
CONSTITUTION

- of -

NEW ZEALAND ROWING FOUNDATION INCORPORATED

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NEW ZEALAND ROWING FOUNDATION INCORPORATED

CONSTITUTION

ARTICLE 1 – NAME

1.1 The name shall be NEW ZEALAND ROWING FOUNDATION INCORPORATED.

ARTICLE 2 – DEFINITIONS AND INTERPRETATION

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

- (a) **“Act”** means the Incorporated Societies Act 1908;
- (b) **“Board”** means the Board of NZRF as defined in Article 11;
- (c) **“Constitution”** means this Constitution which records the Articles of NZRF;
- (d) **“Delegate”** means a delegate appointed to represent a Local Association at the Annual General Meeting of NZRF pursuant to Article 18;
- (e) **“Donor Member”** means a person who makes annual or other donations to NZRF as prescribed by the Board from time to time;
- (f) **“Foundation”** means NZRF;
- (g) **“Life Member”** means a person accorded such status by the Board as a consequence of distinguished support of NZRF;
- (h) **“Local Association”** means a New Zealand provincial rowing association as defined in the Constitution of RNZ;
- (i) **“Member”** means a member of NZRF as defined in Article 6;
- (j) **“NZRF”** means New Zealand Rowing Foundation Incorporated;
- (k) **“Officer”** means an Officer of NZRF pursuant to Article 10.1;
- (l) **“RNZ”** means New Zealand Rowing Association Incorporated;
- (m) **“Rowing”** means the sport of rowing;
- (n) **“Trustee”** means a Trustee of NZRF as defined in Article 10.

2.2 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

3.1 The objects of NZRF are to promote, foster and encourage the sport of rowing in New Zealand for the recreation and entertainment of the general public and to obtain, hold and administer funds on trust for that purpose.

ARTICLE 4 – POWERS

4.1 In addition to its statutory powers NZRF 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) Admit new Members;

- (f) Withdraw, suspend or terminate membership;
- (g) Apply for, purchase, or otherwise acquire any intellectual property rights for any of the purposes of NZRF, and use, exercise, develop, or grant licences in respect thereof;
- (h) Subscribe to or otherwise acquire, hold and deal with securities in any company and to sell or dispose of such interests;
- (i) 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;
- (j) Delegate to any person the powers of NZRF;
- (k) Do all such things as are incidental or conducive to the attainment of its objects;
- (l) Indemnify its Officers, employees and specified volunteers against any liability incurred in carrying out the objectives of NZRF specified in this Constitution.

ARTICLE 5 – CAPACITY/NO PECUNIARY GAIN

5.1 NZRF shall not permit any part of its funds 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 NZRF would deal with third parties not associated with the Foundation.

ARTICLE 6 – MEMBERSHIP

6.1 The membership of NZRF shall comprise:

- (a) The Officers;
- (b) Local Associations;
- (c) Life members;

- (d) Donor members;
- (e) Such other classes of membership as the Foundation may determine.

6.2 NZRF shall keep a current register of the members of the Foundation.

ARTICLE 7 – ADMISSION OF MEMBERS

7.1 Persons or entities shall be admitted to membership of NZRF by appointment or election pursuant to the Constitution, or by fulfilling the requirements of eligibility for a class of membership as may be prescribed by the Board from time to time.

ARTICLE 8 – COMPLIANCE BY MEMBERS

8.1 All Members shall properly observe the Constitution failing which any such Member may be liable to suspension for a period, or expulsion.

8.2 All Members shall promote the interests and objects of NZRF and do nothing to bring the Foundation or rowing into disrepute.

ARTICLE 9 – CESSATION OF MEMBERSHIP

9.1 Any Member may resign from that Member's class of membership by written notice to NZRF.

9.2 NZRF 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 through non-compliance with Article 8 of the Constitution, 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:

- (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 – TRUSTEES

- 10.1 NZRF shall have six (6) Trustees who shall be the Officers of the Foundation.
- 10.2 Two (2) of the Trustees shall be the Chairperson of the RNZ Board and one other member of the RNZ Board who shall be appointed annually by the RNZ Board.
- 10.3 Two (2) of the Trustees shall be appointed by the RNZ Board providing they shall not be current members of the RNZ Board.
- 10.4 Trustees appointed pursuant to Article 10.3 shall hold office for a term of three (3) years and shall be eligible for re-appointment for up to two (2) further terms of three (3) years.
- 10.5 Two (2) Trustees shall be elected at the Annual General Meeting by Local Associations by a simple majority of the Associations voting.
- 10.6 Trustees elected pursuant to Article 10.5 shall hold office for a term of three (3) years and shall retire and be eligible for re-appointment for up to two (2) further terms of three (3) years.

ARTICLE 11 – BOARD

- 11.1 The Board of NZRF shall consist of the Trustees.
- 11.2 The Chief Executive of RNZ shall ex officio be entitled to attend all meetings of the Board but shall not vote on any matter before the Board.

ARTICLE 12 – INDEMNITY OF OFFICERS

- 12.1 Each Officer, Trustee, designated employee or other appointee of the Foundation:
- (a) shall be indemnified by NZRF from and against all losses and expenses incurred by in or about the discharge of that person's duties; and
 - (b) shall not be 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 NZRF,
- unless due to his or her own wilful default.

