

**CONSTITUTION**

**OF**

**ICE SPEED SKATING**

**NEW ZEALAND INCORPORATED**

<b>CONTENTS</b>	<b>PAGE</b>
<b>Part I – Interpretation</b>	
1. Name	4
2. Office	4
3. Definitions	4
4. Objectives	5
5. Powers	5
<b>Part II – Membership</b>	
6. Membership	6
7. Class of members	6
8. Applications for membership	6
9. Applications for membership by individuals	7
10. Application for membership by clubs	7
11. Members’ rights and obligations	8
12. Cessation of membership	8
<b>Part III - General Meetings</b>	
13. Annual General Meetings	9
13.1 Annual General Meetings to be held	9
13.2 Ordinary business	9
13.3 Special business	10
13.4 Additional meetings	10
13.5 Entitlement to attend meeting	10
14. Special General Meetings	10
15. Notice of and proceedings at meetings generally	10
15.1 Notice to be given	10
15.2 Business of meeting	10
15.3 Quorum	11
16. Chairperson at meetings	11
16.1 President to Chair	11
16.2 Where President absent	11
17. Adjournment of Meetings	11
18. Voting at General Meetings	12
18.1 In this clause	12
18.2 Voting	12
18.3 Recording of determinations	12
18.4 Poll at General Meeting	13
18.5 Postal voting	13
<b>Part IV – The Board of the Federation</b>	
19. Board	13
19.1 The composition and election of the board	13
19.11 Powers of the board	15
19.12 Quorum for board meetings	15
19.13 Board meetings	15
<b>Part V</b>	
20. Technical committee	16

## **Part VI**

21. Selection committee	17
-------------------------	----

## **Part VII**

22. Regulations	17
-----------------	----

## **Part VIII**

23. Financial matters	17
23.1 Solicitor	17
23.2 Financial year	17
23.3 Annual report	17

## **Part IX**

24. Discipline of members	18
24.1 Breach by member	18
24.2 Report of disciplinary matter	18
24.3 Disciplinary committee	18
24.4 Consideration of matter	18
24.5 Meeting of disciplinary committee	19
24.6 Disciplinary committee resolution	20
24.7 Notice of appeal to board	20
24.8 Board to determine appeal	20
24.9 Decision of board	21

## **Part X – Miscellaneous**

25. Common seal	21
26. Application of income	21
27. Liquidation	22
28. Alteration to the rules	22
29. Indemnity	22
30. Disputes and matters not provided for	23

## **PART I – INTERPRETATION**

### **1. NAME**

- 1.1 The name of the incorporated society is “Ice Speed Skating New Zealand Incorporated” (“the Federation”).
- 1.2 The Federation is not registered as a charity.

### **2. OFFICE**

- 2.1 The registered office of the Federation shall be at such place as the Board of the Federation may determine. Any change to the registered address shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the relevant legislation.

### **3. DEFINITIONS**

- 3.1 In this Constitution, unless a contrary intention appears:
  - 3.1.1 “Act” means the Incorporated Societies Act 2022.
  - 3.1.2 “Board” means the Board as defined in Rule 19 (which is the committee and governing body of the ISSNZ for the purposes of the Act).
  - 3.1.3 “Delegate” means an elected or appointed representative of a Club.
  - 3.1.4 “Disciplinary Committee” means a Committee appointed in accordance with Rule 24.3.
  - 3.1.5 “Financial Year” means the year commencing on 1 January and concluding 31 December.
  - 3.1.6 “General Meeting” means a meeting of Members convened in accordance with Rules 13 and 14.
  - 3.1.7 “Individual Member” means a Member under Rule 7.1.
  - 3.1.8 “Member” means a Member of the Federation for the time being under Rules 7.1 – 7.4.
  - 3.1.9 “Patron” means a Member of good standing and repute who the Board have elected to become a Patron;
  - 3.1.10 “Regulations” means any regulations made by the Board under Rule 22.
  - 3.1.11 “Rules” means the Rules of the Federation.
  - 3.1.12 “Seal” means the common seal of the Federation and includes any official seal of the Federation.
  - 3.1.13 “Special Resolution” means a resolution passed in a General Meeting in accordance with this Constitution.
  - 3.1.14 “Objectives” means the objectives of the Federation set out in Rule 4.
  - 3.1.15 “Sports Tribunal of New Zealand” means the Tribunal established under the Sport and Recreation New Zealand Act 2002 to hear and determine sports related disputes, including appeals.

#### **4. OBJECTIVES**

The primary objectives of the Federation are (in no particular order):

- 4.1 To promote, develop and foster the sport of ice speed skating as an amateur sport for the recreation and entertainment of the people of New Zealand;
- 4.2 To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of Members in the Federation's activities;
- 4.3 To represent the interests of the Federation at national and international events;
- 4.4 To affiliate and co-operate with kindred and other organisations, including the International Skating Union (ISU) and the New Zealand Olympic Committee (NZOC);
- 4.5 To support the development of skaters and to select skaters to represent New Zealand in international events;
- 4.6 At all times to act on behalf of and in the interests of the Members and the Federation.

