

**CONSTITUTION
of the
NEW ZEALAND ICE SKATING ASSOCIATION INCORPORATED
2008**

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CONSTITUTION
of the
NEW ZEALAND ICE SKATING ASSOCIATION INCORPORATED

1. NAME

1.1 The name of the Association shall be the “**NEW ZEALAND ICE SKATING ASSOCIATION INCORPORATED**”, (“the Association” or “the NZISA”).

1.2 The name of the Association may be abbreviated to NZISA in all correspondence and official documentation of the Association except:

- (a) On the Association’s seal, or
- (b) If the use of the abbreviation may cause any confusion by its use in the proposed context.

1.3 Definitions and Interpretation:

In these Rules unless the context otherwise required:

“**the Act**” means the Incorporated Societies Act 1908.

“**Affiliated Club**” means a member club of the NZISA.

“**Chairperson**” means the person taking the chair at any General Meeting of the NZISA or at any National Council Meeting or any meeting of any committee of the NZISA.

“**Code of Ethics**” means any Code of Ethics established by the NZISA and altered from time to time according to the rules of this Constitution.

“**Committee**” means any group of National Council Councillors or other officers or members and/or employed consultants Delegated with the responsibility by the National Council or NZISA in General Meeting to carry out any specific task or tasks on a one off or on a continuing basis.

“**Council Meeting**” means a meeting of the National Council.

“**Councillor**” means a person who is a member of the National Council.

“**Delegates**” means a Delegate for the time being appointed by an Affiliated Club to represent that Affiliated Club at any meeting.

“**Eligible person**” shall refer to any person not made ineligible by the ISU under the Rules of the ISU.

“**General Meeting**” means a General Meeting, Special Meeting or Annual General Meeting of the NZISA (or all of these) as the context may require.

“**Honorary Auditor**” means the auditor appointed by the NZISA or the National Council from time to time to act as auditor of the NZISA affairs.

“**Honorary Life Member**” means any member elected pursuant to Article 3.

“**Honorary Solicitor**” means the solicitor so appointed by the Members of the NZISA at the Annual General Meeting to act as a barrister and solicitor for the NZISA.

“**ISU**” means the International Skating Union.

“**longest service**” means the period of service in the particular office held by the Officer involved.

“**meeting**” means a General Meeting, or Special Meeting or annual General Meeting of the NZISA or a National Council meeting or a Committee meeting as the context may require.

“**member**” means any Member Club or Association or sub-Association for the time being of the NZISA or a Councillor or any member of a Member Club or any Honorary Life Member or any Coach Member as the context may require.

“**Minutes**” means any minutes or other record of proceedings of any meeting.

“**National Council**” means the elected National Council of the NZISA for the time being.

“**National Secretary**” means the elected National Secretary of the NZISA for the time being.

“**National Treasurer**” means the elected National Treasurer of the NZISA for the time being.

“**Officer**” means any or all of the following:

Any Councillor, the President, any Vice President, the National Secretary, the National Treasurer, the Honorary Solicitor, the Honorary Auditor, any Committee member holding any office in the NZISA from time to time.

as the context requires.

“**President**” means the elected President for the time being of the NZISA.

“**Registrar**” means the Registrar of the Incorporated Societies.

“**Regulations**” means any rules, by-laws, regulations or resolutions established from time to time by the National Council pursuant to the Objects of the NZISA and this Constitution.

“**Sub-Association**” means any group of associations or clubs recognized by the NZISA as a member sub-Association.

“**Sport**” means the sport of ice figure skating as defined by the International Skating Union.

“**Technical Committee**” means a committee appointed to supervise, organize, regulate any competitive or qualitative aspect of the physical participation in the Sport.

“**Vice President**” means one or more of the elected Vice Presidents as the context requires for the time being of the NZISA.

“**Working day**” means any day of the week other than:

- (i) Saturday, Sunday, Christmas Day, Boxing Day, New Years Day and the day after New Years Day, Good Friday, Easter Monday, Anzac Day, Labour Day, the Sovereign’s Birthday, and Waitangi Day;

Words denoting any gender shall include all genders.

Words denoting the singular number shall include the plural and vice versa.

Words denoting individuals shall include bodies corporate and vice versa.

2. OBJECTS

2.1 The objects of the NZISA shall be:-

- (a) To control, promote, foster, regulate and develop the Sport as defined by the ISU from time to time (if any definition is made by the ISU) in all its branches in New Zealand.
- (b) To be a member of the ISU.
- (c) To define and maintain uniform standards of skating proficiency.
- (d) As a member of the ISU to comply with and submit to the Rules, By-laws, Regulations, Resolutions and obligations of the ISU insofar as they are applicable to the NZISA and to require all members of the NZISA similarly to comply.
- (e) The furtherance of the standards and objectives of the ISU regulations for figure skating.
- (f) To arrange and conduct Championships, Competitions, Proficiency Tests, Exhibitions in New Zealand and Overseas Tours, and to provide judges and Competition Marking Secretaries for the same.
- (g) To provide prizes (including without limitation cash prizes or orders on tradesmen) and do all things incidental to the foregoing objects.
- (h) To undertake the management of New Zealand Representative Teams or individuals both within New Zealand and overseas.
- (i) To make Regulations for the governing of the Sport including without limitation applications by individuals, teams or members to compete and/or tour overseas and to approve such applications as the National Council in its discretion shall think fit and to impose such penalties for the failure to comply with such regulations as the National Council may think fit.
- (j) The drafting and promulgation from time to time of Regulations for the good conduct and promotion and control of the Sport including without limitation the control, conduct and reporting of meetings, the control conduct and staging of championships, proficiency tests and other competitions, the control training and good conduct of the training of judges and Competition Marking Secretaries, the

setting of the regulations and rules of employment and job descriptions of any officers.

