



CONSTITUTION OF WELLINGTON FIGURE SKATING CLUB INCORPORATED

1.0 NAME:

The name of the Club is Wellington Figure Skating Club Incorporated, hereinafter referred to as the "Club".

2.0 INTERPRETATION:

In this constitution unless the context otherwise requires:

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

"Child" means a person under the age of 17 and those 17 or over with special needs.

"Committee" means the Committee of the Club.

"Constitution" means the Constitution of the Club.

"Guidelines" means any guidelines for operation of the Club established by the Committee.

"ISU" means the International Skating Union

"NZIFSA" means New Zealand Ice Figure Skating Association Incorporated.

"Member", means a person properly admitted to the Club who has not ceased to be a member of the Club.

"President" means the Committee Member responsible for, among other things, overseeing the governance and operations of the Club and chairing General Meetings.

"Vice-President" the Committee Member elected or appointed to deputise in the absence of the President.

"Secretary" the Committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Committee meetings.

"Treasurer" means the Committee Member responsible for, among other things, overseeing the finances of the Club.

"Regulations" means any regulations, rules and by-laws of the Club established by the Committee and any applicable regulations, rules, and by-laws of the NZIFSA and the ISU.

"General Meeting" means either an Annual General Meeting or a Special General Meeting of the Club.

"Clear Days" means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

"Matter" means (a) the Club's performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Club.

"Notice" to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

"Register of Interests" means the register of interests of Committee Members kept under these Regulations.

"Register of Members" means the register of Members kept under these Regulations.

3.0 PURPOSES:

The purposes of the Club are:-

- 3.1 To undertake, facilitate and encourage figure skating in all its forms.
- 3.2 To acquire, analyse and disseminate information and knowledge of relevance to Members.
- 3.3 To initiate, promote and facilitate the instruction of ice skating, choreography, dance and fitness as they may apply to figure skating in all its forms.
- 3.4 To promote the maintenance of high standards of performance in figure skating.
- 3.5 To initiate, promote, facilitate, and host ice skating competitions, championships, NZIFSA tests, and exhibitions.
- 3.6 To initiate and promote ideas designed to enhance championships, NZIFSA tests, exhibitions, judging, Kiwi Skate, ice shows or masters games and/or any other as the Club Committee shall from time to time approve.
- 3.7 To support and co-operate with all groups which promote, pursue or support objects similar to any or all of the objects of the Club.
- 3.8 To comply with and submit to the rules, by-laws, regulations, resolutions and obligations of the NZIFSA and ISU.
- 3.9 To recognise the NZIFSA as having the final right to determine all disputes in relation to the NZIFSA and ice figure skating excluding disciplinary matters and disciplinary hearings that relate solely to breaches of WFSC rules, but not those of NZIFSA or ISU.
- 3.10 To raise money and accept sponsorship for the furtherance of the purposes aforesaid.

4.0 ATTAINING PURPOSES

The Club shall be empowered to do all things necessary, desirable, incidental or conducive to the advancement, pursuance, furtherance, support or attainment of all or any of one or more purposes of the Club, and to exercise the powers of the Club.

5.0 PROPERTY OF THE CLUB

The Club must apply all property and income of the Club towards the promotion of the purposes of the Club and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.

6.0 POWERS OF THE CLUB:

- 6.1 To acquire, hold, deal with, and dispose of any property of the Club.
- 6.2 To open and operate bank accounts.
- 6.3 To invest its money –
 - 6.3.1 in any security in which trust moneys may be invested; or
 - 6.3.2 in any other manner authorised by the rules of the Club;
- 6.4 To borrow money upon such terms and conditions as the Club thinks fit.
- 6.5 To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit.
- 6.6 To appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise.
- 6.7 To build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Club.
- 6.8 Accept donations and gifts in accordance with the purposes of the Club.
- 6.9 Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club.
- 6.10 Provide gifts and prizes in accordance with the purposes of the Club.
- 6.11 Organise social events for Members and the promotion of the Club.
- 6.12 To enter into any other contract the Club considers necessary or desirable.