#### **5. POWERS**

The Federation has the power to:

- 5.1 Make, alter, rescind and enforce regulations, policies and procedures for the governance, management and operation of the Federation;
- 5.2 Determine, implement, and enforce disciplinary, disputes and appeal procedures (including drug testing and other policies pursuant to the Sports Anti-Doping Rules 2023 as amended from time to time), conduct hearings and impose sanctions and penalties;
- 5.3 Consider and settle disputes between Members;
- 5.4 Determine who are its Members;
- 5.5 Withdraw, suspend or terminate Membership;
- 5.6 Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- 5.7 Determine, raise, and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- 5.8 Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Federation;
- 5.9 Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and/or organisations;

- 5.10 Make, alter, rescind and enforce rules of competition;
- 5.11 Organise and control competitions, events and programmes;
- 5.12 Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, High Performance Sport NZ, the New Zealand Sports Tribunal and Drug Free Sport New Zealand;
- 5.13 Delegate powers of the Federation to any person, Board, committee or sub-committee;
- 5.14 Do any other acts or things which are incidental or conducive to the attainment of the objectives of the Federation, or which it is able to do under its statutory powers to achieve its objectives.

## **PART II – MEMBERSHIP**

### **6. Membership**

- 6.1 “Member” means a person properly admitted to the Federation who has not ceased to be a Member of the Federation.
- 6.2 Membership of the Federation shall be open to any person or ice speed skating club within New Zealand willing to support the objectives of the Federation.
- 6.3 A person must consent to being a Member in order to become a Member.
- 6.4 The Board shall keep and maintain a register of Members.

### **7. Classes of Members**

There will be the following classes of Members:

#### **7.1 Individual Members** (limited to natural persons only)

Individual Members include all individual natural persons who are either members of a Club, Life Members, or Individual Members.

Persons who are members of a Club do not have to apply to be an Individual Member.

#### **7.2 Clubs**

A Club is a speed skating club incorporated or not incorporated under the Incorporated Societies Act 2022 which has objectives consistent with the objectives of the Federation.

#### **7.3 Life Members**

Life Members are such individual senior Members who through outstanding service to the Federation may be granted life membership by the Federation after being nominated by the Board and then being approved by a two thirds majority of those entitled to vote at an AGM. A Life Member shall not be required to pay any membership fee, shall have the same rights and obligations as all other Members except that he or she shall have no right to vote at an AGM unless that Life Member is a Delegate of a Club in which case he or she shall have the same rights as a Delegate.

#### **7.4 Provisional Clubs**

A Provisional Club is a club that may not be incorporated under the Incorporated Societies Act 2022 or any other legislation and which has objectives consistent with those of the Federation and which has no less than eight members as at the date of application for membership.

7.5 Such other class of membership as may be prescribed from time to time by resolution passed by the Board of the Federation.

### **8. Applications for membership**

8.1 An application for membership must meet all the criteria required for the particular membership type, must be in writing, and in such a format as recorded at Rules 9 - 10 below or as otherwise stipulated by the Federation's Board.

### **9. Application for membership by individuals**

9.1 Every application shall be in writing and be signed by the applicant and be accompanied by evidence of sponsorship by an existing Member of the Federation.

9.2 The application must provide the name, residential address, date of birth and occupation of the applicant.

9.3 Payment of the subscription due for the current year must accompany every application for membership.

9.4 Acceptance for membership shall be determined by the Board in its sole discretion and each applicant shall be notified by the Federation whether or not the application has been accepted and any terms of acceptance.

9.5 Individual Members do not have a vote at AGMs or SGMs. Only Delegates from Clubs are able to vote at AGMs or SGMs, as set out below at clause 13.5 of this Constitution.

### **10. Application for Membership by Clubs**

10.1 On application the Board may admit a Club as a Member providing:

10.1.2 It has been in existence for at least nine (9) months before the end of the then financial year of the Federation; and

10.1.3 Its constitution is in a form acceptable to the Federation; and

10.1.4 It has paid the appropriate affiliation fee; and

10.1.5 It has a minimum of eight (8) members who are proven to be actively involved in ice speed skating in New Zealand. For the purpose of clarification, a Club can establish that its members are "actively involved in ice speed skating" by, inter alia, showing official competition protocols in which those members are listed as officials or competitors; and

10.1.6 Each of its members have agreed to comply with and be subject to this Constitution and all Rules/Regulations of ISSNZ; and

10.1.7 Its members are registered with the Federation and it provides all information required to update the Federation's register in accordance with the requirements of this Constitution; and

- 10.1.8 It provides the Federation with a Strategic Plan outlining its objectives and plans for the subsequent two year period.
- 10.2 The application must contain a copy of the Certificate of Incorporation of the applicant and a copy of the Rules of the applicant as registered in accordance with the Act if that club is incorporated.
- 10.3 Acceptance for membership shall be determined by the Board in its sole discretion and each applicant shall be notified by the Federation whether the application has been accepted and any terms of acceptance.
- 10.4 Should the Board accept any such application for membership, it is a condition of such acceptance that the applicant club's membership will be subject to a probationary period of one year from date of notification of acceptance. During the probationary period the applicant will have no voting rights at any general meeting, and the Board may cancel the applicant's membership at any time within the probationary period at the Board's sole discretion.