- (k) To Delegate such powers and or responsibilities to committees, members or Councillors as the National Council or the NZISA in General Meeting shall think fit and on such terms as the National Council or the NZISA in General Meeting from time to time determines.
- (l) To do all such other things as the National Council may consider necessary or desirable to promote the interests of the Sport.
- (m) To arrange such sponsorship on a national basis or otherwise as the National Council may from time to time determine.
- (n) To provide an information service for members as the National Council may deem appropriate from time to time.
- (o) To print, publish or subscribe to in furtherance of the objects of the NZISA and/or the ISU any newspapers, periodicals, books, pamphlets, leaflets and any other literature whatsoever.
- (p) To seek and secure from all possible legal sources of recognition and of financial support for the Sport and the NZISA.
- (q) To federate with, affiliate with or act in conjunction with similar associations as may be permitted by the ISU and to appoint representatives to any such associations.
- (r) To promote suitable premises for meetings and carrying on the work of and for the purposes of carrying into effect the objects of the NZISA and to employ and dismiss officers, servants and agents, professional advisers and consultants.
- (s) To organize, promote, control and run trials, tests, contests, coaching schools, lectures, tours and competitions including if necessary in conjunction with other ice sports.
- (t) To promote knowledge of and interest in the objects of the NZISA and/or the ISU by means of meetings, exhibitions, lectures, publications, educational courses and all other forms of instruction and publicity.
- (u) To do all such other acts and things as are incidental to or will further contribute to the attainment of the foregoing objects or any of them.

It is hereby expressly declared that each paragraph of these objects shall be construed independently of and in no way be limited by reference to any other paragraph of these objects and that the objects set out in paragraphs (a) to (u) hereof both inclusive are independent objects of the NZISA.

3. MEMBERSHIP

3.1 Eligibility:

Any club or association or sub-association incorporated under the Act and whose main object or objects is the promotion and participation by its own members in the sport may apply to be a member of the NZISA, and any coach may apply for Coach Membership.

3.2 Members:

The NZISA shall consist of:

- (a) Corporate Ice Figure Skating Clubs, Associations and sub-Associations whose Members are eligible persons,
- (b) Honorary Life Members, and
- (c) Coach Members.

3.3 Application for Membership:

- (a) Application for membership by Corporate Ice Skating Clubs shall be made in writing to the Secretary and shall be accompanied by a copy of the Club Rules and Constitution and a list of the Club members. Every such application shall be considered by the National Council who shall have power to admit applicants to membership either unconditionally or conditionally upon any alteration of its rules which the National Council may require, or to refuse any application.
- (b) Application for Coach Membership shall be made in writing on a form provided. Such members must be engaged in coaching or have completed an approved training programme or have been employed as a coach overseas.
- (c) Prospective members shall be admitted to membership if elected unconditionally by a majority vote of the National Council or after complying with any conditions imposed by the National Council and then being confirmed by a majority vote of the National Council. If an applicant is refused membership of the NZISA, the National Council must advise the applicant in writing of the reason or reasons for this outcome.

3.4 Honorary Life Members:

Any person, whether or not a skater or a member of an Affiliated Club or an ineligible person, may, on the recommendation of 75% of the full National Council, be considered for Honorary Life Membership at a General Meeting and any such person shall be declared to be duly elected an Honorary Life Member if elected by a 75% majority of members present but an Honorary Life Member shall not:

- (a) Have any voting rights unless they are also an officer of the NZISA National Council or a nominated delegate at a General Meeting as the case may be,
- (b) Be required to pay an application fee or subscription.

3.5 Members Subject to Control:

Every member of an Affiliated Club, every Honorary Life Member, and every Coach Member shall be deemed to be a member of and subject to the control and discipline of the NZISA but no such member shall have the right to take part in the management of the affairs of this Association except as hereinafter provided.

3.6 Membership Fees:

The annual affiliation subscriptions payment by members to the NZISA shall be fixed by the Annual General Meeting in each year it is held. All subscriptions for each new financial year are due and payable within 60 days after the meeting at which they are set and any member not paying such subscriptions within the prescribed time shall cease to be entitled

to any benefits of membership including any right to vote at a General Meeting, but shall not cease to be responsible for any obligations of membership. On special application (stating the circumstances prompting the application) to it, the National Council shall have power to waive all or part of any members fees or arrears thereof.

3.7 Resignations, Expulsions, Suspensions:

- (a) A member may resign from membership at any time by giving notice in writing to the National Secretary of his, her or its intention to do so.
- (b) (b) If in the opinion of a two thirds majority vote of the full National Council it is desirable in the interests of the NZISA and/or the Sport that any Affiliated Club, Honorary Life Member, Coach Member, or member of an Affiliated Club thereof should cease to be a member, the National Council shall have the power to expel such Affiliated Club, Honorary Life Member or Coach Member and to require the Affiliated Club concerned to expel any member of that Affiliated Club should the National Council so require, subject as hereinafter appears;
- (c) But no member or member of an Affiliated Club shall be expelled and no motion for that member or member of an Affiliated Club's expulsion shall be considered until such member shall have been informed in writing by the President of the complaint against him, her or it and the member shall have been given the opportunity of being heard in his, her or its own defence.
- (d) Any member so expelled may be reinstated by a two thirds majority vote at a General Meeting.
- (e) No resignation or expulsion shall relieve or discharge any member from payment of any subscription or any moneys due to the NZISA as at the date of the members resignation or expulsion and the NZISA has power to take legal proceedings to recover any such moneys that may be owing to the NZISA.
- (f) Actions which may bring expulsion include without limitation:
 - (i) the violation of any of the provisions of the Constitution or any Regulations.
 - (ii) the refusal to abide by any decision of the NZISA, or the National Council, or
 - (iii) any conduct (whether act or omission to act or written or verbal communication) which in the opinion of the National Council is or detrimental to the best interests of the sport or the NZISA or the ISU.
- (g) The National Council shall have the power to impose, in lieu of expulsion:
 - (i) a period of suspension not exceeding one year; and/or
 - (ii) suspension of any or all rights afforded to a person under NZISA rules for a period not exceeding one year; and/or
 - (iii) suspension from any elected office, including Council, the Technical Committee or any ad-hoc committee for the remainder of the elected term; and/or