7.0 ACT AND REGULATIONS

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

8.0 REGISTERED OFFICE

The Registered Office of the Club shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

9.0 MEMBERSHIP:

- 9.1 The Club shall maintain the minimum number of Members required by the Act.
- 9.2 Membership shall be open to any person who wishes to further the interests of the Club.
- 9.3 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Club.
- 9.4 Every applicant for membership must consent either in writing or electronically via the Club's online form to becoming a Member.
- 9.5 The Committee shall have the power to approve or deny an application for membership.
- 9.6 Every Member shall provide the Club with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Club of any changes to those details.
- 9.7 Each person admitted to membership shall be:
 - 9.7.1 bound by the Constitution and By-laws of the Club;
 - 9.7.2 come liable for such fees and subscriptions as may be fixed by the Club;
 - 9.7.3 entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Club's premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the Club by due date, but no Member or Life Member is liable for an obligation of the Club by reason only of being a Member.
- 9.8 Any person who is a financial member of the Club is entitled to hold any office unless they are disqualified from being appointed under Sections 12.6 or 13.0.
- 9.9 A parent or guardian of a child, as defined in section 2.0, may exercise the child's rights of membership on their behalf and is entitled to hold any office unless they are disqualified from being appointed under Sections 12.0 or 13.0.
- 9.10 All Members (including Committee Members) shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
- 9.11 Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 9.12 The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Club, including any conditions of and fees for such access or use.
- 9.13 Membership Categories:
 - 9.13.1 INDIVIDUAL MEMBERSHIP:
 - (a) Senior Member – any person aged 16 and over.
 - (b) Junior Member - any person under the age of 16 years. Junior Members may attend general meetings and speak, but shall have no voting rights nor be entitled to hold any office.
 - 9.13.2 FAMILY MEMBERSHIP
 - (a) Covers up to 4 members of a family living in the same household and related by birth, marriage or other legal relationship.
 - (b) Must contain one parent or guardian.

- (c) For the purposes of Section 9.1 of the Constitution, each specified individual who is part of a Family Membership shall be counted as an individual member, however only 1 vote per family membership is allowed at General Meetings.
- (d) If there are two or more persons over the age of 16 who qualify for a Family Membership but wish to have individual voting rights then they should seek Individual Membership.

9.13.3 LIFE MEMBER

A member who has given outstanding service to the club may be elected as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. Any Member may nominate a person to the Committee for consideration for Life Membership. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.

9.13.4 PATRON

The Club may, at its discretion, elect a patron/s or vice patron/s of the Club for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current Members of the Club under another category of membership.

9.13.5 AFFILIATED CLUBS OR TEAMS

A club or team desirous of becoming an affiliated club or team must make application in accordance with the by-laws of the Club. Such application must be lodged with the Club Secretary on or before a date as determined by the Committee of the Club. Each affiliated club or team shall appoint or elect a delegate as their representative to meetings of the Committee.

- 9.14 The Committee shall appoint a Member of the Committee to maintain an up to date register of Members of the Club.

10.0 TERMINATION OF MEMBERSHIP

- 10.1 Any person's membership may be terminated by the following events:
- 10.1.1 death (or if a body corporate on liquidation, or if a partnership on dissolution of the partnership);
 - 10.1.2 resignation by notice to the Secretary;
 - 10.1.3 expulsion following a dispute resolution process under these Regulations;
 - 10.1.4 a Member's annual membership fee remains unpaid after 2 months falling due.
- 10.2 The Committee shall have the power to suspend or expel any Member of the Club for:
- 10.2.1 any of the events in Item 10.1,
 - 10.2.2 false or inaccurate statements made in the Member's application for membership of the Club,
 - 10.2.3 breach of any rule, regulation or by-law of the Club, and
 - 10.2.4 by any act detrimental to the Club,
- after having undertaken due inquiry as per the Disputes Resolution process.
- 10.3 Any Member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.
- 10.4 A Member who resigns or whose membership is terminated under these Regulations:
- 10.4.1 remains liable to pay all subscriptions and other fees to the Club's next balance date;
 - 10.4.2 shall cease to hold themselves out as a Member of the Club;
 - 10.4.3 shall return to the Club all material provided to Members by the Club (including any membership certificate, badges, handbooks and manuals); and
 - 10.4.4 shall cease to be entitled to any of the rights of a Club Member.

11.0 BECOMING A MEMBER AGAIN

- 11.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Committee.
- 11.2 However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.