## **11. Members' rights and obligations**

Members are entitled to:

- 11.1 Participate in the activities of the Federation, subject at all times to compliance with any additional requirements as may be specified by the Board from time to time;
- 11.2 Receive notices and papers and be able to attend, speak and exercise one vote each (subject to clause 18 below) at the General Meetings of the Federation;
- 11.3 As a Club, nominate any person for election as a Board member of the Federation;
- 11.4 As a Club, to attend and speak at General Meetings which may be exercised by up to three Delegates of each Club provided that notification of the identity of the Delegates must be given to the Board not less than 24 hours prior to the General Meeting.

Members acknowledge, agree and are obligated to:

- 11.5 Promote the sport of ice speed skating and the objectives, interests and influence of the Federation and its Members;
- 11.6 Do nothing to bring the Federation or the sport of ice speed skating into disrepute;
- 11.7 Recognise, respect and abide by the constitution, rules, regulations, policies and decisions of the Federation;
- 11.8 In the case of a Club:
- 11.8.1 give prompt notice in writing to the Federation of any proposed change to its constitution or rules (where applicable), any such changes being subject to the written approval of the Board;
  - 11.8.2 maintain a register of its members, provide the Federation with a copy of its members register no later than 1 April of each year and update the Federation immediately if that register changes.
- 11.9 The Federation will maintain a register of its Members in accordance with the requirements of the Act.

## **12. CESSATION OF MEMBERSHIP**

## **Resignation**

- 12.1 Any Member may resign from their class of membership by giving written notice to the Board. Such a resignation shall take effect from the end of the Members then current financial year unless requested to be earlier by the Member and agreed to by the Federation.

## **Expulsion or Suspension**

- 12.2 If it is in the opinion of a majority of Board members that it is deemed desirable and in the interests of the Federation that any Member should be expelled or suspended from the Federation, then the Member concerned shall be given ten working days written notice by the Board of the proposed motion to expel or suspend their membership. The written notice from the Board must contain the reasons for the proposed expulsion/suspension.
- 12.3 Following receipt of the Board's notice in accordance with clause 12.2 above, the Member concerned will have 15 working days to provide a written opposition or acceptance (with reasons if desired) to the Board's proposal.
- 12.4 The Board must consider the Member's opposition or acceptance before making any decision to expel or suspend that Member.
- 12.5 The expulsion or suspension of a Member must be effected by virtue of a resolution passed by a two thirds majority of the Board.
- 12.6 A Member whose membership is terminated under Rule 12.5 shall cease to have membership privileges as of the time at which the resolution terminating their membership is passed, but shall remain liable to pay all subscriptions and levies to the end of the Federation's then financial year.
- 12.7 The Federation may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) under Rules 12.2 – 12.6 above if that Member:
- 12.7.1 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; or
  - 12.7.2 In the case of a Club, if that Member becomes insolvent; or
  - 12.7.3 Ceases to fulfil the criteria for holding its class of membership; or
  - 12.7.4 Where the Board considers the Member is not of good standing or has acted in a manner unbecoming of a Member or in a way that is prejudicial to the objectives and interests of the Federation or has brought the Federation into disrepute.

## **PART III – GENERAL MEETINGS**

### **13. ANNUAL GENERAL MEETINGS**

#### **13.1 Annual General Meetings to be held**

The Federation shall convene and hold an Annual General Meeting (AGM) of its Members no later than the 31st of March of each year.

The Members are not permitted to pass a written resolution in lieu of a General Assembly.

### **13.2 Ordinary Business**

The ordinary business of the AGM shall be to:

- 13.2.1 Confirm the Delegates and the votes available;
- 13.2.2 Receive and confirm the minutes of the previous Annual General Meeting and any other General meeting as a true and correct record;
- 13.2.3 Receive the annual report and financial accounts;
- 13.2.4 Receive the annual report on the operation and affairs of the Federation;
- 13.2.5 Receive notice of any disclosures required by relevant legislation;
- 13.2.6 Elect the Board (in accordance with cl 19.7 below);
- 13.2.7 Elect an independent and qualified auditor;
- 13.2.8 Determine the level of subscriptions payable by Members;
- 13.2.9 Consider matters of general business;
- 13.2.10 Consider any remits or motions for alterations to the Constitution of the Federation.

### **13.3 Special Business**

The AGM may transact and consider special business of which notice is given in accordance with this Constitution.

### **13.4 Additional Meetings**

The AGM shall be in addition to any other General Meetings that may be held in the same year. Any such General Meetings shall be Special General Meetings and shall be held in accordance with the provisions of this Constitution.

### **13.5 Entitlement to Attend Meeting**

All Members shall be entitled to attend a General Meeting but only Delegates may vote, subject to Rule 18 of this Constitution.

