

MULTISPORT NEW ZEALAND INCORPORATED

RULES

Signature of members of
MULTISPORT NEW ZEALAND INCORPORATED

.....Member

.....Member

.....Member

Bate Hallett
Solicitors
HASTINGS

INDEX

<u>Clause no:</u>	<u>Heading</u>	<u>Page No:</u>
1.0	Name	1
2.0	Definitions	1
3.0	Objects of the Association	2
4.0	Membership	3
4.1.2	Full Members	3
4.1.3	Honorary Members	3
4.2	Requirements for Financial Membership	4
4.3	Conditions Relating to Approved Clubs	4
4.4	Application for Membership	4
5.0	Administration	4
5.1	Officers and their Election	4
5.2	Executive Management Board	6
5.3	Advisory Committees	6
6.0	Meetings	7
6.1	Annual General Meetings	7
6.2	Special General Meetings	8
6.3	Provisions Applicable to all General Meetings	8
6.4	Executive Management Board Meetings	8
7.0	Voting and Proxies	9
7.1	Annual and Special General Meetings	9
7.2	Executive Management Board Meetings	9
7.3	Advisory Committee Meetings	10
7.4	Proxies	10
8.0	Powers of the Executive Management Board	10
9.0	Secretarial Functions	12
10.0	Treasury Functions	12
11.0	Headquarters and Registered Office	12
12.0	Common Seal	13
13.0	Finance	13
14.0	Alterations to Constitution	13
15.0	Legal Proceedings	13
16.0	Winding up	14
17.0	Matters not Elsewhere Provided for	14

MULTISPORT NEW ZEALAND INCORPORATED CONSTITUTION

1.0 Name

The Association shall be called **Multisport New Zealand Incorporated** (called in this Constitution Multisport NZ).

2.0 Definitions

2.1 In these rules:

Adventure Racing means multi disciplined team racing of hours or days duration in diverse environments to meet physical and mental challenges using skill, teamwork and intelligence, aided by compass and map. Travel primarily by cycle, trek and kayak but may include ropework, coasteering, rafting, orienteering and other disciplines.

Association means Multisport New Zealand Incorporated, also referred to herein as Multisport NZ.

Annual General Meeting (or AGM) means the meeting held each year at which the EMB reports to the members on activities and financial matters and at which the election of officers and other authorised matters are dealt with in terms of this Constitution.

Approved Club means a club which is approved by the EMB in terms of this Constitution.

Code of Conduct means any Code of conduct that may from time to time be adopted by the EMB and relating to the minimum required standards of behaviour and ethical dealings that shall be required of all individuals, approved clubs and event organiser members.

Event Organiser means any person or entity who/which directs a race event in the sports of multisport or adventure racing.

Executive Management Board (or EMB) means the Officers of the Association, who supervise the administration of the Association affairs in terms of this Constitution.

Headquarters means unless otherwise determined by the EMB, the registered office for the time being of the Association as recorded by the Registrar of Incorporated Societies.

Honorary Member means a person who is elected for life in terms of Rule 4.1.3.

Member means an individual, approved club or event organiser who has been admitted within the rules of this Constitution and has fulfilled the conditions of membership.

Multisport means any combination of sports primarily (but not limited to) running, cycling and kayaking but may be extended to swimming, orienteering and other disciplines within an event involving two or more stages.

NZICA means New Zealand Institute of Chartered Accountants.

Officer means a person voted or co-opted to the EMB in terms of the Constitution.

Online means access or communication through e-mail or world wide web.

Rules means the rules contained in the Constitution of Multisport NZ.

Special General Meeting (or SGM) means a general meeting of members called for any purpose other than the Annual General Meeting.

Subscription means the fee determined at the AGM annually and payable annually to the Association by approved clubs, individual and event organiser members.

Tribunal means the Sports Tribunal of New Zealand.

- 2.2 The masculine includes the feminine and vice versa.
- 2.3.1 Words importing the singular only shall include the plural and vice versa.
- 2.3.2 Reference to any Act or Regulation shall be deemed to include reference to any amendment to that Act or Regulation and to any Act or regulation passed in substitution therefore.
- 3.0 **Objects of the Association**
- 3.1 To promote, foster and develop amateur multisport and adventure racing within New Zealand.
- 3.2 Amateur multisport and adventure racing is conducted for the recreation or entertainment of the general public within New Zealand.

