

**Canoe Racing New
Zealand
Incorporated**

Constitution

**Adopted at Special General Meeting
on 27 September 2008**

**Commencement Date
10 October 2008**

TABLE OF CONTENTS

Note – words used in this Constitution are defined at the end of the Constitution in Rule 26.

	Page
Part I	Objects and Powers..... 1
Rule 1	Name and Registered Office 1
Rule 2	Objects 1
Rule 3	Powers and Responsibilities 2
Part II	Membership 4
Rule 4	Members..... 4
Rule 5	Member Clubs.....4
Rule 6	Associate Members..... 6
Rule 7	Life Members.....8
Rule 8	Club Members 8
Rule 9	Member Entitlements and Obligations 8
Rule 10	Termination of Membership..... 10
Rule 11	Register of Members 12
Rule 12	Membership and Other Fees 12
Part III	Officers and the Board..... 13
Rule 13	Patron 13
Rule 14	Board..... 13
Rule 15	Chief Executive 24
Part IV	General Meetings 24
Rule 16	Meetings of Members..... 24
Part V	Miscellaneous 28
Rule 17	Discipline, Disputes and Appeals..... 28
Rule 18	Rules of Canoe Racing 29
Rule 19	Finances 29

Rule 20	Common Seal.....	30
Rule 21	Alterations to Constitution	30
Rule 22	Prohibition on Personal Benefits	30
Rule 23	Regulations	30
Rule 24	Winding Up.....	31
Rule 25	Indemnity	31
Rule 26	Interpretation	31

Canoe Racing New Zealand Incorporated

Constitution

Part I – Objects and Powers

1. Name and Registered Office

- 1.1 The name of the incorporated society is Canoe Racing New Zealand Incorporated (“Canoe Racing NZ”).
- 1.2 The registered office of Canoe Racing NZ shall be at such place as determined by the Board.

2. Objects

- 2.1 The objects of Canoe Racing NZ are to:
- a. Be the national body in New Zealand to promote, develop, enhance and protect Canoe Racing mainly as amateur sports for the recreation and entertainment of the general public in New Zealand;
 - b. Support and assist its Member Clubs to deliver Canoe Racing in New Zealand;
 - c. Have paddlers and national teams consistently achieving success in Canoe Racing internationally;
 - d. Promote and develop opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance in Canoe Racing in New Zealand and in Canoe Racing NZ's activities;
 - e. Develop and maintain a world class high performance programme;
 - f. Establish, promote and stage international, national and other Canoe Racing regattas and events in New Zealand;
 - g. Seek and promote the membership of Canoe Racing NZ;
 - h. Make available and enforce the Rules of Canoe Racing;
 - i. Foster and develop links with other national sports federations and central and local government agencies in order to promote the interests of Canoe Racing at all levels in New Zealand;
 - j. Be a member of the NZCF and support its membership as the New Zealand member of the OCA and the ICF;

- k. Support the ICF in ensuring that Canoe Racing remains a sport on the programme of the Olympic Games;
- l. Encourage and promote Canoe Racing as an activity that promotes the health and safety of all participants, respects the principles of fair play and is free from doping;
- m. Support the ICF's objective of non-discrimination against individuals on racial, political, religion, gender or other unlawful grounds;
- n. Give and seek recognition for individuals to obtain awards or public recognition for their services to Canoe Racing;
- o. Act in good faith and loyalty with its Members to ensure the maintenance and enhancement of Canoe Racing in New Zealand including its standards, quality and its reputation for the collective and mutual benefit of Canoe Racing NZ and its Members;
- p. Seek, maintain and enhance the reputation of Canoe Racing and Canoe Racing NZ through the development of rules, standards and practices that fulfil these objects; and
- q. Promote mutual trust and confidence between Canoe Racing NZ and its Members and at all times to act on behalf of, and in the interests of, the Members and the promotion and development of Canoe Racing in New Zealand.

3. Powers and Responsibilities

3.1 **Powers:** Canoe Racing NZ has the power, subject to this Constitution, to do the following:

- a. Make, alter, rescind, enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of Canoe Racing NZ;
- b. Determine, implement and enforce disciplinary, disputes and appeal rules, regulations, policies and procedures including sanctions and penalties and anti-doping, conduct and other rules, regulations, policies and procedures applicable to its Members that are compliant with the NZCF and ICF's constitutions and rules;
- c. Determine its membership including withdrawing, suspending or terminating Members;
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;

- f. Sell, mortgage, charge or otherwise dispose of any property of Canoe Racing NZ and grant such rights and privileges over such property as it considers appropriate;
- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. Produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property of Canoe Racing NZ;
- i. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- j. Make, alter, rescind and enforce rules of Canoe Racing competition subject to the rules of ICF;
- k. Organise and control international and national Canoe Racing regattas, events and programmes;
- l. Select national and other representative Canoe Racing paddlers, squads and teams;
- m. Assign functions to and/or enter into agreements with organisations such as SPARC, the Sports Tribunal and Drug Free Sport New Zealand;
- n. Delegate powers of Canoe Racing NZ to the Board, any sub-committee or any person;
- o. Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Canoe Racing NZ and for that purpose to utilise any of the assets of or held on behalf of Canoe Racing NZ;
- p. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of Canoe Racing NZ or with which Canoe Racing NZ is authorised to amalgamate or generally for any purpose designed to benefit Canoe Racing in New Zealand; and
- q. Do any other acts or things that are incidental or conducive to the attainment of the objects of Canoe Racing NZ.

3.2 **Responsibilities:** As the guardians of Canoe Racing in New Zealand, Canoe Racing NZ is responsible for leading, promoting, developing, enhancing and protecting Canoe Racing in New Zealand and in particular for:

- a. Determining national strategies, policies, programmes and initiatives for Canoe Racing in New Zealand particularly in, but not limited to, the areas of participation, coaching and high performance;
- b. Supporting national representative paddlers and teams to compete internationally;

- c. Seeking and securing revenue, funding, grants, and sponsorship for the delivery of its national strategies, programmes and initiatives;
- d. Assisting and supporting its Member Clubs;
- e. Developing and implementing national systems and standards for the consistent and efficient management and administration of Canoe Racing in New Zealand;
- f. Owning, managing, or otherwise being responsible for, all national Canoe Racing regattas and such other Canoe Racing regattas and events in New Zealand which Canoe Racing NZ has control over and authority to own or manage;
- g. Being the entity with which government, government agencies and other stakeholders liaise in respect of matters affecting Canoe Racing nationally in New Zealand; and
- h. Undertaking research and development for Canoe Racing in New Zealand.

Part II – Membership

4. Members

- 4.1 The members of Canoe Racing NZ shall be:
 - a. Member Clubs as described in Rule 5;
 - b. Associate Members as described in Rule 6;
 - c. Life Members as described in Rule 7; and
 - d. Club Members as described in Rule 8.