- (iv) ensorship of the member and publish such censure as may be required including advising any other sporting or sport funding organizations; and/or
 - (v) require the member to undertake a course or courses of training or rehabilitation or as it may prescribe; and/or
 - (vi) impose a fine or other financial penalty not exceeding \$250 or withdrawal of any honours, title or prizes awarded by the NZISA to the individual involved.
- (h) The National Council shall have the power to appoint and/or disband and re-appoint from time to time a Disciplinary Committee, the appointees to which subject to Article 3.7(i) need not be members of the National Council or the NZISA but whom Appear to the National Council best qualified to impartially deal with any disciplinary Matter or matters with full power to receive evidence, compel attendance at any Disciplinary hearing of any member and to hear and act upon complaints under this Rule in the name of the National Council and any action taken or decision made by such Disciplinary Committee shall be binding on the parties involved and shall be deemed to be a decision or action of the National Council and must be implemented by the National Council.
- (i) The Disciplinary Committee shall comprise not less than five appointees nor more than seven and shall always include the following persons:
- (1) The President
 - (2) The Honorary Solicitor
 - (3) Three Councillors (one from each of the following regions - Auckland, Christchurch and Otago/Southland.
- (j) The Disciplinary Committee shall set its own procedure having regard to ensuring that all parties receive a fair opportunity to be heard and if they wish to be legally represented.
- (k) The Disciplinary Committee may, at its discretion, shall have the power to expel a member from the NZISA or to take any of the actions in 3.7(g).

4. REGISTERED OFFICE

- 4.1** The headquarters of the NZISA shall be in the region where the National Secretary resides.
- 4.2** Any change in the address of the registered office of the Association shall be given to the Registrar of Incorporated Societies.

5. GENERAL MEETINGS

5.1 Annual General Meeting:

(a) Date and Purpose:

The Annual General Meeting of the NZISA shall be held on a date not later than 30 April in each year to be fixed by the National Council for the purpose of:

- (i) Receiving the National Council's report and statement of accounts for the past year.
- (ii) Electing Officers and the National Council for the ensuing year.
- (iii) Appointing an Honorary Auditor and Honorary Solicitor
- (iv) Considering any other business of which at least 60 days notice shall have been given in writing to the National Secretary for inclusion in the Annual General Meeting agenda.
- (v) Any other matter the National Council may desire to have before a General Meeting of the NZISA.

(b) Notice for Annual General Meeting and General Meetings:

- (i) Annual General Meetings and General Meetings shall be convened by posting notices thereof specifying the time and the place of the meeting and the business to be transacted thereat at least twenty-eight (28) clear days before the meeting to every Affiliated Club, Honorary Life Member, Coach Member and Councillor at the last address given by them to the Secretary of the Association and shall be deemed to have been duly delivered if posted to that address. The omission to give due notice to any member shall not, of itself, invalidate any meeting.

5.2 Special General Meeting:

- (a)
 - (i) A Special General Meeting may be called at any time by the National Council and shall be called by the National Secretary on receipt of a requisition stating the objects of such meeting signed by the Secretaries of not less than fifty per cent (50%) of the Affiliated Clubs.
 - (ii) Special General Meetings shall be held no more than five weeks after the day On which the requisition was received by the National Secretary.

(b) Notice for Special General Meeting:

Special Meetings shall be convened by posting notices thereof specifying the time and the place of the meeting and the business to be transacted thereat at least twenty-eight (28) clear days before the meeting to every Affiliated Club, every Councillor, Honorary Life Member and Coach Member at the last address given by them to the Secretary of the Association and shall be deemed to have been duly delivered if posted to that address. The omission to give due notice to any member shall not, of itself, invalidate any meeting.

5.3 Attendees at General Meeting:

- (a) Those entitled to attend General Meetings of the NZISA shall consist of the following:
 - (i) Up to three (3) Delegates may be appointed by each of the Affiliated Clubs. All such delegates shall have speaking rights but voting rights shall only be in accordance with Article 5.4(b).

- (ii) Members of the National Council who shall have speaking rights.
- (iii) The Officers and Honorary Life Members who shall have speaking rights.
- (iv) Any invitees of the President provided that such invitees shall not be entitled to speak at the Meeting unless requested or permitted by the President to do so.
- (v) All Club Members of Affiliated Clubs but such persons shall not be entitled to speak unless requested or authorized to do so by the Chairperson or unless such member is a Delegate properly appointed in accordance with these Articles.
- (vi) Coach Members who shall have speaking rights, but shall not be entitled to vote.

