

CONSTITUTION

OF

ICE SPEED SKATING
NEW ZEALAND INCORPORATED

**Young Hunter
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PART I – INTERPRETATION

1. NAME

- 1.1. The name of the incorporated society is “Ice Speed Skating New Zealand Incorporated” (the Federation”).

2. OFFICE

- 2.1. The registered office of the Federation shall be at such place as the Board of the Federation may determine. Due notice of any change in place of the registered office shall be given to the Registrar of Incorporated Societies, and to all members of the Federation.

- 2.2. The official language of the Federation shall be English

3. OBJECTS

The objects of the Federation are:

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

4. POWERS

The Federation has the power to:

- 4.1. Make, alter rescind and enforce by-laws, regulations, policies and procedures for the governance, management and operation of the Federation;
- 4.2. Determine, implement and enforce disciplinary, disputes, and appeal procedures (including drug testing and other policies pursuant to the Sports Anti Doping Rules 2009 as amended from time to time), conduct hearings and impose sanctions and penalties;
- 4.3. Consider and settle disputes between Members;
- 4.4. Determine who are its Members;
- 4.5. Withdraw suspend or terminate Membership;

- 4.6. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- 4.7. Determine, raise and receive money by subscriptions, donations, fees levies, entry or usage charges sponsorship, government funding, community funding or otherwise;
- 4.8. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Federation;
- 4.9. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- 4.10. Make, alter, rescind and enforce rules of competition;
- 4.11. Organise and control competitions, events and programmes;
- 4.12. Assign functions to and/or enter into agreements with organisations such as SPARC, the New Zealand Sports Tribunal and Drug Free Sport New Zealand;
- 4.13. Delegate powers of the Federation to any person, Board, committee or sub-committee;
- 4.14. Do any other acts or things which are incidental or conducive to the attainment of the objects of the Federation.

PART II – MEMBERSHIP

5. MEMBERSHIP

- 5.1 Membership of the Federation shall be open to any person, unincorporated speed staking club, or incorporated speed skating club within New Zealand willing to support the objectives of the Federation.
- 5.2 Classes of Members
 - 5.2.1 Individual members.
 - 5.2.2 Incorporated Clubs (hereinafter referred to as "ISSC"). An ISSC is a club incorporated under the Incorporated Societies Act 1908, which has objectives consistent with the objectives of the Federation.
 - 5.2.3 Unincorporated Clubs
An Unincorporated Club is a club that is not incorporated under the Incorporated Societies Act 1908 or any other legislation and which has objectives consistent with those of the Federation and which has no less than eight active members as at the date of application for membership.
 - 5.2.4 Life members
Life members are such individual Senior members who through outstanding service to the Federation may be granted life membership by the Federation after being nominated by the Board and then being approved by a two thirds majority of those entitled to vote at an AGM. A Life member shall not be required to pay any membership fee, shall have the same rights and obligations as all other members except that he or she shall have no right to vote at an AGM unless that Life Members is a Delegate in which case he or she shall have the same rights as a Delegate.

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

5.3 Applications for membership

5.3.1 An application for membership must meet all of the criteria required for the particular membership type, must be in writing, and in such a format as may be required by the Board.

5.4 Admission to membership

5.4.1 Membership of the Federation shall bind all members to abide by the provisions of this constitution and decisions of the Federation and at all times to act in the interests of the Members and the Federation.

5.5 Application for membership by individuals

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

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

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

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

5.6 Application for Membership by Incorporated Clubs (ISSC)

5.6.1 On application the Board may admit an ISSC as a member providing:

5.6.1.1 It is and for the duration of its membership remains at all times a properly incorporated legal entity situated in New Zealand; and

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

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

5.6.1.4 It has paid the appropriate affiliation fee; and

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

5.6.1.6 It maintains a register of its members and agrees to provide this list to the Federation upon request; and

5.6.1.7 It provides the Federation with a Strategic Plan outlining its objectives and plans for the subsequent two year period.