5. Member Clubs

- 5.1 **Continuing Member:** Subject to Rule 11 (Membership Fees) and Rule 5.2 (Change to Associate Member), each club that was a member of Canoe Racing NZ as at 10 October 2009 shall be deemed to continue as a member of Canoe Racing NZ as a Member Club provided that it pays any membership fees and/or fees owing to Canoe Racing NZ by 7 November 2009.
- 5.2 **Change to Associate Member:** Any club that was a member of Canoe Racing NZ as at 10 October 2009 may choose not to be a Member Club and may apply to become an Associate Member in accordance with Rule 6.2 by 7 November 2009 unless another date is agreed by the Board. Failing such application being made by the due date, or approval of such application, the club shall be deemed to be a Member Club under Rule 5.1 (unless Rule 10 (Termination) applies).

- 5.3 **New Member Clubs:** A group of individuals or an organisation that wishes to form a new Member Club, or to apply for membership of Canoe Racing NZ, shall apply to the Board. The application must be accompanied by the following mandatory information:
- a. A certified copy of its incorporation as an incorporated society or other legal entity registered in New Zealand;
 - b. A copy of its constitution which must have objects that are consistent with this Constitution and in all other respect complies with this Constitution (including Rule 8.2);
 - c. Proof that it has no less than 15 individual members;
 - d. Payment of the Canoe Racing NZ annual membership fee in advance;
 - e. A declaration that it will abide by the ICF Constitution and rules the NZCF Constitution and rules, this Constitution and the Regulations;
 - f. The Club's official address and contact details;
 - g. A list of its principal officers and contact details; and
 - h. A financial declaration as to its solvency.
- 5.4 **Club Constitution:** Each Member Club shall, on request, provide to Canoe Racing NZ a copy of its constitution and any proposed amendments to it. The Board may request a Member Club to amend its constitution if it, or any rule or proposed rule within it, does not comply with, or is inconsistent or in conflict with this Constitution or any Regulations.
- 5.5 **Club Register of Members:** Each Member Club shall maintain a register of its members in the format determined by the Board. Each Member Club shall submit to Canoe Racing NZ by such dates in each year as specified in the Regulation, the names, category of membership, the members' date of joining and such other information reasonably requested by the Board in respect of each member who is registered with the Club as at a specified date or dates each year.
- 5.6 **Club Obligations:** In addition to its obligations as a Member (Rule 9.1), each Member Club must:
- a. Administer, promote and develop one or more Canoe Racing Disciplines in the Club in accordance with the objects of the Member Club and the objects of Canoe Racing NZ;
 - b. Be an incorporated society or other legal entity registered under and in compliance with the Act (or other applicable legislation) including maintaining registration, unless the Board agrees in writing to a transition period to allow for such incorporation to be obtained;

- c. Have as its members, paddlers, officials and any other members it considers appropriate provided that such membership is consistent with this Constitution and the Regulations;
- d. Appoint a Delegate to represent the Member Club at General Meetings;
- e. Have a constitution that complies with Rule 5.4, unless the Board agrees in writing to allow a transition period to allow for the Member Club's constitution to be amended so as to comply with this Rule;
- f. Act in good faith and loyalty to Canoe Racing NZ and its Members to ensure the maintenance and enhancement of Canoe Racing for the collective and mutual benefit of Canoe Racing NZ, the Members and the Club Members;
- g. Not be a member of, or participate or permit its Club Members to participate in any Canoe Racing regatta, or activity held, organised or managed by an organisation that purports to represent Canoe Racing in New Zealand other than Canoe Racing NZ or its Members, unless agreed by the Board;
- h. Use its best endeavours to use and protect the Intellectual Property of Canoe Racing NZ;
- i. Promote mutual trust and confidence among Canoe Racing NZ, and the other Members and at all times act on behalf of, and in the interests of, its Members;
- j. Use its best efforts to enable the objects of Canoe Racing NZ, and the objects of the Member Club to be achieved;
- k. Not do or permit to be done any act or thing that might adversely affect or derogate from the strategies, standards, quality and reputation of Canoe Racing in New Zealand;
- l. Not acquire a private advantage at the expense of Canoe Racing NZ unless otherwise agreed by the Board; and
- m. Operate with mutual trust and confidence among Canoe Racing NZ and the other Members.

6. Associate Members

- 6.1 Any organisation including a club, that promotes or has an interest in Canoe Racing (or any one or more of its disciplines) anywhere in New Zealand, whether exclusively or with other canoeing or sports activities, may become an Associate Member of Canoe Racing NZ upon application to the Board.

6.2 **Process for Application:** An organisation that wishes to be an Associate Member shall apply to the Board in writing. The application shall be determined by the Board in accordance with the applicable Regulations.

6.3 **Obligations:** In addition to their entitlements and obligations Members as set out in Rule 9, Associate Members shall:

- a. Support and promote the objects of Canoe Racing NZ;
- b. Be a body corporate including an incorporated society or trust incorporated as a Board and shall maintain registration as such;
- c. Appoint a non-voting Delegate to represent it at General Meetings;
- d. Maintain a register of those individual members of the Associate Member that are defined in rule 8.1 to be Club Members in the format determined by the Board. Each Associate Member shall submit to Canoe Racing NZ by such dates in each year as specified in the Regulation, the names, category of membership, the members' date of joining and such other information reasonably requested by the Board in respect of each Club Member that who is registered with the Associate Member as at a specified date or dates each year.
- e. Act in good faith and loyalty with Canoe RacingNZ, its Members and participants to ensure the maintenance and enhancement of Canoe Racing NZ for the collective and mutual benefit of all the Members and Canoe Racing NZ;
- f. Use its best endeavours to use and protect the protect the Intellectual Property of Canoe Racing NZ;
- g. Promote mutual trust and confidence among the Members and at all times act on behalf of, and in the interests of, its Club Members;
- h. Use its best efforts to enable the objects of the Associate Member, and the objects of Canoe Racing NZ to be achieved;
- i. Not do or permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of Canoe Racing in New Zealand; and
- j. Not acquire a private advantage at the expense of Canoe Racing NZ or other Members, unless otherwise agreed by the Board;
- k. Operate with mutual trust and confidence among Canoe Racing NZ and the Members.

7. Life Members

- 7.1 Life membership may be granted to individuals who are Members of Canoe Racing NZ in recognition and appreciation of long term service to Canoe Racing NZ and/or Canoe Racing in New Zealand.
- 7.2 Nominations for Life Members may only be made by the Board or a Member Club. Nominations shall be considered by the Honours and Awards Committee in accordance with the Regulations and a recommendation made to a General Meeting.
- 7.3 Life Members shall be elected by Special Resolution of the Delegates at a General Meeting.
- 7.4 Every person who prior to the commencement of this Constitution was awarded the distinction of being a Life Member of Canoe Racing New Zealand, shall continue to be a Life Member of Canoe Racing NZ.
- 7.5 The Chief Executive shall maintain an up to date list of all Life Members and shall forward to them notices as required by this Constitution and other communications as the Board considers appropriate.

8. Club Members

- 8.1 A Club Member is an individual who is a member or office bearer of a Member Club or an Associate Member, and includes paddlers, officials, office bearers, coaches and athlete support personnel participating or desiring to participate in any one or more disciplines of Canoe Racing or in Canoe Racing generally in any other capacity.
- 8.2 It shall be a condition of membership of Canoe Racing NZ that every Member Club and every Associate Member have a rule in its constitution or equivalent founding document that provides that every Club Member (as defined in Rule 8.1) shall become a member of Canoe Racing NZ.
- 8.3 Every Club Member (as defined in Rule 8.1) is bound by, and shall comply with, this Constitution and the Regulations including in particular Rule 9.