5.4 Votes and Election of Officers:

- (a) Only Delegates properly notified to the National Secretary pursuant to Rule 5.5(d) shall be entitled to vote.
- (b) Each Affiliated Club shall be entitled to one vote notwithstanding the number of Delegates who shall have been properly appointed.
- (c) No Association or sub-Association shall be entitled to vote.
- (d) Voting at meetings shall be by a show of hands, unless a secret ballot is called for by a majority of the Affiliated Clubs entitled to vote and be represented by delegates;
- (e) On any election of the officers of the NZISA:
 - (i) With the exception of the election of officers to the National Council or any committee, each election shall be voted on separately by ballot.
 - (ii) To be successful, a candidate must receive the largest number of the votes cast.
 - (iii) The Delegates attending and entitled to vote at the General Meeting shall decide the method of voting for the election of National Councillors and any other committee appointment. In the default of such decision on the method of voting being made each person standing for the National Council or other committee shall be elected or otherwise by separate vote. If, after completion of such individual election, there are more people elected than there are vacancies in respect of any such election then those declared elected will be the candidates polling with the highest number of votes. In the event of a tie, a separate ballot shall be held between the candidates who have polled equally.

5.5 Delegates:

- (a) A Delegate must be a member of an Affiliated Club, but need not be a member of the Affiliated Club for which the Delegate has been appointed to act as Delegate.

- (b) Delegates shall have the right to consider and pass or reject motions relating to any matters before the meeting in respect of which proper notice in accordance with these Rules has been given. Such decisions shall be binding upon the NZISA and the National Council notwithstanding the provisions of any National Council Regulation or resolution.
- (c) No Delegate shall represent more than one Affiliated Club.
- (d) All Affiliated Clubs must notify the National Secretary in writing of the names of their appointed Delegates at least seven days prior to the date of the General Meeting or any other meeting at which the Delegate is to act.

5.6 Proxies:

If a Delegate is unable to attend a General Meeting, a proxy may be appointed by the Affiliated Club which the Delegate was to represent. The National Secretary must be notified of the appointment in writing or by facsimile prior to the commencement of the meeting.

5.7 Chairperson:

- (a) The President shall act as Chairperson of all meetings of the NZISA or, in the Chairperson's absence, the longest serving Vic-President present shall act or, in the absence of all of those officers, the longest serving National Councillor present shall act and in the absence of any of the foregoing then as the meeting may agree and in the event of disagreement then by majority vote of the meeting.
- (b) The Chairperson shall always have a casting vote and if a delegate then the Chairperson shall exercise the deliberative vote of the Affiliated Club for which the Chairperson is a delegate.

5.8 Remits:

- (a) All remits must be forwarded to the National Secretary for submission to the Annual General Meeting agenda and should be fully set out in writing. The remits shall be submitted to the meeting without alteration unless the member promoting such remit shall agree to any alteration as the National Secretary may suggest or the General Meeting may in general meeting agree to (accidental errors and omissions excepted).
- (b) Remits may only be submitted by an Affiliated Club, the National Council or the Technical Committee.

5.9 Quorum:

At General Meetings, not less than fifty per cent (50%) of the Affiliated Clubs represented by their Delegates present in person shall form a quorum.

5.10 Locality of Annual General Meeting:

The Annual General Meeting shall be alternately held in a North Island and a South Island venue.

6. APPOINTMENT OF OFFICERS

- 6.1 (a) No later than two months before the AGM in each year, the National Secretary shall invite all affiliated Clubs to submit nominations for election to all the positions of Council and Technical Committee, as set out below in (6.2).
- (b) The names of each nominee, accompanied by appropriate curriculum vitae, must be forwarded to the National Secretary no later than one month prior to the AGM.
- (c) The names and curriculum vitae's of all nominees will be forward to all affiliated Clubs no later than two weeks before the AGM.

6.2 At the Annual General Meeting, there shall be elected by the Delegates, provided that no person absent from the meeting shall be elected to the National Council unless that person's consent in writing is produced at the meeting, the following Officers and Committees all of whom shall assume their office and commence their duties immediately after the end of the Annual General Meeting at which they were elected:

In odd years:

- (a) A President.
- (b) A Vice-President.
- (c) A National Treasurer who if a member of an Affiliated Club shall have voting rights at all National Council meetings but if not a member of an Affiliated Club shall not have voting rights notwithstanding any other article of this constitution.
- (d) Two Councillors.
- (e) An Assistant National Secretary if the meeting considers this desirable (such Assistant Secretary, if appointed, shall not have voting rights at any meeting).
- (f) An Honorary Auditor, who shall be a member of the New Zealand Society of Accountants and who may, but need not be, a member of an Affiliated Club.
- (g) Six members of a twelve member National Technical Committee, the six being two persons from Affiliated Clubs from each main area of skating, i.e. Auckland, Canterbury and Otago/Southland.
- (h) Any of the positions normally elected in even years if the person elected to that position by the last AGM vacated the position prior to the call for nominations.
- (i) Any ad hoc Committees, whether composed of members of the National Council or not, from members of affiliated Clubs, to deal with specific matters.

In even years:

- (a) A Vice-President.

- (b) A National Secretary who if a member of an Affiliated Club shall have voting rights at all National Council meetings but if not a member of an Affiliated Club shall not have voting rights notwithstanding any other Article of this Constitution.
- (c) Two Councillors.
- (d) An Honorary Solicitor who may, but need not be, a member of an Affiliated Club.
- (e) A National Publicity Officer who need not be a member of an Affiliated Club, and therefore have no voting rights.
- (f) Six members of a twelve member National Technical Committee, the six being two persons from Affiliated Clubs from each main area of skating, i.e. Auckland, Canterbury and Otago/Southland.
- (g) Any of the positions normally elected in odd years if the person elected to that position by the last AGM vacated the position prior to the call for nominations.
- (h) Any ad hoc Committees, whether composed of members of the National Council or not, from members of affiliated Clubs, to deal with specific matters.