12.0 COMMITTEE

- 12.1 The Club must have a Committee.
- 12.2 The Committee must comprise 3 or more officers who are qualified to be elected or appointed under Section 13.0.
- 12.3 A majority of the officers on the Committee must be made up of either or both of the following:
 - 12.3.1 members of the Club;
 - 12.3.2 representatives of bodies corporate that are members of the Club.
- 12.4 The operation and affairs of the Club will be managed by, or under the direction or supervision of, its Committee.
- 12.5 The Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club.
- 12.6 A person shall cease to be a Member of the Committee at the conclusion of the Annual General Meeting which follows their election and they will be eligible for re-election subject to term limits defined in Section 15.0.
- 12.7 A quorum of the Committee shall be half of its Members plus one.
- 12.8 If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 12.9 A Member of the Committee may lose their seat on the committee for any of the following:
 - 12.9.1 absence from three or more meetings without leave of absence; or
 - 12.9.2 found not to be a financial Member, unless they were elected as an independent officer, or where known and understood to not be a financial member at the time of their election; or
 - 12.9.3 If they become disqualified from holding office under section 13.0.
- 12.10 This section is subject to any modifications, exceptions, or limitations contained in the Incorporated Societies Act 2022 or in the Club's Constitution

13.0 QUALIFICATIONS OF THE COMMITTEE

Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.

The following persons are disqualified from being appointed or holding office as a Committee Member:

- 13.1 a person who is under 16 years of age,
- 13.2 a person who is an undischarged bankrupt,
- 13.3 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- 13.4 a person who is disqualified from being a Member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- 13.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - 13.5.1 an offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022,
 - 13.5.2 a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - 13.5.3 an offence under section 143B of the Tax Administration Act 1994,

- 13.5.4 an offence under subpart 22 of Part 2 of the Incorporated Societies Act 2022
- 13.5.5 an offence, in a country other than New Zealand, that is substantially similar to an offence specified in sub-paragraphs (13.5.1) to (13.5.3),
- 13.5.6 a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- 13.6 a person subject to:
 - 13.6.1 a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022
 - 13.6.2 an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - 13.6.3 a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - 13.6.4 a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- 13.7 a person who is subject to an order that is substantially similar to an order referred to in paragraph 13.6 under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations:
- 13.8 in relation to any particular society, a person who does not comply with any qualifications for officers contained in the society's constitution.

14.0 ELECTION OR APPOINTMENT

- 14.1 Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act).
- 14.2 A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, shall be received by the Secretary at least 14 Clear Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- 14.3 Votes shall be cast in such a manner as the person chairing the Meeting determines.
- 14.4 In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- 14.5 Two Members (who are not nominees) or non-Members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 14.6 The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

15.0 TERM

- 15.1 The term of office for all Committee Members shall be 1 year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.
- 15.2 No Committee Member shall serve for more than 6 consecutive terms.
- 15.3 No President shall serve for more than 3 consecutive years as President.

16.0 REMOVAL

Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Club) the following steps shall be taken:

- 16.1 the Committee Member who is the subject of the complaint, must be advised of all details of the complaint;

- 16.2 the Committee Member who is the subject of the complaint, must be given adequate time to prepare a response;
- 16.3 the complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required;
- 16.4 any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint);
- 16.5 if the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a two-thirds majority of those present and voting.

17.0 CESSATION OF COMMITTEE MEMBERSHIP

- 17.1 A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.
- 17.2 Each Committee Member shall within 7 Clear Days of submitting a resignation or ceasing to hold office, deliver to a member of the Committee all books, papers, passwords and other property of the Club held by such former Committee Member.
- 17.3 Each Committee Member submitting a resignation or ceasing to hold office, who is a signatory to the Club's bank account, shall relinquish signing rights by attending a nominated branch of the Club's Bank at a date and time set by the Committee, together with any supporting documentation as required by the Bank.