- 3.3 To encourage participation by members in events.
- 3.4 To support and encourage the holding in New Zealand of international, national, regional and local events and championships.
- 3.5 To act as a representative body for all members in dealings with Government Departments, representative bodies and race or event organisers within New Zealand in multisport and adventure racing.
- 3.6 To generally do all such things whatsoever directly or indirectly which are incidental to attaining these objects and the well-being of multisport and adventure racing.
- 3.7 It is hereby expressly declared that each paragraph of the objects of the Association shall be construed independently of and shall in no way be limited by reference to any other paragraph of the objects set out in Rules 3.1 to 3.5 hereof **PROVIDED HOWEVER** that the foregoing provisions shall not in any way limit the rights, powers and authorities conferred under the Incorporated Societies Act 1908 or contravene any revenue exemption granted to the Association by Inland Revenue.

4.0 **Membership**

- 4.1.1 Members shall be either financial or honorary members.

4.1.2 **Full Members**

Financial members who must be:

- (A) An approved club; or
- (B) Individuals who are either:
 - a. Full members of an approved club; or
 - b. Member with direct membership of Multisport NZ; or
- (C) An event organiser.

4.1.3 **Honorary Members**

- (a) Any member, on the recommendation of the EMBA, who has rendered special service to the Association may be elected an honorary member for life at any AGM or SGM and shall hold membership rights as financial member without payment of the annual subscription.
- (b) There shall be a Patron as recommended by the EMB. That person shall be invited by the EMB to hold the position which will be formally ratified at the AGM. That person shall be entitled to attend and speak at General Meetings but shall have no right to vote.

4.2 Requirements for Financial Membership

A financial membership must be one of the following:

- (a) Full member club
 - (i) Any approved club which has applied in writing for membership and paid the required subscription.
- (b) Individual
 - (i) Any individual who is a member of an approved club which is a financial member in terms of (a) above.
 - (ii) Any individual who has applied in writing for membership and paid the required subscription.
- (c) Event Organiser
 - (i) Any event organiser which has applied in writing for membership and paid the required subscription.

4.3 Conditions Relating to Approved Clubs

4.3.1 To be accepted by the EMB as an "approved club" within the terms of this Constitution a club must:

- (a) Have 15 members at time of application for approval.
- (b) Be incorporated under the Incorporated Societies Act 1908 provided that the EMB shall have the power to grant dispensation from this provision in exceptional circumstances.

4.4 Application for Membership

4.4.1 Every application shall be in writing.

4.4.2 The application shall provide name, residential address, e-mail address and where applicable date of birth and occupation and any other information reasonably required of the EMB for administrative purposes. Event organisers application shall also include event details and websites.

5.0 Administration

5.1 Officers and their Election

5.1.1 The Officers of the Association shall be the President, Vice President and four other members. All of such members shall collectively comprise the EMB.

- 5.1.2 Officers shall be full members of Multisport NZ and shall be financial members throughout the term of their appointment.
- 5.1.3 Multisport NZ shall no later than 1 December each year each year notify all financial members (as defined in Clause 4.1.2) that nominations for all vacant offices of Multisport NZ shall close on 15 December.
- 5.1.4 The President and Vice President when elected shall hold office only until the next annual General Meeting when they shall retire but shall be eligible for re-election.
- 5.1.5 At every AGM two of the four members shall retire but be eligible for re-election. The members who shall retire shall be the two longest in office since they respectively last retired (if applicable), to be determined by lot in the event that there are more than two who have held office for the same time.
- 5.1.6 Voting for Officers of Multisport NZ shall be by e-mail or postal voting only. Multisport NZ shall not later than 31 December forward to each full member entitled to vote a notification of the names of those nominated for each position together with a voting form to enable full members to vote on those so nominated. Such voting form shall stipulate the last date which postal votes may be received at Multisport NZ headquarters such date being seven days prior to the date of the AGM. Nominations and final voting, at the election of the EMB may be "online".
- 5.1.7 The Honorary Solicitor shall count the votes and pass the certified results to the President prior to the AGM in time for the successful candidates to be declared at the meeting. In the event such person is a candidate then the Board shall appoint another Solicitor, without any conflict of interest to so account and certify.
- 5.1.8 Subject to the foregoing provisions, Officers shall hold office from the conclusion of the AGM at which their election is declared to the conclusion of the next AGM.
- 5.1.9 No Officers of Multisport NZ shall be permanently removed or permanently suspended from office except by a two-thirds majority of votes recorded at a general meeting. Multisport NZ must give no less than three weeks notice to the Officer concerned of the date and place of the meeting at which a motion of removal from office is to be considered. The EMB may temporarily suspend an Officer for a period not exceeding (5) weeks.

