



CONSTITUTION

(Final draft for consideration with tracked changes)

Deleted: OF THE WAIKATO ROWING ASSOCIATION (INCORPORATED)...

1. Name

- 1.1. The name of the association shall be WAIKATO ROWING ASSOCIATION (INCORPORATED).

2. Definitions

- 2.1. "Act" means the Incorporated Societies Act 1908.
- 2.2. "Association" means Waikato Rowing Association (Incorporated).
- 2.3. "Board" and "Board Members" shall mean the Board of NZRA.
- 2.4. "District" shall mean the geographical area comprising the Waikato district as laid down from time to time by the rules of NZRA.
- 2.5. "Financial Year" in relation to the Association shall be a period commencing on the 1st day of May in one year and ending on the 30th April in the subsequent year. In relation to any Member Club it shall mean the period of 12 months adopted by the Member Club as its financial year.
- 2.6. "Executive Committee" means the Committee elected pursuant to rules 9 and 10.
- 2.7. "General Meeting" shall mean Annual General Meeting or Special General Meeting where it is referenced.
- 2.8. "Member Club" or "Member" means any club within the district that is affiliated with and has registered with NZRA and is a financial member of the Association.
- 2.9. "NZRA" or "RNZ" means New Zealand Rowing Association Incorporated.
- 2.10. Words importing the singular number shall include the plural number and vice versa.
- 2.11. For the purposes of the Act this constitution comprises the rules of the Association.

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Explanation

- *Change from Management Committee to Executive Committee*
 - *to better aligns with the governance work of the committee. Management Committee in these current times aligns more with a business and operational management rather than regional leadership and governance. Use of "Board" was considered but would be confused with references to RNZ Board already referred in to the Definitions.*
- *Inclusion of General Meeting to confirm that it refers to Annual General Meetings and Special General Meetings*

3. Purpose

- 3.1. The Purposes of the Association are:
- a. To take up, assume and continue the work obligations and undertakings of the Association.
 - b. To promote and advance the sport of rowing for the enjoyment of our member clubs, their members and the wider community.
 - c. To act as a channel for communication between Clubs, members of Clubs within our region, other affiliated organisations and Rowing NZ.
 - d. To support the leadership and administration of all Member Clubs, and by acting in their collective best interests, and in the interests of the rowing community, when advising Rowing NZ on matters that impact upon them and our wider rowing community.
 - e. To foster and encourage the participation of athletes, race officials, coaches, and administrators in our sport.
 - f. Create and/or support opportunities or pathways for members of our rowing community to reach their potential as athletes, coaches, officials or administrators.
 - g. To promote and recruit athletes for the sport of rowing within the district.
 - h. Provide financial assistance and/or facilitate financial opportunities for Member Clubs and members of the Clubs.
 - i. To arrange and administer regattas and other competitions within the district
 - j. Support and encourage efforts to innovate, be diverse and promote welfare, safety and sustainability in our sport.
 - k. To maintain and promote district membership of NZRA, and
 - l. To generally carry out and perform the duties assigned to the Association by the NZRA.

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Moved up [1]: To promote and recruit athletes for the sport of rowing within the district.

Explanation:

- *Changed from Objects to Purposes in response to legal advice*
- *We would like to clarify the WRA purpose to being one that works between Clubs, other affiliated organisations (RPCs & KRI) and RNZ as a communicator and advisor in the best interests of all members not just one or two.*
- *It also signals that we are future focused and support all member groups.*
- *It also doesn't bind the Assn to being a source of funding to athletes. We can instead assist athletes to source funds.*
- *Amendments have been sourced from the constitutions of RNZ, other rowing associations and Sport NZ template*

4. Powers

- 4.1. The Association shall have power to do such lawful acts and things as are incidental or conducive to the attainment of its Purposes, 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 Association, or without security, and upon such terms as to priority or otherwise as the Executive Committee shall deem fit.

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- c. To enter any contracts, agreements or arrangements with any person, firm, syndicate, corporation, or company which the ~~Executive Committee may deem~~ conducive to the Associations 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 ~~Executive Committee 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 or not an officer of the Association) as the ~~Executive Committee 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 Association in regard to doping infractions in accordance with any doping policy adopted by NZRA.
- i. To contract or employ any person for the benefit of the Member Clubs in achieving the objects of the Association.