When vacant:

- (a) A patron of the NZISA.
- 6.3** No person who holds office as President, Vice President, National Council Member, Secretary or Treasurer shall be appointed as the NZISA's Honorary Auditor or Honorary Solicitor.
- 6.4** A person holding any of the offices other than that of Patron, Honorary Auditor, Honorary Solicitor, National Secretary or National Treasurer, including membership of any committee, shall cease to hold such office or membership or any committee if that person ceases to be a member of an Affiliated Club. Subject to the foregoing or to his or her resignation from office, a person appointed by the National Council to any such office which becomes vacant shall hold same until the next Annual General Meeting but shall be entitled to stand for re-election to the same or any other office.
- 6.5** The President shall be ex-officio Chairperson of the National Council and a member of all Technical and other committees appointed by the National Council. The President and National Secretary are also entitled to be present, but without voting rights, at meetings of all Technical or other committees appointed by the Annual General Meeting.
- 6.6 Committees**
- (a) The National Technical Committee shall elect from among its own members a Chairperson and a Secretary for a term of two years. However the Chairperson and Secretary must continue to be on the Technical Committee to retain their office. The National Technical Committee, and shall have at least one member of the National Council among its members, who shall represent it at National Council meetings provided that in those areas in which the Technical Committee's National

Chairperson and Secretary reside, these positions will be automatically filled by them. The National Technical Committee shall meet when deemed necessary by the Chairperson and hold at least one meeting each year.

6.7 Term of Appointment

All officers of the NZISA shall be elected for a term of two years from the date of their appointment but shall not by reason of this clause be ineligible to seek re-election to the same office any other office after completion of the term of office. With the exception of the Patron, Honorary Auditor or Honorary Solicitor no officer shall be elected to any position which they have held for the previous four consecutive years. The patron shall hold their position until vacated.

7. ALTERATIONS TO CONSTITUTION AND REGULATIONS

7.1 This constitution shall not be substituted, altered, added to or rescinded, except with the consent of a two-thirds majority of members present and entitled to vote at a General Meeting.

7.2 No motion to alter, add to, or rescind this constitution shall be deemed to be in order unless the proposed alteration, addition or deletion shall have been set out at length among the business to be transacted in the notice convening the General Meeting.

7.3 Any proposed amendment to the Constitution shall be furnished to the National Secretary no later than 60 days prior to the Meeting at which it is to be considered if at an Annual General Meeting and 60 days prior to an ordinary or Special General Meeting.

7.4 Unless specifically stated, alterations, additions or deletions to any Regulations not contained in this Constitution may be made, amended, rescinded or added to by a majority vote of Councillors present and entitled to vote at a National Council Meeting which has had due prior notice of such proposed Regulations, alteration, additions or deletions as the case may be or by a majority vote of those members present and entitled to vote at a General Meeting and shall if passed by a majority present at the meeting be effective immediately after the end of the meeting at which the Regulations involved were voted on unless a date is specified by the meeting but shall not be required to be filed with the Registrar of Incorporated Societies.

Notice of adoption of, proposed changes to, or a motion to rescind any Regulations must be sent to all Member Clubs at least 21 clear days before any National Council Meeting where any Regulations are to be adopted, altered, or rescinded. The Council must take into consideration any feedback submitted.

7.5 Policy Documents: Council shall have the authority to create Policy Documents from time to time to assist in the management of the administration and affairs of the NZISA and to define the rights and responsibilities of the Council, Councillors, Members and other stakeholders of the NZISA. However, no such Policy Documents shall be inconsistent with the rules in this Constitution or with the ISU Constitution or ISU General Rules. Notice of adoption of, proposed changes to, or a motion to rescind any Policy Document must be sent to all Member Clubs and Coach Members at least 21 clear days before any meeting where a Policy Document is adopted, altered, or rescinded. The Council must take into consideration any feedback submitted. Policy Documents shall be adopted, rescinded or altered only by a majority vote of the Council. All Policy Documents shall be available to

any Member upon request and all such documents shall be published on any website of the NZISA.

- 7.6 The Secretary shall, following adoption of alterations to the Constitution and Regulations at a National Council Meeting or any General Meeting as the case may be forward copies to all affiliated Clubs as soon as practicably possible after such meeting.
- 7.7 Alterations, additions, and deletions of the Code of Ethics may only be made in accordance with the rules governing alterations to the Constitution.

8. NATIONAL COUNCIL MEETINGS

8.1 Notice and Calling of Meetings:

- (a) A meeting of the National Council may be convened by the President at any time. Or by requisition clearly specifying the business for which the meeting is requisitioned made to the National Secretary by fifty per cent (50%) or more of the Councillors. If a meeting has not been convened by the President within fourteen (14) days of a requisition by fifty per cent (50%) or more of the Councillors a meeting may be convened by the Councillors making such a requisition.
- (b) A meeting of the National Council shall be convened by posting or send by facisimile notices thereof at least fourteen (14) clear days before such meeting, specifying the time, and place of the meeting, and briefly the business to be transacted, to every Councillor.
- (c) Business other than Special business may, with the consent of two-thirds of the Councillors present, be transacted at a meeting of the National Council, notwithstanding that such business may not have been mentioned in the notice convening the meeting. Meetings of National Council may be open to Members of Affiliated Clubs at the invitation of the President. Such invitees shall have observer status only and no speaking rights unless invited by the Chairperson.

8.2 Special Business

Special Business shall be:

- (a) Dealing with the Capital Funds of the Association
- (b) Deciding on the correct construction or interpretation of this Constitution or any Regulation or any matter or thing not contained in this Constitution or any Regulation but pertaining to the NZISA, its property or interests.
- (c) Any disciplinary matter.

