

RULES OF
NEW ZEALAND INDOOR ROWING ASSOCIATION INCORPORATED

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1.0 CONSTITUTION

1.1 The Society is constituted by resolution dated on or about 20 April 2018

1.2 The Society was incorporated at Tauranga on or about 24 April 2018

2.0 NAME

2.1 The name of the Society is the New Zealand Indoor Rowing Association Incorporated ("the Society").

3.0 OBJECTIVES

3.1 The primary objects of the Society are to:

- (a) To Promote health and wellbeing and an active lifestyle in the New Zealand community.
- (b) Promote the sport of indoor rowing in New Zealand and allow all people in New Zealand, regardless of their ability to have an equal opportunity to participate in the sport and recreation of Indoor Rowing.
- (c) To enhance the lives of Physically disabled New Zealander by enabling them to participate in the sport of Indoor Rowing.
- (d) Locate and/or provide venues, facilities and machinery whereby members can take the practice and/or sport of indoor rowing

- (e) Structure and provide sporting competitions and leagues for the sport of indoor rowing in New Zealand.
- (f) Represent and promote the interests of members of the Society, and
- (g) Do any act or thing incidental or conducive to the attainment of any of the above objects.

3.2 Without detracting from the primary objects, the secondary objects of the Society are to:

- (a) Establish codes of behavior applicable to members, and
- (b) Make regulations or bylaws to advance the attainment of any of the above objects.

4.0 POWERS

4.1 In addition to its statutory powers, the Society:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects and for that purpose may employ such people as may seem expedient,
- (b) May purchase, lease, hire or otherwise acquire, may exchange and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient,
- (c) May invest in any investment in which a trustee might invest, and
- (d) Shall have power to borrow or raise money by General Security, bonds, mortgage and other means, with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all Members and by notification in the public notices column of the New Zealand Herald.

4.2 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member.

4.3 Any transactions between the Society and any Member, officer or member of the Executive, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,

- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5.0 MEMBERSHIP

5.1 The classes of membership and the method by which members are admitted to different classes of membership is as follows:

- (a) Individual Member

An Individual Member is an individual or incorporated or unincorporated body admitted to membership under Rule 6.0 and who or which has not ceased to be a member under any other Rule.

- (b) Supporting Member

A Supporting Member is an individual, incorporated or unincorporated body admitted to membership under Rule 6.0 and who or which has not ceased to be a member under any other Rule.

- (c) Life Member

A Life Member is a person honored for meritorious services to the Society after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of an Individual Member and shall be subject to all the duties of an Individual Member except those of paying subscriptions and levies.

- (d) Honorary Member

An Honorary Member is a person honored for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

5.2 Every Individual and Supporting Member shall advise the Secretary of any change of address.

5.3 The Secretary shall keep a membership register of Individual and Supporting Members recording their names and addresses and the dates each member became a member.

5.4 All members (and Executive members) shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.

5.5 Copies of this constitution shall be provided (at cost) to any Member on request.

6.0 ADMISSION OF MEMBERS

- 6.1** Applicants for membership as Individual Members or Supporting Members shall complete any application form provided by the Executive and supply such information as may be required by the Executive.
- 6.2** Membership applications shall be considered by the Executive who may interview representatives of an applicant Individual Member.
- 6.3** The Executive shall have a discretion whether or not to admit a membership applicant and shall advise the applicant of its decision.

7.0 SUBSCRIPTIONS AND LEVIES

- 7.1** The annual subscription (or the amount of any periodic payments if the General Meeting decides that it is payable by installments) and any capitation fees for different classes of membership for the following calendar year shall be set by resolution of a General Meeting.
- 7.2** The Executive may by resolution impose a levy or levies on members in different classes of membership in any calendar year up to a maximum totaling 50 per cent of the annual subscription for that year for each class of member.
- 7.3** Any member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees within one calendar month of the date the same was set shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Executive may determine the member's membership shall be deemed to have been terminated and the member shall cease to hold himself or herself out as a member of the Society and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

8.0 CESSATION OF MEMBERSHIP

- 8.1** Any member may resign from that member's class of membership by written notice to the Secretary and each such resignation shall take effect from the end of the Society's then current financial year, but the member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year and shall cease to hold himself or herself out as a member of the Society and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).
- 8.2** The Executive may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member ceases to be qualified to be a member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.