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5. Life Membership

- 5.1. The Annual General Meeting, on the nomination of the ~~Executive Committee~~, may elect as a Life Member a person who in the opinion of the ~~Executive Committee~~ has rendered exceptional service to the Association.
- 5.2. Life Members shall have the right to attend and be heard at all General Meetings but shall have no voting rights.

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6. Membership

- 6.1. Upon registration with NZRA each Club is deemed to be ~~and consents to becoming~~ a Member Club of the Association. ~~Upon registration, the Member Club, accepts and agrees to be bound by these rules.~~
- 6.2. Each Member Club shall pay the Association an "annual registration fee" and "rower membership levy" to be determined at the Annual General Meeting each year.
- 6.3. The ~~rower~~ membership levy shall be ~~invoiced~~ in accordance with the number of NZRA Competition Licences recorded as issued ~~to the Member Club, by NZRA during that same season.~~
- 6.4. ~~The Executive Committee may at any such time request, a Member Club(s) to produce a report confirming the financial members of the Member Club, registered with NZRA.~~
- 6.5. **Suspension of Membership**
 - a. ~~Where any Member Club has not~~ paid its registration fee and levy as of the 30th April in any year, the Association may ~~temporarily~~ suspend that Member Club.

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b. Where a Member Club (or its members) has participated in actions or conduct that brings the sport into disrepute; or wilfully and persistently failed or neglected to comply with the rules, regulations or decisions of the Association, its Executive Committee and/or the NZRA, and the Association, in a General Meeting resolves that the Member Club's membership is temporarily suspended

6.6. Any Member Club temporarily suspended by the Association shall cease to exercise their rights and during suspension is ineligible to compete at any regatta or competition held under the authority of the Association.

6.7. Notice of temporary suspension shall be given in writing by the Executive Committee and shall be effective immediately. The length of the suspension shall be at the sole discretion of the Executive Committee.

Explanation:

- *Expended on the existing paragraphs to clarify the process and steps involved.*
- *Scope has been extended to include 'bringing the sport into disrepute'.*
- *Renamed the 'Membership Levy' to 'Rower Memberships Levy' to make it clear that it applies to a rower.*

7. Termination Of Membership

7.1. Membership of the Association can be terminated in one or more of the following ways:

a. Upon the Member Club resigning from NZRA and subject to the member's levy having been paid to date, membership shall cease at the end of the then current financial year.

b. Where a Member Club's levy is overdue at the close of the Association's financial year and the Association resolves in the general meeting that this membership be terminated.

c. Where a Member Club (or its members) has participated in actions or conduct that brings the sport into disrepute; or have wilfully and persistently failed or neglected to comply with the rules, regulations or decisions of the Association, its Executive Committee and/or the NZRA, and the Association in general meeting resolves that its membership be terminated.

7.2. Notice of termination shall be given to the Member Club in writing and shall be effective within 7 days of the date provided.

Explanation:

- *Extended on the existing paragraphs to clarify the process and steps involved.*
- *Scope has been extended to include 'bringing the sport into disrepute'.*

8. Officers

8.1. A Solicitor shall be elected at the Annual General Meeting as an Honorary Officer of the Association.

8.2. The elected Officers of the Association shall consist of a President, Secretary and Treasurer, all of whom shall be elected at the Annual General Meeting.

8.3. All Officers, including any Honorary Officers are entitled to speak at any General Meeting but do not have any voting powers in that position.

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9. Executive Committee

- a. The President, Secretary, Treasurer, ~~Safety Officer~~ and at least two, but no more than four Committee Members shall comprise the ~~Executive~~ Committee and conduct the routine business of the Association, all of whom, with the exception of the Secretary and the Treasurer, must be members of Member Clubs of the Association.
- b. Except Secretary, Treasurer and one Committee Member, Executive Committee members shall be financial members of Member Clubs.
- c. The Committee Members are elected at the Annual General Meeting by the Member Clubs.