18.0 POWERS OF THE COMMITTEE

- 18.1 From the end of each Annual General Meeting until the end of the next, the Club shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Club's purposes and the implementation of resolutions approved by any General Meeting.
- 18.2 The Committee shall carry out the day-to-day running of the Club.
- 18.3 The Committee shall be involved in the advancement of the Club and shall:
 - 18.3.1 attend General Committee Meetings and Annual General Meetings;
 - 18.3.2 take part in any discussion of the Committee (unless the Committee decides otherwise);
 - 18.3.3 have voting rights on matters (unless the Member is interested in a matter as defined in Sections 12.6 and 22.0);
 - 18.3.4 be counted for the purpose of determining whether there is a quorum at any meeting;
 - 18.3.5 be given tasks as decided by the Committee.
- 18.4 The powers of the Committee will include, but are not limited to:
 - 18.4.1 administering the finances, appointing bankers, and directing the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - 18.4.2 fixing the manner in which such banking accounts shall be operated upon, providing the Committee passes all payments;
 - 18.4.3 fixing fees and subscriptions payable by Members and deciding such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
 - 18.4.4 adjudicating on all matters brought before it which in any way affect the Club;
 - 18.4.5 causing minutes to be made of all proceedings at meetings of the Committee and General Meetings of Members;
 - 18.4.6 making, amending and rescinding rulings and By-laws;
 - 18.4.7 having the power to form and appoint any sub committee/s as required for specific purposes;

- 18.4.8 at their discretion, employing a person or persons to carry out professional services to the Club at salaries or remunerations for such period of time, as may be deemed necessary;
- 18.4.9 appointing a successor until the next Annual General Meeting should a vacancy occur on the Committee during the season;
- 18.4.10 appointing an officer/s or agent of the Committee to have custody of the Club's records, documents and securities.
- 18.4.11 investigating whether a Member nominated for the Committee is eligible for election;
- 18.4.12 making such inquiries as appropriate into the good standing or otherwise of any member of the Committee.

19.0 SUB-COMMITTEES

- 19.1 The Committee may appoint Sub-Committees consisting of such persons (whether or not Members of the Club) and for such purposes as it thinks fit.
- 19.2 Unless otherwise resolved by the Committee:
 - 19.2.1 the quorum of every Sub-Committee is half the Members of the Sub-Committee;
 - 19.2.2 no Sub-Committee shall have power to co-opt additional Members;
 - 19.2.3 a Sub-Committee must not commit the Club to any financial expenditure without express authority of the Committee;
 - 19.2.4 a Sub-Committee must not further delegate any of its powers; and
 - 19.2.5 a Sub-Committee may defer to the Committee for a decision in circumstances where the Sub-Committee is unable to reach a resolution.

20.0 GENERAL ISSUES

- 20.1 The Committee and any Sub-Committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee meeting.
- 20.2 Other than as prescribed by the Act or these Regulations, the Committee or any Sub-Committee may regulate its proceedings as it thinks fit.
- 20.3 Subject to the Act, these Regulations and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Regulations and all matters dealt with by it in accordance with these Regulations and on matters not provided for in these Regulations shall be final and binding on all Members.

21.0 CONTACT OFFICER

- 21.1 The Contact Officer will be:
 - 21.1.1 at least 18 years of age, and
 - 21.1.2 a Committee Member, and
 - 21.1.3 at all times be resident in New Zealand, and
 - 21.1.4 not disqualified under the Statute from holding that office; and
 - 21.1.5 appointed by the Committee
- 21.2 Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Society becoming aware of the change.

22.0 CONFLICTS OF INTEREST

- 22.1 A Member of the Committee and/or of a Sub-Committee is interested in a matter if the Member of the Committee and/or Sub-Committee:
 - 22.1.1 may obtain a financial benefit from the matter; or
 - 22.1.2 is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
 - 22.1.3 may have a financial interest in a person to whom the matter relates; or

