

**CONSTITUTION OF
ORIENTEERING NEW ZEALAND
INCORPORATED**

March 2016

Section One: Core Provisions

1.	Name	2
2.	Registered Office	2
3.	Definitions and Interpretation	2
4.	Objects	3
5.	Powers	3

Section Two: Members

6.	Members	4
7.	Rights and Obligations of Members	5

Section Three: Governance

8.	Council	6
----	---------	---

Section Four: Meetings, Elections and Voting

9.	General Meetings	8
10.	Notices for General Meetings	9
11.	Elections and Voting	10

Section Five: Other

12.	Judicial Committee	10
13.	Disputes	12
14.	Finance	13
15.	Common Seal	13
16.	Alteration to Rules	13
17.	Liquidation	13
18.	Prohibition on Personal Benefit	13
19.	Limitation of Liability and Indemnity	14
20.	Transition	14
21.	Matters Not Provided For	15

CONSTITUTION OF ORIENTEERING NEW ZEALAND INCORPORATED

Section One: Core Provisions

1. Name

1.1 The name of the Society is Orienteering New Zealand Incorporated (**ONZ**).

2. Registered Office

2.1 The registered office of ONZ shall be at such place as the Board determines.

3. Definitions and Interpretation

3.1 In this Constitution:

Annual General Meeting or AGM; General Meeting or GM; and Special General Meeting or SGM all refer to ONZ meetings and mean as set out in Rule 9;

Chairperson means the Chairperson of the Council or the person who chairs a meeting in the absence of the Chairperson;

Club means an Orienteering Club which is a Member of ONZ in the category in Rule 6.1a;

Code of Behaviour means the Code of Behaviour and/or Athletes Code as adopted by ONZ;

Council means the Council of ONZ under Rule 8;

Elected Council member means a person elected by the Members to Council;

Fee means any fee set by ONZ;

Financial Year means as set out in Rule 14;

General Manager means the person engaged in the most senior role in the executive;

Co-opted Council member means a non-elected member of Council as set out in Rule 8;

Individual Member means an individual person who is a Member of ONZ in the category in Rule 6.1b;

Judicial Committee and Judicial Panel means as set out in Rule 9;

Life Member means a Member of ONZ in the category in Rule 6.1c;

Member means a Member of ONZ under Rule 6;

Misconduct means any behaviour or action which brings or could bring ONZ into disrepute, or which is a breach of the Code of Behaviour, or which is a breach of this Constitution or any rules or regulations (however described) of ONZ;

Objects means the objects of ONZ set out in Rule 4.1;

Ordinary Resolution means a resolution requiring a simple majority of valid votes for approval;

Postal Vote means a method of casting a vote, not by being present at a meeting, but by such other method as determined by Council and which by way of example may be by post and/or by electronic means;

Previous Constitution means the ONZ Constitution which was in place immediately prior to adoption of this Constitution in 2016;

Special Resolution means a resolution requiring a two thirds majority of valid votes for approval; and

3.2 In this Constitution the following interpretations apply:

- a. The plural includes the singular and vice versa;
- b. Any reference to any Act, regulation, by-law, policy, deed, code, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- c. Where examples are used they are used to assist understanding, and unless otherwise stated the range of possibilities is not restricted to those examples listed;
- d. A person includes incorporated bodies and unincorporated groups.

4. Objects

4.1 The Objects of ONZ are to:

- a. Govern the sport of orienteering in New Zealand;
- b. Promote and encourage orienteering in New Zealand;
- c. Conduct competitions and championships;
- d. Be the representative body for all Members in New Zealand;
- e. Affiliate with international or national organisations to advance the interests of ONZ; and
- f. Do all such other acts and things incidental or conducive to attainment of any of these objects.

