
**CONSTITUTION OF NEW ZEALAND CHESS FEDERATION
INCORPORATED**

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INTRODUCTION

- A. New Zealand Chess Federation Incorporated (the “**Society**”) is an incorporated society that was incorporated on 26 September 1991 and is governed by a constitution registered with the Incorporated Societies Register on 3 January 2025.
- B. The Society has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This constitution replaces the previous rules of the Society.

OPERATIVE PROVISIONS**1. DEFINITION AND INTERPRETATION**

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:

- (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
- (b) “**Chairperson**” means the person who chairs Council Meetings and General Meetings and is elected as Chairperson in accordance with clause 8 of this Constitution. If the Chairperson is absent or unable to act as Chairperson at a Council Meeting or General Meeting, the Council will select a Council Member to be the Chairperson for that Council Meeting or General Meeting.
- (c) The “**Council**” means the Council Members elected or appointed in accordance with clause 8 of this Constitution. For the avoidance of doubt, the Council is the Society’s ‘committee’ under the Act.
- (d) A “**Council Member**” or “**Council Members**” means those Council Members for the time being and anyone who is elected or appointed as a Council Member of the Society in accordance with clause 8 of this Constitution.
- (e) A “**Financial Member**” or “**Financial Members**” means those Members who have paid all subscriptions and fees (if any) to the Society by their respective due dates and are therefore eligible to exercise the rights of membership in accordance with clause 7.8.
- (f) A “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Society.
- (g) A “**Member**” or “**Members**” means those members for the time being and anyone who is admitted as a member of the Society in accordance with clause 7.2.
- (h) “**Notice**” means written notice and includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered within three (3) Working Days of being sent. If a Member or Council Member does not receive Notice of a General Meeting or Council Meeting for reasons outside of the Council’s control or because of the Member’s or Council Member’s failure to update the Council with their contact details, then the failure to give notice to

the Member or Council Member will not invalidate the General Meeting or Council Meeting.

- (i) An “**Officer**” or “**Officers**” means the Council Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (j) The “**Purposes**” means the purposes in clause 3.1 of this Constitution.
- (k) The “**Society**” is this society that was incorporated on 26 September 1991.
- (l) “**Working Days**” means any day excluding Saturdays, Sundays, and statutory holidays in New Zealand.

1.2 Unless the context otherwise requires:

- (a) a reference to this Constitution includes any variation of it;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);
- (d) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (e) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (f) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (g) a reference to writing or written includes e-mails;
- (h) headings are for reference only and do not affect the construction or interpretation of this Constitution; and
- (i) The words including and include mean including, but not limited to.

2. **NAME**

2.1 The name of the Society is **NEW ZEALAND CHESS FEDERATION INCORPORATED** or such other name approved at a General Meeting and in accordance with the Act.

3. **PURPOSES**

3.1 The primary Purposes of the Society are to:

- (a) Encourage, foster and promote the game of chess as an amateur sport in New Zealand;
- (b) Arrange, regulate and control such matches, tournaments, competitions and other chess events (particularly New Zealand, North Island and South Island Championships) as it may deem desirable;

- (c) Promote and further international cooperation in chess and in pursuance thereof to affiliate with any international chess organisation and to permit, encourage and assist financially or otherwise the participation by New Zealand chess players in international events; and
- (d) Select those chess players who shall represent New Zealand at international events.

3.2 Subject to clauses 4 and 5, the Council Members have discretion over how to advance the Purposes and how to apportion the Society's funds to advance the Purposes set out above.

4. **PURPOSES PARAMOUNT**

4.1 Notwithstanding anything contained or implied in this Constitution:

- (a) The Purposes are paramount. Nothing in this Constitution authorises the Society to do anything that does not accord with the Purposes. All capital and income of the Society and any other benefit or advantage belonging to the Society must be applied to the Purposes.
- (b) The Council must not pay, provide or allow to be derived any benefit or advantage of any kind referred to in sections CW42(1)(c) and CW42(3)-(8) of the Income Tax Act 2007 to or by any person who has some control over any business carried on by, for, or for the benefit of the Society (as defined in section CW42 of the Income Tax Act 2007) in circumstances that would disqualify the Society or any company owned by or business carried on by the Society from the benefit of exempt status under section CW42 of the Income Tax Act 2007 (or any statutory replacement or equivalent).