## **14. SPECIAL GENERAL MEETINGS**

### **14.1 Requisition of Special General Meeting**

- 14.1.1 Special General Meetings may be called at any time by the Board by resolution. The Committee must call a Special General Meeting if the Board receives a request in writing of at least half of the voting Clubs. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 14.1.2 The rules applicable to General Meetings shall apply to Special General Meetings except the Special General Meeting shall only deal with the business it was called to deal with.

- 14.1.3 Any Special General Meeting must be held within one month of the resolution or written request.

## **15. NOTICE OF AND PROCEEDINGS AT MEETINGS GENERALLY**

### **15.1 Notice to be Given**

- 15.1.1 The Board shall cause at least thirty five (35) days' notice of an Annual General Meeting to be given to each Member and the Federation's auditor. Notice must be in writing. It shall state the place, date, time and nature of the proposed business (subject to modifications as set out at Rule 15.2.2 below) to be transacted at the meeting.
- 15.1.2 The Board shall cause at least ten (10) clear working days' notice of a Special General Meeting to be given to each Member. The same requirements for the contents of the notice as set out above in Rule 15.1.1 apply to Special General Meetings.

### **15.2 Business of Meeting**

- 15.2.1 No business other than that set out in the notice convening the meeting (subject to modifications as set out at Rule 15.2.2 below) shall be transacted at the meeting.
- 15.2.2 A Member desiring to bring any business before a General Meeting shall give at least fifteen (15) working days' notice in writing of that business to the Federation. Such business shall be notified to Members not later than ten (10) working days prior to the General Meeting.

### **15.3 Quorum**

- 15.3.1 No item of business shall be transacted at a General Meeting unless a quorum of those entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- 15.3.2 Fifty percent of those entitled to exercise voting rights at an AGM shall form a quorum for the transaction of the business at a General Meeting.
- 15.3.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
  - 15.3.3.1 If convened upon the requisition of Members, shall be dissolved; and
  - 15.3.3.2 In any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at that adjourned meeting a quorum is not present within half an hour after the time of appointed for the commencement of the meeting, the meeting shall be dissolved.

## **16. CHAIRPERSON AT MEETINGS**

### **16.1 President to Chair**

The President shall preside as Chairperson at each General Meeting of the Federation.

### **16.2 Where President is absent**

If the President is absent from a General Meeting or is unable or unwilling to preside, the General Secretary shall preside. If the General Secretary is absent the Board Members present shall elect one of their number to preside as Chairperson at the meeting.

16.3 The Chairperson shall not be a Delegate at a General meeting.

## **17. ADJOURNMENT OF MEETINGS**

### **17.1 Chairperson may adjourn meeting**

The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

## **18. VOTING AT GENERAL MEETINGS**

### **18.1 In this clause:**

18.1.1 “Present” means physically present at the meeting or present by means of audio and visual communication link by which all Members constituting a quorum can simultaneously see and hear each other throughout the meeting.

18.1.2 “Delegate” means a person who is a member of a Club, who is registered with the Federation in accordance with Rule 11.4 above, is authorised to vote on behalf of that Club, and where such authorisation is recorded in writing and signed by that Club’s president and one other member of that Club’s committee and provided in hard copy (or electronic form able to be printed) to the Federation at least 24 hours prior to the meeting. For the avoidance of doubt a Delegate may only represent one Club at a General Meeting.

### **18.2 Voting**

18.2.1 Subject to clause 18.2.2 below, any Member which is a Club, and which is present via a Delegate at any meeting shall have one vote upon every motion.

18.2.2 In circumstances where a Club has fifty (50) or more members registered with the Federation in accordance with clause 10.1.7 above, and provided that at least thirty (30) of those registered members appear in protocols as officials or competitive skaters, that Club will be entitled to an additional vote upon every motion at any General Meeting.

18.2.3 In the case of an equality of voting on a motion, the Chairperson of the meeting may exercise a casting vote.

18.2.4 For the avoidance of doubt, it is recorded that any Member who is an Individual or a Life Member does not have the right to vote at any General Meeting, apart from the Chairperson in exercising a casting vote.

18.2.5 The method of voting by Members present at any meeting shall be determined by the Chairperson.

- 18.2.6 The Federation is not required to enquire into the internal management of any Club or the authorisation of its Delegate at any General Meeting.
- 18.2.7 The Delegate or Delegates of a Member shall not be entitled to vote at any General Meeting unless all monies due and payable to the Federation by that Member have been paid, including the amount of the annual subscription payable in respect of the current financial year.

### **18.3 Recording of Determinations**

- 18.3.1 A declaration by the Chairperson (before or on demand for a poll) that a resolution has been carried by a particular majority or lost, or an entry to that effect in the formal minutes of the Federation is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **18.4 Poll at General Meeting**

- 18.4.1 If at a meeting a poll on any question is demanded by five (5) Members, it shall be taken at the meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 18.4.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

### **18.5 Postal Voting**

- 18.5.1 Postal voting (including but not limited to voting by land mail, email, facsimile transmission or any other form of visible or electronic transmission) may be held from time to time in such instances as the Board may determine (other than in respect of matters which must be passed by Special Resolution) and shall be held in accordance with procedures prescribed by the Board.
- 18.5.2 All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

## **PART IV – THE BOARD OF THE FEDERATION**

### **19. BOARD**

- 19.1 The Board is the governing body of the Federation.