8.3 Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Secretary and the procedures set out below shall be observed:

- (a) The Executive shall have the following discretions:
- (i) If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Executive may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
 - Effectively disposes of the complaint, the Executive may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions, or
 - Does not effectively dispose of the complaint, the Executive may decide to undertake such further investigations as it thinks fit and then follow the procedures set out in paragraph (b)(iv) to (vii) of this rule.
 - (ii) The Executive may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.
 - (iii) The Executive may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Executive, it becomes apparent to the Executive that it is not appropriate further to investigate or consider the complaint.
 - (iv) If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Executive from professional advisers, the Executive may at any time:
 - Decline further to investigate or consider the complaint, or
 - Require the complainant to deposit with the Society such sum as the Executive thinks fit to reimburse the Society wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Society's professional adviser's fees before further investigating or considering the complaint.
- (b) The following procedures shall be observed when a complaint is investigated and considered
- (i) The member shall be given a copy of the complaint,
 - (ii) The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks

after receiving a copy of the complaint or such further time as may be allowed by the Executive or any special committee established by it for the purpose of hearing and deciding upon the complaint,

- (iii) Further enquiries may be made by or on behalf of the Executive or any such special committee and the results of those enquiries shall be made known to the complainant and the member,
 - (iv) The Executive or any such special committee shall allow the complainant and the member the opportunity to be heard by the Executive or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint)
 - (v) The Executive or any such special committee may:
 - Dismiss the complaint, or
 - Uphold the complaint and do one or more of the following:
 - Reprimand or admonish the member,
 - Suspend the member from membership for a specified period,
 - Alter the membership classification of the member,
 - Impose a fine on the member, or
 - Expel the member.
 - (vi) The Executive or any such special Committee shall respect the confidentiality of the proceedings, and
 - (vii) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing and may at the discretion of the Executive or any such special committee be conveyed to members.
- (c) The decisions of the Executive or any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against and shall not be subject to any review or challenge.

8.4 A member whose membership is terminated under these Rules shall remain liable to pay all subscriptions and levies to the end of the Society's financial year in which the membership was terminated, shall cease to hold himself or herself out as a member of the Society and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

9.0 RE-ADMISSION OF FORMER MEMBERS

- 9.1** Any former member may apply for re-admission in the manner prescribed for new applicants and may only be re-admitted by decision of the Executive.
- 9.2** However, if a former member's membership was terminated under either of Rules 8.2 or 8.3 the applicant shall not be re-admitted by the Executive without the prior approval of a General Meeting.

10.0 ELECTION OF OFFICERS AND EXECUTIVE

10.1 The following Officers shall be elected annually:

- (a) Patrons (optional), and
- (b) A President, Secretary, Treasurer and not less than two nor more than four other Executive members, who (together with the Immediate Past President in the year following that person's last year as President) shall be the Society's Executive.

10.2 The President (and, in the absence of the President, the Secretary) shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Society.

10.3 The election of Officers shall be conducted as follows:

- (a) Written nominations for nominees under Rule 10.1 accompanied by the written consent of each nominee, shall be received by the Secretary not less than 14 clear days before the date of the Annual General Meeting.
- (b) Not less than seven clear days before the date of the Annual General Meeting the Secretary shall post to all Members a voting paper listing all Officer nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination.
- (c) If there are insufficient valid nominations received under sub-rule (a) above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- (d) Votes shall be cast in such manner as the chairperson of the Annual General Meeting shall determine.
- (e) The Secretary and some other Member (who is not a nominee) designated by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (f) In the event of any vote being tied the tie shall be resolved by the incoming Executive.

10.4 The Secretary and Treasurer or Secretary/Treasurer may be paid such remuneration or honorarium as the Executive may from time to time determine.

10.5 If a vacancy in the position of President, Secretary, Treasurer or Secretary/Treasurer or other Executive member occurs between Annual General Meetings that vacancy shall be filled by the Executive.

10.6 Any officer or other member of the Executive may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two thirds majority of those present and voting.

11.0 MANAGEMENT BY THE EXECUTIVE

11.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.

11.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.

11.3 The Executive shall meet at least six monthly at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.

11.4 All Executive meetings shall be chaired by the President or in the President's absence by the Secretary, or in the absence of both of them by some other Executive member elected for the purpose by the meeting and any such chairperson shall have a deliberative and casting vote.

11.5 The Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.

11.6 The quorum for Executive meetings is at least two-thirds of the number of the Executive members.

11.7 Only Executive members elected under Rule 10.1 or appointed under Rule 10.4 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.

11.8 The Executive may appoint subcommittees consisting of such persons (whether or not members of the society) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:

(a) The quorum of every subcommittee is half the members of the subcommittee,

(b) No subcommittee shall have power to co-opt additional members,

(c) No subcommittee may commit the Society to any financial expenditure without express authority, and

(d) No subcommittee may delegate any of its powers.

- 11.9** The Executive and any subcommittee may act by resolution of approval by not less than two thirds of the members of the Executive or subcommittee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 11.10** The Executive from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules and such regulations, bylaws and policies shall be available at all reasonable times for inspection by members and copies shall be provided (at cost) to any Member on request.
- 11.11** The President (and in the absence of the President the Secretary) shall, in addition to all other duties described in these rules, generally supervise and direct the affairs and business of the Society.
- 11.12** Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 11.13** Members:
- (a) Of the Executive shall receive such honoraria as may be set by resolution of a General Meeting and
 - (b) Of the Executive and of subcommittees shall be entitled to be reimbursed by the society for any reasonable actual expenses incurred by them on behalf of the society as approved by resolution of the executive.
- 11.14** Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.
- 11.15** Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.
- 11.16** The Executive may employ any person or company to administer or manage the affairs of the Society.
- 11.17** Indemnity for Executive:
- (a) No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.
 - (b) The Officers, Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their willful default.