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MANAGEMENT COMMITTEE¶

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Explanation:

- *The Committee would like to extend the number on the committee to assist with the workload, and to have the flexibility to vote on a committee meet for a specific project/task who may not necessarily be a financial member of a club (i.e. an ex-athletes or official or other specialist skill)*
- *We have included the safety officer as this is an integral role that we are required to have by RNZ. Given the current environment H&S is only going to be more important therefore the scope of the position should be confirmed.*
- *We have made it so that committee members are 'financial members' of a club. We are unsure of the impact this may have for those who are coaches or parents for example. But we want to be able to discern from those who are active from passive club members. We ultimately want these committee members it applies to, to have a good knowledge of their club and the rowing environment. However we don't want to be put in a position where we have to define what an 'active member' vs. someone who is now. We felt a financial member was a better descriptor as it encapsulates those who pay membership fees or are paid by the club for the work they do.*

9.2. President

- a. The Association shall have an office of President.
- b. The President shall be elected at an AGM.
- c. The President shall hold office for a term of three years commencing from the conclusion of the AGM at which they are elected and concluding at the AGM held three years later.
- d. The President shall be eligible for re-election but shall not hold office for more than two consecutive terms.
- e. An AGM may by majority vote re-elect a President for a third consecutive term where it considers it necessary for the administration of the Association.
- f. Where the position of President is vacated prior to his or her term ending, the Executive Committee may co-opt an existing Committee Member to fulfil the role of the President until the next General Meeting.
- g. The duties of the President shall be:
 - i. The President is the principle leader of the Association and has overall responsibility for the Association's administration.
 - ii. The President shall be the Chairperson for all Association meetings.
 - iii. The President, in collaboration with the Executive Committee:
 - iv. sets the overall annual Association agenda (consistent with the views of members).

- v. helps the Executive committee prioritise its goals and keeps the executive committee on track by working within that overall framework.
- vi. Manage the annual general meeting.
- vii. Represent the Association at local, regional and national levels.
- viii. Act as a facilitator for Member Club and Association activities.
- ix. Ensure the planning and budgeting for the future is carried out in accordance with the wishes of the members.
- x. At the operational level, the major function of the President is to facilitate effective committee meetings.
- h. The President is elected by the Member Clubs and is responsible for representing the views of the Member Clubs.

Explanation

- *Clause has been inserted based on legal advice.*
- *Term for the president has been changed to 3 years so it aligns with the rest of the committee positions, and it has been limited to 2 terms, with the option to extend for a 3rd if it is in the best interests of the Association.*

9.3. Committee Officers

- a. The Executive Committee shall have the following Officers:
 - i. A Secretary who shall be responsible for the Committee for the day to day administration and supports the President with the coordination of the Association activities.
 - ii. A Treasurer who shall have custody of the financial records and, subject to the directions of the Executive Committee, shall be responsible for the financial management of the Association. Specifically this includes:
 - Compile and prepare annual financial accounts for review, and liaise with the Accountant as required;
 - Operate the Club's bank accounts;
 - Record, receipt and deposit all incoming monies from all sources to the Club;
 - Upon Committee approval, make payment of accounts as and when they become due;
 - Upon Committee approval, apply for funding from external organisations, as and when deemed appropriate;
 - Complete and file periodic GST tax returns;
 - Provide interim financial reports to the Committee;
 - Present final annual financial accounts to the AGM.
 - iii. A Safety Officer who, in conjunction with the Executive Committee, shall develop a set of policies that apply to -Member Clubs and their members. The safety policies may include (but not limited to):
 - The permissible times of day for water training,
 - Guidelines for deciding suitable water conditions for training,
 - The reporting and corrective action for any incidents and/or accidents, and
 - Other safety considerations.

Explanation

- *Summary of duties for the positions have been included based on legal advice received.*

- *Inclusion of Safety Officer as an Officer. This is a key role given the current environment and its scope should be formalised. Safety is an evolving topic in Sport that needs constant upskilling and monitoring (e.g. personal hygiene, athlete welfare and safety while training on-water)*

10. Nominations

- 10.1. ~~Nominations~~ for the Officers and for the ~~Executive~~ Committee must be received by the Secretary 21 days before the Annual General Meeting and the Secretary shall ~~circulate~~ the nominations to all Member Clubs.
- 10.2. Should there be insufficient nominations received, then nominations may be accepted from the floor provided that:
- a. The person nominated is present and ~~agrees~~ to the nomination.
 - b. Such acceptance of the nomination has been received by the Secretary in writing or is carried by the ~~nominating~~ member.

