

**NEW ZEALAND ROWING ASSOCIATION INCORPORATED**

**CONSTITUTION**

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## ARTICLE 1 - NAME:

1. The name shall be New Zealand Rowing Association Incorporated.

## ARTICLE 2 - DEFINITIONS AND INTERPRETATION

1. **Definitions:** In this Constitution, unless the context otherwise requires:

"Board" means the Board of RNZ as defined in Article 14.

"Board Member" means a member of the Board as defined in Article 14

"Chief Executive" means the Chief Executive of RNZ appointed by the Board pursuant to Article 30.1.

"Club" means a rowing club situated in New Zealand.

"Constitution" means this Constitution which records the Articles of RNZ.

"Delegate" means a delegate appointed to represent a Local Association at a General Meeting of RNZ pursuant to Article 22.1.

"Director" means a Director of RNZ as defined in Article 12.

"FISA" means the Federation Internationale des Societes d'Aviron (International Federation of Rowing Associations)

"General Meeting" means any Annual or Special General Meeting of RNZ.

"KRI" means Karapiro Rowing Incorporated

"Local Association" means a New Zealand rowing association as defined in Article 35.

"Member" means a member of RNZ as defined in Article 6.

"Officer" means an officer of RNZ as defined in Article 11.

"NZSSRA" means New Zealand Secondary Schools Rowing Association Inc "RNZ"  
means New Zealand Rowing Association Incorporated.

"Rowing" means the sport of rowing.

"RPC" means a Rowing Performance Centre established in accordance with Article 38

"Rules and Regulations" means any rules, regulations, by-laws, directives, codes, policies or procedures adopted by RNZ either in General Meeting or by the Board pursuant to these Articles.

"SIR" means South Island Rowing Incorporated

"SDT" means the Sports Dispute Tribunal of New Zealand as established by Sport New Zealand (formally SPARC).

"HPSNZ" means High Performance Sport New Zealand as established by Sport New Zealand.

"SNZ" means Sport New Zealand as established by the New Zealand Government.

2. Interpretation: In this Constitution unless the context otherwise requires:

- (a) Expressions defined in Article 2 hereof shall have the defined meaning in the whole of this Constitution;
- (b) Clause headings and other headings are for ease of reference only and will not affect the interpretation of this Constitution;
- (c) Any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
- (d) Words importing the singular number will include the plural and vice versa;
- (e) References to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;
- (f) References to any gender includes all genders.

### **ARTICLE 3 - OBJECTS:**

1. The primary objects of RNZ are:

- (a) To foster and promote the sport of rowing in New Zealand in all its forms and classifications and in particular:
  - (i) competitive and recreational rowing amongst Clubs who are members of the Association;
  - (ii) rowing within and amongst secondary schools and universities and their inclusion in the competition and development programmes promoted by RNZ and its Associations;
  - (iii) competitive and recreational Masters rowing;
  - (iv) international competition amongst rowing nations and the participation therein by New Zealand crews;
  - (v) high performance programmes for rowers who aspire to participate in international competition;
  - (i) para rowing;
  - (vi) coastal rowing;

- (viii) indoor rowing;
  - (ix) the recruitment, training and qualification of boat race officials to the standards required for the implementation of both RNZ' and FISA's Rules of Racing;
  - (x) the recruitment, training and qualification of coaches to serve at school, university, club and national levels of the sport.
- (b) To ensure the sport of rowing is conducted in an environment free from the use of any performance enhancing substances or methods which are prohibited by the International Olympic Committee, the New Zealand Sports Drug Agency, RNZ or FISA;
  - (c) To facilitate the organisation and staging on an annual basis of the New Zealand Rowing Championships, the North and South Island Rowing Championships, the Interprovincial Representative Championships the New Zealand Masters Rowing Championships and, in conjunction with the NZSSRA and the New Zealand Universities Rowing Council and according to their respective Rules and Regulations, the New Zealand Secondary School Rowing Championships, the North and South Island Secondary Schools Rowing Championships, the New Zealand University Rowing Championships;
  - (d) To maintain membership of FISA;
  - (e) To maintain membership of the New Zealand Olympic Committee;
  - (f) To foster and promote the relationship between RNZ and SNZ, and the New Zealand Olympic Committee;
  - (g) To represent and promote the interests of Members;

Without detracting from the primary objects, the secondary objects of RNZ are:

- (a) To establish codes of conduct applicable to Members;
- (b) To formulate, adopt and implement such Rules and Regulations as may be deemed appropriate for the governance, management and operation of rowing in New Zealand including but not limited to:
  - (i) Rules of Racing;
  - (ii) Regulations for Regattas;
  - (iii) Directives for Race Officials;

- (iv) Directives for Courses;
- (v) Prohibited Substances;
- (vi) Water safety;
- (vii) Competition safety;
- (viii) National selection;

#### **ARTICLE 4 - POWERS:**

1. In addition to its statutory powers RNZ may:
  - (a) Borrow or raise money by debenture, bonds, mortgage or other means, with or without security;
  - (b) Use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose employ such people as may be appropriate;
  - (c) Purchase, lease, or otherwise acquire, exchange, sell, lease or otherwise dispose of property, rights or privileges to further carry out its objects as may be appropriate;
  - (d) Enter into contractual relationships with rowers, representative team members, employees, contractors, sponsors or any other such persons or bodies as may be appropriate;
  - (e) Refer appropriate matters to the SDT for determination;
  - (f) Admit new Members;
  - (g) Withdraw, suspend or terminate membership or impose penalties against any Member for the breach of any rule or regulation of RNZ or for bringing RNZ or rowing into disrepute;
  - (h) Carry on any other business in connection with the promotion and fostering of rowing in New Zealand;
  - (i) Apply for, purchase, or otherwise acquire any intellectual property rights for any of the purposes of RNZ, and use, exercise, develop, or grant licenses in respect thereof;
  - (j) Subscribe to or otherwise acquire, hold and deal with debentures or other securities in any company and to sell or dispose of such interests;
  - (k) Lend and advance money or give credit to any person and to give guarantees and/or indemnities for the payment in money or the performance of contracts or obligations by any person;
  - (l) Delegate to any person the powers of RNZ
  - (m) Determine disputes and appeals on matters relating to RNZ and rowing.