5.1.10 In the event of a casual vacancy arising on the EMB, such as through the death or resignation of an Officer, such vacancy shall be filled by EMB and such appointee shall hold office until the next AGM.

5.2 **Executive Management Board**

5.2.1 The EMB shall determine policy and supervise the administration of the Association.

5.2.2 As soon as possible after the AGM the EMB shall determine for the ensuing year:

(a) The need or otherwise for Advisory Committees.

(b) Goals and objectives for each Advisory Committee it decides to appoint.

(c) A Chairperson and members for each Advisory Committee it decides to appoint, with one person being entitled to sit on up to two Advisory Committees.

(d) The division and payment for the ensuing year of the honoraria payment (if any) fixed at the AGM.

5.2.3 At the end of each financial year the retiring EMB will determine the performance of each Advisory Committee and if thought fit make recommendations to the incoming EMB as regard future direction policy and issues.

5.2.4 Members of Advisory Committees appointed by the EMB in terms of Rule 5.3 shall be entitled to attend meetings of the EMB when invited however no right to vote.

5.2.5 The EMB shall have the additional powers, authorities and functions set out in Rule 8.0.

5.3 **Advisory Committees**

5.3.1 All or any of the following Advisory Committees may be appointed and maintained by the EMB; and subject to the overriding authority of the EMB to alter the same, the Advisory Committees shall have the following general objectives.

(a) *Promotion*: to encourage and increase participation in multisport and adventure racing, to retain and increase membership, to foster and

liaise with event organisers for the betterment of their events and multisport and adventure racing generally.

(b) *Youth*:– to encourage youth to participate in, multisport and adventure racing, to support the participation of the sport in Secondary Schools by assisting with race programs between schools and championships both regionally and nationally.

(c) *High Performance*:– to formulate and implement appropriate programs to identify, develop and support athletes able to compete with distinction at international competitions.

(d) *Funding*: to encourage and promote at local and national level, liaison with funding agencies or Governmental departments, and pursuing where applicable sponsorship both regionally and nationally.

5.3.2 The EMB may determine further Advisory committees to advise or undertake specific assignments and appoint members to such committees, and may change or revise any or all of the objectives of the Advisory Committees.

5.3.3 Each Advisory Committee shall provide written reports to EMB as shall from time to time be required by the EMB.

6.0 **Meetings**

6.1 **Annual General Meetings**

6.1.1 The AGM of the Association shall be held no later than the last day of March in each year, on a date to be determined by the EMB.

6.1.2 The business of the AGM shall be:

- Confirmation of Minutes of last AGM
- Consideration of the Annual Report of the EMB
- Consideration of the Financial Statements to year end
- Appointing an Accountant who is a member of NZICA and an Honorary Solicitor
- Announcing the result of the postal vote for the election of Officers to serve on the EMB for the ensuing year
- Fixing of subscriptions for members for the ensuing year
- The election of Honorary Members (for Life and Patron) when so needed
- Special Business for which proper notice has been given
- General Business

- Fixing of a maximum sum for honoraria for the ensuing year

6.1.3 Notice of the AGM, with minutes of the previous AGM and financial accounts to year end, shall be forwarded not less than fourteen (14) days before such meeting to every full member. The notice shall state the date, place and time and the business to be transacted. Every notice required to be delivered to a member shall be deemed to have been forwarded if posted to the last address that has been notified to Multisport NZ for that member, or emailed to the member's email address if the member has opted in writing to be notified in that manner.

6.2 **Special General Meetings**

6.2.1 A Special General Meeting may be called at any time by the EMB by giving members not less than 14 days notice and shall set out in the form of a resolution the business to be conducted. Only that business shall be conducted.

6.2.2 A requisition to the EMB for a Special General Meeting must be signed by at least 15 members of the Association and shall set out in the form of a resolution the business to be conducted. Only that business shall be conducted.

6.2.3 In respect of a meeting requisitioned in terms of the preceding rule, the EMB will call a Special General Meeting to take place within four (4) weeks of receiving a requisition.

6.3 **Provisions Applicable to all General Meetings**

6.3.1 At all general meetings the chair shall be taken by the President, or if the President declines, the Vice President or if the Vice President declines, any member selected by the meeting. At any general meeting every member entitled to vote may vote in accordance with Rule 7.1.1 with the Chairperson having a casting vote. The quorum for any general meeting shall be 10 members present in person or by proxy in accordance with rule 7.4. Except for the election of Officers, voting shall be done by voice but if any member desires, the Chairperson shall call for a division by a show of hands or secret ballot.

