

SOCIETY CONSTITUTION

NEW ZEALAND RADIO CONTROL CAR ASSOCIATION INCORPORATED (NZRCA)

The name of the society is New Zealand Radio Control Car Association Incorporated (NZRCA) (in this Constitution referred to as the Society).

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

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

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

‘President’ means the Officer responsible for chairing General Meetings and Executive Board meetings, and who provides leadership for the Society.

‘Executive Board’ means the Society’s governing body.

‘Complaints Board’ means a complaints sub-Executive Board appointed by the Executive Board from time to time to deal with conduct, discipline, and disputes within the Society.

‘Competitor Member’ means a person(s) as set out in clause 5.6 herein.

‘Constitution’ means the rules in this document.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

‘Interested Member’ means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

‘Matter’ means either:

the Society’s performance of its activities or exercise of its powers; or

an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

‘Member’ means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society in accordance with clause 5.

Member Club(s) are any affiliated radio control car club that must be operating under an incorporated society structure and a Member of the Society, as determined by clause 5.

‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

a member of the Executive Board, or

occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

‘Secretary’ means the Officer responsible for the matters specifically noted in this Constitution.

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

‘Vice President’ means the Officer elected or appointed to deputise in the absence of the President.

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

The objectives of the Society are:

The promotion of National and International friendship and co-operation through and for the construction, competition and operation of Radio Controlled Surface Vehicles.

The establishment of uniform rules and regulations for the construction and operation of Radio Controlled Surface Vehicles.

The Co-ordination of racer and competitions, both National and International and the keeping of records thereof and the distribution of information relating thereto.

The organisation of and co-ordination of Members Clubs for the promotion of competition on a National and International basis and the formulation of regulations governing such clubs.

To provide technical support to Member Clubs.

To provide a sound framework to help clubs start up and become affiliated to the Society.

To provide guidance and assistance in the running of sanctioned events and international events, including health and safety requirements.

Where practicable, to assist affiliated clubs in accessing funding and resources for clubrooms, tracks, and venues in support of the Society's purposes.

The purchase of any land, buildings, equipment, or any chattel required for the fulfillment of these objectives, duly agreed upon under the terms and conditions required by this Constitution.

To assist and cooperate with or become a member or agent of any organization, incorporated or not, with the objects similar to those of the Society.

To do all other things that are incidental or conducive to the attainment of any of the above objects.

Tikanga (Culture)

The tikanga or culture of the Society includes administering inclusive rule sets for all disciplines of radio control surface vehicle racing, trails, events and displays; supporting safe participation for all people (including people with a disability); and promoting good health and safety practices across affiliated clubs.

This Constitution must be interpreted, where relevant, having regard to that tikanga or culture.

The Society must not operate for the purpose of, or with the effect of:

distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or

having capital that is divided into shares or stock held by its Members; or

holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

But the Society will not operate for the financial gain of Members simply if the Society—
engages in trade,

pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity,

distributes funds to a Member to further the purposes of the Society, and the Member—
is a not-for-profit entity, and

is affiliated or closely related to the Society, and

has the same, or substantially the same, purposes as those of the Society.

reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,

provides benefits to members of the public or of a class of the public and those persons include Members or their families,

provides benefits to Members or their families to alleviate hardship,

provides educational scholarships or grants to Members or their families,

pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society),

provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

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

The Society must not be carried on for the financial gain of any of its members.

The Society shall maintain the minimum number of Members required by the Act.

Membership of the Society shall be open to all persons interested in the construction and racing of Radio Controlled Surface Vehicles.

Every applicant for membership must consent in writing to becoming a Member.

There shall be three categories of membership of the Society:

Affiliate Club Member

Competitor Member

Life Member

Affiliate Club Members

Incorporated Affiliated Club:

a club that is an incorporated society and meets any affiliation criteria set by the Executive Board.

The Society will maintain a minimum of 10 affiliated clubs.