- 5.6.2 The application must contain a copy of the Certificate of Incorporation of the applicant and a copy of the Rules of the applicant as registered in accordance with the Incorporated Societies Act 1908.
- 5.6.3 Acceptance for membership shall be determined by the Board and each applicant shall be notified by the Federation, whether or not the application has been accepted and any terms of acceptance.
- 5.6.4 Should the Board accept any such application for membership, it will be a condition of such acceptance that the applicant club's membership will be subject to a probationary period of one year from date of notification of acceptance. During the probationary period the applicant will have no voting rights at any general meeting, and the Board may cancel the applicant's membership at any time within the probationary period at the Board's sole discretion.

5.7 Application for Membership by Unincorporated Clubs

- 5.7.1 Every application shall be in writing and signed by three members of the club and specify the residential address and name of the person authorised by the club to receive correspondence. The person authorised to receive correspondence must be one of the members signing the application.
- 5.7.2 Payment of the subscription due for the current year must accompany every application for membership.
- 5.7.3 Acceptance for membership shall be determined by the Board and each applicant shall be notified by ISSNZ whether or not the application has been accepted and any terms of acceptance.
- 5.7.4 Should the Board accept any such application for membership, it will be a condition of such acceptance that the applicant club's membership will be subject to a probationary period of one year from date of notification of acceptance and the Board may terminate the applicant's membership at any time within the probationary period at the Board's sole discretion.

5.8 Membership Fees

The Board shall determine:

- 5.8.1 The membership fee and or other fees payable by Members to the Federation;
- 5.8.2 The date and manner by which such fees shall be paid to the Federation.

5.9 Members rights and obligations

Members are entitled to:

- 5.9.1 Participate in the activities of the Federation, subject at all times to compliance with any additional requirements as may be specified;
- 5.9.2 Receive notices and papers and be able to attend, speak and exercise one vote each at the annual general meetings of the Federation;
- 5.9.3 As an ISSC, nominate any person for election as a Board member of the Federation;

- 5.9.4 As an ISSC, to attend and speak at General Meetings which may be exercised by up to three Delegates of each club provided that notification of the identity of the Delegates must be given to the Board not less than 24 hours prior to the General Meeting.

Members acknowledge and agree to:

- 5.9.5 Promote the sport of ice speed skating and the objects, interests and influence of the Federation in New Zealand, and do nothing to bring the Federation or the sport of Ice Speed Skating into disrepute;
- 5.9.6 Recognise and respect the constitution, rules, regulations and decisions of the Federation;
- 5.9.7 In the case of an ISSC, give prompt notice in writing to the Federation of any proposed change to its constitution or rules, any such changes being subject to the approval of the Board in writing.

6 CESSATION OF MEMBERSHIP

- 6.1 Any Member may resign from their class of membership by giving written notice to the Board. Such a resignation shall take effect from the end of the society's then current financial year.
- 6.2 If it is in the opinion of a majority of Board members that it is deemed desirable and in the interests of the Federation that any Member should be expelled or suspended from the Federation, then after the Member has been given the opportunity of being heard or providing written comments to the Board, the Board may choose to expel that Member by virtue of a resolution passed by a two thirds majority of those present and voting.
- 6.3 If at the end of the then financial year, an ISSC does not continue as a financial member then the Board shall determine whether the membership of that club shall lapse, or whether that club shall instead have another class of membership as may be prescribed from time to time by the Federation under Rule 5.2.5 hereof.
- 6.4 A member whose membership is terminated under Rule 6.2 or 6.3 shall cease to have membership privileges as of the time at which the resolution terminating their membership is passed, but shall remain liable to pay all subscriptions and levies to the end of the Federation's then financial year.
- 6.5 The Federation may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member:
- 6.5.1 Ceases to be qualified to be a member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned or additionally in the case of an officer or a board member; or
- 6.5.2 Is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired or is subject to a condition not yet fulfilled or to any order under section III of The Insolvency Act 1967; or
- 6.5.3 Is a person who is prohibited from being a director or promoter or of being concerned or taking part in the management of a company under section 382 or section 383 or section 385 of the Companies Act 1993; or

- 6.5.4 Is a person who is subject of a property order made under section 30 or section 33 of the Protection of Personal and Property Rights Act 1988; or
- 6.5.5 Becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988; or
- 6.5.6 Ceases to fulfill the criteria for holding its class of membership as set out in clause 5 hereof.