9. Member Entitlements and Obligations

- 9.1 **Obligations:** Members acknowledge and agree that:
 - a. This Constitution constitutes a contract between each of them and Canoe Racing NZ and they are bound by this Constitution and the Regulations;
 - b. They shall comply with and observe this Constitution and the Regulations, and any resolution of the Board;

- c. This Constitution and Regulations are necessary and reasonable for promoting the objects of Canoe Racing NZ;
- d. This Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of Canoe Racing NZ and its Members and the sports and activities of Canoe Racing;
- e. They are bound by, and shall comply with and observe, the NZCF, OCA and ICF Constitutions and any NZCF, OCA and ICF rules, procedures or policies to the extent they are applicable;
- f. They are entitled to all the rights, benefits, advantages, and privileges conferred by this Constitution; and
- g. They shall not maintain any relations, or permit its Club Members to participate in any Canoe Racing activities, events or regattas, with any person or organisation that is not the ICF, a member of the ICF, a member of the NZCF or OCA, Canoe Racing NZ, a Member Club or any member of any of those organisations that is suspended from membership, or is otherwise not recognised by the ICF, any member of the ICF, the OCA or NZCF or Canoe Racing NZ, unless otherwise agreed with the Board. This rule does not prevent Club Members from participating in other canoeing or sports activities with other persons or organisations.

9.2 **Payment of Fees:** In order to receive or continue to receive entitlements, Members must meet all the requirements of membership set out in this Constitution or as otherwise set by the Board including payment of any applicable membership or other fees by the due date.

9.3 **Failure to Pay Fees:** The failure or refusal by a Member to comply with Rule 9.2 may result in the application of Rule 10.2 (Default in Fees) and/or Rule 10.3 (Discipline) but shall not excuse such Member from being bound by this Constitution.

9.4 **Member Rights and Entitlements:**

- a. **Members:** All Members are entitled in accordance with this Constitution to:
 - i. Communicate directly with, and receive communications directly from, Canoe Racing NZ; and
 - ii. Participate in regattas, events and activities of Canoe Racing NZ subject at all times to being a current financial member and being eligible for, and complying with, the terms and conditions of such activities, regattas and events.

- b. **Member Clubs:** Subject to Rule 9.2, Member Clubs are entitled to:
 - i. Receive notices and papers and be able to attend (at their cost), speak and vote at General Meetings via their Delegate(s) in accordance with this Constitution;
 - ii. Nominate candidates for election as Elected Board Members;
 - iii. Submit motions and items for discussion and consideration at a General Meeting;
 - iv. Call an SGM, if the requirements for doing so are met as specified in Rule 16.7; and
 - v. Use and have access to facilities, resources, programmes and the Intellectual Property of Canoe Racing NZ in accordance with terms agreed by the Board.
- c. **Life Members:** Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board. Life Members may attend and speak at General Meetings but have no right to vote unless they are a Delegate.
- d. **Associate Members:** Associate Members are entitled to receive notices and papers for General Meetings and be able to attend via their Delegate(s) (at their own cost), but shall have no right to vote.
- e. **Club Members:** Club Members are entitled to receive notices and papers for General Meetings and be able to attend (at their own cost), but have no right to speak or vote, unless they are a Delegate or the meeting agrees to give them speaking rights.

10. Termination of Membership

- 10.1 **Resignation:** A Member may resign its membership of Canoe Racing NZ by giving one (1) month's notice in writing to the Board. Upon the expiration of the notice period and provided the Member has paid all arrears of membership fees due and payable by the Member, the Member shall cease to be a Member.
- 10.2 **Default in Fees:** A Member shall have its membership of Canoe Racing NZ terminated if any fees (including membership fees) or other payments to Canoe Racing NZ are due and outstanding. Before such termination can occur the Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for a further ninety (90) days, the Member shall have their membership automatically terminated on the expiry of such period.

10.3 **Discipline:** If the Board considers a Member has:

- a. Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any other resolution or determination of the Board or any duly authorised committee of the Board; or
- b. Acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of Canoe Racing NZ and/or Canoe Racing in New Zealand; or
- c. Brought Canoe Racing NZ, or any other Member or the sport of Canoe Racing into disrepute;

it may, after consideration and in addition to Rule 10.4:

- i. refer the matter to the Judicial Committee for investigation or determination (unless a Regulation specifies otherwise), and that Committee may impose any sanction including suspension or termination of membership of Canoe Racing NZ as specified in the Regulations; or
- ii. may make its own enquiries, (including appointing a person independent of the Board to undertake such enquiries and provide a recommendation to the Board), and impose any sanction that it has authority to impose under this Constitution or any Regulation.

10.4 **Suspension:** If the Board considers a Member has or may have engaged in one or more of the circumstances in Rule 10.3a – c inclusive, and it believes it is in the best interests of Canoe Racing NZ to do so, it may suspend the Member pending determination of the matter by the Judicial Committee or the Board. Before invoking any such suspension, the Member shall be given notice of the alleged circumstances in Rule 10.3a, b and c, the proposed suspension and the right to be heard.

10.5 If a Member is suspended from membership of Canoe Racing NZ, the Member concerned shall:

- a. Not be entitled to attend, speak at or vote at a General Meeting;
- b. Not be entitled to continue to hold office in any position within Canoe Racing NZ, or a Member Club; and
- c. Not be entitled to any other privileges or benefits to which it/they would otherwise be entitled including participation in any regatta, activity, event, function or meeting of Canoe Racing NZ or a Member;

until such time as the Judicial Committee or Board determine the matter or the Delegates at a General Meeting expel the Member.

- 10.6 **Expulsion:** The Delegates at a General Meeting may expel a Member if the Judicial Committee or Board makes a recommendation to do so, and a motion to that effect is notified in accordance with this Constitution. The motion for expulsion must be adopted by Special Resolution and shall not be voted on until the Member concerned has been given the right to be heard.
- 10.7 **Termination by Member Club:** Any Club Member that resigns or has membership of their Member Club terminated in accordance with the rules of the Member Club, shall upon such resignation or termination taking effect, automatically cease to be a Member of Canoe Racing NZ.
- 10.8 **Effect of Termination:** A Member who or that ceases to be a Member of Canoe Racing NZ shall forfeit all rights in and claims upon Canoe Racing NZ and its property and shall not use any property of Canoe Racing NZ including its Intellectual Property.
- 10.9 **Reinstatement:** Membership of Canoe Racing NZ that has been suspended or terminated by the Board or the Delegates at a General Meeting may only be reinstated at the discretion of the Delegates by Special Resolution at a General Meeting.

11. Register of Members

- 11.1 The Chief Executive shall keep and maintain a Register of Members in accordance with the Act.
- 11.2 Each Member Club and Associate Member shall supply for the Register of Members the details of its members as specified in the Regulations, in accordance with Rules 5.6 and 6.3d respectively as requested by the Chief Executive, and at any other time changes to such Member details are notified to it.
- 11.3 The collection of any personal information for the Register of Members by Member Clubs, Associate Members or Canoe Racing NZ shall comply with the Regulations and the Privacy Act 1993.
- 11.4 Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.