- (n) Do all such things as are incidental or conducive to the attainment of its objects;
  - (o) Indemnify its officers, directors, employees and specified volunteers against any liability incurred in carrying out the objectives of RNZ specified in the Constitution except where such liabilities have been incurred as a consequence of the wilful breach of these Rules of the Association or other wilful neglect by the person concerned.
2. Each of the objects and powers set out in Articles 3 and 4 are independent objects and powers of RNZ and are to be constructed independently and are not to be limited by reference to any other objects or powers recorded in Articles 3 and 4.

#### **ARTICLE 5 - CAPACITY/NO PECUNIARY GAIN:**

1. The capacity of RNZ in accordance with its objects, to carry on or undertake any business or activity, do any act, or enter into any transaction is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with or in seeking to achieve its objectives as outlined in Article 3.
2. The ability and power to carry on or undertake any business or activity for the purpose and on the basis outlined in Article 5.1 shall, without limiting the generality of Article 5.1, include the ability and power to undertake rowing activities and competitions in which paid athletes and paid officials participate, to solicit licensing of brands and to seek sponsorship.
3. Nothing in the Constitution shall permit any part of the funds of RNZ to be used or be available to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt the term "private pecuniary profit" does not include:
  - (a) a fair and reasonable reward for services performed;
  - (b) reimbursement for expenses properly incurred;
  - (c) usual professional business or trade charges;and in accordance with prevailing commercial terms on which RNZ would deal with third parties not associated with RNZ.

#### **ARTICLE 6 - MEMBERSHIP:**

1. The membership of RNZ shall comprise:
  - (a) Local Associations;
  - (b) Clubs admitted to membership of RNZ;
  - (c) Members of Clubs admitted to membership of RNZ;
  - (d) Officers;
  - (e) Board Members;

- (f) Life Members;
- (g) Affiliate Members.

#### **ARTICLE 7-ADMISSION OF NEW MEMBERS:**

1. On application the Board of RNZ may admit a Rowing Club as a Member providing:
  - (a) it is a properly constituted legal entity situated in New Zealand;
  - (b) it has been in existence for not less than three months;
  - (c) it is a member of the relevant Local Association;
  - (d) it undertakes to properly observe the Constitution, Rules and Regulations of RNZ;
  - (e) it's racing colours are approved by RNZ;
  - (f) it's application is in writing in the form provided by RNZ;
  - (g) the appropriate affiliation fee has been paid;
2. On application the Board may admit as an Affiliate Member a person or organisation allied to or interested in promoting the cause of rowing providing the affiliate:
  - (a) makes application for affiliate membership in writing in the form provided by RNZ;
  - (b) undertakes to properly observe the Constitution, Rules and Regulations of RNZ;
  - (c) is a properly constituted legal entity (in the case of an organisation) which has been in existence for not less than three (3) months;
  - (d) has it's racing colours approved by RNZ in the case of an applicant wishing to participate in rowing events or regattas.
3. Affiliate Members at the date of this Constitution include:
  - (a) New Zealand Universities Rowing Council
  - (b) New Zealand Legion of Rowers
  - (c) Entities established to conduct regattas and manage and maintain rowing courses:
    - (i) Karapiro Rowing Incorporated
    - (ii) South Island Rowing Incorporated
  - (d) RPCs established in accordance with Article 38.
4. Affiliate Members shall receive the same communications from the Association Executive as Local Associations, and may consult directly with the RNZ Board and Executive on matters affecting their interests.

5. NZSSRA and New Zealand Universities Rowing Council shall be free to make rules and regulations and administer their own affairs and the rules and regulations of NZSSRA and New Zealand Universities Rowing Council for the conduct of regattas and the administration of the sport shall apply instead of the rules and regulations of RNZ.
6. NZSSRA and New Zealand Universities Rowing Council shall be responsible for the registration of colours for the schools or universities under their jurisdiction. In the case of any such school or university wishing to compete in a local regatta where a specific type of race is provided for them, colours should be those registered hereunder.
7. Life members may be elected by an Annual General Meeting with the support of seventy five (75%) percent of those present and voting at the meeting. Candidates for life membership shall be nominated by Local Associations and shall be individuals who have rendered distinguished and conspicuous service to rowing.
8. Nominations for life membership with appropriate supporting data shall be received by the Board not less than six (6) weeks before the date of the Annual General Meeting and shall be presented to the meeting for consideration together with a report commissioned by the Board on any such nomination.

#### **ARTICLE 8 - COMPLIANCE BY MEMBERS:**

- 8.1. All Members shall properly observe the Constitution and Rules and Regulations of RNZ failing which any such Member may be liable to suspension for a period, expulsion or such other penalties as RNZ may impose.
- 8.2. All Members shall promote the interests and objects of RNZ and do nothing to bring RNZ or rowing into disrepute.