12.0 SECRETARY

- 12.1** The Secretary shall record the minutes of all General meetings and Executive meetings and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.
- 12.2** The Secretary shall hold the Society's records, documents and books.
- 12.3** The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.
- 12.4** The Executive shall have the power in its discretion to suspend or remove the Secretary from office.

13.0 REGISTERED OFFICE

- 13.1** The Registered Office of the Society shall be at such place as the Executive from time to time determines.

14.0 FINANCE

- 14.1** The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Executive meeting and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 14.2** The Executive shall maintain bank accounts in the name of the Society and all cheques and withdrawal forms shall be signed by the President and Treasurer, or either office holder (President/Treasurer) and one Executive Member.
- 14.3** All money received on account of the Society shall be banked within seven days of being received.
- 14.4** All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 14.5** The Society's financial year shall commence on of each year and end on in the following year.
- 14.6** The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not a member of the Society) to audit the annual accounts of the Society and provide a certificate of correctness of the same and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

15.0 EXECUTION OF DOCUMENTS

- 15.1** The Common Seal of the Society shall be retained by the Secretary.

15.2 Documents shall be executed for the Society pursuant to a resolution of the Executive:

- (a) By affixing the Common Seal witnessed by the President or Vice-President and countersigned by some other member of the Executive, or
- (b) Where the document is not required by statute to be executed under common seal, by the President or Vice-President and some other member of the Executive signing on behalf of the Society,

16.0 GENERAL MEETINGS

16.1 The Annual General Meeting shall be held no later than November in each year at a time and place fixed by the Executive.

16.2 Special General Meetings may be called by the Executive or by written resolution to the Secretary signed by not less than one-third of the financial Individual or Supporting Members where membership of all classes is greater than 45 members. Where membership is below 45 members, half of all members must sign such resolution.

16.3 At least seven clear days before any General Meeting the Secretary shall post to all Individual, Supporting and Life Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, a list of and information about nominees and notice of any motions and the Executive's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.

16.4 General meetings may be attended by all members of whatever class of membership, but only financial Individual, Supporting and Life Members are entitled to vote.

16.5 A financial Individual, Supporting or Life Member shall be entitled to vote by written proxy in favour of another financial Member present at the meeting, but no other proxy voting shall be permitted.

16.6 The quorum for General Meetings is ten members.

16.7 All General Meetings shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Executive member elected for the purpose by the meeting and any such chairperson shall have a deliberative and casting vote.

- (a) Votes shall be exercised as follows:
 - (i) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairperson or of any financial Member present, by secret ballot and on any secret ballot each financial Member shall be entitled to one vote.

- (ii) Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
- (iii) To determine any issue already lawfully before a General Meeting (including any election or amendment to the Rules) the meeting may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (e) of this Rule.
- (iv) To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (e) of this Rule.
- (v) In respect of postal ballots held under this Rule:
 - Only financial Members may vote in any postal ballot. The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary. but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to financial Members (excluding the date of posting)
 - In respect of any motion to amend these Rules by postal ballot. the motion shall be accompanied by reasons and recommendations from the Executive and such motion must be passed by a two-thirds majority of those voting,
 - Voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, facsimile or email
 - The Secretary shall declare the result of the postal ballot, and
 - The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- (b) A resolution passed by the required majority at any General Meeting or by postal ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

16.9 The business of the Annual General Meeting shall be:

- (a) Minutes of the previous General Meeting(s)
- (b) Annual Report of the Executive
- (c) Statement of Accounts
- (d) Election of any Patron(s), the Officers, and the Executive
- (e) Motions of which notice has been given
- (f) Approval of a budget for the next financial year, and

(g) General business.

16.10 Any member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Secretary not less than 14 clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to members in respect thereof.

17.0 ALTERATION OF RULES

17.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Members present and voting.

17.2 Any proposed motion to amend or replace these Rules shall be signed by at least seven Members where membership is below 45 and a minimum of 10 when membership is 45 members or more. Notice of such proposed motion must be given in writing to the Secretary at least 14 clear days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

17.3 At least seven clear days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice to all Individual and Supporting Members of the proposed motion, of the reasons for the proposal and of any recommendations from the Executive in respect thereof.

18.0 WINDING UP

18.1 If the Society is wound up:

- a. The Society's debts, costs and liabilities shall be paid;
- b. Surplus money and other assets of the Society may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions in the Incorporated Societies Act 1908; but
- c. No distribution may be made to any member;
- d. The surplus money and other assets shall be distributed in accordance with the statute to wind up.