The Society recognises the following categories of affiliated clubs:

Non-Incorporated Affiliated Club:

a club that is not incorporated but meets the affiliation criteria set by the Executive Board (including governance, membership, and safety requirements).

Associated Affiliated Club:

an incorporated governing body with similar purposes that operates its own committee, rules and is affiliated by agreement to the Society.

Commercial Affiliation:

a for-profit entity that is affiliated by agreement for the purposes of supporting the Society's activities and events.

Unless otherwise resolved by the Society, voting rights at General Meetings are limited to eligible Member Clubs (as defined in this Constitution).

All Clubs whose members wish to join the Society, or who wish to hold Society Sanctioned Events must be an affiliated Member Club of the Society.

Any application for membership must be made in writing (on the form approved by the Society) and must contain such information as the Executive Board of the Society may from time to time require and shall be accompanied by the current annual membership fee.

Such application shall be placed for approval before the next Executive Board or Annual General Meeting where applicable and such approval shall require a Simple majority of votes.

Pending such approval an applicant club shall be entitled to be represented at all Society sponsored events.

The Rights and Privileges of every Member Club shall be personal to that member club and not transferable either by that Member Club's own act or by the operation of the law.

No reason shall be given for declining any membership application, but the Executive Board must advise the applicant of its decision.

The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

For a Member Club to have voting rights at the Society Annual General Meeting and/or Special Meeting it must:

Hold and run regular scheduled race meetings; and

Have an elected committee and President, Secretary and Treasurer.

It is a condition of membership of the Society that every Member Club and its club members shall at all times abide by the Constitution and by all rules, regulations, sanctions, policies and procedures of the Society regardless of said person(s) not being a Competitor Member.

Competitor Members

The applicant must be a financial member of a Society Member Club.

Upon receipt of such an application a licence will be issued which will be necessary for the entry at any competition including the licence holder's home club.

Such licence will be current for a Calendar year and shall expire on the 31st day of December each year.

Life Members

Life membership may be conferred on any person as recognition of Special Services rendered to the Society.

Life Members shall be sponsored and nominated by the Executive Board and shall be elected at an Annual General Meeting of the Society.

Life Members shall not have any special rights at Meetings. They may participate at Meetings as a nominated representative of a Member Club. They shall have the right to a vote just like any other Competitor Member.

Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details

Expulsion

At a General Meeting the Executive Board may put forward a motion, by a two-thirds majority, to cancel the membership of any Member Club. This motion must be ratified by a vote in favour by a two-thirds majority of the attending Member Clubs.

The Member Club in question must be advised a minimum of one month in advance of such a meeting and notified in writing of the Executive Board's intentions and the reasons for the proposed expulsion.

The Member Club in question must be given the right to address such a meeting and provide a written response to the allegations or issues raised.

Before any expulsion takes effect, the Member Club shall have the right to request that the matter be referred to independent mediation.

Mediation must be undertaken by a mediator agreed upon by both parties, or if no agreement is reached within 10 Working Days, by a mediator appointed by the Resolution Institute of New Zealand (or its successor).

Mediation shall take place within a reasonable time, and the outcome of mediation (whether settlement or recommendation) must be considered in good faith by the Executive Board and the General Meeting before any final decision is made.

If, after mediation, the General Meeting still resolves to expel the Member Club, the Executive Board shall give the expelled club a minimum of three months' notice of cancellation of membership and must inform all Member Clubs of this ruling.

All Society Competitor Members of the expelled Member Club must similarly be advised by the Executive Board of its decision and the effective date of expulsion.

Any Member Club expelled shall have the right to appeal upon a requisition signed by not less than four Member Clubs of the Society.

The Secretary shall call a Special Meeting to consider the appeal within six weeks of receiving such a requisition.

The offending Member Club shall surrender all rights and privileges of the Society until such Special Meeting is held, except that the right to mediation and appeal under this clause shall continue in full force.