#### **ARTICLE 9 - CESSATION OF MEMBERSHIP:**

1. Any Member may resign from that Member's class of membership by written notice to RNZ. Each such resignation shall take effect from the end of the then current financial year, but the Member resigning shall remain liable to pay all subscriptions, levies and any other applicable fees to the end of that year.
2. RNZ may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned or additionally in the case of an Officer or a Board Member:
  - (a) 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 111 of The Insolvency Act 1967; or
  - (b) is a person who is prohibited from being a Director or promoter of or 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

- (c) is a person who is subject to a property order made under section 30 or section 33 of the Protection of Personal and Property Rights Act 1988; or
- (d) becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

#### **ARTICLE 10-RE-ADMISSION OF FORMER MEMBERS:**

1. Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted by decision of the Board subject to Article 32.2 hereof.
2. If a former Member's membership has been terminated under Article 32.1 the applicant shall not be re-admitted by the Board without the prior approval of a General Meeting.

#### **ARTICLE 11-OFFICERS:**

1. The Officers of RNZ shall be:
  - (a) Patron;
  - (b) Vice-Patron;
  - (c) President;
2. For as long as the Governor-General of New Zealand is willing to be the Patron, RNZ shall take such steps as are necessary from time to time to retain the Governor-General of New Zealand as Patron. While the Governor-General of New Zealand is Patron the provisions in this Article for nominations, elections and term of office shall not apply to that office.
3. The President may be called upon by the Board or Local Associations to represent RNZ e.g. in relations with national or local government bodies, sponsors, benefactors. And the Board may call upon the President as a mentor to persons or groups to whom specific assignments have been given by the Board. Persons nominated for the office of President shall evidence a lengthy involvement in the sport and notable achievement on and/or off the water.
4. RNZ shall call for nominations for the election of Officers from Local Associations not less than ten (10) weeks before the Annual General Meeting. Nominations shall close six (6) weeks before the date of the Annual General Meeting. RNZ shall distribute the nominations with a resume of each candidate to all Local Associations not less than four (4) weeks before the date of the meeting. Provided that:
  - (a) Any person who is not the Vice-Patron shall be ineligible to be nominated or elected or appointed as Vice Patron; and
  - (b) Any Person who has already served two terms as President shall be ineligible to be nominated or elected as President; and
  - (c) For the 2021 AGM, nominations for President shall remain open until two (2) weeks

before the date of that meeting.

5. Officers shall be elected by Delegates at the Annual General Meeting. Officers shall assume office at the conclusion of the Annual General Meeting at which they are elected, and hold office until the conclusion of the next succeeding Annual General Meeting, but shall be eligible for re-election subject to Article 11.4.
6. If no nomination is received pursuant to Article 11.4 for election of any Officer then nominations may be made at the Annual General Meeting without notice.

## **ARTICLE 12- DIRECTORS:**

1. RNZ shall have nine (9) Directors whose collective experience shall encompass leadership in corporate governance, business strategy and operations, sports administration and wider community relations, and which shall reinforce the financial sustainability of RNZ and its continuance as one of the leading federations in the sport of rowing.
2. Four (4) Directors shall be appointed by the Board, on the recommendation of the Board Appointments Committee and shall hold office for a term of three years.
3. One (1) Director shall be appointed by the Board, on the recommendation of the Secondary Schools Committee and shall hold office for a term of three years.
4. Appointed Directors shall retire at the end of their respective terms at the Annual General Meeting and if eligible, may be appointed for up to two further terms of three years.
5. Four (4) Directors shall be elected at an Annual General Meeting on the nomination of at least two Local Associations by a simple majority of the Associations voting, for terms of three years from the close of the Annual General Meeting at which they are elected. NZSSRA delegates shall not have voting rights for Elected Directors.
6. Elected Directors shall retire at the Annual General Meeting upon expiration of their respective terms and if eligible, may be elected for up to two further terms of three years.
7. RNZ shall notify Local Associations and advertise on its website vacancies created by the retirement of Directors in accordance with Clauses 12.3 above and call for nominations from Local Associations for Elected Directors and nominations from individuals wishing to apply for appointment as an Appointed Director not less than ten weeks before the Annual General Meeting at which those retirements take effect. Nominations shall close six (6) weeks before the Annual General Meeting.
8. RNZ shall distribute a resume of each candidate nominated for election to each Local Association, and shall forward the applications received for appointment as an Appointed Director to the Appointments Committee not less than four (4) weeks before the date of the Annual General Meeting.
9. The Appointments Committee and Secondary Schools Committee shall meet and convey their respective recommendations to the Chairman of the Board not less than five (5) days before the Annual General Meeting.
10. The Director appointments shall be made by the Board immediately prior to the Annual

General Meeting and shall be submitted to the Annual General Meeting for endorsement by Delegates.

11. Appointed Directors may not hold office or any executive position in any Local Association, or any executive or appointed position in Rowing New Zealand. While Appointed Directors may have had an on-going association with rowing, it is not required that they have had any previous involvement with the sport.
12. The Board may by majority vote, reappoint an Appointed Director for a further (fourth) term where it considers that this is necessary for the maintenance of the experience of the Board, but such appointment shall be confirmed by the Annual General Meeting.
13. An Annual General Meeting may by majority vote re-elect a Director for a fourth term where it considers it necessary for the maintenance of the experience of the Board.
14. Where a director having exceeded the maximum term provided for in clause 12.3 ceases to hold office, he or she may not be nominated for election or appointment for a period of at least one (1) year after ceasing to hold office.

#### **ARTICLE 13-BOARD APPOINTMENTS COMMITTEE:**

1. The Board shall establish an independent Board Appointments Committee for the purpose of assessing potential candidates for the position of Appointed Director and to make appropriate recommendations to the Board prior to any such appointment.

#### **ARTICLE 14-BOARD:**

1. The Board of RNZ shall consist of the Directors.
2. The Chief Executive shall attend all meetings of the Board but may not vote on any matter before the Board.