5. **CHARITABLE STATUS**

5.1 The Society is a charitable entity under the Charities Act 2005 and will only use its money, property and other assets to further the Purposes of the Society. Unless acting in accordance with the Act, the Charities Act 2005 and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

6. **POWERS**

6.1 Subject to clauses 4 and 5, the Society has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, the Charities Act 2005 or any other legislation.

7. **MEMBERSHIP**

Admission of Members

- 7.1 The Society will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 7.2 Any consenting person or body corporate who agrees with the Purposes of the Society can, subject to the Council's approval, become a Member of the Society by application in writing (including by electronic means) and upon payment of subscriptions and fees (if any) set in accordance with clause 7.11. The consent of a body corporate must be given on the body corporate's behalf in writing by a person acting on the body

corporate's express or implied authority. In considering whether to accept or withhold approval of a membership application, the Council may consider:

- (a) what is in the best interests of the Society;
- (b) whether approving the application is in furtherance of the Society's purposes; and
- (c) what is fair and reasonable in the circumstances.

7.3 The Society has the following classes of membership:

- (a) **Individual Members:** being natural persons who have applied to become Members in accordance with clause 7.2 and paid an Individual Member subscription (if any). Individual Members will enjoy full rights of membership but will not have voting rights. For the avoidance of doubt, Individual Members will not count towards a quorum.
- (b) **Club Members:** being chess clubs that organise and host chess events and competitions and have existed as an Incorporated Society for at least 12 months prior to applying to become a Member in accordance with clause 7.2 and paid the Club Member subscription. Club Members must nominate a representative to be recorded on the register of Members. The Club Members representative will have the authority to exercise the Club Member's right to vote. The Club Members representative must notify the Council of any change to their nominated representative. Club Members will enjoy full rights of membership, including voting rights.
- (c) **Associate Members:** being chess clubs or groups of chess players who are Associate Members on the date this Constitution is adopted. Unincorporated groups must nominate a member in accordance with clause 7.4 to be recorded on the register of Members. Unincorporated Members will enjoy the full rights of membership but will not have voting rights. After the date of adoption of this Constitution, the Society will not accept applications for new Associate Members of the Society. After the date of adoption of this Constitution, the Council may choose to recognise unincorporated groups (who are not Associate Members) as affiliates, as defined by and in accordance with the Society's bylaws. For the avoidance of doubt, affiliates are not Members of the Society.
- (d) **Life Members:** being Individual Members who have been nominated to Life Membership by two (2) Club Members and confirmed at a General Meeting by not less than three-quarters (3/4) of Financial Members. Life Members will be exempt from paying a subscription but will otherwise enjoy full rights of membership but will not have voting rights. To be clear, a Life Member may still be liable to pay fees for events, activities, competitions or similar. For the avoidance of doubt, Life Members will not count towards a quorum. All Life Members under previous constitutions will be Life Members under this clause.

7.4 Where a Member is an unincorporated group, a member of that unincorporated group must be nominated to become a Member of the Society by forwarding a resolution to that effect to the Society. The nominated member will:

- (a) become a Member of the Society and act as a representative of the unincorporated group; and
- (b) be treated as acting under the authority of the unincorporated group and therefore able to bind all members of the unincorporated group.

The unincorporated group may replace their nominated member by forwarding a resolution to that effect to the Society. The nominated group must also share with the Society a list of its members, including as a minimum the names and contact details of members, and notify the Society of any changes to this list.

- 7.5 The Council must keep an up to date register of Members containing:
- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) date they became a Member;
 - (v) class of membership;
 - (vi) subscriptions and fees paid (if any);
 - (b) for any Club Member, the name and contact details of the Club Member representative for General Meetings;
 - (c) for any Unincorporated Member, the name and contact details of the Unincorporated Member representative for General Meetings, along with the names and contact details of the members of the unincorporated group;
 - (d) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - (e) any other information required by the Council or by the Act.
- 7.6 Members must notify the Council of any change to their information recorded on the register of Members.

Membership obligations and rights

- 7.7 All Members will promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.
- 7.8 A Member is only entitled to exercise the rights of membership, including voting at General Meetings, if all subscriptions and fees (if any) have been paid to the Society by their respective due dates. The term "**Financial Members**" is used to refer to Members with voting rights throughout the Constitution, specifically the Club Members.
- 7.9 The Council may decide what access or use Financial Members may have of or to any premises, facilities, equipment, electronic systems or any other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.
- 7.10 No Member is liable for an obligation of the Society by reason only of being a Member.