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11. Term of Office and Retirement of Executive Committee Members

- 11.1. ~~An appointed member of the Executive Committee shall serve a term of 3 years; and~~
- 11.2. ~~Upon the expiry of the appointed member's Term, the retired member can seek re-election to the Executive Committee at the Annual General Meeting. If re-elected, the re-appointed member shall continue in office for a subsequent term of 3 year (excluding the President who shall be limited to 2 terms).~~
- 11.3. **Succession Planning** — ~~The Executive Committee is entitled to require any Officer to retire at the end of their first year of any term if, in its opinion, the administration of the Association is likely to be adversely affected by the compulsory retirement provisions set out above. To that end, it shall not be necessary for all the Officers to be re-elected at one Annual General Meeting.~~
- 11.4. ~~An Executive Committee member or Officer ceases to be a member of the Executive Committee when he or she:~~
- a. ~~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; or~~
 - b. ~~Becomes bankrupt, or makes an arrangement or composition with his or her creditors generally; or~~
 - c. ~~is absent from three consecutive meetings of the Executive Committee without reasonable cause or prior-notification, or leave of absence from the Executive Committee or~~
 - d. ~~at the request of the Committee due to non-performance or failure to execute the responsibilities of the Committee~~
- 11.5. ~~Where a person ceases to be an Executive Committee Member, that person must within one month give to the Association all Association documents and property.~~

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Explanation

- *The committee must have a way to trigger a conversation and make a decision regarding a committee member's performance and contributions. Previously conversations about non-attendance have been difficult to act upon as there are no provisions in the constitution or recent precedence to rely upon for guidance. These conversations can be sensitive and difficult at the best of times, and we need the constitution to support such decisions when these are required in the best interests of Member Clubs.*

12. Executive Committee Vacancy

- 12.1. Any vacancy which may occur in the Executive Committee, from time to time, shall be filled by the Executive Committee until the next Annual General Meeting, should the remaining members of the Executive committee deem it necessary.

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13. Executive Committee Powers

- 13.1. The Executive Committee shall have all of the powers of the Association, unless these Rules, or the Act require the decision to be made or action to be taken, by the Association in a General Meeting; or it is expressly stated in these rules that the decision or action shall be managed or controlled by some other manner.

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- 13.2. The Executive Committee shall also, as and when required, for the purpose of completing a voting paper of the election of Board member for NZRA, conduct a virtual (or email) ballot amongst the Member Clubs of the Association, to the intent that Member Clubs, will have the same number of votes in any such ballot as they would have had on a poll at a general meeting of the Association held at that time.

13.3. Subject to the Constitution of the Association, the role of the Committee is to:

- a. Administer, manage, and control the Association;
b. Carry out the purposes of the Association, and use money or other assets to do that;
c. Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
d. Set accounting policies in line with generally accepted accounting practice
e. Expend funds of the Association and incur such liabilities on behalf of the Association as it may seem expedient towards the objects of the Association.
f. Delegate responsibility and co-opt committee members where necessary
g. Ensure that all Members follow the Constitution and any other Rules or Regulations the Association may have;
h. Disqualify or suspend for any term, any Member Club, Regatta Committee, crew, or rower found guilty of offending against the rules of the Association or of the NZRA and to take such disciplinary action as may be appropriate.
i. Fix dates for regattas and competitions held under the authority of the Association and to set regatta fees as appropriate.
j. Refuse to allow any person or Member Club who is the subject of any disciplinary action in accordance with the rules of the NZRA to take part in any regatta or competition under the authority of the Association.
k. Appoint delegates to the Annual General Meeting or any General Meeting of the NZRA.
l. Appoint any representatives to any other committee or organisation as deemed necessary to further the objects of the Association.
m. Decide the times and dates for Meetings, and set the agenda for Meetings;
n. Decide the procedures for dealing with complaints;
o. Develop and implement by-laws and regulations.

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MEETINGS OF THE MANAGEMENT COMMITTEE¶

- 13.4. All decisions of the Executive Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

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13.5. If a Member believes an Executive Committee member(s) are acting in a manner contrary to the constitution or not in the interests of the Association they may refer their concerns to the Executive Committee to consider the actions or conduct in question, determine the suitability of the officer holder and continuation in that role.

Explanation

- The first clause has been simplified so it is easy to understand
- Added powers based off the template of Sport NZ. The powers added are ones already provided in the constitution and are listed here so there is a summary

14. Executive Committee Meetings

14.1. The Executive Committee shall meet at regular intervals. The date, time and place to be determined by the Executive Committee. The Secretary shall provide each Executive Committee Member with a meeting agenda and a copy of the minutes of the previous meeting.