12. Membership and Other Fees

- 12.1 **Membership Fees:** The Board shall annually determine the nature and amount of any membership fee or fees payable by Member Clubs and Associate Members to Canoe Racing NZ, including the due date for payment and the manner for payment of such fees in accordance with the Regulations, provided that such fees shall be calculated on the number

of Club Members (as defined in Rule 8.1) only. All Member Clubs and Associate Members shall pay the membership fee or fees determined by the Board by the due date.

- 12.2 **Other Fees:** The Board may also determine any other fees in addition to those specified in Rule 12.1, that are payable by Members and other participants at regattas, events and activities held by or under the auspices of Canoe Racing NZ, including those held at any facilities under the control of Canoe Racing NZ. Such other fees shall be determined in accordance with the Regulations.

Part III – Officers and Board

13. Patron

- 13.1 There shall be a Patron of Canoe Racing NZ who shall be determined by the Board. The Patron shall be invited by the Board to hold such position. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

14. Board

14.1 Role of the Board:

- a. The Board shall be responsible for governing Canoe Racing NZ and, subject to this Constitution, may exercise all the powers of Canoe Racing NZ and do all things that are not expressly required to be undertaken by Canoe Racing NZ at a General Meeting.
- b. The Board shall, through clearly-defined delegations of authority, delegate to the Chief Executive the day-to-day management of the business and affairs of Canoe Racing NZ.

- 14.2 **Composition of the Board:** Except for the Inaugural Board (Rule 14.7), the Board shall comprise:

- a. Four (4) persons elected under Rule 14.5 (Elected Board Members); and,
- b. Three (3) persons appointed under Rule 14.4 (Appointed Board Members).

The Chief Executive shall not be a Board Member but shall attend Board Meetings in accordance with Rule 15.3.

14.3 Board Appointments Panel

- a. The Appointments Panel shall be convened as and when required by the Chief Executive in accordance with Rule 14.3b.

- b. The Chief Executive shall notify the Board, when the Board Appointments Panel needs to be convened, and require the Board to notify its appointees as specified in Rule 14.3e. The names of such appointees shall be submitted to the Chief Executive as soon as possible and upon receipt of them he or she shall arrange for the Panel to be convened.
- c. The Board Appointments Panel shall be independent of the Board and shall be responsible for:
 - i. Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - ii. Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - iii. Assessing candidates who have made an application for appointment as an Appointed Board Member, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - iv. Determining which candidates are to be appointed as Appointed Board Members;
 - v. Receiving and assessing the nominees from Member Clubs for election as Elected Board Members at a General Meeting, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - vi. Recommending to the General Meeting at which any vacancy in the position/s of Elected Board Member arises, the nominee or nominees whom the Panel considers would best suit the position, for consideration by those present and entitled to vote at a General Meeting; and,
 - vii. Such other related matters as set out in the Regulations.
- d. In determining the Appointed Board Members and recommending persons to be Elected Board Members, the Board Appointments Panel shall appoint or recommend based on merit and in so doing shall take into account the following factors about the candidate or nominee:
 - i. their prior experience as a director, trustee or experience in any other governance role;
 - ii. their knowledge of, and experience in, the sport of Canoe Racing at international, national, regional and/or local level in New Zealand;
 - iii. their occupational skills, abilities and experience;
 - iv. their knowledge of, and experience in, sport generally;

- v. the need for conflicts of interest to be minimised;
 - vi. the need for a gender balance on the Board; and
 - vii. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally.
- e. The Board Appointments Panel shall comprise:
- i. The Chairperson of Canoe Racing NZ, or if he or she is seeking reappointment or re-election to the Board, then the Deputy Chairperson or another Board Member (not seeking re-appointment or re-election to the Board) as determined by the Board;
 - ii. A director or employee of professional organisation experienced in governance and the appointment process and functions of directors in New Zealand, as determined by the Board; and
 - iii. A person independent of Canoe Racing NZ who is suitably skilled, qualified and/or experienced to carry out the functions of the Board Appointments Panel, taking into account the skills, qualifications and experience of the other Panel members, as determined by SPARC or another major Canoe Racing NZ stakeholder as determined by the Board.
- f. No member of the Board Appointments Panel may seek appointment or nomination as a Board Member, while a member of the Panel.
- g. The members of the Board Appointments Panel shall determine from amongst themselves who will be the Panel's convenor.
- h. The quorum for a meeting of the Board Appointments Panel shall be three (3) members.
- i. The Board Appointments Panel shall meet as and when required and in any manner (including meetings using technology) as it thinks fit.
- j. Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended to the Delegates to be Elected Board Members must be unanimous.
- k. The Board shall fill any vacancy that arises in the membership of the Board Appointments Panel to ensure compliance with Rule 14.3e.

14.4 **Appointed Board Members**

- a. Except for the Inaugural Board in the period described in Rule 14.7a, the Appointed Board Members shall be appointed by the Board Appointments Panel.

- b. The Board Appointments Panel shall call for applications for any Appointed Board Member positions that due to the expiry of their term of office are to be vacated at an AGM or as a result of a casual vacancy arising under Rule 14.10.
- c. Applicants for positions as Appointed Board Members may not hold a position as an appointed official or be an employee of Canoe Racing NZ. If, they do hold such a position at the time of application they shall to resign from such position if subsequently appointed as a Board Member.
- d. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 14.3c(i)-(iv) and by no later than 42 days prior to the AGM or, in the case of vacancy arising under Rule 14.9b, the SGM, notify the Chief Executive of the Appointed Board Members who are to assume office at the conclusion of the AGM or SGM. The Chief Executive shall notify the Member Clubs of the Appointed Board Members no later than 30 days prior to an AGM.
- e. This Rule 14.4 is subject to Rule 14.7b and c (Inaugural Board from 2008 SGM).

14.5 **Elected Board Members:** Subject to this Constitution, the Elected Board Members shall be elected in accordance with the following process:

- a. The Chief Executive shall advise the Member Clubs of the number of Elected Board Member positions which, due to the expiry of their term of office or a casual vacancy, are to be vacated at an AGM, at least 90 days prior to the AGM or in the case of a vacancy arising under Rule 14.9b, the SGM;
- b. Nominations for Elected Board Members may only be made by Member Clubs and shall be in the approved form set out in the Regulations and received at the registered office of Canoe Racing NZ not less than 30 days before the date set for the AGM or not less than 21 days before the date set for the SGM;
- c. Nominees for positions as Elected Board Members may not hold, or continue to hold, a position as an appointed official, or be an employee of Canoe Racing NZ, if they are elected as an Elected Board Member;
- d. Upon receipt of any nominations for vacancies for the positions of Elected Board Member/s, the Chief Executive shall refer the nominations to the Board Appointments Panel;
- e. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 14.3c(v)-(vii) and by no later than 10 days prior to the AGM or SGM notify the Chief Executive of the recommended nominee or nominees whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the General Meeting;

- f. Upon receipt of the recommendations of the Board Appointments Panel, and no later than 7 days prior to the AGM or SGM, the Chief Executive shall notify the Member Clubs of the Panel's recommended nominee or nominees, along with any other valid nominations received, to fill the Elected Board Member positions at the General Meeting;
- g. Having considered the Board Appointments Panel's recommendations, the Elected Board Members shall be determined from amongst all the valid nominations received by the Chief Executive (including those recommended by the Board Appointments Panel) by Ordinary Resolution at the General Meeting at which the recommendation was made, **provided that** if:
 - i. There are the same number of nominations as positions available; or
 - ii. There are insufficient nominations and after calling for further nominations from the floor at the AGM or SGM there are still insufficient or the same number of nominations for positions available,
 then those persons who have been nominated shall be declared elected by the Chairperson.