Membership subscriptions and fees

- 7.11 Members of the Society may be required to pay a subscription of such amount or amounts and by such date as may from time to time be fixed in the Supplementary Bylaws. Different subscriptions may be imposed on Members in different classes and/or categories of membership within classes.
- 7.12 Members of the Society may also be required to pay fees for events, activities, competitions, services or similar, as determined from time to time by a majority resolution of the Council or fixed in bylaws.
- 7.13 If a Member fails to pay any subscriptions or fees by the due date, the Council reserves the right to charge interest on any outstanding fees calculated at 1.5% per month, together with collection costs. The Council may exercise this right by giving at least two (2) weeks' Notice to the Member.
- 7.14 The Council by a majority resolution may reduce or waive any outstanding subscription or fee of Members.

Cessation of Membership

- 7.15 Any Member of the Society may resign their membership at any time by giving to the Council Notice to that effect and such Notice, unless otherwise stated, will take effect immediately.
- 7.16 Unless otherwise determined by a majority resolution of the Council any Individual Member who fails to pay any subscription or fees upon it becoming due will be deemed to have resigned their membership.
- 7.17 Unless otherwise determined by a majority resolution of the Council:
- (a) any Club Member who fails to pay any subscription or fees for three (3) months after they have become due and has been provided at least one (1) months' notice will be deemed to have resigned their membership.
- 7.18 A Member ceases to be a Member on death, or in the case of a body corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution.
- 7.19 The Council may by a majority resolution remove a Member from membership if the Member has been charged or convicted of a criminal offence which, in the opinion of the Council, makes their membership in the Society undesirable.
- 7.20 After following the dispute resolution procedures set out in Schedule One, the Council may decide by passing a resolution of not less than two-thirds (2/3) to terminate a Member's membership if the Member has:
- (a) breached this Constitution, the Society's bylaws, or the Act; or
 - (b) engaged in misconduct which has brought the Society into disrepute or makes their membership in the Society undesirable.
- 7.21 Unless otherwise determined by a majority resolution of the Council, a Member whose membership has ceased in accordance with this Constitution will remain liable to pay all subscriptions and any other fees due up until the end of their membership and must return to the Society all material produced by the Society (including electronic materials and software licenses).

Re-admission of former Members

- 7.22 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 7.2, provided all subscriptions and any other fees which were due up until the end of their membership have been paid.
- 7.23 If a former Member was removed under clause 7.19 and/or 7.20, that former Member's re-admission must be approved by a resolution of not less than two-thirds (2/3) of the Council.

8. THE COUNCIL

- 8.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Council. The Council has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

Number of Council Members

- 8.2 The Council must have a minimum of five (5) and a maximum of ten (10) Council Members who are natural persons and are eighteen (18) or over years of age elected at a General Meeting or otherwise appointed in accordance with this clause 8. Except for the Appointed Council Member, all Council Members must also be:

- (a) Members of the Society; or
- (b) individual members of Club Members; or
- (c) representatives of bodies corporate that are Members of the Society,

PROVIDED that a majority of Council Members must be Members of the Society or representatives of body corporates that are Members of the Society.

- 8.3 The Council will comprise of one (1) Chairperson, one (1) Appointed Council Member ("**Appointed Council Member**") if one is appointed in accordance with clause 8.7 and a maximum of:

- (a) three (3) Council Members from Auckland, New Zealand;
 - (b) one (1) Council Member from Wellington, New Zealand;
 - (c) two (2) Council Members from the rest of the North Island of New Zealand;
 - (d) one (1) Council Member from upper South Island of New Zealand, being Canterbury, West Coast, Marlborough, Nelson and Tasman; and
 - (e) one (1) Council Member from the rest of the South Island of New Zealand
- (being "Regions" and the Council Members being "Regional Council Members").

Election or Appointment of Council Members

- 8.4 Where there are less than the minimum number of Council Members required by clause 8.2, the Council may appoint additional Council Members from the Members of the Society who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of Council Members, the Council may carry out essential matters but may not undertake any action or make any decision until the number of Council Members is increased to the minimum number PROVIDED THAT the Council (once it has the minimum number of Council Members required) may ratify and

confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Council was composed of less than the minimum number of Council Members required by clause 8.2.

8.5 The election of Regional Council Members will be conducted in the following manner:

- (a) Financial Members may submit a candidate, who is from the Financial Member's Region, by providing the candidate's full name, along with their consent under clause 9.1 either in writing or by electronic means, and delivering it to the Council by 15 February before the Annual General Meeting or four (4) weeks before the date of the General Meeting if not the Annual General Meeting;
- (b) a nominee for Regional Council Member of a Financial Member must reside in the Region where that Financial Member resides for the purposes of clause 8.3;
- (c) subject to the term limits set out in clause 8.8, a Council Member who is eligible for re-election may deliver their written nomination accompanied by their consent under clause 9.1 to the Council 15 February before the Annual General Meeting or four (4) weeks before the date of the General Meeting if not the Annual General Meeting;
- (d) Notices given to the Council under this clause 8.5 must contain sufficient detail required by the Council including the nominee's full name;
- (e) if there are insufficient numbers of nominees received for the positions on the Council which need to be filled, the Council may adopt other processes to fill the vacancies, including passing a majority resolution of the Council to appoint a Council Member(s);
- (f) any other administrative processes at the election of Council Members will be managed in a manner determined by the Council;
- (g) a Financial Member can only cast a vote for nominees from the Financial Member's Region. Notwithstanding the foregoing, if there are no Financial Members from a Region present and able to vote at the General Meeting, but there is a nominee(s) from that said Region, all Financial Members present and able to vote may cast a vote for nominees from that said Region;
- (h) the number of votes which may be cast by a Financial Member will be determined by the incumbent Council; and
- (i) if any vote in an election of Council Members is tied, the tie must be resolved by the incoming Council (excluding those in respect of whom the votes are tied).

8.6 The election of the Chairperson will be conducted in the following manner:

- (a) Financial Members may submit a nomination for the Chairperson by providing the candidate's full name, along with their consent under clause 9.1 either in writing or by electronic means, and delivering it to the Council by 15 February before the Annual General Meeting or four (4) weeks before the date of the General Meeting if not the Annual General Meeting;
- (b) A Chairperson who is eligible for re-election may deliver their written nomination accompanied by their consent under clause 9.1 to the Council by 15 February before the Annual General Meeting or four (4) weeks before the date of the General Meeting if not the Annual General Meeting;

- (c) Notices given to the Council under this clause 8.6 must contain sufficient detail required by the Council including the nominee's full name;
- (d) If there are insufficient numbers of nominees received for the Chairperson, the Council will appoint an Individual Member to be the Chairperson; and
- (e) any other administrative processes at the election of the Chairperson will be managed in a manner determined by the incoming Council.

8.7 The Council by a majority resolution may appoint an Appointed Council Member to contribute a specific skill or knowledge or to otherwise assist in the deliberation or affairs of the Society.

Terms

8.8 Except for the Appointed Council Member, each Council Member's election will be subject to the following:

- (a) each Council Member will be elected for a term of two (2) years.

PROVIDED that at least half of the Regional Council Members must stand down at each Annual General Meeting for re-election or replacement.
- (b) For the avoidance of doubt, a Regional Council Member whose term of two (2) years is expiring is required to stand down for re-election or replacement at the relevant Annual General Meeting.
- (c) If at least half of the Regional Council Members do not stand down at each Annual General Meeting, due either to their terms not expiring (or voluntarily), the longest serving Council Member(s) at the Annual General Meeting currently on the Council must stand down at the Annual General Meeting. In the event of Regional Council Members in the same Region having served the same term and each of them wishing to remain on the Council, the Council Members shall decide by drawing lots.
- (d) A Council Member can continue to renew their appointment, subject to election in accordance with clause 8.5.

8.9 The Appointed Council Member is appointed for a term of one (1) year and an Appointed Council Member may be reappointed for successive one (1) year terms by a majority of the Council Members.

Removal from Council

- 8.10 A Council Member will cease to hold the office of the Council if the Council Member:
- (a) commits an act of bankruptcy;
 - (b) dies;
 - (c) retires or resigns as a Council Member by giving prior Notice of their resignation to the Council;
 - (d) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005;
 - (e) becomes disqualified to be an Officer in accordance with the Act;

- (f) otherwise becomes disqualified to be a Council Member of the Society in accordance with this Constitution (for example, if the Council Member is the Chairperson or a Regional Council Member and ceases to be a Member of the Society); or
- (g) is removed as a Council Member by not less than three-quarters (3/4) of all other Council Members.

8.11 If a Council Member:

- (a) is in the opinion of a majority of the other Council Members, physically or mentally incapable of acting as a Council Member;
- (b) is charged with or convicted of a criminal offence which, in the opinion of a majority of the other Council Members, makes their position as a Council Member undesirable;
- (c) fails to attend three (3) consecutive meetings of the Council, excluding Council Special Meetings, without prior written notice and reasonable explanation,

then, by resolution of a majority of the other Council Members, the Council Member will be removed as a Council Member of the Society immediately (unless the resolution states otherwise).

8.12 If a Council Member is requested to resign following a vote of not less than two-thirds (2/3) of the Financial Members present and entitled to vote at a General Meeting, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 11.22 and 11.23, then that Council Member will be removed immediately, noting that some Financial Members may be entitled to more than one (1) vote in accordance with clause 11.5.

8.13 Subject to clause 7, removal from the Council as a Council Member will not equate to removal as a Member of the Society.

8.14 Every extraordinary vacancy, may be filled by the Council by co-opting any Member who would qualify for election under clause 8.2 and meets the requirements of clause 9.1. The term of the co-opted Council Member will be the same as that of the vacating Council Member if no such extraordinary vacancy had occurred.

Miscellaneous

8.15 The Council may decide by majority resolution who from among them will hold the roles the Council deems appropriate.

8.16 The Council has, to the extent permitted by law, full power to delegate all or any of the powers, authorities, and discretions exercisable by the Council under this Constitution to any individual, Council Member, Officer, employee, agent or subcommittee of the Society, provided that the Council will not in any way released from its obligations under this Constitution or the Act.

8.17 The Chairperson will be a contact person. The Council may appoint up to another two (2) contact persons by way of a majority resolution. This contact person could be a Council Member, Officer, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.

- 8.18 The Society may, by approval at a General Meeting, authorise the payment of a honorarium and/or koha (or the provision of other benefits) to a Council Member for his or her services as a Council Member, if the Society is satisfied that to do so is reasonable and fair to the Society.

Transitional Provisions

- 8.19 Notwithstanding the adoption of this Constitution:

- (a) from the date that this Constitution comes into force until the conclusion of the first Annual General Meeting following the date of the adoption of this Constitution (“**First AGM**”), the Council will comprise those persons who had been elected or appointed as Council Members prior to the adoption of this Constitution, provided that:
- (i) as from the conclusion of the First AGM:
- (A) the President, Vice-President, Secretary, Treasurer, Canterbury Council Member and Otago Council Member will be deemed to have resigned and, if eligible for election, may offer themselves for re-election in accordance with the provisions set out in this Constitution; and
- (B) those elected at the First AGM as the Elected Council Members will be deemed to be the Council; and
- (C) for the election of Regional Council Members at the next AGM following the First AGM, 8.3(a) and (b) will be grouped and 8.3(d) and 8.3(e) will be grouped and 8.8(a) and 8.8(c) will apply to those groups.

9. OFFICER QUALIFICATIONS

- 9.1 Prior to election or appointment, every Officer (including every Council Member) must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.

10. MEETINGS OF THE COUNCIL

- 10.1 The Council may hold a meeting at such time and place as they determine.
- 10.2 Any two (2) Council Members or the Chairperson may request a meeting of the Council (a “**Council Special Meeting**”) by Notice in writing directed to all other Council Members. Upon receiving any such Notice, a Council Special Meeting will be arranged as soon as practicable and the Council Members will be given at least ten (10) Working Days’ Notice of the Council Special Meeting. If at least ten (10) Working Days’ Notice is not practical, the Council may agree to a shorter Notice period.
- 10.3 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Council Members can hear each other well enough to follow the discussion throughout the meeting. Council Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 10.4 Council meetings will be chaired by the Chairperson.

- 10.5 Minutes of meetings will be kept for Council Meetings. The Council will circulate its confirmed minutes of meetings, excluding any material deemed by the Council to be confidential, to all Members.

Quorum

- 10.6 No business of the Council will be transacted at a Council meeting without a quorum present.
- (a) The quorum for a Council meeting and Council Special Meeting is at least half (1/2) of the Council.
- 10.7 If there is no quorum present within thirty (30) minutes of the time set for the commencement of the Council meeting, the meeting will lapse.
- 10.8 In the event of a meeting lapsing in accordance with clause 10.7, the meeting will be adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment must be given to all Council Members. At the adjourned meeting the Council Members present will form a quorum.
- 10.9 Where a Council Member is not eligible to vote on a matter because they are interested in the matter in accordance with the Act, they will count towards quorum, but may not vote.