#### **ARTICLE 15 - INDEMNITY OF OFFICERS:**

1. Each Officer, Board Member or designated employee, coach, manager, official or other appointee of RNZ:
  - a) is indemnified by RNZ from and against all losses and expenses incurred by in or about the discharge of that person's duties; and
  - b) is not liable for the acts or omissions of any other person or for joining in any act or for any act of conformity or for any loss accruing to RNZ.

Unless due to his or her own wilful default.

2. The purported exercise by the persons specified in Article 15.1 of a power vested in RNZ may be ratified or approved by the Board in the same manner in which the power may be exercised. The purported exercise of a power ratified under this Article is deemed to be, and to always have been, a proper and valid exercise of that power.

#### **ARTICLE 16-EXTRAORDINARY VACANCY:**

1. Any extraordinary vacancy for the position of any Officer or Board Member may be filled by the Board.
2. Any person appointed to fill an extraordinary vacancy shall hold office until the next Annual General Meeting at which time the appointment may be confirmed by the Board on recommendation of the Board Appointments Committee in the case of an appointed Director or by the Delegates in the case of an elected Director for the remainder of the predecessor's term.

#### **ARTICLE 17-AUDITOR:**

1. An auditor of RNZ shall be elected at the Annual General Meeting in accordance with the provisions of the Incorporated Societies Act. No Board Member or Officer shall be eligible for election as auditor.

#### **ARTICLE 18 - LEGAL COUNSEL:**

1. A legal counsel of RNZ shall be elected at the Annual General Meeting on the nomination of the Board or a Local Association without requirement for prior notice. No Board Member or Officer shall be eligible for election as legal counsel.

#### **ARTICLE 19 - GENERAL MEETINGS:**

1. An Annual General Meeting of RNZ shall be held prior to the 31st day of May each year.
2. The venue of the Annual General Meeting shall be determined by the Board which shall endeavour to rotate the venue on a three yearly cycle between Wellington, a South Island location and a North Island location other than Wellington.
3. A Special General Meeting of RNZ may be called by the Board or at the request of two or more Local Associations, and shall be held at a venue in Wellington or elsewhere as may reasonably be determined by the Board, or by telephone or video conference call.
4. A Special General Meeting shall be held as soon as practical after notice has been given to all Local Associations but in any event not later than two (2) months after the request has been made in accordance with Article 19.3.
5. All Members shall be entitled to attend a General Meeting but only Delegates may vote, subject to Article 22.4.
6. On the invitation of the Chairperson, any Member or other interested person may speak at a General Meeting, however the Chairperson may in his or her sole discretion confine discussion on any matter to Delegates.

19.7 The Board shall give every Local Association not less than ten (10) weeks notice of the date and place of the Annual General Meeting and not less than six (6) weeks notice of the date and place of a Special General Meeting.

## **ARTICLE 20 - THE BUSINESS OF GENERAL MEETINGS:**

1. Except where this Constitution otherwise provides, no business shall be transacted at a General Meeting unless notice in writing thereof has been sent to the Board not less than six (6) weeks before the date of the General Meeting. The Board may consider and provide recommendations on all such notices.
2. Not less than four (4) weeks before the date of a General Meeting the Board shall forward an agenda to all Local Associations.
3. An Annual or Special General Meeting may by unanimous vote decide to waive the notice provisions required for nominations and the submission of remits where:
  - (i) notice has been given, but less than specified in the Constitution;
  - (ii) Delegates consider that the notice has been nonetheless been adequate; and/or
  - (iii) Delegates consider it would be disadvantageous for the matter to be held over to a subsequent General Meeting.
4. The business of the Annual General Meeting shall be to:
  - (a) confirm the Delegates and the votes available;
  - (b) receive and confirm the minutes of the previous Annual General Meeting and any other General meeting as a true and correct record;
  - (c) receive the annual report and financial accounts of RNZ;
  - (d) elect the Officers and the Directors;
  - (e) elect an auditor and legal counsel;
  - (f) determine the level of subscriptions, fees and levies payable by Members;
  - (g) determine the venue and race entry fees for the New Zealand Rowing National Championships and Provincial Championships;
  - (h) determine the format, and as applicable, the venue and race entry fees for the New Zealand Masters Rowing Championships;
  - (i) consider any remits or motions for alteration to the Constitution and Rules and Regulations of RNZ;

- (j) award Service Award jackets and confer life membership;
- (k) consider matters of general business.

#### **ARTICLE 21 - THE CHAIRPERSON AT GENERAL MEETINGS:**

1. The President shall be the chairperson at a General Meeting.
2. In the absence of the President, the chairperson of the Board shall be chairperson.
3. In the absence of the President and the chairperson of the Board, a chairperson shall be appointed by the Delegates.

#### **ARTICLE 22 - DELEGATES AT GENERAL MEETINGS:**

1. Each Local Association shall be entitled to appoint two Delegates to a General Meeting.
2. A Delegate shall be deemed to have been duly appointed when written notice has been received by the Board.
3. Delegates may be appointed to act at either one or more General Meetings, or for any fixed period of time, or until their appointment is revoked.
4. A Delegate may represent only one Local Association at a General Meeting either in person or by proxy.
5. The chairperson shall not be a Delegate at a General Meeting.

#### **ARTICLE 23 - QUORUM AT GENERAL MEETINGS:**

1. Delegates representing not less than six Local Associations, present personally or by proxy, shall constitute a quorum at a General Meeting.
2. A Delegate who is unable to attend a General Meeting may appoint a proxy. Every such appointment shall be in writing signed by the Delegate, and shall be received by the Board before the commencement of the meeting to which it relates.