6.4 **Executive Management Board Meetings**

6.4.1 Meetings of the EMB shall be at such intervals and in such manner as shall be necessary to conduct the affairs of the Association.

6.4.2 Full minutes of the proceedings of each meeting shall be kept.

- 6.4.3 The Administration Manager (if any) and any Advisory Committee member or other staff member, shall when requested attend such meetings.
- 6.4.4 The President (and in his absence the Vice President) shall be the chairman of the meeting.
- 6.4.5 Meetings may be held in person or by telephone conference calls.
- 6.4.6 A quorum for any EMB meeting shall be 50% of the then members of the EMB.
- 6.4.7 Any Officer absent without apology from three consecutive EMB meetings shall be deemed to have forfeited his office if the EMB shall at its next meeting so resolve.
- 6.4.8 Travel, accommodation, and expenses for any Office or Advisory Committee member attending meetings including the cost of toll calls relating to telephone conferences are to be borne by the Association.
- 6.4.9 There shall be no proxy arrangements for meetings of the EMB.

7.0 Voting and Proxies

7.1 Annual and Special General Meetings

- 7.1.1 The voting at these meetings shall be:
 - (a) Each full member has one vote;
 - (b) The chairperson has a deliberate and a casting vote.
- 7.1.2. A full member may vote by:
 - (a) Postal or e-mail vote for election of Officers, on the form provided by the EMB and in the time and on the conditions stated thereon; and for other matters by:
 - (b) Personal vote at the meeting; or
 - (c) Proxy vote subject to the rules relating to the appointment of a proxy.

7.2 Executive Management Board Meetings

- 7.2.1 Each Officer has one vote.
- 7.2.2 The chairperson has a deliberate but does not have a casting vote.

7.3 **Advisory Committee Meetings**

7.3.1 Each member present shall have one vote.

7.3.2 The Chairperson has a deliberate and a casting vote.

7.4 **Proxies**

7.4.1 A full member who is financial is entitled to appoint a proxy to represent and vote for him or it at Annual and Special General Meetings. The appointment must be:

- (a) In writing giving the appointed persons full name and address;
- (b) Be signed by the appointing full member.
- (c) Be in the form provided for the purpose of Multisport NZ or in any usual form;
- (d) The proxy must be a full financial member of Multisport NZ (or if a club a full financial member of that club appointing the proxy).

7.4.2 All proxies must be tabled prior to the commencement of the meeting.

7.4.3 There shall be no proxies at Advisory Committee Meetings.

8.0 **Powers of the Executive Management Board**

8.1.1 Subject to the provisions of this Constitution and without prejudice to the generality of this paragraph the prime objective of the EMB shall be to administer the rules of the Association and the rules of competition and manage the affairs of Multisport NZ, and in particular to exercise the following powers:

8.1.2 To fill any vacancy that may occur in the Officers of the Association or on any Advisory Committee by resignation, death or otherwise, any such person appointed to hold office in terms of rule 5.1.10.

8.1.3 To co-opt onto the EMB one or more other persons, who must be full members of Multisport NZ and who shall hold office for so long as the EMB shall determine. Such person or persons may be selected for reasons of continuity, such as the immediate past president, or for any other reason determined by the EMB. For the duration of the term of office of any such person, he or she shall for all purposes be an Officer of the Association including enjoying voting rights on the EMB.

- 8.1.4 To settle any differences as to boundaries or other matters between approved clubs.
- 8.1.5 To control, invest and expend the funds and property of Multisport NZ subject to the provisions of this Constitution with the funds devoted solely to the furtherance of the objects of the Multisport NZ.
- 8.1.6 To incur such liabilities as may be necessary (or which the EMB may consider necessary) towards the carrying out of the objects of Multisport NZ.
- 8.1.7 To borrow money, with or without security, and to mortgage or pledge any property of Multisport NZ for such purpose.
- 8.1.8 To raise money by way of subscription on members, levies on members, levies on approved clubs, sponsoring or corporate membership subscriptions, sale of rights and privileges, sale of know how, rental of equipment and assets, sanctioning fees, service fees, and in any other manner so as to provide funds for the furtherance of the objects of Multisport NZ.
- 8.1.9 To recommend subscriptions for the next financial year of Multisport NZ, for each class of financial membership.
- 8.1.10 To attend to the day to day administration of the affairs of Multisport NZ.
- 8.1.11 To advise each Advisory Committee of any specific directions, objectives and powers that the EMB may determine for that Advisory Committee.
- 8.1.12 To disburse funds to such of the Advisory Committees as the EMB thinks fit to enable them to undertake the responsibilities given them by the EMB.
- 8.1.13 To consider, and if thought fit, act upon recommendations received from Advisory Committees.
- 8.1.14 To furnish rulings upon the laws of component sports when requested to do so by event organisers, or financial members.
- 8.1.15 To ensure that the objectives of this Constitution are kept to the fore in the development and maintenance of multisport and adventure racing in New Zealand.
- 8.1.16 To appoint such salaried or contracted Officers or staff as shall be considered necessary to conduct the affairs of the Association and all of