No Special Business shall be dealt with at any meeting unless fourteen (14) days notice of such business shall have been given to each member of the National Council.

8.3 Quorum:

The quorum of the National Council shall be six (6), and when Special Business is to be transacted, seven (7). In Electronic Meetings, all members of the National Council shall be deemed to be present.

8.4 Voting:

- (a) Subject to any special provisions contained elsewhere in this Constitution, all questions arising at a meeting of the National Council shall be decided by a majority of the votes cast.
- (b) On any such vote each of the Councillors, National Secretary and National Treasurer, Vice Presidents and President shall have one vote.
- (c) The Chairperson shall have a deliberative vote and in the case of an equality of votes shall have a casting vote.

8.5 Unauthorised Absences:

Any Councillor of the National Council absent from two National Council meetings without a prior apology may be called upon by a majority vote of all other Councillors to give up that Councillor's National Council membership office and a casual vacancy shall be deemed to have arisen.

8.6 Attendance of Honorary Solicitor and Honorary Auditor:

- (a) The Honorary Solicitor and the Honorary Auditor shall be entitled to attend all National Council Meetings at the invitation of the National Council and all General Meetings of the NZISA. They shall be entitled to speak on all issues but not to vote.

8.7 Meetings:

(a) Meetings in Person:

The National Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit.

(b) Electronic Meetings:

Between National Council meetings to facilitate urgent matters, National Council members votes may be taken by any electronic means including, but not limited to email, telephone and facsimile, under procedures outlined in an Electronic Meetings Policy or Bylaws as adopted by Council.

In all such electronic meetings, a resolution may only be adopted if passed by a majority of the National Council entitled to vote at meetings of the Council.

No motion shall be put to a vote without a period set aside for discussion and possible amendment.

Any motion put to a vote shall be recorded in the minutes of electronic meetings and shall be presented at the next meeting in person of Council for confirmation.

8.8 Minutes

The Councillors shall cause minutes to be made in books provided for the purpose of recording:

- (a) the names of the Councillors present at each meeting of the National Council and of any Committee;
- (b) All resolutions and proceedings at all meetings of the NZISA and of the National Council and of Committees.

- (c) The names of any Councilors who dismissed themselves from the room during the discussion and vote on a motion.

Any such minutes of any meeting if purporting to be signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

8.9 Payment of Expenses:

The Councillors and other approved officers from time to time and so authorized by the National Council shall be entitled to be paid or be paid an allowance for reasonable traveling, hotel, entertaining and other expenses incurred or likely to be incurred in attendances at meetings of the National Council and of the NZISA.

8.10 Delegation of Powers

The National Council may Delegate any of its powers to committees consisting of such Councillors and/or other persons whether or not members of the NZISA or any Affiliated Club as they think fit and may from time to time remove such delegation. Any committee so formed shall in the exercise of the powers so Delegated conform to any Regulations or conditions that may be imposed upon it by the National Council. Save as aforesaid the meetings and proceedings of the committee consisting of more than two members shall be governed by the provisions of this Constitution regulating the proceedings and meeting of National Council.

8.11 Defect in Appointment shall not invalidate:

All actions by any meeting of the National Council or a Committee or by any Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such National Council or Councillor or Committee acting as aforesaid

or that they or any of them were disqualified, be as valid as if every such National Council, Councillor or Committee person had been duly appointed and was qualified to be a National Council, Councillor or Committee as the case may be.

8.12 Vacation of Office:

Any Officer shall if required by a majority vote of the National Council vacate his or her office if he or she:

- (a) Becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or:
- (b) Becomes of unsound mind or becomes a protected person under the Aged and Infirm Persons Protection Act 1912: or
- (c) Absents himself or herself from attendance at meetings of the National Council as set out in Article 8.5.

8.13 Retirement of Officer:

An Officer may retire from his or her office at any time by tendering to the National Council a notice in writing of his or her resignation or by announcing the same at a meeting of the NZISA, National Council or Committee. A resignation by notice as aforesaid shall take effect as from the time of receipt of such notice at the registered office of the NZISA unless a later date is specified in the notice. A notice of resignation may be given by telegram, cablegram, radiogram, facsimile or other similar means.

8.14 National Council can fill National Council Vacancy:

- (a) The National Council shall by 75% vote of the full National Council have the power to appoint from among members of affiliated clubs, additional Councillors or other Officers to fill casual vacancies to hold office until the next Annual General Meeting.
- (b) The quorum necessary for the transaction of the business of the National Council Shall be six (6).
- (c) The continuing members of the National Council may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed as the necessary quorum the continuing members of the National Council may act for the purpose of summoning a General Meeting of the Association but for no other purpose.
 - (i) The President subject as hereinafter appears shall preside as Chairman at every meeting of the National Council.
 - (ii) If there is no President or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act as Chairman the members present shall choose a Vice-President to be Chairman.
 - (iii) If there is no Vice-President or if at any meeting no Vice-President is present within ten minutes after the time appointed for holding the meeting or no Vice-President is willing to act as Chairman the members of the National Council present shall choose some one of their numbers to be Chairman.

9. DUTIES AND POWERS OF NATIONAL COUNCIL

9.1 Duties:

The National Council shall:

- (a) Have full control and management of the affairs of the NZISA.
- (b) Enforce and construe the Constitution and Regulations and impose penalties for violation thereof.