#### **ARTICLE 24 - VOTING AT GENERAL MEETINGS:**

1. The proposer and seconder of any motion shall represent different Local Associations. The Board or an Affiliate Member may propose any motion but a seconder from a Local Association shall be required before any such motion can be put to a vote.
2. Except as otherwise provided in these Articles, all motions before a General Meeting shall be determined by majority vote of the Delegates. Voting may be either personal or by proxy, and may be taken on the voices, by show of hands, or by poll at the request of any Delegate.

3. In the event of a ballot, each Local Association shall be entitled to two votes, which may be exercised separately by two Delegates present in person or by proxy, or if the Delegates so desire, one of their number may exercise both votes.
4. The chairperson shall have a casting vote in the event of an equality of votes.
5. To determine any issue already properly before a General Meeting (including any election or amendment to the Constitution, Rules or Regulations) the meeting may resolve to hold a postal ballot of Local Associations but otherwise in accordance with these Articles.
6. To determine any issue which may properly come before a General Meeting, the Board may resolve to hold a postal ballot of Local Associations but otherwise in accordance with these Articles.

## **ARTICLE 25 - RULES, REGULATIONS AND CODES OF CONDUCT**

1. Rules and Regulations and Codes of Conduct for the better governance, conduct and control of the sport may be developed by a Committee, and shall thereafter form part of the Rules and Regulations of RNZ, provided that:
  - (i) they are not inconsistent with the provisions of this Constitution;
  - (ii) they are adopted by the Board in the first instance, and then ratified by Local Associations either at a General Meeting, or earlier by postal ballot;
  - (iii) such Rules, Regulations and Codes, and any amendments thereto from time to time in accordance with Article 25 shall be circulated promptly to all Local Associations and Clubs and reproduced as appropriate on the RNZ website and in RNZ publications.

## **ARTICLE 26-ALTERATION OF ARTICLES, RULES AND REGULATIONS:**

1. The Constitution, Rules and Regulations of RNZ may be amended or replaced by resolution of any General Meeting passed by not less than a three-quarters majority of those present and voting. Such amendments shall take effect immediately, or as specified, and shall be registered as may be required under the Incorporated Societies Act 1908.
2. Any notice of motion to amend the Constitution or Rules and Regulations shall be submitted by a member Local Association or by the Board and shall be received by the Chief Executive not less than six (6) weeks before the date of the General Meeting at which the motion is to be considered and shall be accompanied by a written explanation for the proposal which shall accompany the Agenda for the General Meeting.
3. Proposals for alterations to the Constitution and Rules and Regulations may only be submitted to the Chief Executive for consideration at a General Meeting in the year following the FISA Congress at which alterations to FISA Statutes, Rules and Regulations are considered (that is, every fourth year), provided that the Board may

approve a proposal for alteration being brought forward to a General Meeting in an intervening year, and provided further that proposals for alterations to Article 38 (RPCs) may be considered at any General Meeting.

#### **ARTICLE 27 - BOARD MEETINGS:**

1. At the first meeting of the Board after the Annual General Meeting the Board Members shall elect one of the Directors to be the chairperson of the Board.
2. Further meetings of the Board shall be held at such times and places as the Board may determine.
3. A meeting of the Board may be conducted by contemporaneous audio or audiovisual link by which all Board Members participating and contributing to a quorum can simultaneously hear and communicate.
4. A meeting of the Board shall be convened at the request of any three Board Members.
5. At all meetings of the Board, five members (excluding the Chief Executive) attending in person shall form a quorum.
6. Matters at issue shall be determined by majority vote of the Board Members present and voting.
7. The chairperson shall have a deliberative vote, and, in the case of an equality of votes, shall also have a casting vote.
8. Any Board Member who fails to attend three consecutive meetings of the Board without leave having first being obtained, shall vacate office on the Board.
9. All decisions of the Board affecting Members shall be promptly circulated to Local Associations and Affiliates.

#### **ARTICLE 28-MANAGEMENT:**

1. The proper management and administration of the affairs of RNZ shall be in the hands of the Board.
2. The Board may exercise all of the powers of RNZ other than those required by statute or by this Constitution to be exercised by RNZ in General Meeting.

#### **ARTICLE 29 - BOARD COMMITTEES:**

1. The Board shall be supported by committees to assist in carrying out its functions.
2. The Board shall appoint a Board Member as chairman of each committee.
3. Members of each committee (excluding the Secondary Schools Committee) shall be appointed on an annual basis by the respective chairpersons in consultation with the

Board and Local Associations.

4. Additional members of the Secondary Schools Committee shall be appointed on an annual basis by the NZSSRA and ratified by the Board.
5. The Chief Executive and/or a member of the senior management team shall ex- officio be members of each committee, and shall be responsible for reporting on the activities of each committee to the Board.
6. The Board shall prescribe the terms of reference for each committee.
7. The Board shall ensure that the actions of each committee are consistent with the Constitution, the Rules and Regulations and the Strategic Plan and the Policies of RNZ and may consider representations received from any Member regarding such actions.

#### **ARTICLE 30 - EXECUTIVE APPOINTMENTS:**

1. The Board shall appoint a Chief Executive upon such terms as it may determine to achieve RNZ' objects, and to administer the sport.
2. The Board may appoint such other persons upon such terms as it may determine to assist and support the Chief Executive.
3. The Board shall appoint a National Coach or Coaches upon such terms as it may determine for better enhancing rowing performance and for achieving success in international competition.
4. The Board may appoint such other persons upon such terms as it may determine to assist the National Coach or Coaches in better enhancing rowing performance.
5. The Board shall on an annual basis establish such selection panels as may be required for the conduct of trials and for the selection of representative crews in accordance with the selection criteria and policies of RNZ.
6. The Board shall appoint a Selection Ombudsman to consider appeals against any decision of the selection panels to determine whether those decisions have been in accordance with the selection criteria and policies of RNZ.
7. The Board shall appoint a manager and such other officials as may be required to manage representative teams participating in international competition.