4.2 ONZ shall be incorporated under the Incorporated Societies Act 1908.

5. Powers

5.1 ONZ has full powers, jurisdiction and authority and (except as restricted by this Constitution), may do all and any things to carry out its Objects. By way of example of some specific powers, but not by limitation, ONZ has power to:

- a. Acquire, obtain or in any way receive and deal with any property;
- b. Establish, acquire or have interests in incorporated entities, trusts or other entities and to utilise the assets of ONZ in, through or with them;
- c. Control, receive and raise money and other property, including to borrow, invest, loan or advance monies and secure any obligations and the payment of money over the property of others and give or receive the benefit of guarantees;
- d. Determine, raise and receive money by subscriptions, donations, fees, levies, grants, bequests, entry or user charges, sponsorship, government funding, community funding or otherwise;

- e. Produce, develop, create, licence and otherwise exploit, use and protect intellectual property;
 - f. Determine who are its Members and others involved in ONZ and their entitlements, and withdraw, suspend, terminate or otherwise restrict membership and other benefits;
 - g. Determine the methods and structures to deliver national, regional and local benefits and to obtain national, regional and local coverage;
 - h. Make, alter, rescind and enforce by-laws, regulations, policies, codes, charters and procedures for the governance, management and operation of ONZ and those involved (or seeking to be involved) in it;
 - i. Determine, implement and enforce disciplinary, disputes and appeal procedures and make decisions and conduct hearings and impose sanctions and penalties;
 - j. Engage and dismiss employees and contractors and put in place agreements with them;
 - k. Delegate powers of ONZ to any person, committee or sub-committees (the composition of which is not limited to Members) and establish, fund and set the terms of reference and structure;
 - l. Contract, engage or arrange with any person to fulfil the Objects of ONZ;
 - m. Be a member of or affiliate to and/or be associated in any way with any person which has objects which are similar in whole or in part to the Objects in New Zealand and/or internationally;
 - n. Produce, publish and distribute any maps, communications or publications; and
 - o. Do any other acts or things which are incidental to or conducive to the attainment of the Objects.
- 5.2 The powers of ONZ must never be exercised in a manner which is contrary to the ONZ Constitution or the laws of New Zealand.

Section Two: Members

6. Members

- 6.1 Members of ONZ are those persons in the categories below which or who have satisfied the ONZ requirements for membership in that category and whose membership is not currently suspended or terminated:
- a. **Clubs:**
 - b. **Individual Members:** being individual members of any Club in 6.1a who become Individual Members of ONZ by application to ONZ submitted through their Club.
 - c. **Life Members:** being persons who are Life Members of ONZ.
- 6.2 A Club seeking Membership in the category in Rule 6.1a must make an application to ONZ. If Council after making any inquiry if thinks fit, approves the application, the Club shall be a Member from such date as set by Council.

- 6.3 An individual who is a member of a Club must make application through a Club to ONZ for Individual Membership of ONZ. Upon completion of the application process by the Club the individual is then an Individual Member of ONZ.
- 6.4 Life Membership of ONZ may be conferred upon any person in recognition and appreciation of outstanding service by that person for the benefit of ONZ. A nomination for Life Membership may be made by a Member to Council, and subject to approval by Council by Ordinary Resolution, Life Membership is granted. Unless otherwise decided by Council the Life Membership shall be conferred at the next AGM.
- Life Members are not required to pay an annual subscription to ONZ and shall have such benefits as may be determined by Council.
- 6.5 Any dispute about Membership is determined by ONZ.

7. Rights and Obligations of Members

- 7.1 The benefits and obligations of a Member are determined by the terms of the category of membership held by that Member. Subject to these Rules, all Members:
- a. Are bound by this Constitution and by all regulations, by-laws, policies, deeds, codes, charters and procedures of ONZ and by decisions made by ONZ;
 - b. Are expected to promote and support the Objects and the activities of ONZ;
 - c. May attend and speak at General Meetings;
 - d. May be eligible for selection for ONZ teams provided they meet any additional criteria as may be set by ONZ;
 - e. May receive communications, maps and publications as decided by ONZ; and
 - f. Have other benefits and obligations (if any) as determined by Council for that category of Membership.
- 7.2 A Club is required to ensure that:
- a. Its rules require that it's members are bound by the rules, regulations, by-laws, policies, deeds, codes, charters and procedures of ONZ and by decisions made by ONZ; and
 - b. every individual who is a member of the Club must at time of joining and at each renewal of their membership of the Club, complete an application through the Club for Individual Membership of ONZ.
- 7.3 Unless otherwise determined by Council, Clubs are the only Members who subject to these Rules, have voting rights in matters to be voted on by the Members.
- 7.4 ONZ shall maintain a register of Members including the full name, contact details and date of entry of each Member.
- 7.5 A Member ceases to be a Member:
- a. By written resignation provided to ONZ;
 - b. If an Individual Member, by that person or their Club ceasing to be a Member of ONZ, or that Individual Member ceasing to be a member of a Club;
 - c. By death, or in the case of an incorporated body by liquidation or dissolution; or

- d. By failure to meet the requirements of the relevant category of Membership for a period of three months after any such obligation (for example payment of annual Membership Fee or any other Fee owing to ONZ) is due; or
 - e. By termination of Membership by Special Resolution of Council provided that before any such resolution is proposed the Member shall have at least 21 days notice and shall have the right to be heard at the Council meeting at which the resolution is proposed; or
 - f. by decision of the Judicial Committee.
- 7.6 Unless otherwise determined by Council, a Member ceases to have the benefits of Membership during any period of suspension of that Membership.
- 7.7 A Member remains liable for all Fees owing at the date of termination of Membership.

Section Three: Governance

8. Council

- 8.1 Council is responsible for the governance of ONZ and the exercise of all powers of ONZ (except those that are restricted by this Constitution). Such powers may also be delegated by Council to such other persons as it determines.
- 8.2 The role and responsibilities of Council shall be to provide good governance to ONZ. Council may set out further responsibilities in a Council policy.
- 8.3 Council comprises the following persons:
- a. 6 Elected Council members; each of whom must be and remain during their term, a member of a Club; and
 - b. Up to 2 Co-opted Council members, each of whom may be, but need not be, a member of a Club.

The General Manager is to attend Council meetings as requested by the Board.

- 8.4 A Co-opted Council member must be a person who, at the time of their appointment is determined by Council, to be capable of providing areas of competency that Council seeks to fill and be capable of adding value to ONZ and to Council through their skills and background.
- 8.5 Council shall determine its own process for identification, assessment and appointment of suitable candidates as Co-opted Council members. This may include calling publicly and within ONZ for applications. Council may form a Committee to make recommendations.
- 8.6 In relation to the term of appointment of Council members:
- a. Each term of appointment of an Elected Council member is for a maximum period of three years;
 - b. Each term of appointment of a Co-opted Council member is until the next AGM following date of commencement of their term.
 - c. At each AGM two of the Elected Council members must retire from Council. Subject to Rule 8.6d the persons to retire shall be those who have been longest on Council from the date of their most recent appointment to Council. In the case of persons appointed on the same day then as agreed by them or if they do not agree then by lot between them;

- d. Any Elected Council member vacancies which arose after the last AGM and which have not been filled or have been filled by a temporary Elected Council member whose temporary term ceases at the AGM under Rule 8.8a, shall be regarded as retirements from Council at the AGM. Any Council member who has reached the maximum term under Rule 8.6a must still retire.
 - e. A retiring Council member is eligible for re-appointment. An Elected Council member must not serve more than three consecutive terms of three years as a Council member.
 - f. If there is not a greater number of candidates than the number of Elected Council member positions available, such candidates shall be declared to have been elected without requirement for an election.
 - g. Unless otherwise required by Council the election of Elected Council members shall be by Postal Vote.
- 8.7 A Council member is deemed to have vacated Council in the following circumstances:
- a. Their term as a Council member expires;
 - b. Their involvement in Council ceases whether by death, incapacity, moving overseas, failing to attend 3 consecutive Council meetings without reasonable excuse, or otherwise.
 - c. If an Elected Council Member, they cease to be an Individual Member (see Rule 6.1);
 - d. They are removed by a Special Resolution of Council or at a GM;
 - e. They are an undischarged bankrupt or they are convicted of a criminal offence.
- 8.8 If any vacancy arises on Council other than by rotation under Rule 8.6c:
- a. And the vacancy is of an Elected Council member, Council shall call for candidates and if there is more than one candidate conduct a Postal Vote to determine the replacement person. If the vacancy occurs later than six months after the previous AGM, Council may if it wishes:
 - (i) Conduct the Postal Vote process and appoint a replacement;
 - (ii) Decide not to fill the vacancy; or
 - (iii) Appoint a temporary Elected Council member until the next AGM only;
 - b. And the vacancy is of a Co-opted Council member, Council shall fill that position.
 - c. With the exception of a temporary Elected Council member under Rule 8.8a (iii), the term of appointment of the replacement member shall be for the remainder of the term of the person they replace.
- 8.9 Council must appoint a Chairperson of Council and may appoint any one of its members to be a deputy chairperson. The term of appointment is one year and there is no maximum terms any individual may serve as Chairperson or deputy chair.
- 8.10 The quorum for a Council meeting is four Council members.
- 8.11 Council shall determine and adopt its own rules for Council meetings in a policy which shall include that:
- a. There must be at least four Council meetings each year;
 - b. Council meetings may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;

- c. A resolution signed by all Council members is as effective as a resolution passed at a meeting;
 - d. A Council meeting may be called by the Chairperson or by request of three Council members;
 - e. Decisions are by Ordinary Resolution (unless otherwise required by this Constitution) by voice or if requested by the Chairperson by show of hands and if requested by any Council member by secret ballot;
 - f. Each Council member has one vote and the Chair of the meeting has an additional casting vote in the event of a tied vote; and
 - g. Council shall keep minutes of all Council meetings.
- 8.12 The role and expectations that ONZ has of a Council member and any additional criteria for eligibility to be a Council member may be set out in a Council policy.
- 8.13 Unless otherwise decided by Council, a Council member cannot be an employee of ONZ.
- 8.14 Any committees established by Council must exist and operate in accordance with any policy adopted by Council.

Section Four: Meetings, Elections and Voting

9. General Meetings

- 9.1 A GM of ONZ shall be either the AGM or a SGM. All Members are eligible to attend a GM which shall be held at such location, date and time as determined by the Council.
- 9.2 The AGM shall be held once every year and no later than four months after the end of the ONZ Financial Year.
- 9.3 The AGM shall consider the following business:
- a. The Council's Annual Report;
 - b. The General Manager's Annual Report, including the annual Financial Report;
 - c. The Annual Financial Statements (reviewed or audited as may be decided in these Rules);
 - d. As may be applicable for that particular AGM: announcement of Elected Council members, and announcement of Co-opted Council members;
 - e. The appointment of the auditor (if required);
 - f. Life Memberships (if any);
 - g. New Clubs (if any) approved by Council;
 - h. Any business properly notified.
- 9.4 An item of business is properly notified as an item for the AGM if given to the General Manager by not less than 45 days' notice by Council or by a Club.
- 9.5 SGM's may be called by Council at any time. In addition Council must call a SGM within 60 days of the General Manager receiving a written request setting out the reasons for the SGM from not less

than 25% of the total number of Clubs. The SGM can only consider the items of business for which the SGM has been called.

- 9.6 If Council does not call a SGM to be held within 60 days after the date on which the written request was sent to the General Manager, the Clubs making the request or any of them may convene a SGM to be held no later than a further 60 days.
- 9.7 A SGM must be held in such manner as Council specifies whether in person or by teleconference or by any other means determined by Council. Voting in respect of a SGM may occur by Postal Vote if so determined by Council. All other rules relating to SGMs shall continue to apply unless otherwise determined by Council.
- 9.8 The quorum for a GM is 50% of the total number of Clubs entitled to vote being present in person or by proxy. If a quorum is not achieved within half an hour the GM shall be adjourned to another day, time and place and shall be notified to all persons who are to be given notice under Rule 10. If no quorum is present at the start of the re-convened GM then the Clubs attending are deemed to constitute a valid quorum for the AGM but not for a SGM.
- 9.9 All ONZ GM's are chaired by the Chairperson, or if absent, by another member of Council.
- 9.10 Members may speak at a GM. In addition those persons who are not Members may also speak if agreed by Council or by the chairperson of the GM. If required by ONZ, Clubs shall advise ONZ prior to the GM as to who will represent the Club at a GM.
- 9.11 Any other matters not provided for in these Rules that occur at or in relation to a GM shall be determined by the chairperson of the GM.
- 9.12 Minutes must be kept of each GM.
- 9.13 Any irregularity, error or omission in notices, agendas and relevant papers for the GM or the omission to give notices within the required timeframe or the omission to give notice to all Members entitled to receive notice, and any other error in the organisation of the GM shall not invalidate the GM nor prevent the GM from considering the business of the GM provided that:
- a. The chairperson in his or her discretion determines that it is still appropriate for the GM to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the GM and such motion is passed by Special Resolution.

10. Notices for General Meetings

- 10.1 Notices and other items referred to in this Rule 10 in relation to a GM must be given by ONZ to all Clubs and Life Members and to any other persons as determined by Council.
- 10.2 The notice of the date, time and place of a GM must be given by ONZ and:
- a. For the AGM must be not less than 60 days prior to the date of the AGM; and
 - b. For a SGM must be not less than 30 days prior to the date of the SGM.
- 10.3 The agenda for a GM and the documents referred to in, or determined by Council to be necessary for consideration of the items of business for the GM must be given by ONZ not less than 30 days prior to the date of the GM.
- 10.4 Any notice and other items to be given by ONZ in relation to a GM may be given by such means (for example but not limited to post, email, notification on a website or by any other means) as determined by Council.

11. Elections and voting

- 11.1 Clubs are entitled to vote on all items of business at a GM or for which a vote is called and except as set out in these Rules are entitled to vote on the election of Elected Council members. Clubs have one vote for every financial member of that Club assessed at 31 December of the previous year.
- 11.2 Clubs are entitled to exercise their vote:
- a. In person at a GM (but not on an item where another form of vote is required by Council); or
 - b. Where a Postal Vote is required, by Postal Vote in accordance with the requirements in this Constitution and/or in a policy adopted by Council; or
 - c. By another Club appointed as the Club's proxy to exercise the vote of the Club. The proxy appointment must comply with the requirements set by Council. A notice of proxy for a GM must be given to the General Manager not later than 24 hours before the scheduled commencement of the GM.
- 11.3 With the exception of matters which are subject to a Postal Vote, which are then decided by those Postal Votes, voting at a GM is by voices or by show of hands as determined by the chairperson of the GM or by a secret ballot if called.
- 11.4 Motions are passed by Ordinary Resolution unless the motion is required by this Constitution to be passed by Special Resolution.
- 11.5 In the event of equal votes at a GM, the chairperson of the meeting shall have an additional casting vote.
- 11.6 An Individual Member may seek election as one of the Elected Council members and must forward a statement to the General Manager by a date specified by the Council to enable circulation prior to an election.
- 11.7 ONZ shall adopt a policy to regulate the voting process and shall give notice to Clubs of the Postal Vote and proxy processes and also the candidate's statement referred to in Rule 11.6.
- 11.8 A Club loses the right to vote if that Club's Annual Membership Fee (see Rule 6.1a) is not paid prior to the commencement of the GM and/or prior to the close of any Postal Vote.

Section Five: Other

12. Judicial Committee

- 12.1 The Judicial Committee of ONZ is established. It:
- a. has jurisdiction to hear and determine allegations of Misconduct against a Member of ONZ but excluding breaches of the ONZ Anti-Doping Policy which are to be determined in accordance with the Sports Anti-Doping Act 2006 by the Sports Tribunal of New Zealand, and excluding breaches of the ONZ Anti-Match Fixing and Sports Betting Policy (if any) which are to be determined as set out there;
 - b. consists of three (3) persons selected by the General Manager from a Judicial Panel of at least five (5) persons appointed by Council and who may be, but need not be, Members of ONZ;

- c. has further or amended, powers, jurisdiction and operation as may be set out in any Judicial Committee policy adopted by Council.
- 12.2 A Judicial Panel member may not sit as a member of the Judicial Committee if they are closely associated with (including being a relation or fellow club member), or could reasonably be perceived to have a bias or prejudice for, or against, the Member facing the allegation of Misconduct.
- 12.3 An allegation of Misconduct against a Member of ONZ may be made as follows:
- a. By another Member or official of ONZ;
 - b. By any other person.
- 12.4 The rules and process for determining an allegation of Misconduct shall be as set out in any Judicial Committee Policy adopted by ONZ but in the absence of such policy is as follows:
- a. The allegation must be put in writing and forwarded to the General Manager (or if it is about the General Manager then to the Chairperson) as soon as practicable after the alleged incident giving rise to the allegation occurred and no later than thirty (30) days after the alleged incident, (“the complaint”).
 - b. Upon receipt of the complaint, the General Manager shall make a preliminary assessment of the complaint. If the matter is considered to be a minor matter not warranting a Judicial Committee hearing, the General Manager shall consider what action is appropriate to deal with the matter (which for example may include issuing a letter of reprimand or a request for an apology to be made, but shall not include a fine, competition or event ban, suspension or termination) and then discuss it with a Judicial Panel member. If the proposed action is approved by the Judicial Panel member and the person about whom the complaint has been made subsequently accepts and complies with the action required the complaint shall not proceed. The complainant and the Council shall be informed of the outcome.
 - c. If the complaint is about the General Manager or another employee of ONZ the Chairperson may deal with it in the same manner as Rule 12.4b or, irrespective of whether it is considered minor or not, may determine that a different process is to be followed to deal with the complaint.
 - d. If the matter is not considered to be minor or is not dealt with by another process under Rule 12.4c, the General Manager shall as soon as possible, determine a date, time and place for the hearing of the allegation and determine the membership of the Disciplinary Committee to hear and determine the allegation.
 - e. The General Manager shall notify the Member against whom the allegation has been made of the following, in writing;
 - (i) The nature and particulars of the allegation (including a copy of the letter or document detailing the allegation);
 - (ii) The date, time and place for the hearing;
 - (iii) The names of the members of the Judicial Committee for the hearing;
 - (iv) The opportunity for the Member to be present at the hearing;
 - (v) The right for the member to be represented at the hearing; and
 - (vi) The right to bring witnesses and up to two support persons to the hearing.

- f. At the same time as notification is made under rule 12.4e, the General Manager shall notify the complainant with a letter setting out the same details as in Rule 12.4e.
- 12.5 If the Member does not attend the hearing, the Judicial Committee may determine the allegation in the Member's absence.
- 12.6 The Judicial Committee may determine its own procedure for the hearing, provided that it shall comply with the principles of natural justice.
- 12.7 The Judicial Committee may, if it decides that Misconduct by the Member has been established, impose any one or more of the following penalties:
- a. Require an apology (if the Judicial Committee believes it would be genuinely given);
 - b. A reprimand;
 - c. A fine, for Members to a maximum of \$500 and for Clubs to a maximum of \$1,000;
 - d. Suspension of Membership or a ban from competing in ONZ competitions or events on such terms and for such period as specified, or termination of Membership;
 - e. Any other penalty it thinks fit.
- 12.8 Subject to Rule 12.9, the decision of the Judicial Committee is final and binding on the Member and ONZ.
- 12.9 The Member may appeal the decision of the Judicial Committee to the Sports Tribunal of New Zealand provided that the Member files the appeal within 28 days of the date the decision appealed against was notified to the Member. The grounds of the appeal are limited in accordance with the Rules of the Sports Tribunal to the following grounds:
- a. That natural justice was denied;
 - b. That the decision under appeal was made without jurisdiction;
 - c. That substantial new evidence has become available after the decision;
 - d. That the penalty was excessive or inappropriate.

13. Disputes

- 13.1 Council may (but is not required to) adopt a policy to require adherence by Members to processes that it considers will assist with the fair, efficient and timely resolution or determination of disputes that:
- a. Arise between persons who are Members; and
 - b. Involve or relate to an activity or responsibility of ONZ; and
 - c. Council considers are important or are causing disruption to Members or to the activities of ONZ.
- 13.2 Council shall have a policy relating to appeals against selection/ non-selection decisions made by ONZ. The policy may record the appeal process and whether there is, and if so the grounds for, any appeal to the Sports Tribunal of New Zealand.

14. Finance

- 14.1 The financial year of ONZ shall, unless otherwise determined by Council, commence on the first day of January and end on the thirty-first day of December.
- 14.2 Council may require Members (but not Life Members) to pay an annual Membership Fee determined by Council.
- 14.3 Council must keep proper records of ONZ's financial transactions and must prepare the annual financial statements. Unless it is required by Council or by a majority vote of Clubs at a GM, an audit is not required.
- 14.4 Council must adopt policies for management of ONZ finances including those for delegation and authorisation.
- 14.5 ONZ's funds are invested in such manner as determined by Council.

15. Common Seal

- 15.1 ONZ must have a common seal which is kept in the custody of the General Manager or such other person as appointed by Council. The common seal shall only be used as directed by Council and if affixed to documents this shall occur only in the presence of and accompanied by the signature of the Chairperson and the General Manager or if either is not available then by the remaining person and another Council member.

16. Alteration to Rules

- 16.1 This Constitution shall not be changed except by Special Resolution at a GM.
- 16.2 Notice of any proposed change of Rules may be given in accordance with Rules 9.4 or 9.5.
- 16.3 No change to the prohibition of personal benefit (Rule 18) or the liquidation Rule (Rule 17) shall be approved if it would have the effect of causing ONZ to cease to retain not for profit status as a society established for the promotion of amateur sport according to New Zealand law.

17. Liquidation

- 17.1 ONZ must be put into liquidation if, at a GM a Special Resolution is passed appointing a liquidator for ONZ and the resolution is confirmed by a further Special Resolution passed at a subsequent GM called for that purpose and held not earlier than 60 days and not later than 90 days after the date on which the original resolution was passed.
- 17.2 If, upon the liquidation of ONZ, there remains after the satisfaction of all ONZ debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members but shall be given or transferred to one or more organisations (as decided by Members) having objects similar to the Objects.

18. Prohibition of Personal Benefit

- 18.1 All income, benefit or advantage shall be applied to the Objects of ONZ.

- 18.2 No Member or any person associated with a Member shall participate in or materially influence any decision made by ONZ in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 18.3 Any payments made must be for goods or services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.

19. Limitation of Liability and Indemnity

- 19.1 Except as otherwise required by law, no current or former member of Council shall have any liability of any nature whatsoever to ONZ or to the Members for any act or omission in their capacity as a Council member except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law.
- 19.2 Except as otherwise required by law, each current or former member of Council is hereby indemnified by and out of the assets of ONZ against:
- a. Any liability of any nature whatsoever arising out of any act or omission in their capacity as a member of Council, excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
 - b. Costs incurred by them in any proceeding relating to such liability.
- 19.3 This Rule is intended to be enforceable by each current or former member of Council.

20. Transition

- 20.1 The following Rules apply to enable transition of ONZ from the requirements of its Previous Constitution to the requirements of this Constitution. If any of Rule 20 is inconsistent with any other Rule in this Constitution then Rule 20 shall apply to the extent of the inconsistency and the other Rule in this Constitution shall not.
- 20.2 The new Council structure under Rule 8 of this Constitution shall commence operation on the 1st day of April 2016 (Date of Effect) and until that date the council structure of the Previous Constitution shall continue to apply.
- 20.3 On the Date of Effect:
- a. The President and Vice President of ONZ elected at the 2016 AGM are deemed to be two of the Elected Council members in Rule 8.3 and shall be deemed to be elected for a term of up to 3 years from the 2016 AGM until the 2019 AGM.
 - b. The General Manager is deemed to have retired from Council;
 - c. The Area representatives from Auckland, Central Districts, Wellington and South Island as may be elected by Clubs at the 2016 AGM are deemed to be Elected Council members in Rule 8.3, two of whom are deemed to be elected for a term of up to one year from the 2016 AGM until the 2017 AGM and the remainder of whom are deemed to be elected for a term of up to two years from the 2016 AGM until the 2018 AGM;
 - d. If any positions of Area representatives referred to in Rule 20.3c are not filled at the 2016 AGM the positions shall be filled by election by Postal Vote.
- 20.4 At least three months prior to the 2017 AGM the persons referred to in Rule 20.3c and rule 20.3d shall seek agreement between them as to which two of them will retire at the 2017 AGM. If they do

not agree then the two persons to retire shall be decided by lot. The remaining persons shall retire at the 2018 AGM.

- 20.5 All Elected Council members in Rule 20.3 are deemed, for the purposes of determining the number of consecutive terms served as an Elected Council member (Rule 8.6e), to have been elected at the 2016 AGM and except for those who were not on Council in 2015 are deemed to have served one term immediately prior to their appointment under this Rule 20 as Elected Council members.
- 20.6 All Members recognised as current Members of ONZ under the Previous Constitution as at the Date of Effect are deemed to have satisfied the requirements under this Constitution to be Members of ONZ.
- 20.7 Council shall by such process as it decides, identify and appoint up to two Co-opted Council members to Council and any such persons shall take office from or after the Date of Effect.
- 20.8 If Council determines that there is not sufficient time to undertake the transitional processes Council may change the Date of Effect provided that it is satisfied that any change that it makes is not unfair to Members in general.

21. Matters Not Provided For:

- 21.1 If any matter arises in relation to ONZ that is not provided for in this Constitution, the matter shall be dealt with as required by Council.