12.2 The purported exercise by the persons specified in Article 12.1 of a power vested in NZRF 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 13 – EXTRAORDINARY VACANCY

13.1 Any extraordinary vacancy for the position of any Trustee may be filled by the RNZ Board.

13.2 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 RNZ Board in the case of an appointed Trustee, or by the Delegates in the case of an elected Trustee, for the remainder of the predecessor's term.

ARTICLE 14 – AUDITOR

14.1 An auditor or reviewer of the accounts of NZRF shall be appointed annually by the Board in accordance with the provisions of the Act. No Board Member or Officer shall be eligible for appointment as auditor or reviewer.

ARTICLE 15 – ANNUAL GENERAL MEETING

15.1 An Annual General Meeting of NZRF shall be held prior to the 31st day of May each year and shall usually be in conjunction with the Annual General Meeting of RNZ.

ARTICLE 16 – THE BUSINESS OF THE ANNUAL GENERAL MEETING

16.1 The Board shall give every Local Association not less than four (4) weeks' notice of the date and place of the Annual General Meeting.

16.2 Not less than two (2) weeks before the date of the Annual General Meeting the Board shall forward an agenda to all Local Associations.

16.3 The business of the Annual General Meeting shall be to:

- (a) receive and confirm the minutes of the previous Annual General Meeting;
- (b) receive the annual report and financial accounts of the Foundation;
- (c) elect Trustees as required under the Constitution;
- (d) consider matters of general business.

ARTICLE 17 – THE CHAIRPERSON AT THE ANNUAL GENERAL MEETING

- 17.1 The Chairperson of the Board shall be the Chairperson at the Annual General Meeting.
- 17.2 In the absence of the Chairperson of the Board, a Chairperson shall be appointed by the Board.

ARTICLE 18 – DELEGATES AT THE ANNUAL GENERAL MEETING

- 18.1 Each Local Association shall be entitled to appoint two Delegates to the Annual General Meeting.

ARTICLE 19 – QUORUM AT THE ANNUAL GENERAL MEETING

- 19.1 Delegates representing not less than six (6) Local Associations, together with not less than three (3) Trustees, shall constitute a quorum at the Annual General Meeting.

ARTICLE 20 – VOTING AT THE ANNUAL GENERAL MEETING

- 20.1 In the event of a ballot for the election of a Trustee pursuant to Article 10.5, each Local Association shall be entitled to one (1) vote which may be taken on the voices, by show of hands or by poll, at the request of any Delegate.
- 20.2 In the case of an equality of Local Association votes, the Chairperson shall have a casting vote.

ARTICLE 21 – ALTERATION OF ARTICLES

- 21.1 The Constitution may be amended or replaced by resolution of the Board passed by a majority of not less than two-thirds of those present and voting. Such amendments shall take effect immediately, or as specified, and shall be registered as may be required under the Act.

ARTICLE 22 – BOARD MEETINGS

- 22.1 At the first meeting of the Board after the Annual General Meeting the Board shall elect one of the Trustees to be the Chairperson of the Board.
- 22.2 Further meetings of the Board shall be held at such times and places as the Board may determine.

- 22.3 A meeting of the Board may be conducted by contemporaneous audio or audio-visual link by which all Trustees participating and contributing to a quorum can simultaneously hear and communicate.
- 22.4 A meeting of the Board shall be convened at the request of any three (3) Trustees.
- 22.5 At all meetings of the Board, a minimum of four (4) Trustees shall form a quorum.
- 22.6 Matters at issue shall be determined by majority vote of the Trustees present and voting.
- 22.7 The Chairperson shall have a deliberative vote, and, in the case of an equality of votes, shall also have a casting vote.

ARTICLE 23 – MANAGEMENT

- 23.1 The proper management and administration of the affairs of the Foundation shall be in the hands of the Board.
- 23.2 The Board may exercise all of the powers of NZRF other than those required by statute or by this Constitution to be exercised by NZRF at the Annual General Meeting.
- 23.3 The Board may engage such professional or other assistance, including the services of RNZ, as it may require, in order to properly manage the affairs of the Foundation.

ARTICLE 24 – FINANCIAL PROVISIONS

- 24.1 The Board shall have responsibility for the seeking and raising of funds, the administration thereof, and for the accumulation or distribution of such funds in furtherance of the objects of NZRF as it shall deem appropriate.
- 24.2 In the exercise of its powers of management and having due regard to any directives or commitments attaching to capital funds received, the Board shall at all times maintain a capital fund sufficient to enable NZRF to meet such directives or commitments.

ARTICLE 25 – WINDING UP

- 25.1 NZRF may be wound up by resolution in accordance with Section 24 of the Act.
- 25.2 In the event of the winding up of NZRF any surplus after payment of all liabilities shall be transferred to RNZ and applied by RNZ in furtherance of the objects of the Foundation.

ARTICLE 26 – REGISTERED OFFICE

26.1 The registered office of NZRF 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 27 – COMMON SEAL

27.1 The Common Seal of NZRF shall be retained by the Board.

27.2 Documents shall be executed for NZRF pursuant to a resolution of the Board:

- (a) By affixing the Common Seal, witnessed by the Chairperson of the Board and countersigned by 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 Chairperson of the Board and another Board Member signing on behalf of NZRF.

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

ARTICLE 28 – SAVING PROVISION

28.1 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 with the Constitution of RNZ or in such other manner as it may deem appropriate.

This Constitution was adopted by Resolution of the New Zealand Rowing Foundation Incorporated on the 21st day of May 2016.

Chairperson:

4c Dutterland

Trustee:

[Signature]

Trustee:

[Signature]