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14.2. No business shall be transacted at any meeting of the Executive Committee unless a quorum of four (4) committee members are personally present, with or without the use of technological devices (i.e. video conferencing or telephone conference calls).

14.3. Every Executive Committee member shall have one vote. Questions arising at any meeting shall be decided by a majority of votes by using a show of hands (one person, one vote). In the case of equal votes the President shall have the casting vote.

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14.4. At all meetings of the Executive Committee, full minutes and financial reports shall be kept by the Secretary and Treasurer respectively. Copies shall be circulated regularly to each Executive Committee Member.

14.5. At every meeting, the President shall preside over the proceedings. Where the President is not present at the appointed time for the meeting to commence, or unable or unwilling to act as President, the Executive Committee shall appoint from the Executive Committee Members present to chair the meeting.

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14.6. The Executive Committee may appoint such sub-committees as deemed necessary from time to time.

14.7. At its earliest practical opportunity, the Executive Committee shall appoint one NZRA Licenced Race Official to prepare rosters from suitably qualified and trained officials, allocating responsibilities and duties at regattas or competitions for the coming season.

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14.8. All payments by the Association shall be made by the Treasurer and one of two other appointed members of the Executive Committee, all to be designated signatories of the Association.

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14.9. The Executive Committee has the ability to authorise the Treasurer or other delegated agent to use other methods of payment (including internet banking and purchase card).

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14.10. Resolutions passed at meetings of the Executive Committee shall be binding on all members of the Executive Committee.

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Explanation

- Clause has been updated in accordance with the legal advice received
- Other updates have been made to allow the use of technology for meetings and financial transactions

15. Annual General Meeting (AGM)

- 15.1. ~~There shall be an Annual General Meeting of the Association each year, no later than 31 August, at a time and place fixed by the Executive Committee.~~
- 15.2. ~~30 days' notice of the intention to hold an Annual General Meeting shall be given to all Member Clubs of the Association. Such notice shall include the date, time and venue for the meeting and shall call for nominations and remits. Provided that written notice has been given to each Member Club via email, public notification using social media or other means determined by the Executive Committee shall be deemed sufficient notice to meet the minimum requirements of this clause.~~
- 15.3. ~~Where the Secretary fails to provide the required notice, any three (3) Member Clubs shall demand the Secretary to do so, and shall fix the time and place of the Annual General Meeting.~~
- 15.4. ~~An agenda for the Annual General Meeting shall be distributed to the Members Clubs a minimum of 14 days prior to the meeting date.~~
- 15.5. The order of business at an annual general meeting shall be
 - a. ~~Confirm the delegates and votes available~~
 - b. To ~~review and confirm~~ the Minutes of the last meeting.
 - c. ~~Receive~~ the Presidents report.
 - d. ~~Receive~~ the annual financial report and accompanying financial statements.
 - e. ~~Elect the Officers (President, Secretary, Treasurer, and Solicitor) and Executive Committee members.~~
 - f. Elect a selectors panel of three. Nominations to this panel shall be as in rule 10.0 and the convenor shall be appointed by the Executive Committee.
 - g. Elect any Life Members.
 - h. ~~Set~~ the ~~rower membership~~ levy, ~~and annual registration fee~~ and any other fees payable by the Member Clubs for the ~~following rowing season.~~
An example for the purposes of illustration – current rowing season will commence 1 September 2020. The levies and fees being set at the AGM shall be for the season commencing 1 September 2021 (the following rowing season).
 - i. To transact any business of which notice has been given.
 - j. To transact any business that may be legally bought forward.
- 15.6. ~~All notices of motion to be bought before the Annual General Meeting shall be sent to the Secretary a minimum of 6 weeks prior to the Annual General Meeting. Notice of the motions shall be given to all Member Clubs by the Secretary in the notice calling the Annual General Meeting.~~
- 15.7. ~~Financial members of Member Clubs shall be entitled to attend an Annual General Meeting. Only delegates of Member Clubs shall be entitled to vote. For the avoidance of doubt, Executive Committee members cannot be a delegate nor be entitled to vote.~~
- 15.8. ~~At an Annual General Meeting, full minutes and full financial reports shall be kept by the Secretary and Treasurer respectively. Copies shall be circulated with Member Clubs following the Annual General Meeting.~~

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- 15.9. The President shall preside over the proceedings. Where the President is not present at the appointed time for the meeting to commence, or unable or unwilling to act as President, the Executive Committee shall appoint someone from the Executive Committee Members present to chair the meeting.