#### **ARTICLE 31 - STRATEGIC PLAN:**

1. RNZ shall maintain a strategic plan which shall be updated each year and communicated to Local Associations and Affiliates on an annual basis and to other Members upon request.

## ARTICLE 32 - COMPLAINT PROCEDURE:

1. Any complaint regarding any Member, whether from another Member or any other person, shall be lodged in writing with RNZ for consideration by the Board and the procedures set out below shall be observed:

(a) The Board shall have the following discretions:

- (i) If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Board may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
  - Effectively disposes of the complaint, the Board may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions, or
  - Does not effectively dispose of the complaint, the Board may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph (b){iv) to (viii) of this rule.
- (ii) The Board may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.
- (iii) The Board may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Board, it becomes apparent to the Board that it is not appropriate further to investigate or consider the complaint.
- (iv) If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Board from professional advisers, the Board may at any time:
  - ® Decline further to investigate or consider the complaint, or
  - Seek to be reimbursed wholly or partly for the costs of those making the enquiries or considering the complaint and/or any professional adviser's fees before further investigating or considering the complaint.

The following procedures shall be observed when a complaint is investigated and considered:

- (i) The Member shall be given a copy of the complaint,
- (ii) The Member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Board or any special committee established by it for the purpose of hearing and deciding upon the complaint,

- (iii) Further enquiries may be made by or on behalf of the Board or any such special committee, and the results of those enquiries shall be made known to the complainant and the Member,
  - (iv) The Board or any such special committee shall allow the complainant and the Member the opportunity to be heard by the Board or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint),
  - (v) The Board or any such special committee may:
    - Dismiss the complaint, or
    - Uphold the complaint and do one or more of the following:
      - Reprimand or admonish the Member,
      - Suspend the Member from membership for a specified period,
      - Alter the membership classification of the Member,
      - Expel the Member.
  - (c) The Board or any such special committee shall respect the confidentiality of the proceedings.
  - (d) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the Member in writing, and may at the discretion of the Board or any such special committee be conveyed to Members.
  - (e) Subject only to the appeal provisions contained in the Constitution, the decision of the Board or any special committee hearing and determining any complaint under this Article shall be final and binding on the complainant and the Member complained against.
2. A Member whose membership is terminated by the Board pursuant to Article 32.1 (b) (v) above, or under Article 9.2 shall remain liable to pay all subscriptions and levies to the end of the financial year of RNZ in which the membership has been terminated.

## **ARTICLE 33 - EXECUTION OF DOCUMENTS:**

1. The Common Seal of RNZ shall be retained by the Board.
2. Documents shall be executed for RNZ pursuant to a resolution of the Board:
  - (a) By affixing the Common Seal witnessed by the chairperson of the Board and countersigned by the Chief Executive or a Board Member or in the alternative

by any two Board Members, or

- (b) Where the document is not required by statute or otherwise to be executed under common seal, by the President or chairperson of the Board and some other Board Member signing on behalf of RNZ.

- 3. The Board shall cause a register to be kept recording the use of a Common Seal.

#### **ARTICLE 34- FINANCIAL PROVISIONS:**

- 1. Member Clubs shall pay an annual subscription to RNZ as provided in Article 34.2.
- 2. The level of subscriptions for Clubs shall be calculated on an amount payable for each club member holding a competition licence, provided that no subscription shall be less than that payable for five such members. The amount payable for each Club member holding a competition licence shall be determined at the Annual General Meeting and shall be effective from and including the 1st day of July following the Annual General Meeting in any year.
- 3. Any Club which has not paid its subscriptions due to RNZ in full by 28 February each year shall be deemed to be suspended until the subscriptions have been paid in full.
- 4. Each Local Association shall pay an annual levy to RNZ.
- 5. The levy shall be determined at the Annual General Meeting to be effective for the subsequent financial year.
- 6. Any Local Association which has not paid its levy due to RNZ in full by 28 February each year shall be deemed to be suspended until the levy has been paid in full.
- 7. A Local Association under such suspension shall not be entitled to be represented at any General Meeting.
- 8. All money received on account of RNZ shall be banked invested, or expended in such a manner as the Board from time to time shall direct.
- 9. Any bank account of RNZ shall be operated jointly by the Chief Executive and one other Board member.
- 10. RNZ shall keep proper books of accounts in such manner as the Board shall from time to time determine.
- 11. RNZ shall prepare a statement of income and expenditure for each financial year and a balance sheet of its assets and liabilities including details of any mortgages, charges and securities, as at the end of each financial year for submission to the next Annual General Meeting.
- 12. At least once in every year the accounts of RNZ shall be examined and the correctness thereof ascertained by the auditor.
- 13. The auditor's report on the accounts of RNZ shall be incorporated in the statement of income and expenditure and balance sheet for submission to the next Annual General Meeting.