Resignation

Any Member Club may, at any time, retire from the Society by giving notice in writing to that effect to the Secretary, provided that they shall be liable for and required to pay any subscription or other payment which may be due and unpaid at the time of retirement.

Unfinancial

The membership of any Member Club whose subscription is unpaid on 31st March of the year in which it fell due may be cancelled by the Executive Board.

A letter advising of this possibility shall be forwarded to the Member Club at the last known address recorded in the membership register four weeks prior to the meeting at which the matter is to be considered

Subscriptions And Levies

The annual subscriptions shall be set by the Annual General Meeting and shall only be altered by a subsequent Annual General Meeting.

The subscriptions shall be due from 1st December following Annual General Meeting and payable no later than the 31st March of the year in which it fell.

There shall be a renewal fee set by the Annual General Meeting, for those subscriptions which have lapsed.

Should it be found at the end of any financial year of the Society that it has been ran at a loss, then a levy or call may be made on Member Clubs to Clubs to recover the shortfall, provided that:

the levy is approved by a two-thirds majority at an Annual General Meeting;

it does not exceed \$1,000 or the amount paid by a Member Club in the previous financial year, whichever of these is lowest; and

it may be payable by instalments over a period not exceeding 12 months..

Register Of Members

The Secretary/Licence Secretary shall keep a register of members in accordance with the Act.

Member Clubs shall notify the Secretary of changes of address.

Such register shall be conclusive evidence as to all matters relating to membership therein contained.

Ceasing to be a member

A Member ceases to be a Member:

by resignation from that Member's class of membership by written notice signed by that Member to the Board, or

on termination of a Member's membership following a dispute resolution process under this Constitution, or

on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

by resolution of the Executive Board where

The Member has failed to pay a subscription, levy or other amount due to the Society within 30 Working Days of the due date for payment.

In the opinion of the Executive Board the Member has brought the Society into disrepute.

with effect from (as applicable)

the date of receipt of the Member's notice of resignation by the Executive Board (or any subsequent date stated in the notice of resignation), or

the date of termination of the Member's membership under this Constitution, or

the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or

the date specified in a resolution of the Executive Board and when a Member's membership has been terminated the Executive Board shall promptly notify the former Member in writing.

Obligations once membership has ceased

A Member who has ceased to be a Member under this Constitution:

remains liable to pay all subscriptions and other fees to the Society's next balance date,

shall cease to hold himself or herself out as a Member of the Society, and

shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).

shall cease to be entitled to any of the rights of a Society Member.

Becoming a member again

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Board.

But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Executive Board.

The records of the Society are the property of the Society and are not to be used for any purpose other than the business of the Society.

Annual General Meeting

The Society shall hold its Annual General Meeting (herein after referred to as the Annual General Meeting) in September each year (preferred location to be Auckland). If required, the Annual General Meeting may be held via electronic format using audio/visual link.

The Executive Board of the Society must call for nominations and motions for the Agenda minimum of two months before the closing date for such nominations and motions and the closing date must be minimum of one month before the date of proposed Annual General Meeting.

Nominations and motions for the agenda may only be submitted by Member Clubs or the Society Executive Board. The Executive Board may request minuted evidence from Member Clubs that the remit (formal proposal or submission for a rule changes) were discussed and submitted by the Member Club not any individual. Any remits from the Society Executive Board must be minuted in executive meeting minutes during the current term.

All Member Clubs must be advised of the final agenda a minimum of two weeks before the Annual General Meeting.

The business at the Annual General Meeting shall be:

The election of officers whose term of office has expired.

Proposals for all official post must be lodged with the Secretary by the closing date for motions which must be a minimum of one month before the proposed date of the Annual General Meeting.

Elected officers will form the Executive Board as follows:

PRESIDENT (Must have been an executive member for one year)

SECRETARY

TREASURER (Must have been an executive member for one year)

I.C Off-Road Technical Officer

I.C On-Road Technical Officer

Electric Off-Road Technical Officer

Electric On-Road Technical Officer

Publicity Officer

Health & Safety Officer

Large Scale Speedway Technical Officer

NZRCS Executive Member

Only those persons who are current financial members of a Member Club may seek election on the Executive Board.