#### **The Composition and Election of the Board**

The Board of the Federation shall be comprised of:

- 19.1.1 The President;
- 19.1.2 The General Secretary;
- 19.1.3 The Finance Director;

- 19.1.4 The Director of Selection;
- 19.1.5 The Director of High Performance;
- 19.1.6 The Director of Development;
- 19.1.7 The Technical Director;
- 19.1.8 The Director of Marketing & Funding.

The following person(s) may not be members of the Board:

- 19.1.9 Any person who 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; or
- 19.1.10 Any person who is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired or is subject to a condition not yet fulfilled or to any order under section III of The Insolvency Act 1967; or
- 19.1.11 Any person who is prohibited from being a director or promoter or of being concerned or taking part in the management of a company under section 382 or section 383 or section 385 of the Companies Act 1993; or
- 19.1.12 Any person who is subject of a property order made under section 30 or section 33 of the Protection of Personal and Property Rights Act 1988; or
- 19.1.13 Any person who becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988; or
- 19.1.14 If the remainder of the Board considers the Member is not of good standing or has acted in a manner unbecoming of a Member or in a way that is prejudicial to the objectives and interests of the Federation or has brought the Federation into disrepute.
- 19.2 If a Board Member fails to adhere to any of the requirements at Rule 19.1.9 – 19.1.14 above then the remainder of the Board must act to remove and/or replace them as a Board member.
- 19.3 The Board must, at all times, have at least five (5) members.
- 19.4 The Federation shall call for nominations for the election of the Board from Clubs not less than thirty five (35) days before the Annual General Meeting. Nominations shall close fifteen (15) working days before the date of the AGM. The Federation shall distribute the nominations with a resume of each candidate to all Clubs not less than ten (10) working days before the date of the AGM.
- 19.5 The Board of the Federation shall have the power to co-opt to the Board, for such period as the Board shall determine, the following persons:
  - 19.5.1 The High Performance Manager;
  - 19.5.2 The Coaches Representative;
  - 19.5.3 The Athletes Representative.

Co-opted persons shall have the right to attend and speak at all Board meetings but shall have no voting rights.

- 19.6 The Board may appoint a Patron of the Federation who shall be invited by the Board to be the Patron and shall be entitled to attend and speak at General Meetings but shall have no right to vote unless he or she is a Delegate.
- 19.7 Board members shall be elected by Delegates at the AGM and shall assume office at the conclusion of the AGM at which they are elected. Half of the Board positions will be eligible for election each year, meaning each position comes up for re-election biennially. On even years (2024, 2026, etc) the President, the Finance Director, the Technical Director and the Development Director will be voted upon and on odd years (2025, 2027, etc) the General Secretary, the Director of Selections, the Director of High Performance and the Director of Marketing & Funding will be voted upon. If a role on the Board is changed or added, then it will come up for election in the year in which is necessary to ensure there is an even split of Board roles up for election on biennial years.
- 19.8 Each Board member shall hold office until the conclusion of the second Annual General Meeting following the date of election but shall remain eligible for re-election.
- 19.9 If no nomination is received pursuant to Rule 19.4 for the election of any Board member, then nominations may be made at the AGM without notice.
- 19.10 Any extraordinary vacancy for the position of a Board member may be filled by the Board. Any such person appointed to fill an extraordinary vacancy shall hold office for the remainder of their predecessor's term.

#### 19.11 **Powers of Board**

- 19.11.1 The affairs of the Federation shall be managed by a Board constituted under Rule 19.
- 19.11.2 Subject to this Constitution and the Act, the Board:
  - 19.11.2.1 Shall control and manage the business and affairs of the Federation;
  - 19.11.2.2 May exercise all such powers and functions as may be exercised by the Federation other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
  - 19.11.2.3 Has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of the Federation.

#### 19.12 **Quorum for Board Meetings**

Fifty percent of the Members of the Board present at a Board Meeting shall constitute a quorum.

#### 19.13 **Board Meetings**

- 19.13.1 The Board shall meet at such place and at such times and in such manner as it shall determine but not less than six times per annum.
- 19.13.2 A Board meeting may be called if three (3) or more Board members are of the opinion that it is in the interests of the Board to do so.