PART III – GENERAL MEETINGS

7 ANNUAL GENERAL MEETINGS

7.1 Annual General Meetings to be held

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

7.2 Ordinary Business

The ordinary business of the AGM shall be to:

- 7.2.1 Confirm the Delegates and the votes available;
- 7.2.2 Receive and confirm the minutes of the previous Annual General Meeting and any other General meeting as a true and correct record;
- 7.2.3 Receive the annual report and financial accounts;
- 7.2.4 Elect the Board biannually;
- 7.2.5 Elect an auditor;
- 7.2.6 Determine the level of subscriptions payable by Members;
- 7.2.7 Consider matters of general business.

7.3 Special Business

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

7.4 Additional Meetings

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

7.5 Entitlement to Attend Meeting

All Members shall be entitled to attend a General Meeting but only Delegates may vote, subject to Clause 12 hereof.

8 SPECIAL GENERAL MEETINGS

8.1 Special General Meetings May be Held

The Board may whenever it thinks fit convene a Special General Meeting of the Federation and, where but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

8.2 Requisition of Special General Meeting

8.2.1 The Board shall on the requisition in writing of not less than two thirds of Member ISSC convene a Special General Meeting.

8.2.2 The request for a Special General Meeting shall state the object(s) of the meeting and shall be signed by or on behalf of the Member making the requisition and shall be sent to the Federation and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

8.2.3 If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Federation, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

8.2.4 A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or nearly as possible as that, in which General meetings are convened by the Board.

9 NOTICE OF AND PROCEEDINGS AT MEETINGS GENERALLY

9.1 Notice to be Given

9.1.1 The Secretary shall cause at least thirty five (35) clear days notice of an Annual General Meeting to be given to each Member and the auditor in writing, which notice shall state the place, date, time and nature of the proposed business to be transacted at the meeting.

9.1.2 The Secretary shall cause at least twenty eight (28) clear days notice of a Special General Meeting to be given to each Member in writing, which notice shall state the place, date, time and nature of the proposed business to be transacted at the meeting.

9.2 Business of Meeting

9.2.1 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

9.2.2 A Member desiring to bring any business before a General Meeting shall give at least twenty one (21) days notice in writing of that business to the Federation. Such business shall be notified to members within fourteen (14) days after the receipt of the notice.

9.3 Special Business

All business that is transacted at a Special General Meeting or the Annual General Meeting with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting shall be special business.

9.4 Quorum

9.4.1 No item of business shall be transacted at a General Meeting unless a quorum of those entitled under this Constitution to vote is present during the time when the meeting is considering that item.

9.4.2 Fifty percent of those entitled to exercise voting rights at an AGM shall form a quorum for the transaction of the business at a General Meeting.

9.4.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

9.4.3.1 If convened upon the requisition of Members, shall be dissolved; and

9.4.3.2 In any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at that adjourned meeting a quorum is not present within half an hour after the time of appointed for the commencement of the meeting, the meeting shall be dissolved.

10 CHAIRPERSON AT MEETINGS

10.1 President to Chair

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

10.2 Where President Absent

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

10.3 The Chairperson shall not be a Delegate at a General meeting

11 ADJOURNMENT OF MEETINGS

11.1 Chairperson May Adjourn Meeting

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

11.2 Further Notice

- 11.2.1 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 11.2.2 Except as provided in Rule 11.2.1, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

12. VOTING AT GENERAL MEETINGS

12.1 In this clause:

- 12.1.1 "Present" means physically present at the meeting or present by means of audio and visual communication link by which all members constituting a quorum can simultaneously see and hear each other throughout the meeting. The link may be set up by ISSNZ and notified in the notice of meeting.
- 12.1.2 "Delegate" means a person who is a member of an ISSC and who is authorised to vote on behalf of that ISSC, and where such authorisation is recorded in writing and signed by that ISSC's president and one other member of that ISSC's committee and provided in hard copy (or electronic form able to be printed) to ISSNZ at least 24 hours prior to the meeting. For the avoidance of doubt a Delegate may only represent one ISSC at a general meeting.