Any member of the Society Executive Board must advise the Society of any personal/commercial conflict of interest before participating in any changes to the Constitution.

Officers elected to the Executive Board will hold office until the next Annual General Meeting.

All candidates for office properly proposed under the provisions of this constitution shall be introduced to the meeting and delegates given the opportunity to question candidates.

The above officers shall form the Executive Board (herein after known as the Board) and be charged with the well running of the Society and responsible for any decision making that is necessary between Annual General Meetings.

The position of Secretary, Treasurer, Health and Safety Officer and Publicity Officer may be combined, but if so, may carry only one vote at all meetings.

To decide the date and venue of future Championships, applications for such fixtures close at the same time as motions and nominations and must be treated in the same manner as set out in Section 6.1.

To decide the date and venue of other Society approved events, including the following Annual General Meeting.

Additions to or revision (remits) of the Constitution are to be submitted and presented by Member Clubs to the Annual General Meeting (as per section 5.6). Member Club delegates at the meeting shall vote on remits submitted. Remits concerning constitutional, governance, or

financial matters are decided solely by Member Clubs. Remits concerning racing rules and technical regulations that receive at least a 50% majority at the AGM shall then be referred to Competitor Members for an online ballot administered by the Society.

Competitor Members shall be permitted to create a unique log-on via the Society website (or other as linked to the Society website) using their Society licence number, actual name and valid email address. Once verified, Competitor Members may view and vote on only on those remits concerning racing rules and technical regulations that have been passed to them following the Annual General Meeting.

Online voting shall close one calendar month after being made available online. At the closure of voting, all final voting numbers shall be made public. A two-thirds majority of valid competitor votes cast shall be required for a remit concerning racing rules or technical regulations to pass..

Any changes to the Constitution shall have an effective date of 1st January following the meeting approving the change.

Any changes to the Constitution made at a Special Meeting shall have an effective date which shall be a minimum of two calendar months after the special meeting approving the change.

To consider any matter or proposal of which a Member Club has given notice in writing under the provisions of Section 5.1.

To deal with any matter under this Constitution or under the Racing or Construction rules.

To review the financial performance of the Society.

To hold general discussions that may include:

Ideas

future strategic planning

calendar discussions

Society executive members to report / present about the activities they have completed/ concerns / highlights from the previous year.

A Special Meeting of the Society may be called by resolution of the Executive Board, or must be called by the Secretary on receipt of a written request signed by at least 25% of eligible Member Clubs. Special Meetings may be held electronically via audio/visual link if required.

The Secretary must give all Executive Board members and all Member Clubs at least 10 Working Days' notice of a Special Meeting, including the date, time, location (or electronic link), and the business to be conducted.

No notices of motions for any rule changes will be accepted from the floor of any Special Meeting.

The business at Special Meetings shall be:

To review the financial performance of the Society.

To Decide the Date and Venue of future Championships not dealt with at the Annual General Meeting or by the executive under its powers (section 8)

To decide the Date and Venue of other Society sponsored events.

To consider any Matter or Proposal of which Member Club have given notice in writing.

To deal with any matter which, under the provisions of the constitution, fails to be dealt with at an Annual General Meeting.

To consider any matter or proposal which a Board member wishes to bring before the Meeting, particulars of which shall be included in the notice of the Meeting.

Quorum

The Quorum for an Executive Board Meeting shall be two thirds of the Executive Board .

The quorum for an Annual General Meeting or Special Meeting shall be the greater of:

25% of eligible Member Clubs; or

10 eligible Member Clubs, provided that where practicable those clubs are from at least two regions.

If a quorum is not present within 30 minutes, the meeting shall be adjourned and reconvened in accordance with this Constitution.

If a meeting is adjourned for lack of quorum, the Secretary must give reasonable notice of the reconvened meeting. At the reconvened meeting, those eligible Member Clubs present (in person or by proxy) will constitute a quorum, but no business other than that specified in the original notice may be transacted.