- 19.13.3 The President shall chair Board meetings or in his or her absence any other Board Member determined by the Board.
- 19.13.4 Each Member of the Board present at a meeting of the Board is entitled to one vote.
- 19.13.5 The decision of a majority of the Board members present and voting shall be said to constitute the decision of the Board. In the event of an equality of votes on any question the President may exercise a second or casting vote. In the absence of the President, the Chairperson may exercise a second or casting vote.
- 19.13.6 Any Board member who fails to attend four (4) consecutive meetings may be considered to have vacated their office in the sole discretion of the Board.
- 19.13.7 A resolution in writing signed or assented to by facsimile, email or other form of visible or other electronic communication by all Board Members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- 19.13.8 A meeting of the Board may be held where one or more of the Board Members is not present at the meeting, provided that:
  - 19.13.8.1 Notice of the meeting is given to all Board Members in accordance with the procedures agreed from time to time by the Board;
  - 19.13.8.2 All Board Members participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or video conferencing facility or by any other form of communication;
  - 19.13.8.3 If any failure in communication prevents Rule 19.13.8.2 from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until Rule 19.13.8.2 is satisfied again and if not satisfied within 15 minutes from the time of interruption the meeting shall deem to have been terminated or adjourned;
  - 19.13.8.4 With the exception of the President, no officer of the Federation shall make any public statements regarding policy, team selection or any other business directly connected with the running and administration of the Federation without the prior consent of the Board.

## **PART V**

### **20. TECHNICAL COMMITTEE**

- 20.1 The Technical Committee is an advisory group whose role is to provide guidelines and technical expertise to enable the Board to carry out its duties effectively.
- 20.2 Within 30 days of the Annual General Meeting each year the Technical Director shall nominate not more than four Members to form the Technical Committee, subject to ratification by the Board.

- 20.3 The members of the Technical Committee must be persons who in the opinion of the Board have sufficient specialist technical knowledge.
- 20.4 The Technical Director shall serve as Chairman of the Technical Committee.
- 20.5 The President shall be an ex-officio member of the Technical Committee and shall have the right to attend all meetings of the Technical Committee.
- 20.6 The Board shall ensure that the actions of the Technical Committee are consistent with the Constitution, Rules and Regulations, strategic plan and policies of the Federation and the ISU and may consider representations received from any Member regarding such actions.

## **PART VI**

### **21. SELECTION COMMITTEE**

- 21.1 The role of the Selection Committee is to:
  - 21.1.1 Formulate policies and processes for the selection of skaters for New Zealand squads/teams and international representation for approval by the Board (and which must be approved by the Board); and
  - 21.1.2 In accordance with such policies and processes select skaters for squads and international representation on behalf of the Federation.
- 21.2 Within 30 days of the Annual General Meeting each year the Director of Selection shall nominate not more than four members to form the Selection Committee, subject to ratification by the Board.
- 21.3 The members of the Selection Committee must be persons who in the opinion of the Board have a demonstrated experience and knowledge of the sport.
- 21.4 The Board Director of Selection will serve as Chairman of the Selection Committee.
- 21.5 The President shall be an ex-officio member of the Selection Committee and shall have the right to attend all meetings of the Selection Committee, but shall have no right to vote in respect of any selection decision made by the Selection Committee.

## **PART VII**

### **22. REGULATIONS**

- 22.1 The Board may make regulations and/or policies and alter, amend or rescind the same as occasions may require. Such regulations and policies shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such regulations and policies shall be published to the Members from time to time and made available to Members on request.

## **PART VIII**

### **23. FINANCIAL MATTERS**

#### **23.1 Solicitor**

The Board may appoint a solicitor from time to time, in its discretion.

#### **23.2 Financial Year**

The financial year of the Federation shall commence on 1 January and end on 31 December and may be altered from time to time by the Board.

### **23.3 Annual Report**

The Board shall prepare an annual report for presentation to the Annual General Meeting which contains:

- 23.3.1 The audited (or reviewed) annual financial statements as required under the relevant legislation; and
  - 23.3.2 An annual report as to the year's activities (collectively known as the annual report);
  - 23.3.3 Any disclosures that are required to be made under relevant legislation.
- 23.4 The Annual Financial Statement in the report shall be audited by the auditor appointed by the Members at the Annual General Meeting.
- 23.5 The auditor elected at each AGM shall not be a member of ISSNZ and shall be a member of the Institute of Chartered Accountants New Zealand.
- 23.6 To comply with clause 13.2.7 of this Constitution an auditor must only be elected every second year. In the intervening years the Board may elect to instruct an "audit review" to take place by a person with the required experience (such as an accountant) to undertake the functions as closely as reasonable possible that would normally be undertaken by an auditor. The reviewer must also not be a member of ISSNZ or be closely related to ISSNZ.

## **PART IX**

### **24. DISCIPLINE OF MEMBERS**

#### **24.1 Breach by Member**

A Member shall not:

- 24.1.1 Breach, fail, refuse or neglect to comply with any provision of this Constitution, or any Rules, Regulations or Policies of the Federation;
- 24.1.2 Act in a manner unbecoming of a Member or prejudicial to the objectives and interests of the Federation; or
- 24.1.3 Bring the Federation into disrepute.

#### **24.2 Report of Disciplinary Matter**

- 24.2.1 A Member, Director or any other person (in this Rule, "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the President, or if the complaint relates to the conduct of the President, to the General Secretary.
- 24.2.2 The President or General Secretary shall as soon as practicable, (and within 5 working days) forward written details of the complaint to at least one member of the Disciplinary Committee.

#### **24.3 Disciplinary Committee**

- 24.3.1 The Board shall delegate its functions, powers or duties in relation to the discipline of Members in accordance with Rule 3.1.4 and Rule 24.2.2 to a Disciplinary Committee comprised of three persons appointed by the Board from time to time, which persons shall not be members of the Board.
- 24.3.2 If any matter to be determined by the Disciplinary Committee under Rule 24 gives rise to a conflict of interest on the part of any member of the Disciplinary Committee, the Board shall appoint another independent person in his or her stead for the determination of that matter only.
- 24.3.3 If any matter to be determined by the Board under Rules 24.7 to Rule 24.8 gives rise to a conflict of interest on the part of any Member of the Board, that Member of the Board shall not be involved with the hearing of such appeal in any way.

#### **24.4 Consideration of Matter**

- 24.4.1 The Disciplinary Committee shall, within 10 working days of receiving notice of the complaint under Rule 24.2.1 or being formed, whichever is earlier, consider the complaint and determine whether:
  - 24.4.1.1 The complaint should be dismissed, because there has been no relevant breach of discipline in accordance with Rule 24.1; or
  - 24.4.1.2 There are reasonable grounds to believe there may have been a breach of Rule 24.1 and accordingly, in the accordance with the principles of natural justice, the complaint warrants review and determination.
- 24.4.2 If the Disciplinary Committee determines the complaint should be dismissed under Rule 24.4.1.1, it shall, as soon as practicable, give written notice of such dismissal to the complainant.
- 24.4.3 If the Disciplinary Committee determines the matter warrants further review under Rule 24.4.1.2 it shall, as soon as practicable, serve a written notice on the Member:
  - 24.4.3.1 Setting out the grounds on which there may have been a breach of Rule 24.1;
  - 24.4.3.2 Stating that the Member (personally, by its Delegate or by its adult representative) may address the Disciplinary Committee at a hearing to be held not earlier than 15 and not later than 25 working days after service of the notice;
  - 24.4.3.3 Stating the date, place and time of that hearing (which hearing may be held by teleconference);
  - 24.4.3.4 Informing the Member that the Member may do one or both of the following:
    - 24.4.3.4.1 Attend or participate in that hearing and make submissions personally or by its Delegate or representative; or
    - 24.4.3.4.2 Give the Federation, before the date of that hearing, a written statement(s) setting out relevant information surrounding the complaint,

and (if appropriate) seeking dismissal of the complaint.

24.4.4 The Disciplinary Committee shall forward a copy of the notice at 24.4.3 to the complainant at the same time it is sent to the Member.

#### **24.5 Meeting of Disciplinary Committee**

The Disciplinary Committee may conduct the hearing convened in accordance with Rule 24.4.3 in such manner as it sees fit, and:

- 24.5.1 Shall give to the Member every opportunity to be heard;
- 24.5.2 Shall give due consideration to any written statement submitted by the Member;
- 24.5.3 Shall allow the Member to have a representative (whether that representative be a lawyer or non-lawyer); and
- 24.5.4 Shall by resolution determine whether to dismiss or uphold the complaint;
- 24.5.5 May request and/or require the complainant or any other witness to attend the hearing and/or provide (wherever practicable, in writing) such evidence as is available.

#### **24.6 Disciplinary Committee Resolution**

- 24.6.1 If the Disciplinary Committee determines that the Member has committed a breach pursuant to Rule 24.1 it shall notify the Member in writing within 5 working days of the resolution of the Disciplinary Committee.
- 24.6.2 The Disciplinary Committee may, after the hearing and having had regard to any submission or evidence of the Member and the complainant, by resolution:
  - 24.6.2.1 Expel a Member from the Federation;
  - 24.6.2.2 Suspend a Member from membership of the Federation for a specified period;
  - 24.6.2.3 Give such warning or reprimand as it deems appropriate;
  - 24.6.2.4 Take such other action as it deems reasonable in all the circumstances.

#### **24.7 Notice of Appeal to Board**

A Member may, within 5 working days of notice of an adverse finding being given under Rule 24.6.1, appeal the decision of the Disciplinary Committee, by forwarding notice in writing to the Federation, indicating that the Member wishes to appeal and setting out the grounds on which the Member appeals. Where the Federation receives a notice under this 24.7, indicating the Member wishes to appeal to the Board, the Board shall convene a meeting in accordance with these Rules, to be held within 20 working days of the date on which the Federation received such notice.

If the Member exercises a right of appeal to the Board under Rule 24.7, the resolution of the Disciplinary Committee under Rule 24.6.2 takes effect until and unless the Board revokes the determination in accordance with this Rule.