14.6 **Eligibility:** The following persons shall not be eligible for appointment, or election or to remain in office, as a Board Member:

- a. **Bankrupt:** a person who has been adjudged bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act 1967, or any equivalent provision under any replacement legislation;
- b. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence imposed on them;
- c. **Imprisonment:** a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
- d. **Disqualified Director:** a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 199K or section 199L or section 199N of the Companies Act 1955 or under section 382 or section 383 or section 385 of the Companies Act 1993, or any equivalent provisions under any replacement legislation or under sections 16(2) and 31(4) of the Charities Act 2005;

- e. **Property Order:** a person who is subject to a property order made under section 30 or section 31 (lacking in competence to manage own affairs) of the Protection of Personal and Property Rights Act 1988, or any equivalent provision under any replacement legislation;

and if any of the above circumstances occur to an existing Board Member, they shall be deemed to have vacated their office upon such circumstance.

14.7 **Inaugural Board:**

- a. **From Commencement Date to 2008 SGM:** For the period from the date this Constitution comes into force 10 October 2008 until the conclusion of the SGM to be held in November 2008, the initial Inaugural Board shall comprise the six members of the Board in office immediately prior to this Constitution coming into force.

The person who held the position of chairperson of the Board prior to the commencement of this Constitution, shall remain as the Chairperson until the conclusion of the SGM in November 2008.

- b. **From 2008 SGM:** From the conclusion of the SGM in November 2008, the Board shall comprise:
 - i. three (3) Appointed Board Members appointed by the Board Appointments Panel in accordance with this rule and Rule 14.4; and
 - ii. four (4) persons elected as Elected Board Members at the 2008 SGM held in November 2008, following assessment by the Board Appointments Panel in accordance with this rule and Rule 14.5.

Rule 14 shall apply to the process of the Board Appointments Panel and related notices provided that the time periods set out in Rule 14 shall be expedited, as determined by the Board, to ensure the Board Appointments Panel process is completed by no later than 10 days before the SGM, and its decisions and recommendations notified to the Delegates no later than 7 days before the SGM. At the first Board meeting following the November 2008 SGM, the Board shall determine, by agreement, its Chairperson and Deputy Chairperson from amongst its number taking into account any recommendations of the Board Appointments Panel.

- c. **Term of Office of Inaugural Board Members:** Subject to Rule 14.7a (Initial Inaugural Board), Rule 14.10a (Casual Vacancy) and Rule 14.11(Removal of Board Member), the three (3) Appointed Board Members and the four (4) Elected Board Members referred to in Rule 14.7b shall remain in office until the conclusion of the 2010 AGM or the 2012 AGM as determined by the schedule of rotation set out in Rule 14.8. Thereafter, the terms of office for Board Members and the procedure for appointing and electing Board Members shall be in accordance with this Constitution.

- 14.8 **Term of Office:** Subject to Rule 14.7c (Inaugural Board), Rule 14.10 (Casual Vacancy) and Rule 14.11 (Removal of Board Member), the term of office for all Board Members shall be three (3) years, commencing at the conclusion of the General Meeting at which their appointment is made or effective, and expiring at the conclusion of the third AGM after their appointment. A Board Member may be re-elected or re-appointed to the Board for up to a maximum of two (2) consecutive terms of office which may not be longer than six (6) years. With effect from the conclusion of each AGM from 2010, two of the existing Board Members shall retire by rotation but shall be eligible for nomination and re-appointment or re-election. Prior to each AGM the Board shall supply the Chief Executive (who shall advise the Delegates) a schedule of the order of retirement of Board Members by rotation. The Board shall decide on the method of establishing such order, and if necessary the order, of such rotation, by agreement, and failing agreement, by lot.
- 14.9 **Vacancies:** If there is a casual vacancy on the Board (as described in Rule 14.10) and the AGM for that year is scheduled for a date being less than six months from the date the vacancy arises, the remaining Board Members may either appoint a person of their choice to fill the vacancy for the balance of the term of office, or leave the vacancy unfilled until the AGM for that year. If the AGM for that year is scheduled for a date being six months or longer from the date the vacancy arose, the following process shall apply:
- a. If the vacancy is for an Appointed Board Member's position, it shall be filled by the Board Appointments Panel in accordance with the procedure in Rule 14.4 provided that the appointment shall take effect immediately upon notification to the Board Member concerned; and/or
 - b. If the vacancy is for an Elected Board Member's position, it shall be filled in accordance with the procedure in Rule 14.5, with any modifications necessary as to timing as the Board considers appropriate.
- 14.10 **Casual Vacancy:** A casual vacancy arises if:
- a. A Board Member resigns from office prior to the expiry of their term of office;
 - b. A Board Member dies;
 - c. A Board Member is removed under Rule 14.11;
 - d. A Board Member is absent from more than two successive meetings unless leave of absence is granted by the Chairperson; or
 - e. Any of the circumstances in Rule 14.6 arise.
- 14.11 **Removal of Board Member:** The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member or the Board as a whole, before the expiration of their or its term of office.

- 14.12 Upon the Chief Executive receiving a request for a SGM for the purpose of removing a Board Member or the Board as a whole, the Chief Executive shall send the notice of the SGM to the Board Member concerned, or the Board, (as the case may be), in addition to the persons specified in Rule 16.8 (Notice of SGM).
- 14.13 Following notification under Rule 16.8 (Notice of SGM) and before voting on the resolution to remove a Board Member or the Board as a whole, the Board Member or the Board (as the case may be) affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or orally to the persons entitled to be present at the General Meeting about the proposed resolution.
- 14.14 **Chairperson:** Subject to Rule 14.7 (Inaugural Board), at its first meeting following each AGM, the Board must appoint a Chairperson and Deputy Chairperson from amongst the Board Members taking into account any recommendations of the Board Appointments Panel. The role of a Chairperson is to chair meetings of the Board and General Meetings and to represent the Board. In the event of the unavailability of the Chairperson for any reason, then the Deputy Chairperson shall undertake the Chairperson's role during the period of unavailability.
- 14.15 **Duties of Board Members:** The duties of each Board Member are to:
- a. Act in good faith and in the best interests of Canoe Racing NZ at all times;
 - b. Exercise the powers of the Board for proper purposes;
 - c. Act, and ensure Canoe Racing NZ acts, in accordance with this Constitution and its Regulations;
 - d. Not agree to, nor cause or allow, the activities of Canoe Racing NZ to be carried on in a manner likely to create a substantial risk of serious loss to Canoe Racing NZ's creditors;
 - e. Not agree to Canoe Racing NZ incurring any obligations unless the Board Member believes at that time on reasonable grounds that Canoe Racing NZ will be able to perform the obligations when it is required to do so;
 - f. Exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of Canoe Racing NZ, the nature of the decision and the position of the Board Member and the nature of the responsibilities undertaken by the Board Member;
 - g. If the Board Member is interested (as defined in section 139(1) of the Companies Act 1993, or any equivalent provision under any replacement legislation), in a transaction or proposed transaction of Canoe Racing NZ, disclose to the Board the nature and extent of such interest as soon as the Board Member becomes aware of the fact that

he or she has such interest. Such interest shall also be recorded on the Board's interests register;