At all Meetings, Annual General, Executive and Special, all matters will be decided by Simple majority of the votes, with the following exceptions:

National Championship Venue

The venue of the National Championship meeting will be decided at the Annual General Meeting by a simple majority vote.

In the event of more than two venues being proposed ballots will be held dropping the lowest polled venue until only two remain.

Changes to Racing and Construction rules require a Two Thirds majority vote of Competitor Members in the online ballot system, following initial approval by simple majority of Member Clubs at the AGM..

Voting on any motion proposed under Section 5 requires a Two Thirds majority vote excluding 6.12(a) which requires a 50% majority vote.

Voting on any motion May be by Secret Ballot if a motion to that effect is Proposed, Seconded and carried.

Results however must be published.

At Annual General Meetings each Member Club may be represented by a maximum of two delegates with one vote exercisable by a person duly authorised, in writing, by their Member Club.

At all Meetings the President may exercise a Deciding vote.

At all Annual General and Special Meetings all delegates MUST exercise their vote in some manner.

If the Annual General Meeting or Special Meeting is conducted electronically via Audio/Visual link, votes will only be accepted if they are clearly visible to at least one other participant (not in the same location) and recorded. Any delegate who does not provide video link will be deemed to abstain from voting.

Proxy voting is permitted via a proxy delegate, subject to the following requirements:

The proxy delegate must be notified in writing to the Secretary at least 7 days before the relevant General Meeting.

Delegates may be any current financial member of the relevant Member Club.

An Officer may not act as a delegate for their own Member Club, but may act as a proxy delegate for another Member Club (that is not their home club) unless the meeting determines otherwise.

The Secretary may require reasonable evidence of the proxy delegate's authority (for example, an email or letter from an authorised club officer).

A postal vote may be held, however:

Any matter to be decided in this way shall not be subject to amendment in any way.

A closing Date shall be set Six weeks after the mailing of the explanatory papers to the Member Clubs.

The Results of the poll shall be made to the Member Clubs with two weeks of the closing date.

At ALL Meetings the Agenda must be adhered to.

At ALL Meetings the Chairman May appoint two referees charged with the counting of votes, both by secret ballot and by show of hands and that all possible votes are accounted for.

All Meetings will be chaired by the President or in his absence, the Secretary.

In the event of both these officers being absent a Chairman must be elected by the Meeting by simple majority.

The Secretary is charged with keeping of accurate minutes of ALL Meetings.

The Executive Board, as described in Section 6.3 is charged with the well running of the Society and is responsible for any decision making between Annual General Meetings.

The Executive Board is empowered to make changes to the Racing or Construction rules with consultation of the Member Clubs and approved by a Two Thirds majority of the Member Clubs at either an Annual General Meeting, Special Meeting or by postal vote, called for by the Secretary, at the direction of the Executive Board and held prior to the Annual General Meeting.

The Executive Board may, with consultation from the Member Clubs, revert a rule change back to the previous year if that rule is deemed to be detrimental to the sport.

The Executive Board may make minor changes to rules that DO NOT change the core of the class during between Annual General Meeting's provided it is in the interest of the class as a whole.

The Society Health and Safety Officer may (provided 66% majority vote "in favour" of the full Society Executive Board) introduce temporary rules or amendments where immediate action is necessary to address a health or safety risk. Such temporary rules shall take immediate effect but must be presented at the next Annual or Special General Meeting for ratification. If not ratified, the temporary rules shall lapse.

The Executive Board may make changes during the year to any specified part number in the Society rules that relates to a product/part that becomes discontinued or superseded from suppliers where insufficient stock is available in NZ of the existing part number which may be detrimental to a class at National events.

The Executive Board may decide the date and venue of future championships not dealt with at the Annual General Meeting.

The Executive Board must do everything in its power to ensure all areas are represented on the Executive Board.

The Executive Board must ensure if all the executives are elected from the North or South Island, a representative from the other Island is to be elected.

The Executive Board must ensure that procedure for the calling of Meetings is followed as set out in the Constitution.

At Executive Board Meetings a quorum will be considered to be Two Thirds of the elected Board members.

The Executive Board may, at its discretion, appoint any such sub Executive Board as it feels necessary from time to time.

The Executive Board is empowered to appoint any Financial Society member necessary to fill a vacancy on the Executive Board.

Such appointments must be by Two Thirds majority vote of the Executive Board and such appointments will be considered valid until the next Annual General Meeting.

The Executive Board of the Society will meet a minimum of twice a year, in addition to the Annual General Meeting. These meetings will be attended by the Executive Board members only, however, the meeting may, but is not bound to, invite Society members to address the meeting.

All meetings shall be conducted in accordance with recognised procedure.

In the Interpretation of this Constitution and regulations or By-laws of the Society the decision of the Board shall be binding and final.

Officers

Every Officer must be a natural person who

has consented in writing to be an officer of the Society, and

certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely

A person who is under 16 years of age

A person who is an undischarged bankrupt

a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.

A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005.

a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years

an offence under subpart 6 of Part 4 of the Act

a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)

an offence under section 143B of the Tax Administration Act 1994

an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)

a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

a person subject to:

a banning order under subpart 7 of Part 4 of the Act, or

an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or

a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer a person must

consent in writing to be an Officer, and

certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.

Officers' Duties

At all times each Officer:

shall act in good faith and in what he or she believes to be the best interests of the Society,

must exercise all powers for a proper purpose,

must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution.¹

when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

the nature of the Society,

the nature of the decision, and

the position of the Officer and the nature of the responsibilities undertaken by him or her must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and

must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

Removal of officers

An Officer shall be removed as an Officer by resolution of the Executive Board or the Society where in the opinion of the Executive Board or the Society

The Officer elected to the Executive Board has been absent from 2 Executive Board meetings without leave of absence from the Board.

The Officer has brought the Society into disrepute.

The Officer has failed to disclose a conflict of interest.

Ceasing to hold office

An Officer ceases to hold office when they resign (by notice in writing to the Executive Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 30 Working Days of submitting a resignation or ceasing to hold office, deliver to the Executive Board all books, papers and other property of the Society held by such former Officer.

Conflicts of Interest

An Officer or member of a sub-Executive Board who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified:

to the Executive Board and or sub-Executive Board, and

in an Interests Register kept by the Board.

Disclosure must be made as soon as practicable after the Officer or member of a sub-Executive Board becomes aware that they are interested in the Matter.

An Officer or member of a sub-Executive Board who is an Interested Member regarding a Matter—

must not vote or take part in the decision of the Executive Board and/or sub-Executive Board relating to the Matter unless all members of the Board who are not interested in the Matter consent; and

must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but

may take part in any discussion of the Executive Board and/or sub-Executive Board relating to the Matter and be present at the time of the decision of the Board and/or sub-Executive Board (unless the Executive Board and/or sub-Executive Board decides otherwise).

However, an Officer or member of a sub-Executive Board who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-Executive Board are prevented from voting on a Matter because they are interested in that Matter, the Executive Board shall consider and determine the Matter.

The Secretary/Treasurer, President and Licence Secretary are to open and operate bank accounts as directed by the Executive Board.

The Secretary/Licence Secretary/Treasurer is Responsible for handling of all funds of the Society by the Executive Board.

All income is to be directed to the Secretary/Licence Secretary/Treasurer who is to issue receipts and deposit funds in the Society bank accounts.

The Secretary/Treasurer will hold the Society's bank accounts and is Responsible for issuing payments as directed by the Executive Board and in accordance with the Society Constitution.

The Treasurer will have access to the Society bank account via internet banking and shall be permitted to process online transactions for any accounts approved and minuted at an Annual General Meeting, Special Meeting or Executive Board meeting.

Any Investment of surplus funds is to be actioned by the Secretary/Treasurer under the name of the Society as directed by the Executive Board.

All purchases on behalf of the Society over Two Hundred and Fifty Dollars (\$250.00) must have prior authority from the Executive Board. For the avoidance of doubt, this clause 11.5 only applies to the Society and not to Member Clubs that may set their own limits in this regard.

The Society's accounting period is 12 months ending on 31 March each year (unless changed in accordance with the Act).

The Executive Board must ensure annual financial statements are prepared for each accounting period, presented to the Annual General Meeting, and filed with the Registrar in accordance with the Act and any applicable financial reporting standards.

The Society will have its financial statements reviewed or audited if required by the Act or if resolved by the Society at a General Meeting. Any review/audit must be carried out by an appropriately qualified person who is not an Officer.

Any appointed reviewer or auditor must not hold any other office in the Society and may attend any meeting at which the Society's financial affairs are under discussion.

Execution of documents except as provided by Law, Drafts, Promissory Notes, Orders of Payment of money and other evidence of indebtedness of the Society will require any two signatures of the following:

The President and Secretary/Treasurer.

Either the President or Secretary and a designated Executive Board member.

The Society has the power to borrow money. The Executive Board may enter into contracts for the purpose of borrowing money only when approval for such contracts is given by a two-thirds majority vote at a General Meeting.

The Society shall procure at its own cost, and without additional levy to Member Clubs, an annual license to LiveTime RC Premium Edition (herein referred to as Livetime License)

If a Member Club is expelled or resigns from the Society, that Member Clubs Livetime License shall be deactivated.

If any Affiliated Club Member wishes to apply to hold a IFMAR Event, this Affiliated Club Member must submit an application to the Executive Board before approaching IFMAR or FEMCA. The Executive Board shall consider said application in accordance with the Society's Purpose and shall not unreasonably withhold its consent or assistance in progressing the application to hold an IFMAR Event.

The Society shall procure Public Liability Insurance cover sufficient to cover Member Clubs from (herein to be referred to as the PL Insurance Policy).

The Secretary of the Society shall make available to any Affiliate Member Club, upon request, the then current insurance certificate and summary of cover and exclusions for the PL Insurance Policy.

The PL Insurance Policy shall be reviewed by the Executive Board and a reputable insurance broker on every even year, to ensure that there is sufficient cover for all Affiliate Member Clubs.

The Society may be liquidated or removed from the Register of Incorporated Societies only in accordance with Part 5 of the Act.

On liquidation or removal from the Register, after payment of all debts and liabilities, any surplus assets must be transferred to one or more not-for-profit entities with similar purposes, as resolved by a General Meeting and in accordance with the Act.

The Executive Board, collectively and individually, shall be indemnified out of the assets of the Society against all actions demands, cost and expenses arising directly out of the performance of them of their duties as Executive Board persons of the Society.

Meanings of dispute and complaint:

A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons:

2 or more Members

1 or more Members and the Society

1 or more Members and 1 or more Officers

2 or more Officers

1 or more Officers and the Society

1 or more Members or Officers and the Society.

The disagreement or conflict relates to any of the following allegations:

a Member or an Officer has engaged in misconduct

a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act

the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act

a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

Member or an Officer may make a complaint by giving to the Executive Board (or a subcommittee of the Executive Board known as the Complaints Board) a notice in writing that:

states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and

sets out any other information or allegations reasonably required by the Society.

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:

states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

All Members (including the Executive Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the Executive Board, must first make reasonable efforts to resolve the dispute informally through direct discussion. If informal resolution is unsuccessful, the parties must in good faith consider whether the matter should be referred to independent mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed, the parties will sign a suitable written agreement and the outcome of that process must be given good faith consideration before the Society determines the matter.

How a complaint is made

A Member or an Officer may make a complaint by giving to the Executive Board (or the Complaints Board) a notice in writing that:

states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and

sets out any other information reasonably required by the Society.