## **24.8 Board to Determine Appeal**

At a Board Meeting convened under Rule 24.7:

- 24.8.1 No business other than the question of the appeal shall be transacted;
- 24.8.2 The Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution;
- 24.8.3 The Member, personally, or through his or its representative, shall be given every opportunity to be heard (as shall the complainant); and
- 24.8.4 The Members of the Board present shall, following consideration of the matter, vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

## **24.9 Decision of Board**

At a Board Meeting convened under Rule 24.7, the Board shall either:

- 24.9.1 Pass a resolution confirming the resolution of the Disciplinary Committee under Rule 24.6.2; or
- 24.9.2 Pass a resolution that the resolution of the Disciplinary Committee be revoked immediately in which case the Federation shall not be liable to compensate the relevant Member in any respect.

Decisions of the Board will be binding upon the Federation and the Member.

## **PART X**

### **MISCELLANEOUS**

#### **25. COMMON SEAL**

- 25.1 The Federation shall have a common seal.
- 25.2 The Board shall determine when and by whom the common seal is to be used and shall make provision for its safe custody in accordance with the Act.

#### **26. APPLICATION OF INCOME**

- 26.1 The income, assets and property of the Federation shall be applied solely towards the promotion of the objectives of the Federation.
- 26.2 Save as is provided in this Constitution:
  - 26.2.1 No portion of the income, property or assets of the Federation shall be paid or transferred directly or otherwise to any Member, Board Member, or officer of the Federation
  - 26.2.2 No remuneration or other benefit in money or monies shall be paid or given by the Federation to any Member, Board Member, or officer of the Federation.
  - 26.2.3 Nothing in Rule 26.2.1 or 26.2.2 shall prevent payment in good faith of or to any Member, Board Member, or officer of the Federation for:

- 26.2.3.1 Any services actually rendered to the Federation whether as an employee or otherwise;
- 26.2.3.2 Goods supplied to the Federation in the ordinary and usual course of business and of operation;
- 26.2.3.3 Interest on money borrowed from any Member, Board Member or officer of the Federation;
- 26.2.3.4 Rent for premises demised or let by any Member, Board Member or officer of the Federation to the Federation;
- 26.2.3.5 Any out of pocket expenses incurred by the Member, Board Member, or officer on behalf of the Federation for any other reason;

provided any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **27. LIQUIDATION**

- 27.1 The Federation may at any time be put into liquidation if:
  - 27.1.1 75% of those entitled to vote at an Annual General Meeting or Special General Meeting pass a resolution appointing a liquidator; and
  - 27.1.2 Such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held no earlier than 30 days and no later than 60 days after the date on which the resolution was passed.
- 27.2 Upon the appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the Federation.
- 27.3 Any surplus assets of the Federation, after payment of all costs, debts, and liabilities and the debts and expenses of winding up, shall subject to any trust affecting the same be vested either in a substitute or successor organisation of the Federation or distributed, gifted or transferred to some other organisation or organisations having objectives similar to the objectives in this Constitution.
- 27.4 The organisation or organisations in Rule 27.3 must prohibit the distribution of its or their income and property among its or their members to at least the same or a greater extent as is imposed on the Federation under this Constitution and shall not be carried on for profit and shall have an approved tax exemption.
- 27.5 The organisation or organisations in Rules 27.3 and 27.4 shall be determined by the Members in an Annual General Meeting or Special General Meeting at or before the time of liquidation and if the Members are unable to decide the organisation or organisations these shall be determined by the liquidator.

## **28. ALTERATION TO THE RULES**

- 28.1 Subject to Rule 28.1.1 this Constitution may only be amended, added to or altered by resolution of 75% of members eligible to vote at an Annual or Special General Meeting.
  - 28.1.1 No alteration to Rules 4, Rule 26 or Rule 27 shall commence until approved by the Inland Revenue Department. This Rule, and the effect of

it, shall not be removed from this Constitution and shall be included in and applied into any Constitution replacing this Constitution.

- 28.1.2 Notice of intention to alter this Constitution must be given in the normal way as set out above at Rule 15.1.

## **29. INDEMNITY**

- 29.1 The Federation shall indemnify its Board Members, officers, and employees against all damages and costs (including legal costs) for which any such Board Member, officer or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:

29.1.1 In the case of a Board Member or officer of the Federation, performed or made whilst acting on behalf of and with the authority (express or implied) of the Board; and

29.1.2 In the case of an employee, performed or undertaken in the course of, and within the scope of, their employment by the Federation.

## **30. DISPUTES AND MATTERS NOT PROVIDED FOR**

- 30.1 Subject to Rule 30.2 if any dispute arises out of the interpretation of this Constitution or any Rules, resolutions, or policies implemented pursuant to this Constitution, or any matter arising which is not provided for in this Constitution, then such dispute or matters shall be referred in writing to the Board, whose decision shall be final and binding.

- 30.2 If the dispute or matter in Rule 30.1 is between the Board and a Member, or between one or more Board Members ("the parties") the dispute or matter shall be resolved as follows:

30.2.1 By the parties acting in good faith to seek an agreement; or failing such agreement

30.2.2 By a party or parties appointing an independent third person to mediate between them; or failing such agreement at mediation

30.2.3 By referring the dispute or matter to the Sports Tribunal of New Zealand in accordance with the Rules of that Tribunal and/or as directed by that Tribunal.