Voting

- 10.10 Subject to this Constitution and the Act, each Council Member will be entitled to one (1) vote on any matter being voted on by the Council.
- 10.11 Subject to this Constitution, the number of votes required to reach any decision will be:
- (a) for a Council meeting, not less than a majority of the number of Council Members present and eligible to vote at the meeting; and
- (b) for a Council Special Meeting, not less than a two-thirds (2/3) vote of the Council Members present and eligible to vote at the meeting.
- 10.12 In the event of a tied vote, the Chairperson will not have a casting vote.
- 10.13 Where half (1/2) or more of the Council Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Council Members may vote on the matter. Where only one (1) Council Member remains, a Special General Meeting of the Society must be called to determine the matter.

Resolution in Lieu of a Council Meeting

- 10.14 A resolution in writing (including by way of email) signed or assented to by not less than two-thirds (2/3) of the Council will be as valid and effectual as if it had been passed at a meeting of the full Council.
- 10.15 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Council Members.

11. GENERAL MEETINGS

- 11.1 Minutes of meetings must be kept for every General Meeting.
- 11.2 General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Financial Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 11.3 General Meetings will be chaired by the Chairperson.

Annual General Meetings

- 11.4 The Annual General Meeting must be called by the Council and must be held no later than six (6) months after the Society's balance date and no later than fifteen (15) months after the previous Annual General Meeting.
- 11.5 By the end of January of each year, the Council will give Notice of the Annual General Meeting to all Members, with the Notice setting out the time and place of the Annual General Meeting, along with the manner by which candidates can submit their written nominations in accordance with clause 8.5 and submit a Financial Member motion in accordance with clause 11.9.
- 11.6 By 15 March of each year, the Council will give Notice setting out sufficient detail of the business to be discussed at the Annual General Meeting, including any Financial Member or Council motions to be voted on and the details of candidates for election to the Council.
- 11.7 At the Annual General Meeting the Council must present:
- (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
 - (b) the financial statements of the Society for that period; and
 - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- 11.8 The Council may put forward motions for the Society to vote on, which will be notified to Members in accordance with clause 11.6.
- 11.9 A Financial Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Council by 15 February before that Annual General Meeting. The Financial Member may also provide information in support of that motion. Notice of a Financial Member motion must be given to Members in accordance with clause 11.6.

Special General Meetings

- 11.10 A Special General Meeting may be called at any time by:
- (a) the Council by resolution;
 - (b) in accordance with clause 10.13; or

- (c) a written request signed by at least three (3) Financial Members and delivered to the Council.

The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on. Where a Special General Meeting is called in accordance with clause 11.10(c), the Special General Meeting must be held within two (2) months of the Council's receipt of the request.

- 11.11 At least one (1) month prior to the Special General Meeting, the Council will give written Notice of the Special General Meeting to all Members, with sufficient detail of the business to be discussed at the Special General Meeting and any motion to be voted on.

Quorum

- 11.12 No business of the Society will be transacted at a General Meeting without a quorum present. The quorum for a General Meeting is half (1/2) of the Financial Members of the Society, attending in accordance with clause 11.2 (being in person or via electronic means).
- 11.13 If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.
- 11.14 In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment will be given by the Council to all Members. At the adjourned General Meeting the Financial Members present will form a quorum.

Voting

- 11.15 Each Financial Member present at a General Meeting is entitled to:
 - (a) One (1) vote, for every one (1) to twenty (20) Individual Members belonging to that Financial Member;
 - (b) Two (2) votes, for every twenty-one (21) to forty (40) Individual Members belonging to that Financial Member;
 - (c) Three (3) votes, for every thirty-one (31) to sixty (60) Individual Members belonging to that Financial Member;
 - (d) Four (4) votes, for sixty-one (61) or more Individual Members belonging to that Financial Member,

subject to a maximum of four (4) votes for any Financial Member. For the sake of clarity, a Financial Member that has less than one (1) Individual Members belonging to that Financial Member, will not be entitled to vote at a General Meeting. The Notice of a General Meeting will state how many votes each Financial Member will have.