- 22.1.4 is a partner, director, Member of the Committee and/or Sub-Committee, board Member, or trustee of a person who may have a financial interest in a person to whom the matter relates;
- 22.1.5 is interested in the matter because the Club's Constitution so provides.
- 22.2 However, a Member of the Committee and/or Sub-Committee is not interested in a matter-
 - 22.2.1 merely because the Member of the Committee and/or Sub-Committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - 22.2.2 if the Member of the Committee's and/or Sub-Committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - 22.2.3 if the Member of the Committee's and/or Sub-Committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member of the Committee in carrying out the Member of the Committee's and/or Sub-Committee's responsibilities under the Act or the Rules; or
 - 22.2.4 if the Member's interest is of a kind specified in this Constitution.
- 22.3 A Member of the Committee and/or Sub-Committee who is interested in a matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - 22.3.1 to the Committee and/or Sub-Committee; and
 - 22.3.2 in an interests register kept by the Committee.
- 22.4 Disclosure of an interest in the matter must be made as soon as practicable after the Member of the Committee and/or Sub-Committee becomes aware that they are interested in the matter.
- 22.5 Where the Committee becomes aware of a failure to disclose interest, they must notify the Members of the Club of the failure and any transactions affected as soon as practicable.
- 22.6 A Member of the Committee and/or Sub-Committee who is interested in a matter—
 - 22.6.1 must not vote or take part in the decision of the Committee and/or Sub-Committee relating to the matter; and
 - 22.6.2 must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - 22.6.3 may take part in any discussion of the Committee and/or Sub-Committee relating to the matter and be present at the time of the decision of the Committee and/or Sub-Committee (unless the Committee and/or Sub-Committee decides otherwise).
- 22.7 However a Member of the Committee and/or Sub-Committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 22.8 Where 50 per cent or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Members agree otherwise, and where 50 per cent or more of the Members of a Sub-Committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.
- 22.9 A transaction entered into by the Club in which a Committee Member of the Club is interested may be avoided by the Club at any time before the expiry of 3 months after the transaction is notified under section 22.5.
- 22.10 However a transaction cannot be avoided if the Club receives fair value under it.

23.0 REGISTER OF INTERESTS

The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Committee Members.

24.0 ANNUAL GENERAL MEETING

- 24.1 The Annual General Meeting of the Club must be held
- 24.1.1 not later than 6 months after the balance date of the Club; and
- 24.1.2 not later than 15 months after the previous Annual General Meeting.
- 24.2 The Secretary shall give at least 14 days notice of the date of the Annual General Meeting to Members and shall specify the day and the hour of the meeting, the location and whether Internet attendance will be permitted.
- 24.3 All financial Members may attend the Annual General Meeting.
- 24.4 The quorum at the Annual General Meeting shall be a minimum of 8 Members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week or to such other day and at such other time and place as the Committee may determine. If at such meeting there is no quorum those Members present shall be competent to discharge the business of the meeting.
- 24.5 The agenda for an Annual General Meeting shall be:
- Opening of Meeting
 - Apologies
 - Confirmation of Minutes of previous Annual General Meeting
 - Presentation of Annual Report
 - Adoption of Annual Report
 - Presentation of financial statement
 - Election of New Executive and appointment of Auditor
 - Vote of thanks to outgoing Executive
 - Notice/s of Motion
 - Urgent general business
 - Notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
 - Closure

25.0 GENERAL MEETINGS

- 25.1 The Committee shall give all Members at least 7 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 25.2 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- 25.3 The Committee may put forward motions for the Club to vote on (Committee Motions), which shall be notified to Members with the notice of the General Meeting.
- 25.4 Any Member may request that a motion be voted on (Member's Motion) at a General Meeting, by giving notice to the Secretary at least 14 Clear Days before that meeting. The Member may also provide information in support of the motion (Member's Information).
- 25.5 Eligible financial Members may attend, speak and vote at General Meetings:
- 25.5.1 in person; or
- 25.5.2 by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting; or
- 25.5.3 through the authorised representative of a body corporate as notified to the Secretary; and
- 25.5.4 no other proxy voting shall be permitted.
- 25.6 The quorum at the General Meeting shall be a minimum of 8 Members.
- 25.7 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting:
- 25.7.1 if convened upon request of Members, shall be dissolved;
- 25.7.2 in any other case it shall stand adjourned to a day, time and place determined by the President of the Club, and if at such adjourned meeting a

quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

- 25.8 All General Meetings shall be chaired by the President. If the President is absent, the meeting shall elect another Committee Member to chair that meeting. Any person chairing a General Meeting may:
- 25.8.1 with the consent of any at that General Meeting, adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - 25.8.2 direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - 25.8.3 in the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 25.9 Minutes must be kept by the Secretary of all General Meetings.