12.2 Voting

- 12.2.1 Any member which is an ISSC, and which is present via a Delegate at any meeting shall have one vote upon every motion.
- 12.2.2 In the case of an equality of voting on a question, the Chairperson of the meeting may exercise a casting vote.
- 12.2.3 For the avoidance of doubt, it is recorded that any member who is an Individual, a Life Member, a Probationary member, or a member whose standing is conferred by the Board pursuant to clause 5.2.4 hereof does not have the right to vote at any General Meeting, apart from the chairperson in exercising a casting vote.
- 12.2.4 The method of voting by members present at any meeting shall be determined by the chairperson.
- 12.2.5 ISSNZ is not required to enquire into the internal management of any ISSC or the authorisation of its Delegate at any general meeting.

12.3 Challenge to the Right to Vote

- 12.3.1 Any member may challenge the right of any other member to vote at any General Meeting.
- 12.3.2 Any such challenge shall be submitted in writing to the Federation not less than 28 days prior to the meeting at which the right to vote is challenged. The notice to the Federation shall detail the reasons the right of the member to vote is challenged.

- 12.3.3 The Board shall, upon receiving a challenge to the right of a member to vote, make such enquires into the challenge as it thinks fit. Those enquires must include providing a copy of the challenge to the member whose right to vote is challenged.
- 12.3.4 The Board shall advise all members not less than 14 days prior to the meeting at which the vote is challenged, whether or not the vote of the challenged member can be cast.
- 12.3.5 For the purpose of clarification, any voting member whose right to vote is not challenged at least 28 days prior to a general meeting shall be entitled to vote and have its vote counted at that general meeting.
- 12.3.6 For the purpose of clarification, any voting member whose right to vote is challenged at least 28 days prior to a General Meeting shall be entitled to vote and have its vote counted at that general meeting unless the Board has denied the member the right to vote in accordance with this provision.

12.4 Voting Procedure

- 12.4.1 All votes shall be given by the Delegate(s) of any ISSC either in person or by proxy. No person may hold more than one vote.
- 12.4.2 The names of the Delegates of any ISSC must be sent to the Federation 24 hours prior to the date of the AGM.
- 12.4.3 Delegates for a General Meeting shall be up to three (3) individuals elected or appointed by each ISSC member, having one (1) vote for each ISSC member.
- 12.4.4 The Delegate or Delegates of a Member shall not be entitled to vote at any General Meeting unless all monies due and payable to the Federation by that Member have been paid, including the amount of the annual subscription payable in respect of the current financial year.

12.5 Recording of Determinations

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

12.6 Poll at General Meeting

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

12.7 Postal Voting

12.7.1 Postal voting (including but not limited to voting by land mail, email, facsimile transmission or any other form of visible or electronic transmission) may be held from time to time in such instances as the Board may determine (other than in respect of matters which must be passed by Special Resolution) and shall be held in accordance with procedures prescribed by the Board.

12.7.1 All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

PART IV – THE BOARD OF THE FEDERATION

13 BOARD

13.1 The Board is the governing body of the Federation.

The Composition and Election of the Board

The Board of the Federation shall be:

13.2 The President;

13.3 The Chief Executive Officer;

13.4 The Finance Director;

13.5 The Director of Selection;

13.6 The Director of Development;

13.7 The Technical Director;

13.8 The Director of Marketing & Funding.

13.9 The Federation shall call for nominations for the election of the Board from ISSC not less than thirty five (35) days before the Annual General Meeting (AGM). Nominations shall close twenty one (21) before the date of the AGM. The Federation shall distribute the nominations with a resume of each candidate to all ISSC not less than fourteen (14) days before the date of the AGM.