14. The financial year for RNZ shall commence on 1 January and end on 31 December in any year.

#### **ARTICLE 35 - LOCAL ASSOCIATIONS:**

1. The membership of RNZ shall pursuant to Article 6.1 hereof include the following eleven (11) Local Associations:
  - (a) Auckland Rowing Association;
  - (b) Waikato Rowing Association;
  - (c) Bay of Plenty Rowing Association;
  - (d) East Coast Rowing Association;
  - (e) Wanganui Rowing Association;
  - (f) Wellington Rowing Association;
  - (g) Marlborough Rowing Association;
  - (h) Canterbury Rowing Association;
  - (i) Otago Rowing Association;
  - (j) Southland Rowing Association.
  - (k) NZSSRA
2. A Club, either admitted or seeking admission to membership of RNZ, shall, by reference to its principal location, be a member of the appropriate Local Association as follows:
  - (a) Auckland Rowing Association. - all Clubs in the local authority districts contained within the Northland and Auckland Regional boundaries and including the Franklin district;
  - (b) Waikato Rowing Association - all Clubs in the local authority districts contained within the Waikato Regional boundaries and excluding the Franklin and Taupo districts;
  - (c) Bay of Plenty Rowing Association - all Clubs in the local authority districts contained within the Bay of Plenty Regional boundaries and including the Taupo district;
  - (d) East Coast Rowing Association - all Clubs in the local authority districts contained within the Gisborne and Hawkes Bay Regional boundaries;
  - (e) Whanganui Rowing Association - all Clubs in the local authority districts contained within the Taranaki Land District and Manawatu-Wanganui Regional boundaries excluding the Horowhenua district;
  - (f) Wellington Rowing Association - all Clubs in the local authority districts contained within the Wellington Regional boundaries including the Horowhenua district;
  - (g) Marlborough Rowing Association - all Clubs in the local authority districts

contained within the Tasman, Nelson, Marlborough and West Coast Regional boundaries;

- (h) Canterbury Rowing Association - all Clubs in the local authority district contained within the Canterbury Regional boundaries;
- (i) Otago Rowing Association - all Clubs in the local authority districts contained within the Otago Regional boundaries excluding the Queenstown-Lakes district;
- (j) Southland Rowing Association - all Clubs in the local authority districts contained within the Southland Regional boundaries including the Queenstown-Lakes district,

provided that with the prior written approval of both relevant Local Associations, RNZ may accord membership to a Club which maintains membership of a Local Association other than as defined above.

3. Local Association boundaries as defined herein shall be delineated on an appropriately detailed map of New Zealand which shall be held by the Chief Executive and available for inspection upon reasonable request.

4. In order to properly maintain membership of RNZ Local Associations other than NZSSRA shall:

- (a) represent constituent Clubs and members of such Clubs at any General Meeting;
- (b) supervise regattas held in its district under its jurisdiction, or any regatta promoted by the Local Association or any of its member Clubs elsewhere, provided however that this power may be delegated to KRI or SIR, and to enforce the due observation of the Rules and Regulations as may be appropriate;
- (c) use its influence to induce eligible Clubs to become members of RNZ;
- (d) report on all applications for reinstatement and on all applications for membership of RNZ from Clubs within its district;
- (e) act as a channel for communications between Clubs or members of Clubs within its district and RNZ;
- (f) advise RNZ on all applications for the re-classification of rowers and generally on all matters of interest within the district of the Local Association;
- (g) ensure that any rules it may make in governing local affairs do not conflict with the Constitution or the Rules and Regulations;
- (h) act in the best interests of RNZ in its district.

5. In order to properly maintain membership of RNZ NZSSRA shall:

- (a) supervise regattas under its jurisdiction, or any regatta promoted by NZSSRA or any of its member schools elsewhere, provided however that this power may be

- delegated to KRI or SIR, and to enforce the due observation of the Rules and Regulations as may be appropriate;
  - (b) act as a channel for communications between schools and RNZ;
  - (c) advise RNZ generally on matters of interest within school rowing;
  - (d) ensure any rules it may make in governing local affairs do not conflict with the constitution
  - (e) act in the best interests of RNZ
6. RNZ may delegate to, seek advice from, or rely upon a Local Association in respect of matters of interpretation of the Constitution, Rules and Regulations, protests and disputes within the district of the Local Association including any matters arising from any regattas or fixtures controlled by the Local Association.
7. Each Local Association shall register with RNZ a complete description of its colours, which shall be approved by RNZ.

#### **ARTICLE 36-CLUBS:**

1. In order to properly maintain membership of RNZ, Clubs shall:
- (a) require all new active members to register as such in the manner prescribed by RNZ from time to time.
  - (b) ensure that all rowers comply with the Rules of Racing and conditions for Regattas for events conducted under RNZ Rules and Regulations, including the conditions as regards eligibility and licensing.
  - (c) register with RNZ a complete description of its colours. All alterations to Club colours shall first be approved by RNZ.
  - (d) not admit to its membership as an active member any person who remains financially indebted to another Club.
  - (e) forward a completed transfer on the prescribed form to RNZ for any active member transferring from another Club.
  - (f) not allow any Club member who does not hold a New Zealand passport to compete in the New Zealand Rowing Championships as a member of the Club unless the rower has been resident in New Zealand by not later than the 1<sup>st</sup> of December preceding the championships.
  - (g) Any Club proposing to enter a crew for an International Regatta or any regatta held under the jurisdiction of an Overseas Association, other than a Masters Regatta, shall first obtain approval from RNZ before entering the regatta, which consent shall not be unreasonably withheld.

## **ARTICLE 37 – NATIONAL AND PROVINCIAL CHAMPIONSHIPS**

1. Each year the Annual General Meeting shall award the hosting of the National Club Championships and the Provincial Championships for the year two years after the meeting is held. Any Local Association may apply to host the Provincial Championships, or KRI and SIR independently of any Local Association.