26.0 SPECIAL GENERAL MEETINGS

- 26.1 Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 26.2 The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

27.0 RESOLUTION IN LIEU OF MEETING

- 27.1 A written resolution in lieu of a meeting may be passed if it is approved by no less than 75% of the number of Members who are entitled to vote.
- 27.2 A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more of the persons specified in 27.1 above.
- 27.3 A member may give their approval by:
- 27.3.1 signing the resolution; or
 - 27.3.2 giving their approval to the resolution in any other manner determined by the Committee.
- 27.4 The proposed resolution must
- 27.4.1 be dated with the date on which the proposed resolution is first sent to a person entitled to vote for the purpose of approval (the circulation date); and
 - 27.4.2 be sent to the last known address (including an electronic address) for each person who is entitled to vote; and
 - 27.4.3 as far as is reasonably practicable, be sent on the circulation date; and
 - 27.4.4 be accompanied by a statement of the effect of resolution.
- 27.5 A proposed resolution lapses if it is not passed within 3 months (or any shorter period as notified by the Committee on the proposed resolution) after the circulation date.
- 27.6 An accidental omission to send a proposed resolution or statement to a person entitled to vote does not invalidate a resolution passed under this Section.
- 27.7 The Club must within 5 working days after a resolution is passed, send a copy of the resolution to an address for each person who was entitled to vote who did not approve the resolution and on whose behalf the resolution was not approved.

28.0 VOTING

- 28.1 Voting powers at the Annual General Meeting and General Meetings:
- 28.1.1 The President/Chair shall be entitled to a deliberate vote and, in the event of a tied vote, the President/Chair shall exercise a casting vote.
 - 28.1.2 Each Senior Individual member present shall have 1 vote.
 - 28.1.3 A parent/caregiver over the age of 18 who resides with an Individual Youth member shall have 1 vote on behalf of that youth member.
 - 28.1.4 If a member is part of a Family Membership, only 1 registered member from the family group, who is over the age of 16 years, shall be entitled to vote.
- 28.2 Voting powers at Committee Meetings:
- 28.2.1 The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.
 - 28.2.2 Each individual committee Member present shall have 1 vote.
- 28.3 Unless otherwise stated, votes shall be cast in person.
- 28.4 Where voting cannot be made in person, and if sufficient notice is given, the Committee may decide to allow any of the following methods of voting:
- 28.4.1 postal vote;
 - 28.4.2 electronic vote;
 - 28.4.3 proxy vote.
- 28.5 The quorum will take into account members present via the voting methods in 28.4.1 to 28.4.3 above.

29.0 FINANCE

- 29.1 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Committee may determine.
- 29.2 All accounts due by the Club shall be paid after having being passed for payment at the Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Committee Meeting.
- 29.3 The Secretary shall not spend more than a set amount Petty Cash without the consent of the Committee, and shall keep a record of such expenditure in a Petty Cash Book.
- 29.4 A statement showing the financial position of the Club shall be tabled at each Committee Meeting by the Treasurer.
- 29.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 29.6 The Club's financial year shall commence on 1st October of each year and end on 30th September (the latter date being the Club's balance date).
- 29.7 The signatories to the Club's account/s will be the Treasurer and any 1 from the following:
- President
 - Vice President
 - Secretary
- 29.8 All property and income of the Club will apply solely to the promotion of the purposes of the Club.
- 29.9 No Member or person who is associated with a Member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage. The exceptions are where it is derived from:
- 29.9.1 professional services to the organisation carried out in the course of business that are charged at a rate that is not greater than current market rates; or
 - 29.9.2 interest on money lent at a rate that is not greater than current market rates.

30.0 ASSURANCE ON THE FINANCIAL STATEMENTS

No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Club's Members at a General Meeting, or is required by the Act.

31.0 ALTERATIONS TO THE CONSTITUTION

- 31.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose.
- 31.2 Any proposed motion to amend or replace these Rules shall be signed by at least 50 per cent of eligible Members and given in writing to the Secretary at least 14 Clear Days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
 - 31.2.1 Section 31.2 does not apply to motions to amend the constitution put forward by the Committee for voting at an annual general meeting.
- 31.3 The Secretary shall forward such notices of motion to each Committee Member at least 7 days prior to a General Meeting.
 - 31.3.1 Section 31.3 does not apply to any motions raised under urgency at the AGM by the Committee.
- 31.4 Such motions, or any part thereof, shall be of no effect unless passed by a 75 per cent majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Committee Meeting, as the case may be.
- 31.5 Within one month of the passing of a Special Resolution, the Secretary shall notify the New Zealand Companies Office of the amendment.
- 31.6 No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals. 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.

32.0 DISPUTES RESOLUTION

- 32.1 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.
- 32.2 The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

33.0 INVESTIGATING DISPUTES

- 33.1 This rule concerns any grievances of Members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as "disputes".
- 33.2 These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- 33.3 Rather than investigate and deal with any grievance or complaint, the Committee may:
 - 33.3.1 appoint a Sub-Committee to deal with the same, or
 - 33.3.2 refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,
- 33.4 The Committee or any such Sub-Committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- 33.5 The decision-maker:
 - 33.5.1 shall consider whether to investigate and deal with the grievance or complaint; and

- 33.5.2 may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Club).
- 33.6 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
 - 33.6.1 the complainant and the Member, or the Club which is the subject of the grievance, must be advised of all details of the grievance;
 - 33.6.2 the Member, or the Club which is the subject of the grievance, must be given an adequate time to prepare a response;
 - 33.6.3 the complainant and the Member, or the Club which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required; and
 - 33.6.4 any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- 33.7 Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
 - 33.7.1 the complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint;
 - 33.7.2 the Member complained against must be given an adequate time to prepare a response;
 - 33.7.3 the Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required; and
 - 33.7.4 any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- 33.8 A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Club and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

34.0 RESOLVING DISPUTES

The decision-maker may:

- 34.1 dismiss a grievance or complaint; or
- 34.2 uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Club and Members shall comply); or
- 34.3 uphold a complaint and:
 - 34.3.1 reprimand or admonish the Member; and/or
 - 34.3.2 suspend the Member from membership for a specified period, or terminate the Member's membership; and/or
 - 34.3.3 order the complainant (if a Member) or the Member complained against, to meet any of the Club's reasonable costs in dealing with a complaint.

35.0 ACCESS TO REGISTER OF MEMBERS

With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members. However, no

access will be given to information on the Register of Members to Members or any other person, other than as required by law, and in accordance with Privacy Laws.

36.0 ACCESS TO OTHER INFORMATION

- 36.1 A Member may at any time make a written request to the Club for information held by the Club.
- 36.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 36.3 The Club must, within a reasonable time after receiving a request:
- 36.3.1 provide the information; or
 - 36.3.2 agree to provide the information within a specified period; or
 - 36.3.3 agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information; or
 - 36.3.4 refuse to provide the information, specifying the reasons for the refusal.
- 36.4 Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if:
- 36.4.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - 36.4.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its Members; or
 - 36.4.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Club; or
 - 36.4.4 withholding the information is necessary to maintain legal professional privilege; or
 - 36.4.5 the disclosure of the information would, or would be likely to, breach an enactment; or
 - 36.4.6 the burden to the Club in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or
 - 36.4.7 the request for the information is frivolous or vexatious.
- 36.5 If the Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Club -
- 36.5.1 that the Member will pay the charge; or
 - 36.5.2 that the Member considers the charge to be unreasonable.
- 36.6 Nothing in this Regulation limits Information Privacy Principle 6 of the Privacy Act 2020.

37.0 COMMON SEAL

- 37.1 The common seal of the Club shall be kept in the care of the Secretary.
- 37.2 The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee and in the presence of at least the President and two Members of the Committee, both of whom shall subscribe their names as witnesses.

38.0 BYLAWS

The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Club activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.

39.0 DISSOLUTION

- 39.1 If the Club is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

- 39.2 On the winding up or liquidation or removal from the Register of Incorporated Societies of the Club, its surplus assets after payment of all debts, costs and liabilities shall be vested in New Zealand Ice Figure Skating Association Incorporated.
- 39.3 However, on winding up by resolution under this rule, the Club may approve a different distribution to:
 - 39.3.1 another incorporated Club having objects similar to those of the Club; or
 - 39.3.2 for charitable or benevolent purposes, which incorporated Club or purposes, as the case requires, shall be determined by resolution of the Members.