13.10 The Board of the Federation shall have the power to co-opt to the Board, for such period as the Board shall determine, the following persons:

13.10.1 The High Performance Manager;

13.10.2 The Coaches Representative;

13.10.3 The Athletes Representative.

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

- 13.11 The Board may appoint a Patron of the Federation who shall be invited by the Board to be the Patron and shall be entitled to attend and speak at General Meetings but shall have no right to vote unless he or she is a Delegate.
- 13.12 Board members shall be elected by Delegates at the AGM and shall assume office at the conclusion of the AGM at which they are elected.
- 13.13 Each Board member shall hold office until the conclusion of the second Annual General meeting following the date of election, but shall remain eligible for re-election.
- 13.14 If no nomination is received pursuant to rule 13.3 for the election of any Board member, then nominations may be made at the AGM without notice.
- 13.15 Any extraordinary vacancy for the position of a Board member may be filled by the Board. Any such person appointed to fill an extraordinary vacancy shall hold office for the remainder of their predecessor's term.

13.16 Powers of Board

- 13.16.1 The affairs of the Federation shall be managed by a Board constituted under Rule 4.
- 13.16.2 Subject to this Constitution and the Act, the Board:
- 13.16.2.1 Shall control and manage the business and affairs of the Federation;
- 13.16.2.2 May exercise all such powers and functions as may be exercised by the Federation other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
- 13.16.2.3 Has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of the Federation.

13.17 Quorum for Board Meetings

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

13.18 Board Meetings

- 13.18.1 The Board shall meet at such place and at such times and in such manner as it shall determine but not less than six times per annum.
- 13.18.2 A Board meeting may be called if three (3) or more Board members are of the opinion that it is in the interests of the Board to do so.
- 13.18.3 The President shall chair Board meetings or in his or her absence any other Board Member determined by the Board.
- 13.18.4 Each Member of the Board present at a meeting of the Board is entitled to one vote.

- 13.18.5 The decision of a majority of the Board members present and voting shall be said to constitute the decision of the Board. In the event of an equality of votes on any question the President may exercise a second or casting vote. In the absence of the President, the Chairperson may exercise a second or casting vote.
- 13.18.6 Any Board member who fails to attend four (4) meetings shall be considered to have vacated their office.
- 13.18.7 A resolution in writing signed or assented to by facsimile, email or other form of visible or other electronic communication by all Board Members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- 13.18.8 A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
- 13.18.8.1 Notice of the meeting is given to all Board Members in accordance with the procedures agreed from time to time by the Board;
 - 13.18.8.2 All Board Members participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or video conferencing facility or by any other form of communication;
 - 13.18.8.3 If any failure in communication prevents sub rule 13.5(e) (ii) from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until sub rule 13.5(e) (ii) is satisfied again and if not satisfied within 15 minutes from the time of interruption the meeting shall deem to have been terminated or adjourned;
 - 13.18.8.4 Any meeting held where one or more Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the President of the meeting is located;
 - 13.18.8.5 With the exception of the President, no officer of the ISSNZ shall make any public statements regarding policy, team selection or any other business directly connected with the running and administration of the ISSNZ without the prior consent of the Board.

PART V**14 TECHNICAL COMMITTEE**

- 14.1 The Technical Committee is an advisory group whose role is to provide guidelines and technical expertise to enable the Board to carry out its duties effectively.
- 14.2 Within 30 days of the Annual General Meeting the Technical Director shall nominate not more than four members to form the Technical Committee, subject to the Boards ratification.
- 14.3 The members of the Technical Committee must be persons who in the opinion of the Board are in the possession of specialist technical knowledge.
- 14.4 The Chairman of the Technical Committee will be the Technical Director.
- 14.5 The President shall be an ex-officio member of the Technical Committee and shall have the right to attend all meetings of the Technical Committee.
- 14.6 The Board shall ensure that the actions of the Technical Committee are consistent with the Constitution, Rules and Regulations, strategic plan and policies of the Federation and may consider representations received from any member regarding such actions.