Explanation

- Updated in accordance with legal advice provided
- Changed wording so it is easier to read and interpret
- Changes to meeting notification incorporate use of the internet, email and other online communications

16. Special General Meeting

- 16.1. A Special General Meeting of the Association may be convened at any time by the President and/or the Executive Committee or by the Secretary on the written request of at least four Member Clubs specifying the object of the proposed meeting.
- 16.2. A minimum of 21 days written notice of a Special General Meeting shall be provided by the Secretary to all Member Clubs.
- 16.3. Financial members of Member Clubs shall be entitled to attend a Special General Meeting. Only delegates of Member Clubs shall be entitled to vote.

Explanation

- 16.2 added to clarify who may attend and vote at a Special General Meeting
- Other minor changes are for clarification

17. Delegates to General Meetings

- 17.1. Member Clubs shall be entitled to have up to two (2) delegates at an Annual General Meeting or a Special General Meeting. At all General Meetings, only delegates may vote.
- 17.2. Member Clubs shall appoint two delegates to represent their interests and vote on their behalf, by notifying the Secretary of the Delegates names, at least 14 days before the General Meeting. A Member Club may name one substitute delegate appointment (a substitute to act in the absence of the delegate). That appointment may be on an annual basis, or for a particular meeting.
- 17.3. Each Member Club shall, at such time or times as the Executive Committee shall request, furnish the Executive Committee with an up to date number of its financial members that are registered with NZRA.
- 17.4. Provision shall be made by the Executive Committee for observers to attend all 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.
- 17.5. A delegate may not represent more than one Member Club.
- 17.6. Delegates representing no less than 4 Member Clubs shall form a quorum at a General Meeting.
- 17.7. Where a quorum is unable to be formed at a General Meeting, the Member Clubs present may vote to proceed and the basis at which the General Meeting may proceed (i.e. vote on the business to be transacted).

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17.8. Where the General Meeting is unable to proceed due to a quorum not formed, the Association has the discretion to apply a “non-attendance penalty fee” for payment by the non-attending Member Club(s) to cover reasonable costs incurred and as an acknowledgement of the resources wasted as a result.

a. The value of the Penalty Fee shall be set at the Annual General Meeting, prior to the Annual General Meeting that it shall be invoiced (e.g. the value of the non-attendance penalty fee shall be set at the 2020 AGM but shall be invoiced for non-attendance at the 2021 AGM)

b. The decision to apply the non-attendance penalty fee shall be made by a vote of the Member Clubs present at the Annual General Meeting the non-attendance it occurs.

17.9. Each delegate shall vote separately except in the event of less than 2 delegates being present to represent a Member Club the delegate present may exercise all the votes of the Member Club.

Explanation

- 17.7 and 17.8 – Not having a quorum and a non-attendance penalty of Member Clubs at General Meetings is a new inclusion.
 - One (1) club has not been present at the AGM and on one occasion due to illness and miscommunication with a new committee, the Association had to scramble to form a quorum so the AGM could proceed. In the unlikely event that this were to happen again, the Association would like to be able to put it to a vote that the AGM can continue and on what basis it can continue. Especially if those in attendance are aware that replacements have been sourced but will arrive later during the meeting.
 - Additionally, where a Member Club(s) do not attend and do not owe the Association and other Member Clubs who do attend the courtesy of extending their apologies should also be penalised for such behaviour. We estimate that this fee is substantial enough to prompt attendance. Our recommendation is \$500.
 - We recognise and appreciate that smaller clubs are stretched for resources (people and time) but these clubs must contribute and have a part to play in the regional rowing landscape. How can the Association genuinely represent Clubs and fulfil its purpose when a club(s) choose not to contribute and participate?

18. Voting Powers

18.1. Subject to the following provisions, a resolution put to the vote at a General Meeting shall be decided on the voices, or on a show of hands, and every delegate shall have one vote, provided however, that 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.

18.2. Where a poll is demanded, it shall be taken forth with in such a manner as the President directs and the result of the poll should be deemed to be resolution of the meeting, at which the poll is demanded.