- 11.16 For the purposes of clause 11.15, an Individual Member can only be counted towards one Financial Member's list of Individual Members. If there is a dispute regarding which Financial Member an Individual Member is a member of, the Council may determine which Financial Member the Individual Member is a member of.
- 11.17 Votes may be cast by voices or by show of hands or, on demand of the Chairperson or by two (2) or more Financial Members present, by secret ballot. The Chairperson will determine the most appropriate equivalent electronic voting method for those Members attending the General Meeting in accordance with clause 11.2.

- 11.18 In the event of a tied vote, the Chairperson will not have a casting vote.
- 11.19 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Financial Members present and entitled to vote at the General Meeting, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 11.22 and 11.23.
- 11.20 If it is proposed that a vote is held on a matter that was not included in any Notice, then a new General Meeting must be called to consider that matter.
- 11.21 Subject to the Act and this Constitution, the Council may determine any other administrative procedures and processes provided it is fair and proper, including appointing independent scrutineers for secret ballots.

Proxies

- 11.22 If a Financial Member would like to appoint a proxy, the Financial Member must appoint the Chairperson as the proxy by providing Notice to the Chairperson. The Chairperson as the proxy must cast a vote for the Financial Member in accordance with the instructions provided in the Notice, and if no instructions are provided by the said Financial Member, the Chairperson may cast a vote as they see fit.
- 11.23 The notice appointing a proxy must be received by the Chairperson at least one (1) Working Day before the General Meeting for which the appointment has been made. Financial Members voting in accordance with this clause will count towards a quorum.

Resolution in Lieu of a General Meeting

- 11.24 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Financial Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society.
- 11.25 A resolution in writing cannot be made under clauses 18.3(c) or 19.2(c) of this Constitution.
- 11.26 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Financial Members.

12. DISPUTE RESOLUTION PROCEDURES

- 12.1 The Society's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

13. AMENDMENT OF CONSTITUTION

- 13.1 The Society may amend this Constitution by a majority resolution of the Financial Members who are present and entitled to vote at a General Meeting, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 11.22 and 11.23,

PROVIDED THAT no amendment of the Society's Constitution is made which would:

- (a) modify the intention of the Charitable Purposes set out in this Constitution except to the extent required to register the Society as a charity under the Charities Act 2005 or any amendment or any statutory provision in substitution thereof; or

- (b) result in the Society losing its status as a “charitable entity” under the Charities Act 2005 or any amendment or substitution thereof.

All amendments to the Society’s Constitution must be made in writing.

13.2 The Council may amend the terms of this Constitution by a unanimous resolution of the Council if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Council provides written Notice of the amendment to every Member of the Society, with the Notice stating:

- (i) the text of the amendment; and
 - (ii) the right of the Financial Member to object to the amendment.
- (c) If no Financial Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Council may make the amendment.
 - (d) If a Financial Member objects to the amendment made under clause 13.2 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

14. BYLAWS

14.1 The Council may from time to time make, amend, replace and/or revoke regulations, bylaws and policies for the conduct and control of Society activities and the Society’s Members, including reasonable penalties (which may be financial penalties) to be imposed on any Member, provided such regulations, bylaws and policies are consistent with this Constitution.

14.2 In addition to any bylaws made under clause 14.1, the Society will maintain a bylaw called the Supplementary Bylaws for the purposes of fixing membership subscriptions and creating categories of membership within classes. The Supplementary Bylaws may be amended and/or replaced by a majority resolution of the Financial Members who are present and entitled to vote at a General Meeting, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 11.22 and 11.23.

14.3 The Council may amend the Supplementary Bylaws by a unanimous resolution of the Council if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Council provides written Notice of the amendment to every Financial Member of the Society, with the Notice stating:

- (i) the text of the amendment; and
 - (ii) the right of the Financial Member to object to the amendment.
- (c) If no Financial Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Council may make the amendment.

14.4 If a Financial Member objects to the amendment made under clause 13.2 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

14.5 For the avoidance of doubt, the Council may choose to make and amend regulations, bylaws and policies recognising unincorporated groups as affiliates.

15. FINANCES

15.1 The funds and property of the Society will be controlled and managed by the Council in accordance with this Constitution and the Act, to further the Society's Purposes.

15.2 The Society's balance date will be 31 December, unless otherwise specified by the Council in accordance with the Act.

15.3 The Council must ensure a financial statement is kept that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act and the Charities Act 2005.

15.4 Subject to the Act, the Council may elect to have the accounts of the Society reviewed or audited annually by a suitably qualified person.