PART VI**15 SELECTION COMMITTEE**

- 15.1 The role of the Selection Committee is to:
 - 15.1.1 Formulate policies and processes for the selection of skaters for development squads and international representation which policies and processes shall be approved by the Board; and
 - 15.1.2 In accordance with such policies and processes select skaters for development squads and international representation on behalf of the Federation.
- 15.2 Within 30 days of the Annual General Meeting the Director of Selection shall nominate not more than four members to form the Selection Committee, subject to the Boards ratification.
- 15.3 The members of the Selection Committee must be persons who in the opinion of the Board have a demonstrated experience and knowledge of the Sport.
- 15.4 The Chairman of the Selection Committee will be the Director of Selection.
- 15.5 The President shall be an ex-officio member of the Selection Committee and shall have the right to attend all meetings of the Selection Committee, but shall have no right to vote in respect of any selection decision made by the Selection Committee.

PART VII**16 REGULATIONS**

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

PART VIII**17 FINANCIAL MATTERS****17.1 Solicitor**

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

17.2 Financial Year

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

17.3 Annual Report

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

17.3.1 The audited annual financial statements as required under the Act; and

17.3.2 An annual report as to the year's activities (collectively known as the annual report);

The annual financial statement in this Rule shall be audited by an auditor appointed by the Members at the Annual General Meeting.

PART IX**18 DISCIPLINE OF MEMBERS**

- 18.1 The Board shall delegate its functions, powers or duties in relation to the discipline of Members in accordance with Rule 4.2 and Rule 13.10 to a Disciplinary Committee comprised of three persons appointed by the Board from time to time, which persons shall not be members of the Board.
- 18.2 If any matter to be determined by the Disciplinary Committee under Rule 18 gives rise to a conflict of interest on the part of any Member of the Disciplinary Committee, the Board shall appoint another independent person in his or her stead for the determination of that matter only.
- 18.3 If any matter to be determined by the Board under Rules 14 to Rule 15 gives rise to a conflict of interest on the part of any Member of the Board, that Member of the Board shall not be involved with the hearing of such appeal in any way.

18.4 Breach by Member

A Member shall not:

- 18.4.1 Breach, fail, refuse or neglect to comply with any provision of this Constitution, or any Rules, Regulations, By Laws, or Policies of the Federation;
- 18.4.2 Act in a manner unbecoming of a Member or prejudicial to the objects and interests of the Federation; or
- 18.4.3 Bring the Federation into disrepute.

18.5 Report of Disciplinary Matter

- 18.5.1 A Member, Director or any other person (in this Rule, "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the President, or if the complaint relates to the conduct of the President, to the Chief Executive Officer.
- 18.5.2 The President or Chief Executive Officer shall as soon as practicable, but within 7 days, forward written details of the complaint to at least one member of the Disciplinary Committee.

18.6 Consideration of Matter

- 18.6.1 The Disciplinary Committee shall, as soon as practicable after receiving a notice under Rule 18.5 consider the complaint, and shall within 14 days of receiving such notice, determine whether:
 - 18.6.1.1 The complaint should be dismissed, because there has been no relevant breach of discipline in accordance with Rule 18.4; or
 - 18.6.1.2 There are reasonable grounds to believe there may have been a breach of Rule 18.4 and accordingly the complaint warrants review and determination in accordance with the principles of natural justice.
- 18.6.2 If the Disciplinary Committee determines the complaint should be dismissed under Rule 18.6.1.1, it shall, as soon as practicable, give written notice of such dismissal to the complainant.
- 18.6.3 If the Disciplinary Committee determines the matter warrants further review under Rule 18.6.1.2 it shall, as soon as practicable, serve a written notice in writing on the Member:
 - 18.6.3.1 Setting out the grounds on which there may have been a breach of Rule 18.4;
 - 18.6.3.2 Stating that the Member (personally, by its Delegate or by its adult representative) may address the Disciplinary Committee at a hearing to be held not earlier than 21 and not later than 35 days after service of the notice;
 - 18.6.3.3 Stating the date, place and time of that hearing (which hearing may be held by teleconference);

18.6.3.4 Informing the Member that the Member may do one or both of the following:

18.6.3.4.1 Attend or participate in that hearing and make submissions personally or by its Delegate or representative; or

18.6.3.4.2 Give the Federation, before the date of that hearing, a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint.