18.3. On a poll, each delegate shall have one vote for each 10 member or fraction, thereof the Member Club that the delegate represents, with a limit of 5 votes.

18.4. A Member Club shall, for the purpose of assessing the number of votes a delegate may exercise under rule 18.1 be deemed to have the number of members for which the Member Club has paid levies to the Association for the most recent financial year.

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18.5. No person entitled to vote at any General Meeting shall vote in more than one capacity except the President, who shall exercise two votes, a deliberative (or normal vote) and a casting vote.

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Explanation

- *First paragraph was quite long, and instead spilt it out into 3 clauses for readers ease*
- *Clarified that the Executive Committee members cannot vote at a general meeting, except for the president*

19. Finance

19.1. Member Clubs shall pay an annual registration fee and rower membership fees (which is calculated by way of levy for each licensed rower of that Member Club's (see Clause 6) as shall from time to time be set at the Annual General Meeting.

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19.2. The income assets and property of the Association shall be applied solely towards the promotion of the objects of the Association.

19.3. 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 General Meeting.

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Explanation

- *Included 19.2 based on legal advice received and based on a review of other constitutions*

20. Collection of Information

20.1. The Secretary shall keep and maintain a list of all Member Clubs, and any other details about each Member Club as required.

20.2. All Member Clubs shall provide written notice of any change to its details, and of changes to the details of its Officers within thirty (30) days of the change taking place.

20.3. The Association shall in collecting personal information from individuals for the purpose of executing the Association purpose, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

Explanation

- *New clause inserted based on legal advice received*
- *Requirement on Member Clubs to advise us of changes to their committee and officers contact details.*

21. Indemnity

21.1. In respect of the affairs of the Association, no office holder, or other Executive Committee member of the Association shall be liable for the acts, receipts, neglects, or defaults of any other official holder or Executive Committee member (or any other part of the Association, or for any loss occasioned by any error of judgement or oversight on their part, or for any loss or damage whatsoever, which may happen in relation to the execution of his or her duties.

Explanation

- *New clause inserted based on legal advice received*
- *The Association currently holds Officer insurance and Association insurance*

22. The Common Seal

22.1. The common seal shall bear the registered name of the Association and be kept in the custody of the Secretary. It shall, after resolution of the Executive Committee, be affixed by the Secretary or the President to any Instrument, Deed or Document in the presence of any two members of the Executive Committee who shall subscribe their names and offices as witnesses.

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23. Winding Up

23.1. In the event of the winding up of the Association the assets remaining after the payment of the debts and liabilities of the Association shall be deposited of in terms of Section 24 of the Act as decided at a Special General Meeting called for that purpose. After the discharge of any liabilities, any plant or assets of the Association shall be paid, transferred, or assigned to the national body governing the sport of rowing in New Zealand.

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24. Alterations To The Constitution

24.1. This constitution may be added to, repealed or amended by resolution at any Annual or Special General Meeting provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least two thirds of the members voting or the votes cast at a poll.

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24.2. Any Member Club wishing to propose alterations in the constitution shall give a minimum of six weeks written notice in advance of an Annual General Meeting; or a minimum of four weeks written notice in advance of a Special General Meeting to the Secretary.

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24.3. Upon notification, the Member Club shall present the proposed alterations to the Secretary for distribution to the Executive Committee. At the next General Meeting, the Executive Committee shall fix a date upon which a General Meeting of the Association shall be held to discuss the proposal, at which a minimum of two thirds of the Member Clubs shall be present.

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24.4. No addition to or alteration or recession of the rules shall be approved or passed if it affects the non-profit aims, personal benefit clause or the winding up clause.

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25. Registered Office

25.1. The registered office of the Association shall be at the address of the Secretary.

26. Conflicts of Interests

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26.1. Parties covered by this Constitution or parties standing for election to the Association or any other associated body on behalf of the Association shall disclose to the Association any personal interests that could be linked with his her activities or prospective activities.

26.2. An Executive Committee member shall declare any conflict of interest regarding a matter before an Executive Committee meeting and not take part in a vote or determinative discussion where such a conflict exists. The declaration and proceedings related to a conflict must be documented in the Association's conflicts of interest register and the minutes of the meeting, the discussion was held.

26.3. The Secretary shall be responsible for maintaining the Association's conflicts of interests register and obtaining signed declarations from Executive Committee members and any persons delegated or nominated to act on behalf of the Association.