- h. Take such other steps as determined by the Board in respect of any interest specified in Rule 14.15g, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. Not disclose information that the Board Member would not otherwise have available to him or her other than in their capacity as a Board Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Board for the purposes of Canoe Racing NZ;
 - ii. As required by law; or
 - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993, or any equivalent provision under any replacement legislation.
- j. Regularly attend Board Meetings and General Meetings of Canoe Racing NZ;
- k. Use their best efforts to consult widely with the Members and others in the Canoe Racing community to keep abreast of the issues facing them provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 14.15i.

14.16 **Powers of the Board:** Without limiting the generality of the Board's powers to carry out the objects of Canoe Racing NZ as it considers necessary, the Board shall have the specific powers to carry out the following:

- a. To appoint a Chief Executive and enter into a contract with such remuneration and on such terms and conditions as the Board thinks fit; and to suspend or terminate such contract;
- b. To adopt clearly defined delegations of authority from the Board to the Chief Executive and to confirm delegation from the Chief Executive;
- c. To adopt and regularly review a strategic plan for Canoe Racing NZ;
- d. To adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- e. To facilitate forums for its Member Clubs and other Members, in addition to its General Meetings;
- f. To make, repeal and amend any Regulations (in accordance with Rule 23), and any policies and procedures as it thinks appropriate;

- g. To make, repeal and amend rules for the regulation and control of any regattas or events under its jurisdiction including conditions of entry;
- h. To establish such sub-committees as it considers appropriate and to delegate such powers and responsibilities as it considers appropriate. The Chairperson or their nominee shall have the right to attend any meeting of any sub-committee;
- i. To control expenditure except where a Major Transaction is proposed (which must be determined by the Delegates at a General Meeting) and raise any money to fulfil the objects of Canoe Racing NZ;
- j. To determine the criteria and procedures to apply in respect of the appointment and selection of paddlers, coaches, selectors and managers of national Canoe Racing squads and teams;
- k. To ensure that Canoe Racing NZ has in place and maintains all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- l. To open and operate in the name of Canoe Racing NZ such bank accounts as it deems necessary;
- m. To regularly agree performance indicators and standards with management through the Chief Executive;
- n. To appoint a delegate or delegates to represent Canoe Racing NZ at meetings of the NZCF and the OCA;
- o. To establish such corporate and other entities to carry on and conduct all or any part of the affairs of Canoe Racing NZ or to enter into any agreement for sharing revenue or for the mutual assistance with any person or persons or body corporate that is considered by the Board to be capable of directly or indirectly benefiting Canoe Racing NZ;
- p. To co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- q. To determine the yearly calendar for international, national and other Canoe Racing regattas and events in New Zealand;
- r. To appoint and administer, an Audit Committee, a Judicial Committee and such other committees as it considers appropriate, and as specified in the Regulations;
- s. To discipline Members as specified in this Constitution and the Regulations including holding an enquiry or appointing a person or persons to hold an enquiry into and imposing such penalty as it thinks fit in case of misconduct by any member, team,

paddler or official while under the direct control of Canoe Racing NZ or for such other reason as the Board shall decide;

- t. To fill any casual vacancy on the Board as specified in this Constitution;
- u. To call SGMs;
- v. To resolve and determine any disputes or matters not provided for in this Constitution; and
- w. To review its own processes and effectiveness.

14.17 **Board Meetings:** Board meetings may be called at any time by the Chairperson or two (2) Board Members but generally the Board shall meet at regular intervals agreed by the Board. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.

14.18 **Quorum:** The quorum for a Board meeting shall be five (5) Board Members, including the Inaugural Board.

14.19 **Voting:** Each Board Member shall have one vote at Board meetings. In the event of a deadlock, the Chairperson shall have an additional casting vote. Voting shall be by voices, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.

14.20 **Resolutions:** A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Board.

14.21 **Meetings using Technology:** Any one or more Board Members may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur at meetings by telephone, through video conferencing, facilities or by other means of electronic communication (other than email communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

14.22 **Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Canoe Racing NZ's business. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses.

14.23 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Regulations, policies or procedures of Canoe Racing NZ, the matter will be determined by the Board.

15. Chief Executive

- 15.1 There shall be a Chief Executive of Canoe Racing NZ who shall be employed for such term and on such conditions as the Board may determine.
- 15.2 The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of Canoe Racing NZ in accordance with the Regulations, policies and procedures of Canoe Racing NZ and within such limitations as may be imposed by the Board.
- 15.3 The Chief Executive shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

Part IV – General Meetings

16. Meetings of Members

- 16.1 **AGM:** Canoe Racing NZ must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.
- 16.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 16.3 **Notice of AGM:** The Chief Executive must give at least 60 days notice in writing to all Board Members, the Member Clubs, Associate Members and Life Members of the AGM. The notice shall set out:
- a. the date, time and venue for the AGM;
 - b. the date and time by which notification of the Delegate(s) of the Member Clubs and Associate Members for the AGM must be received by the Chief Executive; and
 - c. the number of vacancies, if any, of any Elected Board Members for which nominations are sought;
 - d. the closing date/s for nominations for any elections, proposed motions and other items of business to be submitted to the Chief Executive.
- 16.4 **Notice of AGM Business:** Not less than thirty (30) days before the date set for the AGM, any nominations for any elections, proposed motions and other items of business must be received in writing by the Chief Executive from Member Clubs, and/or the Board.
- 16.5 **Business of AGM:** The following business shall be discussed at each AGM:
- a. The receipt from the Board of an audited annual financial report in accordance with Rule 19.2 for the preceding financial year;