9.2 Powers of National Council:

- (a) A meeting of the National Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which may be necessary to achieve any or all of the objects set out in this Constitution for the time being vested in or exercisable by the Councillors generally.
- (b) The management of the business of the NZISA shall be vested in the National Council and the Council may exercise all such powers and do all such acts and things as the NZISA is by this Constitution as set out in Articles 2.1 or otherwise authorised to exercise and do and are not hereby or by Statute directed or required to be exercised or done by the NZISA in General Meeting but subject nevertheless to the provisions of the Act and of this Constitution and to any Regulations not being

inconsistent with this Constitution from time to time made by the NZISA in General Meeting provided that:

- (i) No such Regulations shall invalidate any prior act of the National Council which would have been valid if such Regulations had not been made.
 - (ii) In furtherance and not in limitation of and without prejudice to the general powers conferred or implied by the foregoing provisions of this Article and of the other powers conferred by this Constitution.
 - (iii) It is hereby expressly declared that the National Council may entrust to and confer upon any Affiliated Club or Committee or in respect of matters within the territory or field of activity covered by the Affiliated Club or Committee matters of general interest to the NZISA which may require attention in such territory or field of activity such of the powers exercisable by the National Council as the National Council may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as the National Council thinks expedient and the National Council may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the National Council in that behalf and may from time to time revoke withdraw alter or vary all or any of such powers.
- (c) Have full control and jurisdiction over all National challenge trophies which may be the property of the Association and may impose penalties against any member entrusted with said trophies or any of them who fails to exercise reasonable care for the same.
 - (d) Have full power to take such steps and to apply the funds of the NZISA in such manner as they may deem expedient for the promotion of its objects. Any provisions in these rules which confer specific powers on the National Council or the NZISA shall not be read as limiting in any way the powers conferred by this Article on the National Council or the NZISA.

9.3 Affiliated Clubs' Constitutions:

- (a) Subject to the requirements of the National Council every Affiliated Club shall be free to determine its own constitution and government; a copy of any alteration in the Rules of any Affiliated Club shall be sent to the National Secretary within twenty-eight (28) days of its adoption.
- (b) If any Affiliated Club's constitution and or Rules do not meet with the approval of the National Council for whatever reason and after being advised of the National Council's requirements the Affiliated Club refuses or neglects within a reasonable time to make the necessary amendments to the same then the National Council may expel such Affiliated Club from membership of the NZISA such expulsion to be effective on the passing of a resolution by a 75% majority of the full National Council.

9.4 Councillors' Authorities:

Councillors shall have full authority to act on behalf of the NZISA within their own areas, provided that their actions are explicitly supported by a resolution of Council or by an

existing Policy Document. The Regulations shall not be considered to provide any authority for individuals to act on behalf of the NZISA, even where such authority may be indicated.

9.5 Control and Investment of Funds:

- (a) All sums received on behalf of the NZISA by any person other than the National Secretary or the National Treasurer, shall forthwith be transmitted to the National Treasurer or the National Secretary. All sums received on behalf of the NZISA by the National Treasurer or the National Secretary shall, as soon as practicable, be acknowledged by written receipt and paid into the NZISA's Banking Accounts. The National Treasurer shall keep such Banking Accounts herein called "the Association's Banking Accounts" as may be sanctioned by the National Council.
- (b) All payments on behalf of the NZISA shall be made out of the Association's Banking Account; and the National Treasurer shall arrange that such Banking Accounts shall not be drawn upon save by cheques signed in such manner as the National Council may from time to time determine.
- (c) The National Treasurer shall keep full account of all moneys received or paid to the National Treasurer. The National Treasurer shall close Accounts on the 31st day of December in each year, and as soon as possible submit same for audit with all proper documents and vouchers connected therewith. The Honorary Auditor shall complete the audit of each Account as soon as possible, and the Account duly audited, shall be circulated to members as follows:
 - (i) With the agenda for and notice convening the Annual General Meeting, or alternatively, no later than two (2) weeks before the Annual General Meeting.

9.6 Interpretation of Constitution and Regulations:

The decision of National Council on the construction or interpretation of this Constitution or any Regulation or any matter or thing not contained in this Constitution but pertaining to the NZISA, its property or interests shall be conclusive and binding on all members Provided that should any matter not be covered within this Constitution then the National Council shall make reference to the Council of the ISU and its Regulations

10. DUTIES OF OFFICERS

10.1 President

The President shall preside at all meetings and shall exercise the usual functions of the Presiding Officer and shall perform all the duties usually pertaining to the office of President.

10.2 Vice-Presidents

The Vice-Presidents, in their order of longest service, shall have all the powers and perform all the duties of the President in his or her absence and when so acting shall be vested with all the powers of the President.

10.3 National Secretary

The National Secretary shall keep a record of all minutes for all meeting for report to members. The National Secretary shall send out all notices of meetings, conduct all

correspondence in respect of day to day management and keep records of the NZISA. The National Secretary shall perform all duties relating to his or her office as required by the Constitution and any Regulations.

10.4 National Treasurer:

The National Treasurer shall keep all accounts and attend to all bankings and payments of invoices and shall be responsible for the preparation of financial statements for each meeting and all annual financial statements.

10.5 No Public Statements:

With the exception only of the President, no officer of the NZISA shall make any public statements regarding policy, team selection or any other business directly connected with the running and administration of the NZISA without the prior consent of the National Council.