its Advisory Committees, and to dismiss and retire the same as may be necessary.

- 8.1.17 To oversee and authorize the expenditure of all Multisport NZ funds.
- 8.1.18 Subject to the procedure set out in this Constitution, the rules, regulations and policies of Multisport NZ may in the discretion of the EMB agree to refer any sports related dispute to the Sports Tribunal of New Zealand, including a dispute which may be of national significance. In any case the EMB shall have the power on behalf of Multisport NZ to agree with another party to refer a matter to the Tribunal for determination.
- 8.1.19 No member or any person associated with a member of the Association shall participate in or materially influence any decisions made by the Association or its Committee in respect of payment to or on behalf of that member or associated person of any income, benefit, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value)

The provisions and effect of this clause shall not be removed from these rules and shall be included or implied in any rules replacing them.

9.0 Secretarial Functions

- 9.1 The EMB shall make all necessary arrangements for the secretarial functions of Multisport NZ including keeping of minutes of meetings.

10.0 Treasury Functions

- 10.1 The EMB shall make all necessary arrangements for treasury and accounting functions of Multisport NZ and shall arrange, if possible, for the employment of a Chartered Accountant who shall keep a complete set of account books in which shall be recorded in detail all the financial transactions of the Association. Annual Accounts will be prepared and audited for presentation at the Annual General Meeting of the Association and shall be included with the notice of meeting.

11.0 Headquarters and Registered Office

- 11.1 The Multisport NZ Secretariat will at all times be the headquarters of Multisport NZ and the location of the Multisport NZ Secretariat shall be decided, from time to time, by the EMB.

12.0 Common Seal

12.1 The Common Seal of Multisport NZ shall be kept at the headquarters of Multisport NZ and shall not be affixed to any document except by resolution of the EMB recorded in the minute book, and in the presence of two members of the EMB.

13.0 Finance

13.1 The financial year of Multisport NZ shall run from the first day of April in each year and end on the last day of March following, or such other dates as shall from time to time be decided at the AGM.

13.2 All cheques shall be signed by any two of the Officers provided that the EMB may delegate this authority to any other person or persons.

13.3 The Accountant appointed at the AGM shall certify the accounts of Multisport NZ and report on these at the AGM and as otherwise required by Multisport NZ.

14.0 Alterations to Constitution

14.1 (a) No rule shall be altered, rescinded or added to except pursuant to a resolution passed by a majority of two thirds of the members present in person or by proxy and voting in a General Meeting of the Association

(b) No addition to or alteration of the aims/objects, payments to members clause or the winding up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

15.0 Legal Proceedings

15.1 No action or legal proceedings whatsoever, whether at law or in equity, shall be taken or instituted by any member against Multisport NZ, or any committee official or other member of Multisport NZ in respect of any decision, proceeding, resolution, matter or thing whatsoever done, omitted, passed, carried or sanctioned by the EMB or any club or official, and notwithstanding any irregularity in or relating such decision proceeding, resolution, matter or thing. In the event of any such action or proceeding being instituted the production of these rules shall be a complete answer thereto.

16.0 Winding Up

16.1 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having objects similar to the objects of the first organisation, or to some other charitable organisation or purpose, within New Zealand.

17.0 Matters not Elsewhere Provided for

17.1 In the event of any matter arising which is not provided for in these rules or any matter relating to the proper interpretation of these rules, the same shall be determined by the EMB, whose decision shall be conclusive and binding on all members except that the provisions of Clauses 8.1.19, 14 or 16 shall not be revoked or altered in any way so as to rescind any revenue exemption obtained by the Association from Inland Revenue. Notice of such decision shall be given to the next general meeting, and unless revoked there it, shall be deemed to stand.