- b. The election of any vacancies arising in the positions of Elected Board Members;
 - c. The appointment of an independent auditor;
 - d. Any motion or motions proposing to alter this Constitution;
 - e. Any other motions or matters, including general business or a motion for a proposed Major Transaction, that have been properly submitted for consideration at the AGM.
- 16.6 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 16.5) shall be forwarded by the Chief Executive to the Board, the Member Clubs, Associate Members and Life Members by no later than twenty one (21) days before the date of the General Meeting. Any additional items of business not listed on the agenda may only be discussed by agreement given by Ordinary Resolution of those persons entitled to vote at the meeting.
- 16.7 **SGM:** The Chief Executive must call a SGM upon a written request from:
- a. The Board; or
 - b. 25% or more of the Member Clubs.
- The written request for an SGM must state the purpose for which the SGM is requested including any proposed motion or motions. The SGM must only deal with the business for which the SGM is requested.
- 16.8 **Notice of SGM:** Not less than thirty (30) days written notice must be given by the Chief Executive to the Board, Member Clubs, Associate Members and Life Members for a SGM, which notice shall include:
- a. The date, time and venue and/or the manner in which the meeting is to be held;
 - b. The date and time by which notification of the Delegate(s) for the SGM must be received by the Chief Executive; and
 - c. The proposed motion or motions that have been properly submitted for consideration.
- 16.9 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.
- 16.10 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 16.3 (Notice of AGM), 16.4 (Notice of AGM Business), 16.6 (Agenda) and 16.7 (Notice of SGM) and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a. The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the meeting and carried by Special Resolution.
- 16.11 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be such number of Delegates representing at least 50% plus one (1) of the Member Clubs' voting entitlement at the meeting. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum.
- 16.12 **Chairperson:** The Chairperson of the Board shall preside at all General Meetings. If the Chairperson is unavailable or unwilling to chair a meeting, then the Deputy Chairperson of the Board shall preside. In the absence of both of those persons, the persons entitled to be present at the General Meeting shall elect by Ordinary Resolution a person present to be the chairperson of the General Meeting.
- 16.13 **Delegates:** Each Member Club and Associate Member shall elect or appoint one Delegate to represent it at General Meetings. No Board Member or employee of Canoe Racing NZ may act as a Delegate. Delegates of Associate Members shall have no voting rights. An individual may act as a Delegate for more than one Member Club at the same General Meeting provided that any Delegate for one or more Member Clubs must vote in accordance with the instructions from its Member Club/s and for this purpose may split their voting entitlement accordingly. The names of the Delegates shall be forwarded in writing to the Chief Executive by a date and time determined by the Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Member Club or Associate Member may appoint an alternate Delegate, provided that the name of such alternate Delegate is notified in writing to the Chief Executive prior to the commencement of the relevant General Meeting.
- 16.14 **Attendees:** In addition to Board Members and Delegates, any Club Member is entitled to, and may at their cost, attend a General Meeting. Members are entitled to speak at General Meetings with the prior agreement of the Chairperson, except for Life Members who are entitled to speak without such prior agreement. Club Members have no entitlement to vote. In addition, other persons including employees, contractors and advisors to Canoe Racing NZ may, upon invitation by the Board, attend and speak at General Meetings with the permission of the Chairperson.
- 16.15 **Meetings Using Technology:** If an urgent matter or matters arise (as determined by the Board), or the Board considers it in the interests of cost and/or efficiency to do so, or where

the Members have agreed at a previous General Meeting to do so for a specific purpose, a General Meeting may be held by telephone, through video conferencing facilities or by other means of electronic communication (excluding email communications) in which all persons participating can hear each other effectively and simultaneously, provided that prior notice of the manner of the meeting is given to all Delegates entitled to vote at the General Meeting. Participation by Delegates entitled to vote at General Meeting held in this manner at a meeting shall constitute the presence of that person at that meeting.

16.16 Voting: Unless otherwise required by this Constitution:

- a. An Ordinary Resolution shall be sufficient to pass a resolution.
- b. Each Member Club, through its Delegate, shall be entitled to one (1) vote provided that the Member Club has paid all fees due to Canoe Racing NZ. Associate Members have no entitlement to vote.
- c. Where one (1) Delegate represents more than one Member Club, such Delegate must vote in accordance with instructions of each Member Club that appointed them as Delegate, and may not vote in accordance with the collective voting strength of the Member Clubs that he or she represents, unless all such Member Clubs have instructed the Delegate to vote in that manner.
- d. Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson unless a secret ballot or ballot is requested by the Chairperson or a Delegate. The Chairperson may determine that voting be undertaken by other means, including email or other technological means, in the case of a General Meeting held using technology (under Rule 16.15).
- e. On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the motion.
- f. Elections for Elected Board Members at an AGM must be undertaken by secret ballot except where:
 - i. There are the same number of nominations as positions available; or
 - ii. There are insufficient nominations and after calling for further nominations from the floor at the AGM there are still insufficient or the same number of nominations for positions available,in which case those persons who have been nominated shall be declared elected.
- g. In the event of equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.

- k. In the event that a secret ballot or ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- l. Proxy votes are not permitted.
- m. If:
 - i. an urgent matter or matters arise, as determined by the Board, or
 - ii. the Members have agreed at a previous General Meeting to do so for a specific purpose, or
 - iii. the Board considers the matter to be appropriate for resolution by postal vote,the Board may use postal voting for any motions properly submitted for a General Meeting. The procedure for postal voting shall be set out, and in accordance with, the Regulations.

Part V – Miscellaneous

17. Discipline, Disputes and Appeals

- 17.1 **Judicial Committee:** The Board shall appoint an independent Judicial Committee to carry out judicial and disciplinary functions of Canoe Racing NZ. The composition, jurisdiction, powers and procedures of the Judicial Committee shall be set out in the Regulations.
- 17.2 **Disputes:** In the event of any complaint, dispute, doubt or difference arising out of the interpretation or application of this Constitution that is not within the jurisdiction of the Judicial Committee or a matter that is not provided for in this Constitution or the Regulations, then such dispute shall be referred to the Board. The Board shall determine the dispute or matter as it thinks fit. The Board's decision shall be final and binding. Alternatively, if the parties to the dispute or matter agree to do so, then it shall be referred to the Sports Tribunal if it has jurisdiction to deal with it.
- 17.3 **Disputes between Board and Member Club:** In the event of any dispute, doubt or difference arising between the Board and any Member Club (other than a dispute about default in fees under Rule 10.2), the parties will:
 - a. endeavour to negotiate a resolution of the dispute amongst themselves (which may include representatives or support persons for either party) and if there is no resolution within an agreed timeframe, then;
 - b. endeavour to agree on the resolution of the dispute by attending mediation; and failing resolution at mediation with the agreed timeframe;

- c. if the dispute, doubt or difference is of the type described in Rule 10.3 then Rule 10 shall apply, or
- d. if it is any other dispute, doubt or difference, then either party may by agreement refer the dispute to the Sports Tribunal for determination by it in accordance with its rules.

Each party shall bear their own costs, including any legal costs, arising out of any procedure under this Rule.

- 17.4 **Sports Tribunal:** Canoe Racing NZ recognises the Sports Tribunal as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal. If specified in this Constitution and/or the Regulations, matters which are within the jurisdiction of the Tribunal shall be referred to it including, without limitation, anti-doping violations arising out of any applicable Regulations on anti-doping, appeals against selection or non-selection to a national team selected by Canoe Racing NZ, and any other sports-related matters.

18. Rules of Canoe Racing

- 18.1 The rules of each Canoe Racing Discipline shall be as set down and interpreted from time to time by the ICF and must be observed by Canoe Racing NZ and all Members. All regattas and events held by Canoe Racing NZ or any Member shall be carried out in accordance with the ICF rules, unless the Board determines otherwise.