18.7 Meeting of Disciplinary Committee

The Disciplinary Committee may conduct the hearing convened in accordance with Rule 18.6.3 in such manner as it sees fit, and:

18.7.1 Shall give to the Member every opportunity to be heard;

18.7.2 Shall give due consideration to any written statement submitted by the Member;

18.7.3 Shall allow the Member to have an adult representative; and

18.7.4 Shall by resolution determine whether to dismiss or uphold the complaint;

18.7.5 May request and/or require the complainant or any other witness to attend the hearing and/or provide (wherever practicable, in writing) such evidence as is available.

18.8 Disciplinary Committee Resolution

The Disciplinary Committee may, having had regard to any submission or evidence of the Member, by resolution:

18.8.1 Expel a Member from the Federation;

18.8.2 Suspend a Member from membership of the Federation for a specified period;

18.8.3 Give such warning or reprimand as is appropriate;

18.8.4 Give such warning or reprimand as is appropriate;

18.8.5 Suspend any penalty; or

18.8.6 Take such other action as it deems reasonable in all the circumstances.

If the Disciplinary Committee determines that the Member has committed a breach contrary to Rule 18.4 and shall notify the Member in writing within 7 days of the resolution of the Disciplinary Committee.

18.9 Effect of Resolution

If the Member exercises a right of appeal to the Board under Rule 18.10, a resolution of the Disciplinary Committee under Rule 18.8 takes effect until and unless the Board revokes the determination in accordance with this Rule.

18.10 Notice of Appeal to Board

A Member may, within 7 days of notice of an adverse finding being given under Rule 18.9, appeal the decision of the Disciplinary Committee, by forwarding notice in writing to the Federation, indicating that the Member wishes to appeal and setting out the grounds on which the Member appeals. Where the Federation receives a notice under this Rule 18.10, indicating the Member wishes to appeal to the Board, the Board shall convene a meeting in accordance with these Rules, to be held within 28 days of the date on which the Federation received such notice.

18.11 Board to Determine Appeal

At a Board Meeting convened under Rule 18.10:

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

18.12 Decision of Board

At a Board Meeting convened under Rule 18.10, the Board shall either:

- 18.12.1 Pass a resolution confirming the resolution of the Disciplinary Committee under Rule 18.8; or
- 18.12.2 Pass a resolution that the resolution of the Disciplinary Committee be revoked immediately.

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

PART X**MISCELLANEOUS****19 COMMON SEAL**

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

20 APPLICATION OF INCOME

- 20.1 The income assets and property of the Federation shall be applied solely towards the promotion of the objects of the Federation.
- 20.2 Save as is provided in this Constitution:

- 20.2.1 No portion of the income, property or assets of the Federation shall be paid or transferred directly or otherwise to any Member, Board Member, or officer of the Federation
- 20.2.2 No remuneration or other benefit in money or monies shall be paid or given by the Federation to any Member, Board Member, or officer of the Federation.
- 20.2.3 Nothing in Rule 20.2(a) or (b) shall prevent payment in good faith of or to any Member, Board Member, or officer of the Federation.
- 20.2.3.1 Any services actually rendered to the Federation whether as an employee or otherwise;
- 20.2.3.2 Goods supplied to the Federation in the ordinary and usual course of business and of operation;
- 20.2.3.3 Interest on money borrowed from any Member, Board Member or officer of the Federation;
- 20.2.3.4 Rent for premises demised or let by any Member, Board Member or officer of the Federation to the Federation;
- 20.2.3.5 Any out of pocket expenses incurred by the Member, Board Member, or officer on behalf of the Federation for any other reason.

Provided any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

21 LIQUIDATION

- 21.1 The Federation may at any time be put into liquidation if:
- 21.1.1 75% of those entitled to vote at an Annual General Meeting or Special General Meeting pass a resolution appointing a liquidator; and
- 21.1.2 Such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held no earlier than 30 days and no later than 60 days after the date on which the resolution was passed.
- 21.2 Upon the appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the Federation.
- 21.3 Any surplus assets of the Federation, after payment of all costs, debts, and liabilities and the debts and expenses of winding up, shall subject to any trust affecting the same be vested either in a substitute or successor organisation of the Federation or distributed, gifted or transferred to some other organisation or organisations having objects similar to the objects in this Constitution.
- 21.4 The organisation or organisations in Rule 20.4 must prohibit the distribution of its or their income and property among its or their members to at least the same or a greater extent as is imposed on the Federation under this Constitution and shall not be carried on for profit and shall have an approved tax exemption.

- 21.5 The organisation or organisations in Rules 21.3 and 21.4 shall be determined by the Members in an Annual General Meeting or Special General Meeting at or before the time of liquidation and if the Members are unable to decide the organisation or organisations shall be determined by the liquidator.

22 ALTERATION TO THE RULES

- 22.1 Subject to Rule 22.1.1 this Constitution may only be amended, added to or altered by resolution of 75% of members eligible to vote at an Annual or Special General Meeting.
- 22.1.1 No alteration to Rule 3, Rule 20 or Rule 21 shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Constitution and shall be included in and applied into any Constitution replacing this Constitution.
- 22.1.2 Notice of intention to alter this Constitution must be given by a Member to the Board no later than 21 days prior to an Annual Meeting or Special General Meeting.

23 INDEMNITY

- 23.1 The Federation shall indemnify its Board Members, officers, and employees against all damages and costs (including legal costs) for which any such Board Member, officer or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:
- 23.1.1 In the case of a Board Member or officer of the Federation, performed or made whilst acting on behalf of and with the authority (express or implied) of the Board; and
- 23.1.2 In the case of an employee, performed or undertaken in the course of, and within the scope of, their employment by the Federation.

24 DISPUTES AND MATTERS NOT PROVIDED FOR

- 23.1 Subject to Rule 23.2 if any dispute arises out of the interpretation of this Constitution or any Rules, resolutions, or policies implements pursuant to this Constitution, or any matter arising which is not provided for in this Constitution, then such dispute or matters shall be referred in writing to the Board, whose decision shall be final and binding.
- 23.2 If the dispute or matter in Rule 23.1 is between the Board and a Member, or between one or more Board Members (“the parties”) the dispute or matter shall be resolved as follows:
- 23.2.1 By the parties acting in good faith to seek an agreement; or failing such agreement;
- 23.2.2 By a party or parties appointing an independent third person to mediate between them; or failing such agreement at mediation;
- 23.2.3 By referring the dispute or matter to the Sports Tribunal of New Zealand in accordance with the Rules of that Tribunal and/or as directed by that Tribunal.

24 INTERPRETATION AND DEFINITIONS

24.1 Definitions

In this Constitution, unless a contrary intention appears:

- 24.1.1 “Act” means the Incorporated Societies Act 1908.
- 24.1.2 “Associate Member” means a Member under Rule 5.9.
- 24.1.3 “Board” means the Board as defined in Rule 13.
- 24.1.4 “Delegate” means an elected or appointed representative of an ISSC.
- 24.1.5 “Disciplinary Committee” means a Committee appointed in accordance with Rule 18.1.
- 24.1.6 “Financial Year” means the year commencing on 1 January and concluding 31 December.
- 24.1.7 “General Meeting” means a meeting of Members convened in accordance with Rules 7 and 8.
- 24.1.8 “Individual Member” means a Member under Rule 5.3.
- 24.1.9 “Member” means a Member of the Federation for the time being under Rules 5.1, 5.2, 5.3, 5.4, 5.5, and 5.6.
- 24.1.10 “Regulations” means any regulations made by the Board under Rule 16.
- 24.1.11 “Rules” means the Rules of the Federation.
- 24.1.12 “Seal” means the common seal of the Federation and includes any official seal of the Federation.
- 24.1.13 “Special Resolution” means a resolution passed in a General Meeting in accordance with this Constitution.
- 24.1.14 “Objects” means the objects of the Federation set out in Rule 3.
- 24.1.15 “Sports Tribunal of New Zealand” means the Tribunal established under the Sport and Recreation New Zealand Act 2002 to hear and determine sports related disputes, including appeals.