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

states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

sets out the allegation to which the dispute relates.

The information given under subclause (18.2) or (18.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

Person who makes complaint has right to be heard

A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the Society makes a complaint:

the Society has a right to be heard before the complaint is resolved or any outcome is determined; and

an Officer may exercise that right on behalf of the Society.

If the Society makes a complaint

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:

an Officer may exercise that right on behalf of the Society.

they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

an oral hearing (if any) is held before the decision maker; and

the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent'):

has engaged in misconduct; or

has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or

has damaged the rights or interests of a Member or the rights or interests of Members generally.

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.

Without limiting the way a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

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

the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

an oral hearing (if any) is held before the decision maker; and

the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

The Society shall, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

Disputes shall be dealt with under the Constitution promptly, and always in a manner that is fair, efficient, effective, and consistent with the principles of natural justice and the provisions of the Act (including the rights to be informed of allegations, to respond, and to be heard).

Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if:

the complaint is considered to be trivial; or

the complaint does not appear to disclose or involve any allegation of the following kind;

that a Member or an Officer has engaged in material misconduct;

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 bylaws or the Act;

that a Member's rights or interests or Members' rights or interests generally have been materially damaged;

the complaint appears to be without foundation or there is no apparent evidence to support it; or

the person who makes the complaint has an insignificant interest in the matter; or

the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or

there has been an undue delay in making the complaint.

Society may refer complaint

The Society may refer a complaint to:

The Complaints Board or an external person to investigate and report; or

another sub-Executive Board, an arbitral tribunal, or an external person to investigate and make a decision.

The Society may, on the request of any party or with the consent of all parties, refer the complaint to an independent consensual dispute resolution process (for example, mediation, facilitation, or a tikanga-based practice). Where mediation is requested, the mediator shall be agreed upon by the parties, or failing agreement within 10 Working Days, appointed by the Resolution Institute of New Zealand (or its successor).

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

The Society's contact person must be:

At least 18 years of age, and

Ordinarily resident in New Zealand.

A contact person can be appointed by the Executive Board or elected by the Members at a General Meeting.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

a physical address or an electronic address, and

a telephone number.

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

The Registered Office of the Society shall be at such place in New Zealand as is from time to time determined by the Executive Board, and any change to the Registered Office must be notified to the Registrar of Incorporated Societies in the form and manner required by the Act.

The Executive Board shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-Executive Board.

A Member may at any time make a written request to the Society for information held by the Society.

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

The Society must, within a reasonable time after receiving a request:

provide the information, or

agree to provide the information within a specified period, or

agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or

refuse to provide the information, specifying the reasons for the refusal.

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

withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or

the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether that person supplied the information to the Society, or

the information is not relevant to the operation or affairs of the society, or

withholding the information is necessary to maintain legal professional privilege, or

the disclosure of the information would, or would be likely to, breach an enactment, or

the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or

the request for the information is frivolous or vexatious, or

the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

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

will pay the charge; or

considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date).

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Executive Board or the Complaints Board consider that there are reasonable grounds to believe that the person may not be:

impartial; or

able to consider the matter without a predetermined view.

Resolving to put society into liquidation

The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

The Executive Board shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

The Executive Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

Resolving to apply for removal from the register

The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Executive Board shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

The Executive Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds of majority of those Members present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 75% per cent of eligible Members and given in writing to the Executive Board at least 10 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 10 Working Days before the General Meeting at which any amendment is to be considered the Executive Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Executive Board has.

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

This Society shall be recognised as a national body, representing and consisting of Club Members from affiliated regional incorporated societies which may or may not be operating under an incorporated society structure.

In the event of any conflict or inconsistency between the provisions of this Constitution and the constitution of a Member Club, this Constitution shall prevail however only with respect to matters relating to the Society's activities, sanctioned events, or national representation. Member Clubs shall remain free to manage their internal affairs, provided such management does not conflict with the purposes, policies, or rules of the Society.