19. Finances

- 19.1 Unless otherwise determined by the Board, the financial year of Canoe Racing NZ shall end on 31 October.
- 19.2 An annual financial report that complies with GAAP shall be prepared by the Board, and audited by a chartered accountant. The annual financial report for the preceding financial year shall be presented to each AGM.
- 19.3 An independent auditor who shall be a chartered accountant shall be appointed annually at each AGM.
- 19.4 The Board is responsible for the receipt and banking of all monies received by Canoe Racing NZ. All funds of Canoe Racing NZ shall be paid to a bank account(s) in the name of Canoe Racing NZ and the bank account(s) must be operated in accordance with the policy determined by the Board.
- 19.5 The Board must ensure correct accounting records are kept. The accounting records of Canoe Racing NZ must be kept at the office of Canoe Racing NZ or at such place as the

Board may determine and must be open to inspection by Members at such reasonable times agreed by the Board.

20. Common Seal

- 20.1 The common seal of Canoe Racing NZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of, and with the accompanying signatures of, the Chairperson and/or the Chief Executive, and in the absence of either of those, then by another Board Member.

21. Alterations of Constitution

- 21.1 Subject to Rule 21.2, this Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting in accordance with this Constitution.
- 21.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules of Canoe Racing NZ. This Rule must not be removed from this Constitution and must be included in any alteration, addition to or revision of this Constitution.

22. Prohibition on Personal Benefits

- 22.1 No Member or person associated with Canoe Racing NZ or a Member may participate in or materially influence any decisions of Canoe Racing NZ in respect of the payment to or on behalf of that person or Member of any income, benefit or advantage.
- 22.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This Rule and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

23. Regulations

- 23.1 The Board may make, repeal and amend such Regulations as it thinks appropriate to further the objects of Canoe Racing NZ including Regulations relating to membership and other fees, regattas, discipline, disputes and appeals, anti-doping, and such other matters as it thinks fit.

24. Winding Up

- 24.1 Canoe Racing NZ may be voluntarily liquidated, wound up or dissolved if a Special Resolution is passed at a General Meeting to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution was passed.
- 24.2 If upon the liquidation, winding up or dissolution of Canoe Racing NZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of Canoe Racing NZ, but shall be given or transferred to some other organisation, or body having objects similar to the objects of Canoe Racing NZ, or to some other sports organisation with an interest in Canoe Racing within New Zealand as determined by the Members.

25. Indemnity

- 25.1 Canoe Racing NZ shall indemnify its Board Members, Chief Executive and other officers and employees of Canoe Racing NZ against all damages, costs (including legal costs) for which any such Board Member, Chief Executive and other officer or employee may be or becomes liable as a result of their acts and omissions in performing their functions connected with Canoe Racing NZ, except occurring as a result of their negligence or wilful misconduct.

26. Interpretation

- 26.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

Act means the Incorporated Societies Act 1908, including any amendments to it.

AGM means the Annual General Meeting of Canoe Racing NZ.

Appointed Board Member means a Board Member appointed under Rule 14.4.

Appointed Official means a national coach, national selector, national manager, or member of a Canoe Racing NZ sub-committee.

Associate Member means a club or organisations as described in Rule 6.

Board means the Board of Directors of Canoe Racing NZ appointed and elected under Rule 14.

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

Canoe Racing means the disciplines of Flatwater Racing, Surf Ski Ocean Racing and Marathon Racing, and a "Canoe Racing Discipline" refers to one of these three disciplines.

Canoe Racing NZ means Canoe Racing New Zealand Incorporated.

Chairperson means the chairperson of the Board determined under Rule 14.14.

Chief Executive means the Chief Executive of Canoe Racing NZ appointed under Rule 15.

Club Member means a person or organisation as defined in Rule 8.1 including a member of an Associate member as described in that Rule.

Delegate means a person elected or appointed to represent a Member Club or Associate Member as specified under Rule 16.13.

Deputy-Chairperson means the deputy-chairperson of the Board determined under Rule 14.14.

Drug Free Sport New Zealand means the crown entity empowered under the Sports Anti-Doping Act 2006 (and its predecessor legislation) to be an independent body in New Zealand to implement the World Anti-Doping Code including undertaking testing, investigation and other activities, including educational programmes, to deter and punish for doping.

Elected Board Member means a Board Member elected under Rule 14.5.

Flatwater Racing means racing on a straight unobstructed course in a kayak or canoe over variable distances and includes the Olympic distances of 500m and 1000m for men and women in the kayak in single (K1), double (K2) and four boats (K4) and in the canoe for men only in single (C1), double (C2) and four boats (C3), and as defined by the ICF from time to time.

GAAP means generally accepted accounting practices.

General Meeting means an AGM or a SGM.

Inaugural Board means the Board as described in Rule 14.7a and 14.7b of this Constitution.

ICF means the International Canoe Federation which is the international federation governing the sport of canoeing which includes (but is not limited to) Canoe Racing.

Intellectual Property means all rights or goodwill in copyright, names, trade marks (or signs), devices, logos, designs, patents or service marks relating to Canoe Racing NZ or any event, regatta or Canoe Racing activity or programme of or conducted, promoted or administered by Canoe Racing NZ.

Life Member means a person who has been granted life membership of Canoe Racing NZ under Rule 7.

Marathon Racing means long distance paddling of craft on the flatwater of lakes, dams or the flowing water of a river.

Member means and includes the members of Canoe Racing NZ as specified in Rule 4.

Member Club means a group of individuals formed as a club or organisation to provide participation and/or competition in Canoe Racing and is a member of Canoe Racing NZ as described in Rule 5.

Major Transaction means:

- a. the acquisition of, or an agreement to acquire assets the value of which is more than half the value of Canoe Racing NZ's assets before the acquisition; or
- b. the disposition of, or an agreement, to dispose of assets of Canoe Racing NZ the value of which is more than half the value of Canoe Racing NZ's assets before the disposition; or
- c. a transaction that has or is likely to have the effect of Canoe Racing NZ acquiring rights or interests or incurring obligations or liabilities, including contingent liabilities, the value of which is more than half the value of Canoe Racing NZ's assets before the transaction.

NZCF means the New Zealand Canoeing Federation Incorporated or such other organisation that is the national federation member of the ICF.

OCA means the Oceania Canoe Association which is the body governing the sport of canoeing in the Oceania region.

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

Patron means the person appointed patron of Canoe Racing NZ under Rule 15.

Register of Members means the register in which details of the Members are held by Canoe Racing NZ as specified in Rule 11.

Regulations means the regulations of Canoe Racing NZ established in accordance with Rule 23 and amended from time to time by the Board.

Rules means these rules and "Rule" has a corresponding meaning.

Rules of Canoe Racing means the rules of Canoe Racing as determined and published by the ICF.

SGM means a Special General Meeting.

SPARC means Sport and Recreation New Zealand, the crown agency established under the Sport and Recreation New Zealand Act 2002.

Special Resolution means a resolution passed by two thirds of the votes properly cast.

Sports Tribunal means the Sports Tribunal of New Zealand established by SPARC and continued under the Sports Anti-Doping Act 2006 (and previously known as the Sports Disputes Tribunal of New Zealand).

Surf Ski Ocean Racing means racing on a surf-ski or long distance racing in the open water over distances of 5km or more.

26.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- e. a reference to persons includes bodies corporate;
- f. a reference to a “day” means any day of the week and is not limited to working days, unless specified otherwise;
- g. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- h. headings and the contents page are for reference only and are to be ignored in construing this Constitution.