Constitution shall prevail.

19 Indemnity and insurance

- 19.1 Subject to clause 19.3, the Board Members shall be completely indemnified out of the assets of the Society for any liability arising in any way out of or in connection with acting as a Board Member to the extent permitted by the Act.
- 19.2 The Society may effect insurance for the Board Members or any of them to the extent permitted by the Act.
- 19.3 For the avoidance of doubt, the Society will not indemnify Board Members for:
- a criminal liability; or
 - b liability arising from a failure to act in good faith and in what the Board Member believes to be in the best interests of the Society when acting in their capacity as a Board Member.

20 Amendment of Constitution

- a The terms of this Constitution may be altered, added to, rescinded, or otherwise amended at any time by Special Resolution at a General Meeting provided such alteration, addition, revision or other amendment shall:
 - 1 not be inconsistent with the Purposes;
 - 2 comply with the requirements set out in section 30 of the Act; and
 - 3 in respect of clauses which deal with personal benefits of Members or winding up, shall be conditional on obtaining the Inland Revenue Department's approval.
- b Notice of any proposal to alter, add to, rescind, or otherwise amend this Constitution shall be submitted in writing to the Secretary not less than six weeks before the meeting at which the proposal is to be considered and shall be circulated by the Secretary to all Voting Members not less than four weeks before the date of the meeting. Non-voting members shall be informed of the proposed amendments not less than one week before the date of the meeting.

21 Winding up

- 21.1 The Society may be wound up by Special Resolution at a General Meeting provided that the requirements of Part 5, Subpart 5 and Subpart 6 (as applicable) of the Act are met.

- 21.2 If, upon such winding up, there remains, after satisfaction of all debts and liabilities of the Society, any assets (**'Surplus Assets'**), such Surplus Assets shall be disposed of in the manner directed by the Special Resolution to wind up the Society.
- 21.3 On the Society's winding up, any Surplus Assets must be given or transferred to the Board of the New Zealand Rowing Association Incorporated to be held on trust for and delivered to any similar body which may be formed to carry on the objects of the Society as set out in rule 4 of this Constitution or to carry out objects of a similar nature.

22 Governing law

The governing law of the Society is the law of New Zealand.

Schedule 1 Dispute resolution procedures

1 Overview of procedure to resolve a Dispute

- 1.1 A Dispute is commenced by a Complaint made in accordance with clause 2 of this Schedule 1.
- 1.2 The Society may, if the Board resolves, elect to investigate the Complaint or appoint an independent investigator to investigate the Complaint (including referring the Complaint to the Integrity Commission where the Complaint reveals a threat to integrity which is in the public interest). The Society may choose to adopt such recommendations of the investigation including taking any action under any code of conduct or other dispute / disciplinary Regulation.
- 1.3 Alternatively, a Dispute may be resolved by the following process:
- a by the Members, Board Members and or the Society who made, or are the subject of, the Complaint (together, '**Parties**' and each, a '**Party**') acting in good faith to seek an agreement as to resolution of the Complaint;
 - b failing agreement under clause 1.2(a) of this Schedule 1, by the Parties:
 - i appointing by agreement an independent third person to mediate between them; or
 - ii agreeing to any other type of consensual dispute resolution (for example, facilitation or a tikanga-based practice);
 - c failing agreement to mediate or to engage in any other type of consensual dispute resolution, or failing agreement at mediation or other type of consensual dispute resolution, by referral to the Sports Tribunal of New Zealand (in the first instance); and
 - d where the Sports Tribunal declines jurisdiction or is not willing to resolve the dispute, by arbitration under the Arbitration Act 1996, by a Party giving written notice of such arbitration to the other Party and (if not a Party) to the Board, and on the following terms:
 - i Such arbitration shall be heard and decided by a single arbitrator to be appointed by the President of the New Zealand Law Society.
 - ii The procedure for arbitration shall be decided by the arbitrator.
 - iii Subject to the Act, the decision of the arbitrator shall be final and binding.
- 1.4 The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

2 Procedure for making a Complaint

- 2.1 A Complaint made by a Member or Board Member must be made in writing and sent to the Executive Officer or, if there is no Executive Officer, the Chairperson. On receipt of the written Complaint the Chief Executive Officer or Chairperson (as relevant) must, as soon as is reasonably practicable:
- a provide to the Member or Board Member who is the subject of the Complaint and to the Board a copy of the written Complaint; or
 - b in the case of a Complaint against the Society, provide a copy of the written Complaint to the Board.

- 2.2 For a Complaint made by the Society, written notice must be given to the Member or Board Member who is the subject of the Complaint as soon as is reasonably practicable.
- 2.3 Any complaint made under this Schedule 1 must include sufficient information for the Member, Board Member or Society who is the subject of the Complaint to understand the detail of the allegations made.

3 Role of Society in resolving the Dispute

- 3.1 The Society must, as soon as is reasonably practicable after making, receiving or becoming aware of a Complaint made under this Schedule 1, use best endeavours to facilitate agreement between the Parties in accordance with clause 1.2(a) and (b) of this Schedule 1.
- 3.2 The Society is not required to comply with clause 3.1 of this Schedule 1 if (after investigating the Complaint):
- a the Society considers that the Complaint is trivial; or
 - b the Complaint does not appear to involve or disclose a Dispute as defined in this Constitution or in the Act; or
 - c the Complaint appears to be without foundation; or
 - d there is no apparent evidence to support the Complaint; or
 - e there has been undue delay in making the Complaint.