15.5 The Council must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

16. INDEMNITY AND INSURANCE

16.1 The Society may, with the authority of the Council, indemnify and/or obtain insurance for an Officer for:

(a) liability (other than criminal liability) for a failure to comply with:

(i) a duty under section 54 to 61 of the Act (officers' duties); or

(ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or

(b) costs incurred by the officer for any claim or proceeding related to a liability under clause 16.1(a).

16.2 The Society may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.

17. CONTRACTING METHOD

17.1 Documents will be executed for the Society pursuant to a resolution of the Council, and the Society may enter into contracts in accordance with the Act.

18. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY

18.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 19 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in

accordance with clause 18.3. The resolutions described in this clause may be made at the same meeting of the Society.

- 18.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clauses 18.3 and 18.4. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 19.
- 18.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Council must give at least twenty (20) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act; and
 - (c) the resolution must be passed by a three-quarter (3/4) majority of the Financial Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 11.22 and 11.23.
- 18.4 If a resolution in accordance with clause 18.3 is passed, the Council must call a subsequent General Meeting of all the Members by giving at least twenty 20 Working Days' Notice. At the General Meeting the resolution passed in 18.3 must be confirmed by a three-quarter (3/4) majority of the Financial Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 11.22 and 11.23.

19. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

- 19.1 On a Financial Member vote in accordance with clause 18.1 or 18.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such charitable entities in New Zealand whose purposes align with the Purposes of the Society as may be determined by a three-quarter (3/4) majority of the Financial Members in accordance with clause 19.2.
- 19.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Council must give at least twenty (20) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act;
 - (c) the resolution must be passed by a three-quarter (3/4) majority of the Financial Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 11.22 and 11.23; and
 - (d) the resolution must set out which charitable entities the Society's surplus assets will be applied to in accordance with clause 19.1.
- 19.3 To be clear, a resolution under this clause 19 may be made at the same General Meeting as a resolution under clause 18.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. Introduction

1.1 Subject to clause 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:

- (a) Members of the Society;
- (b) Officers of the Society; and/or
- (c) the Society itself.

The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons in relation to the Society and its activities.

1.2 Where a complaint is to be made by or against an employee in their capacity as an employee of the Society, then the complaints procedure set out in the employee's employment agreement must be followed.

2. How a Complaint is Made

2.1 A Member or Officer may make a complaint by giving to the Council a Notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:

- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

3. Investigating and Determining a Dispute

3.1 The Council must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.

3.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Council with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:

- (a) appoint an external person to investigate and report; or

- (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
- (c) appoint an external person to investigate and make a decision; or
- (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

3.3 Despite clause 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint; or
- (g) the complaint relates to eligibility, selection, or misconduct during a game or competition which is of a type that would be dealt with by arbiters; or
- (h) the complaint involves two or more Individual Members who are also members of an organisation (Organisation X) which is also a Member of the Society and the complaint has either been dealt with by Organisation X or is required to be, pursuant to the dispute resolution procedures of Organisation X.

3.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:

- (a) where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
- (b) where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
- (c) where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and

- (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 3.5 Before making a decision under clause 3.2, the Elector may request further information from the Council, the complainant and/or any person who is the subject of the complaint.
- 3.6 Where an external party is appointed to provide a report, that report should be provided to the Council, the complainant and any person who is the subject of the complaint (“the parties”). After reviewing the report, the parties will then meet to discuss whether:
- (a) the Society will take any steps in light of the report-writer’s findings; and
 - (b) the parties agree that those steps (if any) will resolve the dispute.
- 3.7 If the Elector initiates the steps under clause 3.2(a) or 3.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.2.
- 3.8 A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Council consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 3.9 An external person appointed under clause 3.2(a) or 3.2(c) may, inter alia:
- (a) call for written submissions from all relevant parties;
 - (b) call for specific evidence from the Society or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 3.10 In addition to the powers under clause 3.9, an external person appointed under clause 3.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.11 A decision reached by an external person appointed under 3.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.
- 4. Person Who Makes a Complaint Has a Right to be Heard**
- 4.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 3.3.
- 4.2 If the Society makes a complaint:
- (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Society.
- 4.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) their written statement or submissions (if any) are considered by the decision maker.

5. Person Who is Subject of a Complaint has a Right to be Heard

5.1 Clauses 5.2 and 5.3 apply if the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Society’s Constitution or the Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

5.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent’s written statement or submissions (if any) is considered by the decision maker.