10.6 Honorary Auditor:

- (a) The remuneration of the Honorary Auditor shall be fixed by the National Council.
- (b) If any casual vacancy occurs in the office of any Honorary Auditor appointed by the NZISA the National Council shall appoint an Honorary Auditor to carry on the duties of the Honorary Auditor until the next Annual General Meeting.
- (c) The Honorary Auditor shall be supplied with:
 - (i) a copy of the accounts and statements aforesaid and it shall be his or her duty to thoroughly examine the same in detail with the books accounts and vouchers relating thereto, and
 - (ii) a list delivered to him or her of all books kept by the NZISA and shall at all reasonable times have access to the books and documents of the NZISA and he or she may in investigating such accounts examine the National Council or any other Officers of the NZISA who shall at all times render all assistance to such Honorary Auditor.
- (d) The Honorary Auditor shall make a report to the members upon the accounts and statements aforesaid and in every such report he or she shall state whether in his or her opinion the same is or are full and fair accounts and statements containing the particulars required by the rules of the NZISA and properly drawn up so as to exhibit a true and correct view of the NZISA's affairs and such report shall be read together with the report of the National Council at the Annual General Meeting.
- (e) There shall be no requirement for the Honorary Auditor to submit an unqualified Audit Report to the Annual General Meeting.

10.7 Indemnity of Officers:

No Officer shall be liable for the acts, receipts, neglects or defaults of any other Officer of the NZISA or for any loss occasioned by any error of judgement or oversight on his or her part or for any other loss damage or misfortune whatever which shall happen in the execution of duties of his or her Office or in relation thereto unless the same shall happen through his or her own wilful default or dishonesty.

11. AUTHORITY OF COMMITTEES AND SUBCOMMITTEES

- 11.1** The Council may appoint subcommittees consisting of such persons (whether or not members of the Association or Council) and for such purposes as it sees fit.
- 11.2** Unless otherwise resolved by the Council, Committees including ad-hoc committees appointed at the Annual General Meetings and all subcommittees appointed by Council:
- a) shall have a quorum of 51% of the members of the committee or subcommittee,
 - b) shall not have the power to co-opt additional members,
 - c) shall not act on behalf of the Association without an express authority provided by the Regulations, Policy Documents, or a resolution of Council, and
 - d) shall not delegate any of its powers.
- 11.3** The votes of members of any Committee, ad-hoc committee or subcommittee may be taken by any electronic means including, but not limited to email, telephone and facsimile, under procedures outlined in an Electronic Meetings Policy or Bylaws.

12. CORRESPONDENCE

- 12.1** All correspondence to the NZISA should be addressed to the National Secretary, whose duty it is to pass such correspondence to the next National Council meeting and where appropriate in respect of day to day management matters to pass such correspondence to the appropriate parties within the NZISA without undue delay.
- 12.2** As well as the National Council, elected Committees shall also have power to receive and send correspondence, but correspondence sent out by committees shall only be binding on the NZISA if it bears the counter-signatures of the NZISA's President and Secretary.
- 12.3** Copies of all correspondence sent by any committee must also be immediately copied to the National Secretary.
- 12.4** Once an item of correspondence has been referred by the National Secretary to the National Council and has been considered by the National Council then copies of the same may be requested by any National Councillor. The National Council may place any correspondence or other material under an embargo by a resolution of the National Council preventing the further distribution other than to National Councillors of the item or items of correspondence except in accordance with any such resolution or amending resolution.

13. COMMON SEAL

The Common Seal of the NZISA shall be kept by the National Secretary and shall not be affixed to any document except by the order of the National Council and in the presence of any two of the President, the Vice-Presidents and/or the National Secretary.

14. DISPOSITION OF PROPERTY ON A WINDING UP

If any property remains after the winding up or dissolution of the Association and the settlement of all the Association's debts and liabilities, that property must be given or

transferred to another organisation, as determined in General Meeting, that is charitable under New Zealand law and has purposes similar to those of the Association.

15. BOOKS AND FINANCIAL STATEMENTS

- 15.1** The NZISA shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs assets and transactions of the NZISA.
- 15.2** Before each meeting and at the close of each financial year and at such other times as the National Council may elect, the Treasurer shall prepare an income and expenditure account and a statement of assets and liabilities of the NZISA. The treasurer shall also make available the bank statements and a reconciliation report.
- 15.3** The NZISA shall deliver annually to the Registrar (pursuant to Section 23 of the said Act) in such form and at such times as he or she requires a statement containing the following particulars:
- (a) The income and expenditure of the NZISA during the NZISA's last financial year.
 - (b) The assets and liabilities of the NZISA at the close of the said year.
 - (c) All mortgages, charges and securities of any description affecting any of the property of the NZISA at the close of the said year.

The said statement shall be accompanied by a Certificate signed by the National Secretary or in his or her absence some other Officer of the NZISA authorized by the National Council to the effect that the statement has been submitted to and approved by the members of the NZISA at a General Meeting.

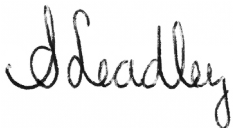
16. PROFESSIONAL FEES AND BENEFITS

- 16.1** The Honorary Auditor and the Honorary Solicitor shall be entitled to charge reasonable fees for their professional services required by this Constitution or any Regulation or direction of the National Council from time to time.
- 16.2** Any income, benefit, or advantage must be used to advance the charitable purposes of the Association.
- 16.3** No member of the Association or member of a Member Club, or anyone associated with any such member, is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- 16.4** Any payments made to a member of the Association or to a member of a Member Club, or person associated with any such member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

17. NOTICES

- 17.1** Every notice to be given to any member pursuant to any of these Rules shall be deemed to be sufficiently given to and served on him or her if posted or delivered to him or her at his or her address appearing in the NZISA's Register of members.
- 17.2** The loss delay or non-delivery of any notice sent or delivered to any member of the NZISA or of the National Council whether through the post or otherwise shall not invalidate or prejudice any resolution passed or election made or other thing done by the NZISA or the National Council.
- 17.3** Any notice is given or served by post shall be deemed to have been given or served 48 hours after the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office or a pillar box.

DATED this 30 day of April 2008



Sandra Williamson-Leadley (President)



Janice Howie (Secretary)



Craig Anderson (Treasurer)