## **ARTICLE 38 - ROWING PERFORMANCE CENTRES (RPCs)**

2. To provide a pathway for rowers to compete for selection in national representative crews, and to provide a high performance training environment for such rowers, a Local Association, Club, or more than one Club acting collectively, may on application establish a Rowing Performance Centre (RPC) in accordance with the guidelines and rules promulgated by RNZ from time to time
3. RPCs shall be separately constituted legal entities, with rules governing, inter alia, the relationship between the RPC and the Clubs providing rowers to the RPC, and may be admitted as Affiliate Members of RNZ in accordance with Article 7.2. Rowers shall be nominated by their Clubs to train and, if selected, to compete in an RPC crew, but shall remain registered members of their Club. (For the avoidance of doubt, rowers shall only be registered by RNZ through membership of their Clubs and not as members of an RPC.)
4. RPCs which meet and continue to meet the performance standards set by RNZ in terms of rower numbers and quality of high performance training shall be eligible for financial support from RNZ for the employment of professional coaching and administrative support for so long as that funding is available to RNZ.
5. In the event that RNZ determines that its performance standards and guidelines have not been met by an RPC, RNZ may, on the decision of the Board, terminate any or all financial support being given to that RPC, and, if appropriate, its Affiliate Membership of RNZ.
6. RPCs may select crews to compete in accordance with the Rules of Racing. RPC selected crews shall earn points for the Clubs from which each crew member derives and any titles and trophies earned by an RPC crew shall be credited to the Clubs represented in the crew.
7. RPC selected crew members shall wear the colours of the Clubs from which they derive at all interclub regattas and National Championships. However, Clubs whose members are represented in an RPC crew may by unanimous written agreement decide that the rowers in that crew shall wear RPC colours. However, at competitions solely contested by crews selected by RPCs and/or overseas crews, they may wear the colours of the RPC.
8. In addition to listing the RPC, the Club of each member of an RPC crew shall be specifically recognised in the programme for the regatta in which the crew competes. Regatta day sheets may list the code for the RPC only.

#### **ARTICLE 39-APPEALS:**

1. There shall be a right of appeal to the Board in respect of any decision pertaining to the application of the Constitution or the Rules and Regulations taken by a Local Association, Club, Board Appointed Committee, or Affiliate where the decision has been made by an Affiliate when undertaking functions pursuant to this Constitution.
2. Appeals in respect of any decision shall be made in writing to the Board within ten (10) days of the date any such decision was first notified to the Appellant.
3. An appeal to the Board shall be accompanied by such fee as may be fixed from time to time at the Annual General Meeting.
4. There shall be a further right of appeal to the SDT in respect of any matter determined by the Board. An application to appeal to the SDT must be filed within ten (10) days of the Board's decision and may only be made on one or more of the following grounds:
  - (a) that natural justice was denied;
  - (b) that the Board acted outside its powers and/or jurisdiction;
  - (c) that substantially new evidence has become available after the decision of the Board was made;
  - (d) that in respect of a decision relating to misconduct the penalty was either excessive or inappropriate.

#### **ARTICLE 40 - WINDING UP:**

1. RNZ may be wound up by resolution in accordance with Section 24 of the Incorporated Societies Act 1908.
2. In the event of the winding up of RNZ any surplus after payment of all liabilities shall be divided equally among those Local Associations which are financial members of RNZ at the time of the passing of the resolution to wind up.

#### **ARTICLE 41 - REGISTERED OFFICE:**

1. The registered office of RNZ shall be situated at 601 Maungatautari Road, Lake Karapiro Domain, Cambridge or as shall be advised to the Registrar of Incorporated Societies from time to time.

#### **ARTICLE 42- REPRESENTATIVE COLOURS AND AWARDS:**

1. New Zealand Champions
  - (a) The winners of RNZ Championship races at the New Zealand Rowing Championships shall be entitled to wear the following jackets together with a

jacket pocket of the same colour:

- (i) Premier Men and Women - Maroon
- (ii) Lightweight Men and Women - Gold

The jacket pocket shall be supplied by RNZ and shall depict a shield badge emblazoned with a RNZ monogram together with appropriate lettering as may be approved from time to time.

- (b) The coach of a RNZ Championship winning crew shall be entitled to wear a green jacket together with a jacket pocket of the same colour, such pocket to be supplied by RNZ and depicting a shield badge emblazoned with a RNZ monogram together with appropriate lettering as may be approved from time to time.
- (c) A crew placing first, second or third at the New Zealand Rowing Championships together with its coach (or if more than one a maximum of two coaches) shall be presented with a RNZ medallion inscribed with the event and the date.

## 2. New Zealand Representatives

- (a) Elite New Zealand representatives selected to attend World Championships, Olympic Games or other approved international competitions shall be entitled to wear a black jacket emblazoned with a silver fern, the word "ROWING" and such other lettering or design as may be approved from time to time.
- (b) Elite and other New Zealand representatives shall be entitled to wear such other non-competition uniform as is approved by the Board from time to time.
- (c) The competition uniform for New Zealand representatives shall be predominantly black with a silver fern and such other lettering or design as may be approved by the Board from time to time.

## 3. Service Awards

- (a) A jacket to be known as a RNZ Service Jacket shall be awarded to and may be worn by the following:
  - (i) any person holding or having held the office of Patron, Vice-Patron, President, or Vice-President;

- (ii) any Life Member;
- (iii) any Board Member or National Selector after having completed a minimum of three years continuous service;
- (iv) any other person recommended by his or her Local Association or an Affiliate at a General Meeting who has rendered distinguished service to RNZ for a minimum period of ten years.

(b) The service jacket shall be navy blue in colour with a jacket pocket of the same colour depicting the "NZARA" monogram in a shield badge, such pocket to be supplied by RNZ.

#### **ARTICLE 43 - SAVING PROVISION:**

1. If any matter should occur which in the opinion of the Board is not provided for in the Constitution such matter shall be determined by the Board in accordance either with the Rules and Regulations of FISA or in such manner as it may deem appropriate.

This amended Constitution was adopted by Resolution of the Annual General Meeting of the New Zealand Rowing Association held in Hamilton on 22 May 2021.

President:

Chairperson of the Board: