



**CONSTITUTION of  
WAIKATO ROWING ASSOCIATION INCORPORATED  
/ WRA**

Incorporated Society No. 976763

Adopted at the Annual General Meeting on 2nd July 2025

**Commencement Date: 1st April 2026**

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**WAIKATO ROWING ASSOCIATION INCORPORATED**  
**/WRA**  
**CONSTITUTION**

**PART 1 - NAME, STATUS, PURPOSES AND POWERS**

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**1. NAME**

- 1.1 The name of the incorporated society is Waikato Rowing Association Incorporated/WRA.

**2. STATUS**

- 2.1 **Waikato Rowing Association Incorporated/WRA** is a member of Rowing New Zealand (RNZ) (as a Member Association under the RNZ Constitution) and is responsible for governing Rowing in the Waikato Region.
- 2.2 **Waikato Rowing Association Incorporated/WRA** is an incorporated society registered under the Incorporated Societies Act 2022 (Act).
- 2.3 The Constitution of the **Waikato Rowing Association Incorporated** herein referred to as "The Association," or the WRA establishes the foundational structure, principles, and governance framework for its operation within the Waikato Region. This document adheres to the provisions set forth in the Incorporated Societies Act 2022 and is binding upon all its members in accordance with its terms.

**3. REGISTERED OFFICE**

- 3.1 The registered office of WRA will be at a place in the Region as decided by the Board from time to time. The current registered office is 154 Grantham Street, Hamilton Central, Hamilton 3204.

**4. PURPOSES**

- 4.1 The purposes of WRA are to administer, promote, develop, protect and, together with its Members, deliver the sport of Rowing mainly as an amateur sport for the recreation and entertainment of the general public in the Region including by:
- a. encouraging and promoting participation in Rowing at all levels in the Region;

- b. establishing, managing, controlling and supervising regional and local Rowing competitions, regattas and other events in the Region including with its Member Clubs;
- c. developing and implement services and programmes (including RNZ's programmes) to support the development of rowers including those on a pathway to perform at high performance level;
- d. delivering education programmes and courses (including RNZ programmes and courses) to administrators, participants, coaches and race officials, for all levels of Rowing;
- e. enforcing the Rules of Rowing and regulations governing Rowing in the Region;
- f. encouraging, educating and promoting Rowing as a sport and WRA and RNZ as organisations which protect and promote the safety and wellbeing of participants; have integrity including high standards of conduct; and respect the principles of fair play; and
- g. maintaining membership of, and cooperating with, RNZ.
- h. To take up, assume and continue the work obligations and undertakings of the WRA.
- i. To advance the interests of the sport of rowing (particularly within the region).
- j. To provide a forum for Member Clubs in the region to meet and discuss matters of common interest in rowing.
- k. To arrange and administer regattas and other competitions within the region.
- l. To assist region crews or individual rowers financially.
- m. To maintain membership with RNZ and act as an intermediary for communication between Clubs, members of Clubs, other affiliated organisations, and RNZ
- n. To promote and recruit athletes for the sport of rowing within the region.
- o. To foster and encourage the participation of personnel as race officials, coaches, and administrators for the sport of rowing.
- p. To generally carry out and perform the duties assigned to the WRA by the RNZ.
- q. To support any club in the region that may suffer loss by natural disaster or accident.
- r. be responsible for conducting the routine and strategic business of the WRA between Annual General Meetings.

## 5. POWERS

- 5.1 WRA has full capacity, rights, powers and privileges to carry out or undertake any activity within the Region, and to do any act or enter into any transaction, subject to this Constitution, the Act, any other legislation and the general law.
- 5.2 The WRA shall have power to do such lawful acts and things as are incidental or conducive to the attainment of its objects, or any of them and without prejudice to the generally of the foregoing the following powers shall be included
- a. To raise money by subscriptions, levies or otherwise as may from time to time be deemed necessary.
  - b. To borrow or raise money from time to time by the giving of security founded or based upon all or any of the property and/or rights of the WRA, or without security, and upon such terms as to priority or otherwise as the Board shall deem fit.
  - c. To enter any contracts, agreements or arrangements with any person, firm, syndicate, corporation, or company which the Board may deem conducive to the WRAs objects or any of them.
  - d. From time to time to invest and reinvest in securities authorised by law for the investment of trust funds upon such terms as the Board shall think fit.
  - e. By resolution in general meeting to make, amend or rescind by-laws or regulations not inconsistent with these rules pertaining to the carrying out of all or any of its objects.
  - f. To pay such reasonable travelling, accommodation or incidental expenses of any person or body (whether an officer of the WRA or not) as the Board shall in its absolute discretion think fit.
  - g. To purchase or lease or acquire any other interest in real or personal property.
  - h. To exercise disciplinary procedures in relation to any rower or official in events conducted by the WRA regarding doping infractions in accordance with any doping policy adopted by RNZ.
  - i. To contract or employ any person for the benefit of the Member Clubs in achieving the objects of the WRA.

## PART 2 - MEMBERSHIP

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### 6. MEMBERSHIP CATEGORIES

- 6.1 The Members of WRA are:
- a. Clubs registered in the RNZ defined Waikato region
  - a. Elected members of the Board
  - b. Life Members.

### 7. MEMBER CLUBS

- 7.1 To become a Member Club, an applicant must:
- a. be an incorporated society registered and compliant with the Act;
  - b. be located and operate within the Region;
  - c. have its racing colours approved by the RNZ Board prior to its application to the WRA's Board;
  - d. have a constitution that is compliant and consistent with the RNZ Constitution, the RNZ Regulations, this Constitution and the WRA's Regulations;
  - f. meet such other criteria as decided by the RNZ Board.

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### 10. LIFE MEMBERSHIP

- 10.1 An individual may be granted life membership of WRA and membership of RNZ if they have rendered exceptional service to Rowing in the Region or to WRA over an extended period of time.
- 10.2 WRA will call for nominations for the Life Members not less than ninety (90) days prior to the date scheduled for an AGM. Nominations must be submitted to the Secretary not less than sixty (60) days prior to the date scheduled for AGM. The Board will consider such nominations and notify the Members of its recommendations not less than thirty (30) days prior to the date scheduled for the AGM.
- 10.3 Life Members will be elected by the Delegates from the nominees recommended by

the Board by Special Majority vote at the AGM.

- 10.4 An individual consents to becoming a Life Member of WRA and a Member of RNZ on accepting their life membership.
- 10.5 The duration of membership of a Life Member is for life, subject to cessation of membership under [Rule 14](#).
- 10.6 The Annual General Meeting, on the nomination of the Board, may elect as a Life Member a person who in the opinion of the Board has rendered exceptional service to the WRA.
- 10.7 Life Members shall have the right to attend and be heard at all General Meetings but shall have no voting rights.

## **11. APPOINTED AND ELECTED BOARD MEMBERS**

- 11.1 The following individuals will be Appointed Members:
- a. the President;
  - b. Board Members;
- 11.2 Appointed Members will be appointed or elected to their position in accordance with this Constitution, the Regulations, the Rules of Racing or as decided by the Board.

## **12. MEMBERSHIP APPLICATION, CONSENT AND DURATION**

### **12.1 Process to become a Member Club:**

An application to become a Member Club of WRA and RNZ must be made (using the form and method approved by RNZ) as part of, and at the same time, as applying for Membership of RNZ. The application must be submitted to WRA's Board, which will decide if the applicant club meets the criteria in [Rule 7](#) and whether to accept or decline the application in its discretion (unless decided otherwise by the RNZ Board as a result of an appeal under RNZ's Constitution).

### **12.2 Process to become Life Member or Appointed Member**

- a. The process for becoming a Member as a Life Member or an Appointed Member are specified in [Rule 10](#) and [Rule 11](#), respectively.

### 12.3 **Member Consent:**

- a. An applicant under Rule 12 consents to become a Member of WRA and RNZ by making an application for (or renewal of) Membership and:
  - i. for an applicant club to become a Member Club, the person completing the application must be authorised by the board, or equivalent governing body, of the applicant club to make such application;
- b. In the case of Appointed Members, every individual must, prior to taking office, consent in writing to become a Member and certify they are not disqualified from holding office or being appointed under this Constitution or the Act.

### 12.4 **Duration of Membership for Member Clubs:**

On receipt of an application from an organisation for Membership as a Member Club (under [Rule 12.1](#)), the Board, will decide in its discretion (including making any enquiries as it considers necessary) whether to approve it as a Member Club respectively. If approved, Membership as a Member Club

- a. commences upon payment by the club respectively of the applicable Membership fee(s), if any, to RNZ and the WRA; and
- b. continues indefinitely unless its Membership ceases under [Rule 14](#).

### 12.5 **Appeal if Application for Member Club Declined:**

If WRA declines Membership of an applicant club to be a Member Club under [Rule 12.1](#), the applicant may appeal such decision, in writing, to the RNZ Board in accordance with the RNZ Constitution.

### 12.6 **Amalgamation of Member Clubs:**

If two (2) or more Member Clubs wish to amalgamate to become one Member Club they must obtain the prior approval of the Board.

## 13. **RIGHTS AND OBLIGATIONS OF MEMBERSHIP**

### 13.1 **Rights:**

Member Clubs are entitled to:

- a. the rights and entitlements applicable to their Category of Membership specified in this Constitution, the Rules of Racing, the Regulations and the Act;
- b. if a Member Club hold events and regattas using the Rules of Racing, and other applicable RNZ Regulations and WRA Regulations; and
- c. require individuals who are or wish to become a member of the Member Club, to

also become a Member of RNZ and WRA in accordance with the RNZ Constitution, the RNZ Regulations, this Constitution, and the Regulations.

- d. such other rights and entitlements as decided by the Board and RNZ, from time to time.

### 13.2 **General Obligations:**

Members acknowledge and agree that they:

- a. are bound by, and will comply with, the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations, and the Rules of Racing;
- b. are bound by, and will comply with the constitution, regulations, all rules, codes, standards, resolutions, decisions, policies and procedures of the board of their Applicable RNZ Member Organisations;
- c. to the extent applicable, are bound by and will comply with, all World Rowing Statutes, Rules, Bye-Laws and Regulations and all decisions taken by World Rowing;
- d. are subject to the jurisdiction of RNZ, WRA and the Applicable RNZ Member Organisations including their respective disputes and disciplinary procedures;
- e. will comply with, and if a Member Club, enforce the Rules of Racing, and other applicable Regulations related to Rowing;
- f. do not have any rights of ownership of, or the right to use, the property of RNZ or WRA and may only use the Intellectual Property of RNZ and WRA in accordance with the RNZ Constitution, the RNZ Regulations, this Constitution or the Regulations or by agreement with RNZ or WRA respectively; and
- g. will meet all the applicable requirements and obligations specified in the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations and the Rules of Racing or as otherwise decided by the RNZ Board and the WRA's Board, to receive, continue to receive, or exercise any of their rights as a Member.

### 13.3 **Obligations for Member Clubs:**

In addition to the general obligations under ([Rule 13.2](#)), each Member Club will:

- a. remain an incorporated society in compliance with the applicable law;
- b. have a constitution (or equivalent governing rules) which is consistent, and complies, with the RNZ Constitution and this Constitution, and to provide a copy to RNZ and WRA on request and follow any amendments made to it;
- c. require individuals who are or wish to become a member of the Member Club, to also become a Member of RNZ in accordance with the RNZ Constitution, the RNZ

Regulations, this Constitution, and the Regulations.

- d. shall, at such time or times as the Board shall request, furnish the Board with an up-to-date number of its financial members that are registered with RNZ.

#### **13.4 Additional Obligations for Member Club:**

Additionally, each Member Club will:

- a. require individuals who are or wish to Participate in Rowing for a Member Club, an Applicable RNZ Member Organisation or RNZ, to become a Member of RNZ and the Applicable RNZ Member Organisations in accordance with the RNZ Constitution, the RNZ Regulations, this Constitution and the Regulations;
- b. have and use a Member Management Process approved by the RNZ Board for all its Members, in accordance with the RNZ Constitution and the RNZ Regulations;
- c. pay any Membership Fees and other fees due to RNZ and WRA in accordance with [Rule 16](#);
- d. continue to comply with all the criteria to be a Member Club as applicable;
- e. not become a Member of, or otherwise be affiliated to or have a proprietary interest in, any other national, regional or local Rowing organisation in New Zealand other than RNZ or a RNZ Member Organisation, unless permitted by the RNZ Board;
- f. promote the interests and Purposes of RNZ and WRA and those of the other RNZ Member Organisations, and not do anything to bring any of them into disrepute;
- g. comply with such other obligations as specified in the RNZ Constitution, the RNZ Regulations, this Constitution and the Regulations.
- h. pay an annual registration fee and athlete membership fees (which is calculated by way of levy for each licensed athlete of that Member Club's as shall from time to time be set at the Annual General Meeting.

#### **13.5 Rights and Obligations of Life Members and Appointed Members:**

In addition to the general obligations under ([Rule 13.2](#)), each Life Member and Appointed Member has the rights and entitlements specified in this Constitution and the Regulations and the same obligations as Member under [Rule 13.2](#), unless specified otherwise in this Constitution or the Regulations.

### **14. CESSATION OF MEMBERSHIP**

#### **14.1 A Life Member, or Appointed Member ceases to be a Member:**

- a. if an Appointed Member, on the expiry of the appointment period

- b. upon their death;
- c. by giving notice of their resignation from Membership, in the manner specified in the constitutions or regulations of the Applicable RNZ Member Organisations;
- d. if their Membership is terminated following a dispute resolution or disciplinary process or other process specified in this Constitution, the Regulations or the Rules of Racing;
- e. if, for any other reason, their Membership ends or ceases in accordance with the constitutions of the Applicable RNZ Member Organisations;
- f. if their position as an officer of a Member Club, or another position with the Member Club involved with Rowing in any capacity, ends for any reason; or
- g. if an Appointed Member, they cease to hold the relevant position with WRA, whether due to their resignation, expiry of term of office, removal or otherwise; and
- h. as otherwise stated in the RNZ Constitution.

**14.2 A Member Club ceases to be a Member:**

- a. upon its liquidation, removal from the Register of Incorporated Societies, dissolution, entering into administration, or ceasing its operations;
- c. if its Membership is terminated under this Constitution and the Regulations;
- d. if its Membership is terminated by an Applicable RNZ Member Organisation or RNZ under their respective constitutions; or
- e. if its Membership is terminated by RNZ following a dispute resolution or disciplinary process or other process specified or referred to in the RNZ Constitution, the RNZ Regulations or the Rules of Racing.
- f. Upon the Member Club resigning from RNZ and subject to the member's levy having been paid to date, membership shall cease at the end of the then current financial year.

## **15. SUSPENSION, SANCTIONS AND TERMINATION OF MEMBERSHIP**

### **15.1 Grounds for Suspension or Termination:**

A Member may be suspended or terminated from Membership of WRA or have sanctions imposed, if the Member:

- a. defaults in payment under [Rule 15.2](#);
- b. is suspended or terminated by WRA in accordance with this Constitution or the Regulations;
- c. is suspended or terminated by the Board or has sanctions imposed on them, under this Rule;
- d. is suspended or terminated under the RNZ Constitution or the constitution of another Applicable RNZ Member Organisation.
- e. If a Member Club shall have wilfully and persistently failed or neglected to comply with the rules, regulations or decisions of the WRA, its Board or the RNZ and the WRA in general meeting resolves that its membership be terminated or suspended.

### **15.2 Default:**

If a Member has not paid the Membership Fee (if any) or any other fees or payments due to WRA by the due date:

- a. WRA will give the Member notice of the payment(s) due with a further date for payment, being not less than thirty (30) days from the date of the notice; and
- b. If payment is not made by the due date stated in the notice or other agreed date, the Member will be in default from that date and automatically terminated from Membership, unless the RNZ Board or the Board agrees to an alternative agreed payment plan. If the Member then defaults on the agreed payment plan, the Member will be in default and automatically terminated from Membership.

### **15.3 Suspension, Sanctions or Termination by Board:**

- a. The Board may suspend the Membership of a Member for up to twelve (12) months, impose other sanctions or terminate their Membership, if:
  - i. a Hearing Body or any other body having jurisdiction over a Member recommends such action or imposes a sanction;
  - ii. the Board, or any individual(s) appointed by it, considers after reasonable enquiry that the Member did not comply with this Constitution, a Rule, a Regulation, any Rules of Racing or any resolution or decision decided by

the Board or at a General Meeting;

- b. Before any suspension, sanction or termination is imposed by the Board on a Member:
  - i. they will be given twenty-one (21) days' notice of the proposal to suspend, impose a sanction or terminate the Member, unless the proposal arises from a Member's failure to comply with any one or more of the applicable Membership criteria under this Constitution, in which case three (3) months' notice will be given; and
  - ii. has the right to be present, make submissions and be heard on the proposal to suspend, impose any sanction or to terminate the Member.

**15.4 Appeal:**

There is no right of appeal of a decision made under Rule 15.3.

**15.5 Reinstatement:**

- a. Subject to [Rule 15.5](#) (b) and [Rule 15.5](#) (c), Membership which has been terminated under this Constitution may be reinstated at the discretion of the WRA Board, within such period as it considers appropriate, provided that any payments owing to any RNZ Member Organisation or RNZ have been fully repaid. In deciding whether to reinstate a Member, the Board may take into account whether the matter giving rise to the termination has been rectified or remedied, or whether any sanction imposed has been served.
- b. Membership of a RNZ Member Organisation that was terminated under or on the recommendation of a disputes or disciplinary process, will not be reinstated without the approval of the RNZ Board.
- c. Membership that has been terminated by decision of an Applicable RNZ Member Organisation may be reinstated in accordance with its constitution and regulations.
- d. Reinstatement to Membership under this Rule will mean the individual or organisation is reinstated to Membership of RNZ, WRA and the Applicable RNZ Member Organisations, without the need for separate applications to each entity.

**15.6 Consequences of Suspension or Termination of Membership:**

Where any Member's Membership is suspended or terminated by RNZ, WRA or an Applicable RNZ Member Organisation, the following consequences apply to the

Member for the period of the suspension, or indefinitely if terminated:

- a. the suspension or termination applies to the Member's Membership of RNZ, WRA and all the Applicable RNZ Member Organisations;
- b. if the Member is suspended, they continue to be bound by the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations, the Rules of Racing and the constitutions and regulations of the Applicable RNZ Member Organisations' including all of their obligations during the period of suspension;
- c. the Member forfeits all rights and entitlements it has a Member under the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations, the Rules of Racing and the constitutions and regulations of the Applicable RNZ Member Organisations;
- d. the Member may not make any claim upon RNZ or WRA and their property, nor use any RNZ or WRA property including their respective Intellectual Property;
- e. if the Member is a Member Club, is not entitled (if it had the right to do so) to call, attend, be represented at, speak, move or second motions, or vote at any General Meeting, or a Resolution Outside of a Meeting; and
- f. if the Member is a Member Club, is not entitled to permit any of its Members or officials to Participate in Rowing with any RNZ Member Organisation, WRA or RNZ.

## **16. MEMBERSHIP AND OTHER FEES**

16.1 In addition to any Membership Fees payable to RNZ, Member Clubs must each pay the WRA's Membership Fee annually to WRA and such Event Fees as are applicable. The WRA's Membership Fees and Event Fees must be approved, on the recommendation of the Board, by a Majority at a General Meeting of WRA.

- a. pay an annual registration fee and athlete membership fees (which is calculated by way of levy for each licensed athlete of that Member Club's as shall from time to time be set at the Annual General Meeting.)

16.2 In deciding Membership Fees and Event Fees under this Rule, there may be different fees for different types of Members within a Category of Membership.

16.3 Life Members, and Appointed Members, are not required to pay Membership Fees, Event Fees or other fees.

## **17. REGISTER OF MEMBERS**

- 17.1 WRA will keep an up-to-date Members' Register at all times.
- 17.2 For each Member, the Members' Register will set out the details about every Member as required by law, and any other information reasonably required by the RNZ Board and the Board.
- 17.3 A Member Club must provide notice to WRA or RNZ of any change to the Contact Details of the Member Club.
- 17.4 A Member must provide notice to WRA or RNZ of any change to their Contact Details and the Members' Register will be updated as soon as practicable after RNZ, or WRA, becomes aware of changes of the information.

## PART 3 – GOVERNANCE

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### 18. OFFICERS

#### 18.1 Officers:

The Officers of WRA are the Board Members, and any other person occupying a position in WRA that allows the individual to exercise significant influence over the management or administration of WRA.

The Board Officers shall consist of:

- The Board Chair/President
- The Secretary
- The Treasurer

#### 18.2 Qualified Officers

- a. Every Officer must, in writing, do the following to be qualified under the Act:
  - i. consent to being an Officer; and
  - ii. certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act or under section 36B of the Charities Act 2005.
- b. If an Officer ceases to be qualified, the individual will automatically be deemed to have vacated their office upon the occurrence of circumstance or the decision which resulted in their disqualification.

#### 18.3 Duties of Officers:

The Officers shall comply with their duties under the Act.

An Officer:

- a. when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of WRA;
- b. must exercise a power as an Officer for a proper purpose;
- c. must not act, or agree to WRA acting, in a manner that contravenes the Act or this Constitution;
- d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation

the nature of WRA, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

- e. must not agree to the activities of WRA being carried on in a manner likely to create a substantial risk of serious loss to WRA's creditors or cause or allow the activities of WRA to be carried on in a manner likely to create a substantial risk of serious loss to WRA's creditors;
- f. must not agree to WRA incurring an obligation unless the Officer believes at that time on reasonable grounds that WRA will be able to perform the obligation when it is required to do so; and
- g. when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
  - i. an employee or contractor whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - ii. a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
  - iii. any other Officer or sub-committee of Officers on which the Officer did not serve in relation to matters within the Officer's or sub-committee's designated authority,

if the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

#### **18.4 Cessation from Office:**

An individual ceases to be an Officer , if the individual:

- a. resigns in accordance with the Act;
- b. becomes disqualified from being an Officer under the Act or the Charities Act 2005;
- c. dies;
- d. are a Board Member and become ineligible to be a Board Member (under [Rule 20.2](#));
- e. if the Officer is a Board Member, is removed from office in accordance with [Rule 28.2](#); or

- f. is terminated as, or cease to be, a Member under this Constitution
- g. otherwise vacates their office resulting in a Casual Vacancy.
- h. Resigns by written notice to the Secretary and President, with such notice to be effective at the time it is received unless a later time is specified in the notice
- i. Becomes bankrupt, with his or her creditors

## **19. BOARD ROLE AND POWERS**

### **19.1 Role:**

Except as specified otherwise in the Act or this Constitution, the Board is responsible for governing, managing, directing and supervising the operation and affairs of WRA.

- a. Provide strategic leadership and ensure alignment with the WRA's objectives and values.
- b. Develop and implement policies, competition frameworks, and long-term planning for rowing development within the Region.
- c. Manage the WRA's finances responsibly, ensuring compliance with financial policies and statutory obligations.
- d. Ensure effective communication and engagement with all Member Clubs and stakeholders.
- e. Coordinate representative rowing and regattas within the Region, including safety standards, eligibility, and compliance.
- f. Oversee selection policies and dispute resolution procedures.
- g. Maintain a register of Members
- h. Represent the Region at relevant regional and national forums, including liaising with RNZ or other governing bodies.
- i. The Board may form sub-committees to assist with specific areas of responsibility, such as selection panels, event planning, youth development, or high-performance initiatives. These sub-committees shall report to the Board.
- j. Provision shall be made by the Board for observers to attend all Member Club General Meetings. All such observers shall be duly financial members of a Member Club and may be required to produce evidence by way of certificate, dated within one month of the date of the meeting and signed by the Secretary or other proper Officer of that Member Club. Observers shall have no vote.

### 19.2 Powers:

- a. The Board has all the powers necessary to carry out its role and to do all things that are not expressly required to be undertaken at a General Meeting under this Constitution or are specified otherwise in the Act or this Constitution.
- b. To expend funds of the WRA and incur such liabilities on behalf of the WRA as it may seem expedient towards the objects of the WRA.
- c. To disqualify or suspend for any term, any Member Club, Regatta Committee, crew, or rower found guilty of offending against the rules of the WRA or of RNZ and to take such disciplinary action as may be appropriate.
- d. To fix dates for regattas and competitions held under the authority of the WRA and to set regatta fees as appropriate.
- e. To refuse to allow any person or Member Club who is the subject of any disciplinary action in accordance with the rules of the RNZ to take part in any regatta or competition under the authority of the WRA.
- f. To appoint delegates to the Annual General Meeting or any General Meetings or Special General Meetings of the RNZ.
- g. To appoint any representatives to any other committee or organisation as deemed necessary to further the objects of the WRA.

## 20. BOARD COMPOSITION

### 20.1 Size:

Subject to this Constitution, the Board shall comprise of at least five (5) Members, as follows:

- a. at least five (5) Elected Board Members, elected in accordance with [Rule 24](#)
- b. The elected Officers of the WRA shall consist of a President (who shall also be Chairperson), Secretary and Treasurer, all of whom shall be elected at the Annual General Meeting.
- c. No fewer than two (2) and no more than six (6) additional Board Members
- d. A Solicitor may be elected at the Annual General Meeting as an Honorary Officer of the WRA.

### 20.2 Eligibility to be a Board Member:

No person may become, or remain as, a Board Member who is:

- a. not qualified under the Act to be an Officer;
- b. not ordinarily resident within New Zealand;
- c. is otherwise ineligible under this Constitution including being under suspension or terminated as a Member.
- d. All, except the Secretary and Treasurer, must be current members of Member Clubs of the WRA.
- e. All must be in good standing with their Member Club.

## **21. BOARD CHAIR/PRESIDENT AND DEPUTY CHAIR**

### **21.1 Board Chair Ex Officio President:**

The Board Member appointed as Board Chair under [Rule 21.2](#) also holds the office of President *ex officio* for the term of their appointment.

### **21.2 Appointment:**

At the first Board meeting following each AGM, the Board shall appoint one (1) of the Board Members to be the Board Chair/ President and may appoint another to be the Deputy Chair for the period from that meeting until the conclusion of the next AGM. If a Casual Vacancy arises in the position of the Board Chair/President, the Board shall appoint another Board Member to the vacant position for the balance of the term for the Chair's position.

### **21.3 Role:**

The role of the Board Chair/President is to:

- a. lead and represent WRA at all relevant events, functions and other activities;
- b. chair General Meetings;
- c. chair meetings of the Board;
- d. be a member of the Board;
- e. undertake such other responsibilities specified in this Constitution or delegated to them by the Board.

## **22. TERM OF OFFICE**

### **22.1 Term:**

Subject to this Constitution, a Board Member's term of office will be for a term of three (3) years:

- a. for an Elected Board Member:
  - i. commencing at the conclusion of the AGM at which they were elected;
  - ii. ending at the conclusion of the AGM held approximately three (3) years later; unless a Casual Vacancy arises in their Elected Board Member position (under [Rule 23](#)) prior to the expiry of their term;
- b. for an Appointed Board Member:
  - i. commencing at the first Board meeting held after they were appointed;
  - ii. ending at the commencement of the first Board meeting held approximately three (3) years after their appointment, unless a Casual Vacancy arises in their Appointed Board Member position (under [Rule 23](#)), prior to the expiry of their term.

### **22.2 Maximum Term:**

Subject to this Constitution, Board Members may be re-appointed or re-elected to the Board for up to a maximum of three (3) consecutive terms of office or nine (9) consecutive years in office (whichever is the greater).

### **22.3 Additional Term if Necessary:**

- a. Upon the expiry of the appointed boardmember's or Officers' term, the retired member can seek re-election to the Board at the Annual General Meeting. If re-elected, the re-appointed member shall continue in office for a subsequent term of 3 years

## **23. CASUAL VACANCIES**

23.1 A Casual Vacancy on the Board will arise if a Board Member:

- a. notifies the Board of their resignation prior to the expiry of their term of office;
- b. is removed from office (under [Rule 28.2](#));
- c. is absent from three (3) or more consecutive Board Meetings without having their absence approved by the Chair or without reasonable excuse;
- d. is disqualified from being an Officer under the Act;
- e. is no longer Eligible to be a Board Member (under [Rule 20.2](#));

- f. dies;
  - g. vacates their office due to the expiry of their term and there are insufficient nominees or applicants, or the position otherwise fails to be filled by election or appointment under [Rule 24](#).
  - h. Resigns by written notice to the Secretary and President, with such notice to be effective at the time it is received unless a later time is specified in the notice
- 23.2 If a Casual Vacancy arises on the Board, the remaining Board Members
- a. must appoint an individual who is Eligible to be a Board Member, unless the AGM is within six (6) months of the vacancy arising, in which case the position may be left vacant until the AGM.
- 23.3 The term of office for a Board Member appointed to fill a Casual Vacancy, will only be for the period until the next AGM, at which time an election or an appointment (as applicable) will be made for the vacant position in accordance with [Rule 24](#).
- 23.4 Notwithstanding that an individual is appointed by the Board to fill a Casual Vacancy under this Rule, the replacement Board Member will, for the purposes of this Constitution, either be an Elected Board Member or an Appointed Board Member whichever was the nature of the vacated position.
- 23.5 If the term of office of an individual appointed to fill a Casual Vacancy under this Rule is less than twelve (12) months, it will not be counted for the purposes of their maximum term of office (under [Rule 22.2](#))

## 24. BOARD ELECTION AND APPOINTMENT PROCESS

- 24.1 **Board Needs:** Prior to a vacancy or anticipated vacancy arising in the position of a Board Member, the Board will decide its needs in terms of Board Members.
- 24.2 **Notify Vacancies:** Not later than ninety (90) days prior to the date scheduled for each AGM, the Secretary will notify the Members of the Board Member positions that are or will become vacant. This will be accompanied by the criteria for the needs of the Board . These vacancies will also be advertised publicly and on the WRA's Social Media and Internet platforms.
- 24.3 **Nominations and Applications:**
- a. Only individuals who are Eligible to be a Board Member under [Rule 20.2](#) may be nominated or apply to become a Board Member.
  - b. Nominations for any Elected Board Member positions that are or will become

vacant must be submitted by two (2) Member Clubs

- c. Applications for any Appointed Board Member positions that are or will become vacant may be made by any individual.
- d. Nominations and applications must be made in the form and manner required by WRA (including the nominee or applicant's consent to become a Member).
- e. Nominations for Officers and board positions must be submitted in writing to the Secretary no later than twenty-one (21) days before the Annual General Meeting (AGM).
- f. The Secretary must circulate all valid nominations to Member Clubs at least fourteen (14) days prior to the AGM.
- g. if there are fewer nominations than positions, nominations may be accepted from the floor during the AGM, provided that:
  - i. The nominee is present and consents to the nomination.
  - ii. The nomination is supported in writing or verbally by the nominating member at the meeting.
- h. Insufficient Nominations** : If no valid nominations are received for any position, a motion may be moved at the AGM to accept nominations from those present.
- i. Nominees must declare any conflicts of interest that may affect their role on the Board.

#### 24.5 Elected Board Member Process at AGM:

- a. all eligible nominees for an Elected Board Member position will be included in the voting ballot for election, unless a nominee withdraws their nomination prior to the AGM;
- b. each Delegate is entitled to cast their vote for one nominee for each of the vacant Elected Board Member positions;
- c. an election will be held even if there are the same number of nominees as there are vacant Elected Board Member positions;
- d. the nominees with the highest number of votes for the number of vacant Elected Board member positions will be elected;
- e. If votes between the highest polling nominees for a position are tied, a second round (or if needed, further rounds) of voting between the tied nominees will be undertaken, to find the nominee with the highest number of votes for that position. If the tie is not resolved the matter will be referred to the Board based

on the needs of the Board which of the tied nominees will be elected, as soon as practicable after the AGM; and

- f. if there are no nominees for any vacant Elected Board Member position, it will remain vacant and will be a Casual Vacancy under [Rule 23](#).

24.6 **No Suitable Applicants:** If the Board considers there are no suitable applicants for a vacant Appointed Board Member position it may decide not to fill it, in which case it will be a Casual Vacancy under [Rule 23](#).

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## 26. BOARD MEETINGS AND PROCEDURE

### 26.1 Frequency & Notice of Meetings:

- a. Board meetings may be called on reasonable notice at any time by the Chair or two (2) Board Members with notice generally being not less than fourteen (14) days' unless there is urgency. Generally, the Board will meet regularly as agreed by the Board.
- b. The Board shall meet at least quarterly
- c. The secretary shall provide each Board Member with a meeting agenda and a copy of the minutes of the previous meeting.

26.2 **Methods of Meetings:** A meeting of the Board may be held by a quorum of Board Members either:

- a. being physically present together at the time and place appointed for the Board meeting (In Person); or
- b. participating in the meeting by audio link, audiovisual link or other online or electronic means (Online); or
- c. by any one or more Board Members attending by a combination of In Person and Online methods (Hybrid);

provided that those participating can hear each other simultaneously. A Board Member is deemed to be present by attending or participating in a meeting by any of these methods.

### 26.3 Board Resolutions Outside of Meetings:

A resolution in writing, signed or consented to by email or other form of visible or other electronic communication, by approval of a Majority of the Board, will be valid

as if it had been passed at a meeting of the Board.

- 26.4 **Quorum:** At all meetings of the Board, or for a Board Resolution Outside of a Meeting, four (4) Board Members attending or participating will constitute a quorum. The quorum must be present for the duration of the meeting.
- 26.5 **Majority:** Unless specified otherwise in this Constitution, decisions of the Board will be made if a Majority of Board Members are in favour.
- 26.6 **Voting:** Each Board Member will be entitled to have one vote for each proposed decision at a Board meeting or on any Board Resolution Outside of a Meeting. Voting at Board meetings will usually be by voice, show of hands, or if requested by any two (2) Board Members, secret ballot. Proxy voting is not permitted at Board meetings.
- 26.7 **Casting Vote:** In the event votes are tied, the Chair will have a casting vote.
- 26.8 **Notifying Board Decisions:**
- a. All decisions of the Board affecting Members must be promptly notified to Members.
  - b. All decisions made must be recorded in writing and available for inspection by Member Clubs upon request.
  - c. Resolutions passed at meetings of the Board shall be binding on all members of the Board
- 26.9 **Minutes:** The Board must ensure that minutes are kept for all meetings of the Board and circulated to Member Clubs.
- 26.10 **Chair:** The President shall chair meetings of the Board but if the President is not present within 20 minutes of the time appointed for the commencement of the meeting, those attending shall appoint another board member present to chair the meeting.
- 26.11 All payments by the WRA shall be made by the Treasurer and one of two other appointed members of the Board, all to be designated signatories of the WRA.

## **27. BOARD SUB-COMMITTEES**

- 27.1 The Board may appoint such Board Sub-Committees as it considers appropriate to assist it in carrying out specific responsibilities such as selection panels, event planning, youth development, or high-performance initiatives. These sub-committees shall report to the Board.
- 27.2 The membership of any Board Sub-Committee will be decided by the Board and will usually comprise of Board Members (including the chairperson of any such committee who will be a Board member) and may include independent experts.
- 27.3 The Board will decide the terms of reference for each Board Sub-Committee.

## **28. SUSPENSION AND REMOVAL OF A BOARD MEMBER**

### **28.1 Suspension:**

If a Board Member is alleged to have, is given notice of, or charged with any of the following, the remaining Board Members may by Special Majority in favour suspend the Board Member concerned from the Board, pending the determination of the allegation, notice or charge:

- a. the Board Member is alleged to have been involved in, or is charged with, or is given notice by a Relevant Authority of a proposal to make an order or finding against that Board Member of any circumstances which if made will result in them not being Eligible to be a Board Member;
- b. the Board Member is suspended or has their Membership suspended, or has a sanction imposed on them, by RNZ or any RNZ Member Organisation; or
- c. The Board Member is alleged to have breached any of the duties as an Officer under the Act.
- d. A suspension may only be imposed following reasonable enquiries by the Board and giving the Board Member concerned a right to be heard.

### **28.2 Removal of a Board Member:**

A Board Member may by Special Majority in favour, either at a Board Meeting or by the Delegates at an SGM called for this purpose, be removed from the Board before the expiry of their term of office if the Board or the Delegates consider that the Board Member:

- a. has seriously breached any of their duties under this Constitution or the Act;
- b. has an order or finding against them by a Relevant Authority of any circumstances

which if made will result in them not being Eligible to be a Board Member (under [Rule 20.2](#));

- c. did not, or is unable to, materially comply with this Constitution, the Regulations, the Rules of Racing (if applicable), or any decision of a General Meeting or the Board;
- d. has engaged in Misconduct including acting in a manner unbecoming or prejudicial to the Purposes and interests of WRA;
- e. is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring WRA into disrepute, or which may be prejudicial to the Purposes or the interests of WRA if they remain as a Board Member; or
- f. has been suspended or terminated as a Member or had any sanction or penalty imposed on them, by RNZ or any RNZ Member Organisation.
- g. Becomes bankrupt, with his or her creditors
- h. is absent from three consecutive meetings of the Board without reasonable cause or prior-notification, or leave of absence from the Board
- i. at the request of the Board due to non-performance or failure to execute the responsibilities of the Board
- j. Has been convicted of criminal activity that is deemed to bring themselves and or the WRA into disrepute.
- k. Where a person ceases to be a Board Member, that person must within one month give to the WRA all WRA documents and property.

### 28.3 **Right to be Heard:**

Before any decision for removal is made under [Rule 28.2](#), the Board Member concerned:

- a. will be given not less than fourteen (14) days' notice of the proposal to remove them;
- b. has the right to make written submissions in advance of the decision; and
- c. has the right to be present, make oral submissions and be heard by the Board or the Delegates (as applicable).

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### 30. CONTACT PERSONS

30.1 At its first meeting following each AGM, the Board must appoint or reappoint at least one (1), and a maximum of three (3) persons to be the Contact Person(s), subject to those persons meeting the eligibility criteria set out in the Act. The person is appointed at the Board's discretion and does not need to be an Officer of WRA. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

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### 32. CONFLICTS OF INTEREST

32.1 **Interested in a Matter:** A Board Member may be Interested in a Matter as defined in the Act and extended to include non-financial interests as specified in the Board's conflicts of interest policy.

32.2 **Interests Register:** The Board must keep an Interests Register. An Interested Member must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the Interested Member becomes aware that they are Interested in the Matter and to include it in the Interests Register.

32.3 **Obligations if Interested in a Matter:** An Interested Member:

- a. must not vote or take part in the decision of the Board or Board Sub-Committee relating to the Matter unless all members of the Board or Board Sub-Committee (as applicable) who are not Interested in the Matter consent;
- b. must not sign any documents relating to the Matter unless all members of the Board or the Board Sub-Committee (as applicable) who are not Interested in the Matter consent; and
- c. may not take part in any discussion of the Board or Board Sub-Committee (as applicable) relating to the Matter and be present at the time of the decision of the Board or Board Sub-Committee, as applicable (unless the Board or Board Sub-Committee decides otherwise).

32.4 **No effect on quorum:** An Interested Member who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any Board or Board Sub-Committee meeting (as applicable) at which the Matter is

considered.

- 32.5 **If 50% or more Interested:** If in a Board Sub-Committee meeting there are fifty percent (50%) or more sub-committee members Interested in any Matter, the Board Sub-Committee will refer the Matter to the Board for consideration and decision. If in a Board meeting there are fifty percent (50%) or more Board Members Interested in any Matter, the Board must call a SGM for the relevant Matter to be decided by the Delegates.

## PART 4 - GENERAL MEETINGS AND VOTING

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### 33. METHOD OF MEETING

#### 33.1 Meeting Methods:

A General Meeting may be held by any one of the following methods (as decided by the Board), by the Delegates and other permitted attendees:

- a. being physically present together at the time and place appointed for the meeting (In Person);
- b. participating in the meeting by means of audio link, audiovisual link or other online or electronic means (Online); or
- c. by a combination of In Person and Online methods (Hybrid).

33.2 **Presence:** Participation of a Delegate or other attendee at a General Meeting held In Person, Online or Hybrid will constitute the presence of that individual at the meeting for the purposes of this Constitution.

33.3 **Conditions:** Where a General Meeting is held Online or by the Hybrid method, the chairperson must ensure:

- a. they can determine who is in attendance;
- b. the meeting is run in a manner that ensures each Delegate in attendance is given a fair opportunity to be heard;
- c. each Delegate and attendee, at all times, must be able to hear the other participating Delegates and attendees when speaking; and
- d. on any vote cast, a Delegate must be given a fair opportunity to cast their vote.

### 34. ANNUAL GENERAL MEETINGS (AGMs)

34.1 **Timing:** An AGM must:

- a. be held not later than six (6) months after the end of each Financial Year and not later than fifteen (15) months after the previous AGM, on a date decided by the Board; and
- b. be held by any method under [Rule 33.1](#) as decided by the Board but will usually be held In Person.
- c. An Annual General Meeting of the WRA shall be held no later than the 31st August in each year and at a place (virtual or physical) to be fixed by the Board and programmed for the following year.

34.2 **Venue:** If the AGM is held In Person or using a Hybrid method, the venue will be decided by the Board. The Board will call for expressions of interest from Member Clubs to host AGMs.

34.3 **AGM Business:**

The business of the AGM must include the following:

- a. confirm the Delegates, the quorum and the total votes available;
- b. approve the minutes of the previous AGM, and any other General Meeting held since the previous year's AGM, as a true and correct record;
- c. present the Board's Annual Report for the preceding Financial Year;
- d. present the Treasurers' Annual Financial Statements;
- e. present the strategy of WRA and progress against the objectives it in the preceding Financial Year;
- f. discuss disclosures of any conflicts of interests made by Officers;
- g. if required appoint the Auditor or Reviewer for the next Financial Year, on the recommendation of the Board;
- h. approve any Major Transactions, on the recommendation of the Board;
- i. elect the President;
- j. elect any Life Members, on the recommendation of the Board;
- k. elect any vacant Elected Board Member positions;
- l. approve any proposed changes to the Membership Fees and any Event Fees payable to WRA by Members, on the recommendation of the Board;
- m. decide any motions properly notified to amend this Constitution;
- n. consider matters of general business notified in accordance with this Constitution, for recommendation to the Board
- o. award any service awards in accordance with the Regulations.
- p. Present the President's report
- q. Elect a coaches panel of three. Nominations to this panel shall be as in [Rule 24.3](#) and the convenor shall be appointed by the Board.

### **35. SPECIAL GENERAL MEETINGS (SGMs)**

#### **35.1 An SGM:**

- a. may be called by the Board at any time; or
- b. must be called by the Board within sixty (60) days of the Secretary receiving a written request from a Member Club (if Financially Current) stating the purpose of the SGM and the specific motion to be voted on, which request has been seconded in writing by another Member Club (if Financially Current);
- c. may be held by any method under [Rule 33.1](#) as decided by the Board; and
- d. can only consider the specific motion for which the SGM has been called.

### **36. NOTICES OF GENERAL MEETINGS**

**36.1 Documents:** Notices and all other documents referred to in this Part 4 of the Constitution relating to a General Meeting must be notified to all Members, Board Members and Appointed Members. Notices and documents will be notified to Member Clubs directly and for Life Members, by publishing them on the WRA's Website.

#### **36.2 Notice Period:**

The Secretary will give not less than thirty (30) days (for an AGM) and SGM, unless the Board considers it is urgent (in which case seven (7) days), notice of:

- a. the date, time, method of meeting including the venue, if In Person or a Hybrid method, of the General Meeting;
- b. the date and time by which notification of the Delegates and Members wishing to attend, is to be received by the Secretary;
- c. for AGMs, the number of vacancies or anticipated vacancies in Elected Board Member and Appointed Board Member positions; and
- d. for AGMs, the process and closing date(s) (which will usually be forty-two (42) days, prior to the date scheduled for the AGM) for Member Clubs (if Financially Current) to submit (in writing) to the Secretary any nominations for Life Members, the President, or any Elected Board Members to be elected at the AGM and any other items of business (under [Rule 34.3 AGM Business](#)).

- 36.3 **Agenda:** Not less than fourteen (14) days before the date of a General Meeting, the Secretary will notify all Members of the agenda for the meeting. For an AGM, the agenda will include the items of business (and all relevant documents related to them) as specified in [Rule 34.3 AGM Business](#).
- 36.4 **Business Received:** No business can be transacted at a General Meeting unless notice of it has been sent to the Secretary by the Board, a Member Club (if Financially Current) in accordance with this Constitution. The Board may consider and provide recommendations on all items of business notified by a Member Club.
- 36.5 **Irregularity, Errors or Omissions in Procedure:** Any irregularity, error or omission in notices, agendas and papers for a General Meeting or omission to give notices within a timeframe or omission to give notices to all persons entitled to receive notice, and any other error in the organisation of a General Meeting does not invalidate nor prevent the General Meeting from proceeding if:
- a. the chairperson in their discretion decides that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; and
  - b. A motion to proceed is proposed and approved by a Special Majority of Delegates.

### **37. ATTENDANCE AND DELEGATES**

#### **37.1 Attendance:**

All Members will be entitled to attend a General Meeting but only Delegates of Member Clubs may speak, move and second motions and vote (unless specified otherwise in this Constitution).

#### **37.2 Speaking Rights:**

- a. Any Member or other person invited to the meeting, may on the invitation of the chairperson, speak to an item of business at a General Meeting, however the chairperson may, at their sole discretion, confine discussion on the matter to the Delegates.
- b. All Officers, including any Honorary Officers are entitled to speak at any General Meeting but do not have any voting powers in that position.

### 37.3 Delegates:

- a. Each Member Club (if Financially Current) will be entitled to appoint two (2) Delegates to attend a General Meeting.
- b. Each Delegate (as decided by the committee of each Member Club must be notified to the Secretary by the date specified in [Rule 36.2](#) (b) (which must be not later than three (3) days prior to each General Meeting). If, after such notification, a Delegate becomes unavailable, an alternative Delegate may be appointed by the Member Club provided it is notified to the Secretary prior to the scheduled commencement of the General Meeting.
- c. Each Delegate may represent only one Member Club at a General Meeting, and no proxies are permitted.
- d. Board Members cannot be Delegates at a General Meeting.
- e. Delegate appointments may be on an annual basis, or for a particular meeting.
- f. Every delegate shall have one vote

### 37.4 Not Financially Current:

A Member that is not Financially Current may attend a General Meeting but is not entitled to any other rights they would otherwise be entitled to, including to speak, move or second motions or vote (if applicable).

## 38. VOTING

- 38.1 **Voting Rights:** Only Delegates may vote at a General Meeting. Each Delegate must vote in accordance with any instructions given to them by the Member Club which appointed them.
- 38.2 **Vote Count:** Each Member Club will be entitled to two (2) votes on each motion or in an election, which votes may be exercised separately where more than one Delegate is present.
- 38.3 **Vote Threshold:** Except for elections or as otherwise provided in this Constitution, all motions proposed at a General Meeting will be decided by a Majority vote of the Delegates.
- 38.4 **Method of Voting:** Voting is to be conducted by voices, a show of hands or in the case of an Online or Hybrid meeting, may be undertaken by Electronic Vote as decided by the chairperson of the meeting, unless a secret ballot is called for by at least two (2) Member Clubs, (if Financially Current) and approved by a Majority of the Delegates.

Proxy voting is not permitted.

38.5 **Casting Vote:** The chairperson will not have a casting vote in the event of an equality of votes on a motion and the motion will be lost.

38.6 **Scrutineers:**

For each General Meeting the Delegates will appoint not less than two (2) Scrutineers (who cannot be Delegates, Officers, or employees of WRA). They will count the valid votes, decide and inform the chairperson whether the motion is carried, lost or tied in accordance with the requisite Majority in this Constitution; or in the case of an election, the outcome of it. The procedures of the Scrutineers may be specified in the Regulations.

38.7 **Chairperson's Declaration:** The chairperson will declare the result of each vote (including the number of votes in favour, against or that abstained) once voting is complete. The chairperson's declaration of the result will be conclusive.

38.8 **Poll Request:** Before, or immediately after a declaration of voices or the show of hands and before the meeting proceeds to the next business, a poll may be demanded by any one delegate. If a poll is demanded, it shall be taken forthwith in such a manner as the Chairperson directs and the result of the poll should be deemed to be the resolution of the meeting at which the poll is demanded.

### 39. QUORUM

39.1 No business will be transacted at a General Meeting unless a quorum is present at all times during the meeting. Delegates representing not less than 4 (four) of Member Clubs (which are Financially Current), present at a meeting (in accordance with [Rule 33](#)) will constitute a quorum at a General Meeting.

39.2 If a quorum is not reached within thirty (30) minutes of the scheduled commencement time:

- a. if at an SGM, the meeting will not proceed and cannot be reconvened;
- b. if at an AGM, the meeting will be adjourned to another time on the same day as decided by the Board (second meeting) and if at that second meeting, a quorum is not reached within thirty (30) minutes of the rescheduled commencement time, the General Meeting will be adjourned to another date and time decided by the Board (third meeting), with at least twenty-one (21) days' notice of the new date and time being notified to Members. The Delegates present at any

such third meeting will be deemed to constitute a valid quorum and the meeting may proceed.

#### **40. CHAIR OF GENERAL MEETINGS AND MEETING PROCEDURE**

- 40.1 **Chairperson:** The President will chair General Meetings. If the President is unavailable or unwilling to be the chair, the Chair of the Board or, if they are unavailable or unwilling to be the chair, another member of the Board (appointed by the Board) will chair the meeting. The President may also agree to the Chair of the Board chairing all or parts of a General Meeting.
- 40.2 **Procedure:** The chairperson regulates the proceedings at each General Meeting and will make such decisions as they consider appropriate on the procedure of the meeting, subject to this Constitution and any applicable Regulations.
- 40.3 **Minutes:** Minutes of all General Meetings shall be kept and posted on the WRA's Website. They shall also be available upon request by any Member in accordance with the Act.

#### **41. MEMBERS' RESOLUTIONS OUTSIDE OF MEETINGS**

##### **41.1 Types of Resolutions:**

Decisions of Delegates may be made outside of General Meetings for any matter which could otherwise be decided at a General Meeting (unless this Constitution specifies otherwise) that the Board considers should be decided within thirty (30) days or less, or in the case of an Urgent Resolution, within seven (7) days.

##### **41.2 Process for Resolutions:**

Members' Resolutions Outside of a General Meeting will be conducted as follows:

- a. not less than fourteen (14) days' notice will be given by the Secretary to the Members of the proposed resolution(s) to be voted on, or in the case of any appointment or election, the nominees. The date and time by which the votes for any such resolution, or appointment or election, will be received will be decided by the Board and included in the notice. If it is an Urgent Resolution not less than three (3) days' notice is required and the reason for the urgency is to be stated;

- b. the Delegates will be notified to the Secretary by the date and time specified in the notice prior to the closing time for voting. The minimum number of Delegates who must participate in voting is the same as the quorum for a General Meeting. Participation in voting by a Delegate shall constitute their presence for the purposes of this Constitution;
- c. voting will be conducted by Electronic Voting. Delegates are entitled to vote on the same basis as at a General Meeting;
- d. the votes must be received in the manner, specified by the Secretary, by the date and time stated on the notice in [Rule 41.2](#) (a);
- e. not less than two (2) Scrutineers (who comply with [Rule 38.6](#)) will be appointed by the Board and fulfil the same responsibilities as for a General Meeting;
- f. a resolution proposed under this Rule is only carried if there is a Special Majority of votes in favour of the resolution, even if the resolution would otherwise require approval by a Majority if it had been voted on at a General Meeting under this Constitution, except that where a resolution is to fill a vacancy arising in the position an Elected Board Member, the outcome will be decided under [Rule 24.5](#) as applicable; and
- g. the chairperson will declare the result of any such resolution (including the number of votes in favour, against or that abstained) and their declaration will be conclusive. All Members will be notified of the result as soon as possible and within three (3) days of the vote closing.

## PART 5 – RULES, REGULATIONS, RULE CHANGES AND COLOURS

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### 42. WRA'S REGULATIONS

- 42.1 Regulations for the better governance, conduct, and control of WRA and Rowing in the Region may be made, amended or repealed by the WRA Board provided that:
- a. they are consistent with Purposes of WRA;
  - b. they are not contrary to the RNZ Constitution, the RNZ Regulations, this Constitution, the Act or any other applicable laws;
  - c. they are approved by the Board; and
  - d. such Regulations, and any amendments or revocation of them made from time to time, are notified promptly to all Members which may include publishing them on the WRA's Website.
- 42.2 To the extent of any inconsistency between any WRA Regulation and the RNZ Constitution, any RNZ Regulation, or this Constitution; the RNZ Constitution, RNZ Regulations and then this Constitution will prevail, in order of priority.

### 43. RULES OF RACING

- 43.1 The Rules of Racing will apply to all Rowing competitions, regatta and events facilitated or staged by WRA.

### 44. AMENDMENTS TO THIS CONSTITUTION

- 44.1 **Vote Threshold:** This Constitution may be amended or replaced, by resolution at any General Meeting or a Members' Resolution Outside of a Meeting passed by a Special Majority of Delegates.
- 44.2 **Motions:** Any notice of motion to amend or replace the Constitution must be submitted by a Member Club (if Financially Current) or by the Board, and must be received by the Secretary not less than sixty (60) days before the date of a General Meeting or not less than fourteen (14) days prior to a Members' Resolution Outside of a Meeting, and will be accompanied by a written explanation for the proposal which will accompany the Agenda for the General Meeting or notice of a Members' Resolution Outside of a Meeting, as applicable.
- 44.3 **No Pecuniary Gain:** No addition to, deletion from or amendment to this Constitution may be made which would allow personal pecuniary profits to any individuals.

44.4 **Minor Changes:** If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Member Clubs to object to it. If the Board does not receive any objections within twenty (20) working days after the date on which the notice is sent, or any longer period that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

#### **45. COLOURS**

45.1 The colours of WRA are red, yellow, and black and the uniform of the WRA is in the form of red, yellow, and black stripes unless otherwise amended by RNZ in accordance with the RNZ Constitution and the RNZ Regulations.

## PART 6 – CONDUCT, COMPLAINTS, DISPUTES AND APPEALS

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### 46. DISPUTES PROCESS

- 46.1 Any dispute or complaint by or involving Members or any Officer arising in respect of the governance, management and operation of WRA (including any dispute or complaint referred to in section 38 of the Act) will be dealt with:
- a. in accordance with any applicable procedures prescribed by law, the RNZ Constitution, the RNZ Regulations, this Constitution or any applicable Rules of Racing, and the Regulations, provided they are consistent with the rules of natural justice and are interpreted and implemented accordingly; or
  - b. in accordance with The Complaints and Disputes Procedure in Schedule 2 of this constitution
  - c. in the absence of any applicable procedures referred to in [Rule 46.1\(a\)](#), in accordance with the procedures set out in Schedule 2 of the Act.
- 46.2 Any Regulations regulating complaints or dispute resolution procedures referred to in [Rule 46.1\(a\)](#) must be published by WRA on the WRA's Website.
- 46.3 If the RNZ Constitution, RNZ Regulations, this Constitution, any Regulation or any Rules of Racing expressly provides for it, decisions made in relation to any dispute or complaint in accordance with [Rule 46.1\(a\)](#) may be appealed to RNZ in accordance with the RNZ Constitution, applicable RNZ Regulations or Rules of Racing.
- 46.4 All rules and procedures applicable to Members and Officers for complaints, disputes, disciplinary or other related matters in the RNZ Constitution, the RNZ Regulations, this Constitution, Regulations, Rules of Racing, or otherwise decided by the Board, shall survive the cessation of Membership in respect of any matter which occurred prior to the Member's or Officer's cessation of Membership.

## PART 7 – OTHER MATTERS

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### 47. INDEMNITY OF OFFICERS

- 47.1 For the purposes of this [Rule 47](#) only, an Appointed Member has the meaning given to it in [Rule 11](#).
- 47.2 Every Officer, employee or Appointed Member will be indemnified by WRA:
- a. for liability to any person other than WRA for any act or omission in their capacity as an Officer, employee, or Appointed Member, including, for Officers, liability for a failure to comply with the Officer's duties under sections 54 to 61 of the Act and other duties imposed on the Officer in their capacity as an Officer; or
  - b. in relation to any costs incurred by them in defending or settling any proceeding or claim relating to the liability in [Rule 47.2\(a\)](#).
- 47.3 For the avoidance of doubt, WRA will not indemnify an Officer, employee or Appointed Member for:
- a. criminal liability; or
  - b. liability arising from a failure to act in good faith and in what the Officer, employee, or Appointed Member believes to be in the best interests of WRA when acting in their capacity as an Officer, employee, or Appointed Member respectively.
- 47.4 WRA may, with the prior approval of the Board, purchase and maintain insurance for Officers, employees and Appointed Members, against any liability or costs incurred by the person of the kind set out in [Rule 47.2\(a\)](#) (liability) and if judgment is given in their favour or they are acquitted, or the proceeding is discontinued then under [Rule 47.2\(b\)](#).

### 48. FINANCIAL PROVISIONS

- 48.1 **Financial Year:** The financial year for WRA will commence on 1st April and end on 31st March in each year, unless decided otherwise by the Board.
- 48.2 **Financial Accounts:** WRA will keep proper financial accounts in such a manner as the Board determines from time to time.
- 48.3 **Annual Report and Annual Financial Accounts:** The Board will prepare an Annual

Report and Annual Financial Statements for each Financial Year. No review or audit of the annual financial statements is required unless a review or audit is requested by 40% of the Members at any properly convened WRA Meeting.

48.4 **Auditor or Reviewer:** An Auditor or Reviewer will be appointed annually at each AGM for the next Financial Year if required by law. The Auditor or Reviewer will conduct the audit or review of the Annual Financial Statements in compliance with applicable auditing and assurance standards.

48.5 **Application of Income:** Subject to this Constitution, the funds and property of WRA will be controlled, managed, invested, and disposed of, in such a manner as decided by the Board, provided they are devoted solely to the fulfilment of the Purposes.

#### **49. METHODS OF CONTRACTING**

48.1 A contract or other enforceable obligation may be entered into by WRA:

- a. by deed by:
  - i. two (2) or more Officers; or
  - ii. an Officer, or other person or class of persons, whose signature or signature must be witnessed; or
- b. by agreement by a person acting under WRA's express or implied authority.

#### **50. NO FINANCIAL GAIN**

50.1 The Officers and Members must not receive any distributions of profit or income from WRA.

- a. This does not prevent Officers or Members receiving reimbursement of actual and reasonable expenses incurred.
- b. This does not prevent Officers or Members entering into any transactions with WRA for goods or services supplied to or from it, which are at arms' length relative to what would occur between unrelated parties. The income benefit or advantage is derived from
  - i. Professional services to the WRA rendered during business, charged to no greater than current market rates
  - ii. Interest on money lent at no greater than current market rates.

- c. No Officer or Member may influence any such decision made by WRA in respect of payments or transactions between it and them, their direct family, or any associated entity.

## **51. LIQUIDATION OR REMOVAL**

51.1 The Board will give not less than twenty (20) working days' written notice to all Members of a proposed motion to be voted on at a General Meeting:

- a. to appoint a liquidator;
- b. to remove WRA from the Register of Incorporated Societies; or
- c. for the distribution of WRA's surplus assets.
- d. The notice must comply with Section 228 of the Act and state

51.2 A motion in [Rule 51.1](#) requires a Majority vote of 75% in its favour by the Delegates.

51.3 The surplus assets of WRA, after the payment of all costs, debts, and liabilities, shall be distributed among the Member Clubs or any other not-for-profit entity that shares similar purposes to WRA.

- a. The surplus may not be distributed to individuals
- b. The WRA shall ensure that all liabilities and obligations are resolved in accordance with the laws of New Zealand before any transfer or disposal of remaining assets.
- c. A final review of the WRA's financial statements shall be conducted to ensure transparency and proper allocation of any funds or resources prior to winding up.

## **52. HOSTING RIGHTS FOR EVENTS**

52.1 The Board will award the hosting rights for Rowing regattas and events organised and staged by WRA in the Region.

52.2 Refer to the Event Hosting Procedures in Schedule 2.

### 53. MATTERS NOT PROVIDED FOR

- 53.1 If any matter arises that, in the opinion of the Board, is not provided for in the RNZ Constitution, any RNZ Regulation, this Constitution, the Rules of Racing, or if any question or dispute arises out of the interpretation or application of this Constitution, the Regulations, or the Rules of Racing, the matter, question or dispute will be decided by the Board as it sees fit.
- 53.2 Any matter or dispute which has been, or is being, dealt with by the Board under Rule 53.1 must be reported to the Members at the next AGM.

### 54. TRANSITION

- 54.1 **Transition of Existing Clubs:** Each Rowing club which is an existing member of WRA (listed in Schedule 1) will remain a member of WRA but must, by no later than 5 April 2026, apply to become a Member Club of RNZ in the form and manner provided by RNZ and in accordance with [Rule 12.1](#). Any Rowing club which does not apply to become a member of WRA and RNZ by 5 April 2026 will not, after that date, and nor will its members be eligible to Participate in Rowing with WRA, RNZ or any other RNZ Member Organisation, unless a later date is decided by the RNZ Board.
- 54.2 **Application of Rules in Transition:** Members will not be required to comply with the Rules in this Constitution that are specified in Schedule 2 of the RNZ Constitution until the date specified in that Schedule, unless a later date is decided by the RNZ Board.
- 54.3 **Transition Board:**
- a. The Board Members who were elected or appointed to the Board under the Previous Constitution and remain in those positions immediately prior to the Commencement Date, will continue in office in the same position for the balance of their term of office specified in the Previous Constitution.
  - b. Any term of office as a Board Member under the Previous Constitution will be counted in determining a Board Member's maximum term of office under [Rule 22.2](#).
  - d. This Constitution will apply to the election or appointment of Board Members which occurs on or after the Commencement Date, including any Casual Vacancies.

- e. Every reference to an Elected Board Member or an Appointed Board Member in this Constitution shall include Board Members who, under the Previous Constitution, were elected at a General Meeting, or appointed by the Board, respectively.

54.4 **Transition of the Rules of Racing and Regulations:** All bylaws, regulations, rules, codes, standards, policies and procedures of WRA that were in force immediately prior to the commencement of this Constitution or any Previous Constitution, will continue in force, until such time as they are revoked or amended by the Board or the Delegates at a General Meeting, as specified in this Constitution. If any of them are inconsistent with the RNZ Constitution, any RNZ Regulation, this Constitution (whether in whole or in part), the RNZ Constitution, RNZ Regulation or this Constitution will apply in order of priority, to the extent of any such inconsistency. If there is any question or dispute about the interpretation or application of any bylaws, regulations, rules, codes, standards, policies and procedures of WRA that were in force prior to the commencement of this Constitution, the Board shall decide it under [Rule 53.1](#).

## PART 8 – DEFINITIONS AND INTERPRETATION

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### 55. DEFINITIONS

The definitions and terms provided in this Constitution shall govern the interpretation and application of its provisions. These are as follows:

**"Association"**: Refers to WRA, the entity established and governed under this Constitution.

**Act** means the Incorporated Societies Act 2022, unless stated otherwise. The governing legislation under which The Association operates.

**"Financial Year"**: Refers to the fiscal period commencing on the first day of May and concluding on the thirtieth day of April in the subsequent year. In the case of any Member Club, this term shall align with the twelve-month period adopted by said Member Club as its financial year.

**"Board and Board Members"**: Refers to the elected body responsible for operational oversight and governance pursuant to the applicable provisions

**"Member Club"**: Refers to any club within The region that is affiliated with RNZ, duly registered, and holds financial membership within The Association.

**"RNZ"**: Refers to Rowing New Zealand, previously known as New Zealand Rowing Association Incorporated.

**AGM or Annual General Meeting** means a meeting of the Members of WRA held annually in accordance with this Constitution.

**Annual Financial Statements** means the annual financial statements of WRA including a statement of financial position; an income and expenditure statement and if required, a statement of service performance, for each Financial Year and such other statements required by law.

**Annual Report** means the report on the activities of WRA for the preceding Financial Year.

**Applicable RNZ Member Organisation** means the RNZ Member Organisation(s) of which a Member is a member, namely:

- a. for an Individual Member; means the Member Club of which they are a Member, WRA and RNZ;
- b. for a Life Member, Appointed Member, Officer (including a Board Member); means WRA and RNZ;
- c. for a Life Member, Appointed Member, Officer (including a Board Member); means WRA and RNZ;

- d. for a Member Club; means WRA and RNZ; and
- e. for a Member School; means NZSSRA, WRA and RNZ.

**Appointed Board Member** means an individual who is appointed to the Board in accordance with [Rule 24](#) unless specified otherwise.

**Appointed Member** has the meaning given to it in [Rule 11](#).

**Auditor** means an individual, independent of WRA, who is a qualified auditor under the Financial Reporting Act 2013.

**Board** and **WRA Board** means the governing body of WRA as defined in [Rule 20](#).

**Board Member** means a member of the Board including Elected Board Members, and Appointed Board Members.

**Board Chair** means the Board Member who has been appointed as the chair of the Board (under [Rule 21.1](#)).

**Casual Vacancy** has the meaning given to it in [Rule 23.1](#) for Board Members, but for any other position will arise if the individual:

- a. resigns prior to the expiry of their term of office;
- b. is removed from office under this Constitution;
- c. is no longer eligible or qualified as required under this Constitution;
- d. dies; or
- e. vacates their office due to the expiry of their term and there are insufficient nominees or applicants, or the position otherwise fails to be filled by election or appointment as required under this Constitution.

**Category of Membership** means any one of the categories of Members specified in [Rule 6](#).

**Commencement Date** means the date this Constitution came into force, being [1st April 2026].

**Constitution** means this Constitution (as amended from time to time).

**Contact Details** means a physical or an electronic address and a telephone number.

**Delegate** means a person appointed by a Member Club as a person authorised to exercise the vote or votes of that Member Club at a General Meeting or in a Members' Resolution Outside of a Meeting.

**Elected Board Member** means an individual who is elected to the Board in accordance with [Rule 24](#) unless specified otherwise.

**Electronic Voting** means a method of voting at General Meetings (where a Delegate entitled to vote is present (under [Rule 33.1b](#) or [Rule 33.1c](#)) or for Members' Resolutions Outside

of Meetings. An Electronic Vote means a vote made by email or an online or electronic process, in the manner prescribed by the Board, and received by the Scrutineers by email, online or electronically at the specified address.

**Eligible to be a Board Member** has the meaning given to it in [Rule 20.2](#).

**Event Fees** means fees payable to WRA by Member Clubs for entering rowers into any of the regattas and events and other related fees.

**Financial Year** means the financial year of WRA specified in [Rule 48.1](#).

**Gender** means either male or female to which the individual self identifies; and if it is non-binary or another gender with which they self-identify

**General Meeting** means a general meeting of WRA being an AGM or SGM.

**Hearing Body** means a panel, tribunal or body which has been appointed by the RNZ Board or the Board in accordance with this Constitution, the Rules of Racing or the Regulations to hear, decide and impose sanctions for breaches of the RNZ Constitution, any RNZ Regulation, this Constitution, the Regulations, the Rules of Racing or any other matters specified in this Constitution, within the RNZ or WRA's respective jurisdictions.

**Intellectual Property** means all rights and goodwill in copyright works, names, trademarks, service marks, devices, logos, designs, patents, domain names, know-how, ideas, processes, and confidential information, and all other intellectual property rights capable of ownership or protection at law relating to RNZ or WRA or relating to any event, regatta, activity, or programme conducted, promoted, or administered by RNZ or WRA, and includes RNZ's brand (as defined in the RNZ Constitution) and the WRA's Brand.

**Interested Member** and **Interested** means an Officer or Board Sub-Committee member who is interested in a Matter related to WRA for any of the reasons set out in section 62 of the Act and is expressly extended to include circumstances where there are non-financial benefits, including circumstances where the Officer:

- a. is holding or seeking appointment to another position within or related to Rowing (including locally, regionally, nationally, internationally) which is remunerated, or comes with prestige or other benefits;
- b. has a relative being selected for a Rowing team or an event; or
- c. is voting on an allocation of an event/s to a particular venue.

**Interests Register** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

**Life Member** means a person awarded life membership of WRA.

**Major Transaction** has the same meaning as this term is given in sections 129(2) to (3) of the Companies Act 1993, where the reference to a company means WRA.

**Majority** means a majority (50% +1) of the votes properly cast by those entitled to be, and who are, present (in accordance with this Constitution) and entitled to vote.

**Matter** means—

- a. any matter considered by WRA in its normal activities or exercise of powers; and
- b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by WRA.

**Member** means a person or entity who for the time being is a member of WRA, RNZ and any Applicable RNZ Member Organisations in accordance with this Constitution and **Membership** has a corresponding meaning.

**Member Club** means a Rowing club as described in [Rule 7](#) which is a member of WRA and RNZ.

**Member Management Process** means a documented, online or electronic process or system by which Membership and personal information is collected by RNZ, WRA or a RNZ Member Organisation, in accordance with the RNZ Constitution, RNZ Regulations, this Constitution and the law.

**Member's Register** means the register of Members kept under the Constitution as required by section 79 of the Act;

**Membership Fees** means any fees payable to WRA by a Member for their Membership of WRA.

**Membership Year** means a period of twelve (12) months which may be a calendar year or such other twelve (12) month period, as decided by the RNZ Board.

**Misconduct** includes, but is not limited to, conduct by an individual who:

- a. uses any profane, indecent or improper language at any event, function or activity of WRA, of any RNZ Member Organisation or RNZ, or whilst on the property of WRA, any RNZ Member Organisation or RNZ;
- b. engages in offensive or insulting behaviour towards WRA, any RNZ Member Organisation or RNZ, or any individual acting for or on behalf of WRA, any other RNZ Member Organisation or RNZ at any time or place;
- c. has breached any rule or provision of:
  - i. the RNZ Constitution, this Constitution, or the constitution of any RNZ Member Organisation;

- ii. any RNZ Regulation, any WRA Regulation or regulation, by-law or other rule (however described) of any RNZ Member Organisation;
  - iii. any reasonable directions of the RNZ Board, the WRA's Board or a RNZ Member Organisation (or individual authorised on its behalf); or
  - iv. any decision of a General Meeting, the Board, a Hearing Body, or any decision of any equivalent bodies of RNZ or any RNZ Member Organisation;
- d. has acted in a manner which brought, or could bring, RNZ, WRA, or any RNZ Member Organisation, into disrepute (whether or not related to WRA or any Member);
- e. has acted in a manner unbecoming of a Member, or which is prejudicial to the Purposes of WRA and/or the purposes of RNZ or a RNZ Member Organisation (whether or not related to RNZ or any Member); or
- f. has damaged the right or interests of RNZ or WRA or a Member or the rights of interests of Members generally (whether or not related to WRA or any Member).

**NZSSRA** means the New Zealand Secondary Schools Rowing Association Incorporated (#2592142).

**NZURC** means the New Zealand Universities Rowing Council, which is responsible for University Rowing and is part of RNZ.

**Officer** means an officer of WRA as defined in the Act and includes Board Members, (and does not include persons formerly defined to be officers in the Previous Constitution, unless expressly stated otherwise in this Constitution).

**Participate in Rowing** means to compete, participate or otherwise be involved in any capacity in any activities, events, regattas, functions or meetings of RNZ, WRA or any RNZ Member Organisation, including as a rower, coach, manager, volunteer, official, board or committee member, parent/guardian, administrator, or student.

**President** is the elected officer of the Board that holds the position of chair of the WRA Board.

**Previous Constitution** means the constitution of WRA registered on the Register of Incorporated Societies in force immediately prior to the Commencement Date and any other constitution of WRA in force prior to it.

**Purposes:** means the purposes of WRA under [Rule 4](#).

**Region** means Waikato as specified in RNZ Regulations.

**Regulations and WRA Regulations** means any rules, regulations, by-laws, directives, codes, standing orders, policies or procedures adopted by the Board pursuant to this

Constitution.

**Relevant Authority** means a disciplinary body, tribunal, court or other judicial or arbitral body properly constituted by law, and acting in accordance with the law applicable to it.

**Resolution Outside of a Meeting** has the meaning given to it in [Rule 26.3](#) (Board Resolutions Outside of Meetings) or [Rule 41](#) (Members' Resolutions Outside of Meetings), as the context requires.

**Auditor or Reviewer** means a person independent of WRA who is qualified to review under the Financial Reporting Act 2013.

**Rowing** means the sport of rowing in all forms (including but not limited to flatwater rowing, para rowing, coastal rowing, and indoor rowing).

**RNZ** means Rowing New Zealand Incorporated (#217284), formerly known as the New Zealand Rowing Association Incorporated or **NZRA**, and prior to that, known as the New Zealand Amateur Rowing Association or **NZARA**.

**RNZ Board** means the governing body of RNZ as defined in the RNZ Constitution.

**RNZ Constitution** means the constitution of RNZ, as amended from time to time.

**RNZ Member Organisations** means the organisations which are members of RNZ as defined in the RNZ Constitution i.e. Member Associations, Member Clubs, Member Schools, Member University Organisations and Affiliate Members.

**RNZ Regulations** means any rules, regulations, by-laws, directives, codes, standing orders, policies or procedures adopted by the RNZ Board pursuant to the RNZ Constitution, excluding the Rules of Racing.

**WRA Brand** means the names Waikato Rowing Association and any logos and trademarks associated with those names (whether registered or unregistered), any designs and brands using or associated with those names, any domain names using or associated with those names (and all rights and property associated with such domain names (including but not limited to any related urls), any social media accounts and all other Intellectual Property related to those names.

WRA **Website** means <https://www.rowingwaikato.co.nz/> or any other website of WRA, as decided by the Board from time to time.

**Rules of Racing** means rules regulating Rowing in New Zealand for regattas and events in which rowing is undertaken and which are decided in accordance with the RNZ Constitution; and includes:

- a. any amendment or repeal of them as decided by NZSSRA or NZURC (to the extent permitted by the RNZ Constitution) for the New Zealand Secondary Schools Rowing Championships, the North Island Secondary Schools Rowing Championships, the South Island Secondary Schools Championships, and the New Zealand University Rowing Championships, which are organised and staged by NZSSRA or NZURC respectively, in conjunction with RNZ; and,
- b. any local clauses permitted for certain regattas in the Rules of Racing.

**SGM** means a General Meeting of the Members of WRA, other than an AGM, called for a specific purpose or purposes.

**Special Majority** means a motion passed by at least seventy-five percent (75%) of the votes properly cast by Delegates entitled to vote (under this Constitution) at a General Meeting, or at a Members' Resolution Outside of a Meeting, or by Board Members at a Board meeting, as the context requires.

**Urgent Resolution** means a resolution for a matter which could otherwise be decided at a General Meeting but in the opinion of the Board should be decided in a Members' Resolution Outside of a Meeting urgently.

## 56. INTERPRETATION

56.1 In this Constitution (unless the context otherwise requires):

- a. all headings are for ease of reference only and do not assist with the interpretation of this Constitution;
- b. the singular includes the plural and vice versa;
- c. any reference to an legislation, secondary legislation, statutory regulation, rules, orders or instruments made or issued pursuant to that legislation or any Rule and Regulation includes any amendment to it and any replacement passed in substitution for it; a reference to an individual means a natural person;
- d. a reference to a person includes bodies corporate, unless stated otherwise;

- e. a reference to a person includes the legal and personal representatives, successors and permitted assignees of that person;
- f. references to periods of time or notices, exclude the days on which they are given;
- g. a reference to a notice or notification means doing so in writing;
- h. a reference to "in writing" includes words visibly represented, copied or reproduced including by email or online;
- i. a reference to a day means any day of the week (including a Saturday, Sunday, and a public holiday), unless a working day is specified, in which case it has the meaning given to that term in the Legislation Act 2019 and excludes the day observed as the anniversary of Hamilton
- j. derivatives of any term defined in this Constitution have a corresponding meaning.
- k. **[Intentionally Blank]** is used to maintain number sequence when things are removed from the template or in the future which no longer apply.

## SCHEDULE 1 – EXISTING MEMBER CLUBS

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### 57. MEMBER CLUBS

The following clubs are existing Member Clubs of WRA, subject to this Constitution:

1. TE AWAMUTU ROWING CLUB INCORPORATED  
# 213446  
NZBN : 9429042865612
2. WAIKATO ROWING CLUB INCORPORATED  
# 213653  
NZBN : 9429042889496
3. ST PAUL'S COLLEGIATE SCHOOL ROWING CLUB INCORPORATED  
# 987317  
NZBN : 9429042970170
4. HAMILTON ROWING CLUB INCORPORATED  
# 221346  
NZBN: 9429042630333
5. HAURAKI PLAINS COLLEGE AND DISTRICTS ROWING CLUB INCORPORATED  
# 212337  
NZBN : 9429042714132
6. CAMBRIDGE ROWING CLUB INCORPORATED  
# 213139  
NZBN : 9429042598800

## **SCHEDULE 2 – Policies and Procedures**

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- 1. Event Hosting Procedures**
- 2. Complaints and Disputes Procedures**