26.4. Should any person(s) requested by the Association, to complete a conflict of interests declaration, fail to do so, he or she shall be suspended from his or her duties until either:

a. The conflicts of interest declaration is completed and signed; or

b. Shall be removed from his or her position until further notice.

26.5. No Member Club or person associated with the Association shall derive any income, benefit or advantage from the Association (whereby he or she can materially influence the payment of income or the receipt of any benefit or advantage) except where the income benefit or advantage is derived from:

a. Professional services to the Association rendered in the course of business, charged to no greater than current market rates or,

b. Interest on money lent at no greater than current market rates.

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Explanation

- *New clause inserted based on legal advice received*
- *Establishes a conflict of interest register that is maintained by the Secretary*
- *Allow for actions to be taken against those who refuse to complete a declaration*
- *Failure to disclose conflicts of interest shall be considered a dispute or matter to be dealt with under Clause 27.*
- *Intention for the Association to refine this and establish a conflicts of interest policy for the 2021 AGM.*

27. Disputes and Matters not Provided for

27.1. If any dispute arises out of the interpretation of this Constitution or any Rules, resolutions, or policies implemented pursuant to this Constitution, or any matter arising which is not provided for in this Constitution, then such dispute or matters shall be referred in writing to the Executive Committee, whose decision shall be final and binding

27.2. If the dispute or matter in Rule 27.1 above is between the Executive Committee and a Club Member, or between one or more Executive Committee Members ("the parties") the dispute or matter shall be resolved as follows:

a. By the parties acting in good faith to seek an agreement; or failing such agreement

b. By a party or parties appointing an independent third person to mediate between them.

Explanation

- *New clause inserted based on legal advice received*

28. Colours

28.1. The colours of the Association shall be red, yellow, and black.

28.2. The uniform of the Association shall be in the form of red, yellow, and black stripes.

29. Entrance Fees

29.1. Maximum entrance fees payable for regattas and competitions held under the authority of the Association shall be determined at the Annual General Meetings of the Association each year.

30. Programme and Advertisements

30.1. Every programme showing a complete list of events, entrance fees, conditions and all other necessary information shall be first submitted to the Executive Committee and approved before being published.

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30.2. The Executive Committee having the control of any regatta or competition held under the authority of the Association shall state on its programme and all other official notices and advertisements that the regatta or competition is held under the Regulations for Regattas and Rules of Racing of the NZRA and any amendments, if any, as approved by the Executive Committee.

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31. Bylaws

31.1. From time to time as it sees fit, the Executive Committee may introduce Bylaws which shall be ratified or otherwise at the next Annual General Meeting of the Association.

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This is a complete copy of the updated Rules of the Waikato Rowing Association Incorporated, with changes underlined, as passed by the Members of this Association at its Annual General Meeting held XX MONTH YEAR in Hamilton.

Deleted: 28 August 2015

WORKING DRAFT

Conflict of Interest Disclosure Form

Commented [CS2]: Proposed Conflicts of Interests Declaration form

Conflict of interest disclosure for Waikato Rowing Association	
Organisational affiliation	
I, the undersigned, have the following areas of interest which may have a bearing on my activities as a governing group member serving <i>Waikato Rowing Association</i> :	
I am a member of the following club(s) or sports organisation(s):	
I am an office bearer at club(s) or sports organisation(s) (state position held):	
I am involved in a voluntary capacity with other organisations that may have areas of joint interest with the <i>Waikato Rowing Association</i> (i.e. other sporting bodies, referees' organisation, trust boards, etc):	
Business and financial interests	
Current employment:	
My company has/I have a financial interest associated with Rowing in New Zealand in the following capacities:	
Family interests	
Members of my immediate family have an involvement in or are associated with Rowing in New Zealand in the following capacities:	
Other	
I have or my family have other interests that could be perceived as being in conflict with my role with the <i>Waikato Rowing Association</i> (include service on other boards here and financial interest in any organisations):	
Statement	
I have listed above all areas which could be defined as a conflict of interest in my role with Waikato Rowing Association at the current date. If my circumstances change and create any situation which could be perceived as a conflict of interest, I will advise Waikato Rowing Association immediately I am aware of the situation. I agree to abide by the <i>Waikato Rowing Association</i> Conflicts of Interest Policy.	
Name:	
Signed:	Date: