



GymSports New Zealand Annual General Meeting 2011 - Minutes

DATE	Saturday 7 May 2011
VENUE	Hotel Grand Chancellor – Auckland Airport
ATTENDEES	GSNZ Board Members Denis Mowbray, Craig Bruce, Nick Dixie, Tracey Diack, Kay Shaw Life Members Martin Gotz, Mike Ranger; Regional Board Members Bridgette Fergusson, Donna Henderson, Jane Clark, Luciana Blaga, Murray Lockwood, Steve Mitchell, Dale Todd; SDC Members Amy Nield, Jane Pow, Shirley Baker, Stuart Albrey, Daphne Stringer GSNZ Staff Sarah Ashmole, Agnes Rehak, Michelle Hayward, Tas Evans, Shelley Gilliver, Edward Duff, Caroline Parkhouse, Christine Reed, Sara Berry, Elise Williamson, Carolyn Marlowe, Megan Preston, Erica Third, Ellie Harrison, Margaret Wilton, Rachel Adams; Club Delegates/Representatives Avril Enslow, Elizabeth Hamilton, Glynne Blumgart, Jacqueline Callaghan, Janet McLea, Jenny Jujnovich, Jo Madden, Kathy Philpott, Linda Main, Malcolm Haggerty, Maria Darroch, Michael Fransch, Mike Ranger, Tiffany Franklin, Maurice Exeter, Observers Karmyn Ingram, John Stuart
MINUTE TAKER	Michelle Hayward
APOLOGIES	Carol Henry, Leilani Van Dieren, Virginia Cathro, Murray Charteris, Vicky MacDonald, Marie Stechman, Zara Harris, Nicki Turner, Janice Letki, Chris Irvine

The Chairman of GSNZ, Denis Mowbray, welcomed club delegates, thanked them for giving their time to come to the AGM. Also a thank you to Gymsports for welcoming me on board and beginning the process around and all GSNZ officials to the AGM and went through relevant housekeeping details.

GSNZ National Board members were introduced.

Denis Mowbray moved that the apologies be accepted. Seconded Malcolm Haggerty. So moved.

DISCUSSION Adoption of Minutes of 2010 Annual General Meeting

Motion

THAT the Minutes of the 2010 Annual General Meeting be received approved and adopted.

Moved – Shirley Baker

List of attendees missing from the attendees: Janice Letki

Moved – Glynne Blumgart

Seconded – Tracey Diack

Motion carried

DISCUSSION	Presentation of Audited Annual Financial Report (refer 2010 Annual Report)
<p>Nick Dixie – Chair Finance and Audit Committee</p> <p>Areas to Highlight</p> <ul style="list-style-type: none"> - Small contribution has been made to our future activities through a contribution to the reserves. - Cash balance has dropped \$120,000. This was due to key investments into moveMprove® Foundation Skills Programme and also due to timing around payments and income being received. - Income and Expense in 2010 were relatively even. - Income streams show that Grants and Sponsorship accounts for 40% of income, 18% from Membership Fees - Operating costs have dropped overall. Human resources has increased due to new staff member in moveMprove® area and a new role in Education covering Gym for All. <p>ND introduced Edward Duff (ED) new Finance Manager. Background in Greenpeace and a passion for Not for Profit area. Four weeks into the role and the observation is that it is a large organisation with a large number of clubs. ED requested that clubs bring any questions and queries to him and he would be happy to work to resolve them.</p> <p>Mike Ranger – question on the Income Streams. Noted the Income Streams are down and also that there are more expenses in the Tours (International Participation & High Performance) area than income. What is GymSports NZ doing about this? ND – explained that the expenses are also down and GymSports NZ has invested in International Events this year because of Commonwealth Games and World Championships. It wasn't a straight in and out. Also to note that the 2009 figures include a couple of prior year adjustments which improve the results by \$129,000 and can distort comparisons.</p> <p>Maria Darroch – There is a budgeted other income of \$71,000 but only \$3,000 noted. ND – explained that the budget was adjusted several times in 2010 due to the late finalisation of the income streams, in particular SPARC funding.</p> <p><i>Motion</i></p> <p>THAT the Audited Annual Financial Report for the year ending 31 December 2010 be accepted.</p> <p>Moved – Glynne Blumgart Seconded – Maurice Exeter</p> <p><i>Motion Carried</i></p> <p>DM – Noted that the accounts can be unclear as GymSports NZ's financial year runs across SPARC's financial year and that the process around funding can make accounting timelines difficult.</p>	
DISCUSSION	Presentation of the Chairperson's Report (refer Annual Report)
<p>Denis Mowbray – Chair GymSports New Zealand</p> <p>DM tabled the report as read.</p> <p>DM introduced himself and provided a brief background into his past history and current experience in sport and not for profit background.</p> <p>DM congratulated the previous Board's on the progress in moving through a massive change. DM noted that the change appears to be working positively for the organisation and that it is timely to review where it is up to.</p> <p>DM spoke positively on the contribution that has been made to the reserves in 2010 as in times of difficulty the organisation has reserves to fall back on.</p> <p>Kay Shaw – in the short time that you have been on the Board at GymSports NZ how have you found it in comparison to Yachting NZ?</p> <p>DM – the passion and motivation for the sport is evident on the Board. There is a good balance of non-</p>	

gymSports Board Members who are able to ask the 'dumb' questions and clarify decisions. It is a good organisation to be a part of that should be congratulated on the positive changes it has made.

Motion

THAT the Chairperson's Report for the year ending 31 December 2010 be accepted.

Moved – Daphne Stringer

Seconded – Bridgette Fergusson

Motion Carried

DISCUSSION

**Presentation of the Chief Executive's Report
(refer 2010 Annual Report)**

Sarah Ashmole – Chief Executive

Key points of note:

- 2010 was a year of challenges. The earthquakes in Christchurch, the mining disaster in Greymouth and the financial climate impacting on our Clubs.
- Change in direction of SPARC around Community sport and GymSports NZ becoming one of the seven targeted community sports. The change has also impacted on the Regional Sports Trusts who have been restructuring and changing the way that they are working moving forwards.
- Because of all of these changes the past year has seen GymSports NZ working heavily in the advocacy area with Clubs, Regional Sports Trusts, Funders and Community Trusts.
- Relationships have been the key in 2010.
- SA talked to the Purpose Statement of GymSports NZ identifying the connection that the wider gymSports community has to it.
- The direction for GymSports NZ comes from Clubs and there is a real desire to hear from Clubs to further assist the gymSports evolution.
- There are more Clubs connecting to GymSports NZ and build plans around developing their Clubs.
- A message from Paul Heron (SPARC) was shared which included Paul's belief that GymSports NZ is well positioned to move forward in the sporting sector.
- GymSports NZ's Whole of Sport/Community Sport – Springboard Plan was discussed. The Strategic Outcomes are at the root of the Springboard Plan.
- Of the strategic outcomes that are in place the new one of note is "Enhance GymSports Reputation" to ensure that gymSports in New Zealand is in the consciousness of the wider community.
- The Regional outcomes are now aligned with the outcomes of the National plan. These are now aligning into the Club development plans and business plans of Clubs.
- Key relationships and partnerships have been the focus of the National staff. The main effort has been with Member Clubs, SPARC and Regional Sports Trusts.
- The most crucial relationships are with the Clubs.
- Goal outcomes
 - o Goal 1 - Stimulate participation
 - There have been some areas of growth (Northland) however other areas are showing declining numbers due to the financial climate and the effects of the earthquake.
 - 486 Coaches were trained, down on 2009 due to clubs struggling to pay for education
 - 887 workshop attendees is up on 2009
 - 194 judges were trained in 2010, down on 2009 however higher than at the same stage in the previous Olympic cycle.
 - The change in ages/generations coming to our education courses means that we will need to address this in our Education Strategy which is under development.
 - Christine Reed (Sport Education Manager) spoke on GymSchool. All gymSport codes other than Aerobics held their higher level courses at the event with 2 international presenters in WAG, MAG and RG. The event is more than about the qualifications, it is a key part of the networking and partnerships between coaches within and across codes. Learning's from GymSchool in 2010 have seen the evolution of GymSchool in 2011 and this will continue based on feedback
 - Tas Evans (National Development Manager) spoke on the development of the

- Xtnd Leadership programme. This is a revision develops technical knowledge and includes Leadership and Mentoring aspects. Year 1 modules are being piloted in 2011.
- Tas Evans spoke on the implementation of the Incentive Awards across the country. There has been two terms of Clubs using the programme. 75 Clubs have subscribed to the programme and over 700 badges have been distributed. There are many good news stories which are coming to light with Clubs taking on board new sports through the Incentive Awards. Gymnastica (New Plymouth) have taken on board Aerobics, St Bernadettes (Dunedin) have taken on board Rhythmic and Trampoline. KiwiSport funding is also being used to support Clubs taking on board Incentive Awards such as in Northland and Waitakere.
 - The moveMprove[®] foundation skills programme has begun roll out and it aims to assist Clubs to connect with schools using the right language. The programme is seeing growth. Term 4 2010 had 500 children a week, Term 1 2011 1,000 children a week and Term 2 2011 1,500 children a week are signed on. The inaugural moveMprove[®] coaches forum was held on Friday 6 May which was incredibly positive with coaches sharing enjoyment working in the programme. The moveMprove[®] promotional DVD was shown to the group.
 - Shelley Gilliver (National Foundation Skills Manager) spoke on the moveMprove[®] programme and the positive impact it has had on the first Clubs delivering it. SG acknowledged that the programme has seen work around complex relationships involved in KiwiSport investment meaning there have been teething issues to work through. The teething issues are small in relation to the positive impact that the programme is having on children's movement skills through the assessment process.
 - Caroline Parkhouse (Gym for All Education Manager) spoke on the Aerial Awareness module. This is a one day training module for trampoline coaches and aims to cover the use of a trampoline to teach Snowsports athletes 'off-axis' tricks for their sport. The next roll out will be a one day module to link Gym for All coaches (rather than Trampoline coaches) to the Aerial Awareness module.
 - Events were discussed
 - Nationals were held for a final year at Mystery Creek for all codes. 2011 sees the split of the Championships due to the need for venue size and the impact of the Rugby World Cup.
 - Primary School Festivals were held in more numbers in 2010 with GymSports Officers heavily involved in the events and enabling Clubs to take these on and continue them in the future with less input from GymSports NZ
 - Masters Games involved GymSports NZ for the first time in 2010. The variety of participants in Masters was fantastic to see. Lots of retired athletes with high levels of skill through to a group of participants who were foraying into the sport for the first time. Masters Games has had an increase in numbers, more participants are taking part at Clubs and more events are happening for adult competition. The next 2012 Master Games in Dunedin will have all gymsport codes happening.
 - Goal 2 Strengthen the Gymsports Community
 - SA thanked all people who work within the GymSports NZ Leadership Team, particularly all of the Volunteers.
 - Shirley Baker (Chair Women's Artistic Gymnastics Sport Development Committee):
 - Development and the release of the STEPS programme has been a huge area of work for the Committee. The programme is out and all questions and future improvements are welcomed as we work through the competition season.
 - SB acknowledged the key contributions of Karen Bevins, Kary Summers, and Michelle Woolf to the technical knowledge and the choreography of the routines.
 - GymSchool has been well received.
 - Judges courses are underway for the requalification of all judges.
 - Chicago tour was hugely beneficial to the athletes, coaches and judges to see how things are done in the USA.
 - Commonwealth games athletes all qualified for All Around Finals with

- some apparatus finals.
 - Officials are vital to Tours and give up a lot (leave from work, time, and financial contribution) and are hugely appreciated by everyone.
 - Strategic plan development of the code is next on the horizon for the Committee.
- Amy Nield – on behalf of Ernst Bass (Former Chair Aerobics Sport Development Committee)
 - Incentive Awards and the work of the RRM's means growth is being seen across the country in the code.
 - Angela MacMillan retired in 2010. The Aerobics Sport Development Committee acknowledged the massive contribution she made to the sport and the legacy she leaves for Aerobics and GymSports NZ.
- Jane Pow (Chair Rhythmic Sport Development Committee)
 - Three athletes attended the Commonwealth Games, team finished fourth and two athletes qualifying for the All Around Finals.
 - The change in date for Nationals and the events is having a huge impact on volunteers, athletes and clubs and the Sport Development Committee thanks everyone involved for their efforts.
 - Rhythmic clubs in Christchurch have been affected by the earthquake however the athletes are competing well regardless.
 - Strategic planning is well underway and the Sport Development Committee encourages everyone to respond so the questionnaire to inform the strategic plan.
 - JP thanked the Committee members for their input and support over the year.
- Daphne Stringer (Chair Trampoline Sport Development Committee)
 - Consolidation this year of new competitive programme is the key for 2011.
 - A major change occurred in the competitive structure when it was first released based on feedback.
 - Athletes now need to be in the International Competitive area in order to compete internationally.
 - Tours were successful with finalists and medallists, and new connections made.
 - The Indo-Pacific Trampoline & Tumbling Championships in Japan were hugely successful with a wonderful team environment.
 - Exciting time for trampoline.
- Stuart Albrey on behalf of Gareth Brettell (Men's Artistic Gymnastics Sport Development Committee)
 - Acknowledged the work of Mike Plourde as previous Chair.
 - New programme received well and slight changes have been made moving forward.
 - Great experiences for our international judges.
 - Mark Holyoake and Daniel Good retired in 2010 and the loss is being felt in the community.
- SA thanked the Sport Development Committee for all of their work.
- SA thanked the GymSport Officer Team (now known as Relationship Management Team) for their work in the community and with Clubs to strengthen gymsports.
- Clear plans are now in place or close to being finished: Facility, Volunteer, Participation and High Performance strategies as well as the Athlete Pathway
- Goal 3 Develop a Sustainable and Efficient Organisation
 - Review of busy areas completed to create efficiencies.
 - We are a service led organisation which tries to keep costs as low as possible for members.
 - Challenges around self sufficiency.
 - Declining gaming funding for Clubs and GymSports NZ.
- Goal 4 Enhance Gymsports Reputation
 - 30 formal presentations made to external organisations in 2010
 - Profile is higher within the sporting sector
- Goal 5 Performance Excellence
 - Commonwealth games a highlight in the Performance space on 2010
 - Positive results from all participating athletes.
 - SA acknowledged the high level of achievement from the recently retired

Angela MacMillan.

Motion

THAT the Chief Executive's Report for the year ending 31 December 2010 be accepted.

Moved – Shirley Baker

Seconded – Maria Darroch

Motion Carried

DISCUSSION Election of GymSports NZ Board Members

The GymSports NZ Board comprises a total of 7 members (4 elected and 3 appointed members). This year there are **three** vacancies for Elected Board Member positions on the GymSports NZ Board.

Name	Nominated By
Kay Shaw	Extreme Trampoline
Nick Dixie	Capital GymSports
Virginia Cathro	Blenheim Gymnastics Club

Three positions available with three nominations

Moved – Avril Enslow

Seconded – Daphne Stringer

Declared elected

The **Chairman** discussed the process the Board Appointments Panel had undertaken to seek new appointed Board members and thanked his fellow Appointment Panel members. The **Chairman** announced the appointed members Denis Mowbray and Nichola Turner.

DISCUSSION Election of Regional Board Members

Each of the Regional Boards comprises a total of 5 members (3 elected and 2 appointed members). This year there are 15 vacancies for these positions for Regional Boards.

Northern Regional Board

Name	Nominated By
Bridgette Ferguson	North Harbour Gymnastics Centre
Earl Hart	North Harbour Gymnastics Centre

Declared Elected

- The Board will look to fill the one vacancy

Auckland Manukau Regional Board

Name	Nominated By
Amy Nield	Aspire Aerobix
Gabrielle Gofton	Waikarete Gymnastics Club

Declared Elected

- The Board will look to fill the one vacancy

Midlands Regional Board

Name	Nominated By

No nominations – the National Board will look to appoint.

Central Regional Board

Name	Nominated By

No nominations – the National Board will look to appoint.

Upper South Regional Board

Name	Nominated By
Scott Errington	Highfield Gymnastics Club

Moved – Maria Darroch

Seconded – Avril Enslow

Declared Elected

Southern Regional Board

Name	Nominated By
Luciana Blaga	Southern Gymnastics Academy
Glenn Hart	Alexandra Gymnastics Club

Moved – Daphne Stringer

Seconded – Jacqueline Callaghan

Declared Elected

DISCUSSION **Appointment of Auditor**

Nick Dixie made the following motion:

Motion

THAT HWA Chartered Accountants to be appointed as the Auditors of the GymSports New Zealand accounts for 2011.

Moved – Glynne Blumgart

Seconded – Mike Ranger

Motion Carried

DISCUSSION	Motions to Alter the Constitution
<p>Proposed Motions for consideration at the 2011 GymSports NZ Annual General Meeting</p>	
<p>The following motions are proposed by the GymSports NZ Board under Rule 23 of the Constitution for consideration by the Delegates at the 2011 Annual General Meeting.</p>	
<p>PART A – Proposed Motions to change the GymSports NZ Constitution</p>	
<p>Explanation for Motion 1 - 6: The GymSports NZ Board proposes to amend the GymSports NZ Constitution to enable GymSports NZ to be registered as a charity under the Charities Act 2005. The changes in Motion 1 to 5 reflect the changes needed to the Constitution to comply with the Charities Act 2005.</p>	
<p>Background information: At the 2010 Annual General Meeting, discussion took place with Delegates regarding GymSports NZ becoming registered under the Charities Act 2005. The reason for the discussion was to assess Delegates opinions on allowing the organisation to be recognised for what it achieves in the area of movement and skill programmes to improve the health and wellbeing of New Zealanders. Being registered under the Act, GymSports NZ will have enhanced public standing and obtain increased funding from organisations that only consider registered charities. GymSports NZ will have a slight increase in administration through notification of changes/filing annual returns/financial statements however this is considered of low impact and a benefit to Members.</p>	
<p>The motions are proposed to the 2011 Annual General Meeting following discussion and acceptance by the Delegates at the 20110 Annual General Meeting.</p>	
<p>A Question on motion four was raised. DM proposed that Motion Four be discussed separately to other motions below. DM explained that the removal of section 23.2 was on the advice of the GymSports NZ lawyer.</p>	
<p>Motion made by Jo Madden to withdraw motion 4</p>	
<p>Moved – Mike Ranger Seconded – Tiffany Franklin</p>	
<p>Motion carried</p>	
<p>Motion</p>	
<p>THAT all the remaining motions with the exception of motion 4 be grouped together and carried as one.</p>	
<p>Moved – Janet McLea Seconded – Glynne Blumgart</p>	
<p>Motion carried</p>	
<p>Rule 2 Objects</p>	
<p>Motion 1</p>	
<p>THAT Rule 2.1 be amended by including the words "<i>As a charity</i>" at the start of that Rule so as to read as follows:</p>	
<p style="padding-left: 40px;"><i>"2.1 As a charity the objects of GymSports NZ are to: ..."</i></p>	
<p>Motion 2</p>	
<p>THAT Rule 2.1e be amended by including the words "<i>to improve the health and wellbeing of New Zealanders, particularly youth</i>" at the end of the Rule so as to read as follows:</p>	

- "e Develop, promote and maintain world class fundamental movement and skill programmes and to deliver them in New Zealand to improve the health and wellbeing of New Zealanders, particularly youth;"

Motion 3

THAT Rule 2.1k be amended by including the words ", *educate*" so as to read as follows:

- "k Encourage, educate and promote Gymsports as an activity that promotes the health and safety of all participants, respects the principles of fair play and is free from doping;"

Rule 23 Alterations to Constitutions

Motion 4 – withdrawn as per previous motion Rule to stay in GymSports NZ Constitution.

THAT Rule 23.2 be deleted.

Rule 24 Winding Up

Motion 5

THAT Rule 26.2 be amended by:

- (i) adding the word "*charitable*" before the word "*organisation*" and before the word "*body*" in the Rule;
- (ii) deleting the word "*sports*" in the Rule;
- (iii) adding the word "*with charitable purposes*" in the Rule.

so as to read as follows:

"26.2 If upon the liquidation, winding up or dissolution of GymSports NZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of GymSports NZ but shall be given or transferred to some other charitable organisation, or charitable body having objects similar to the objects of GymSports NZ, or to some other organisation with charitable purposes with an interest in GymSports within New Zealand."

Rule 28 Interpretation

Motion 6

THAT Rule 28.1 be amended by adding the words "*fundamental movement skills,*" to the definition of "*Gymsports*" so as to read as follows:

"**Gymsports** means the sports and/or activities of fundamental movement skills, Artistic Gymnastics, Rhythmic Gymnastics, Trampoline Gymnastics, Acrobatic Gymnastics, Aerobic Gymnastics and Gymnastics for All as defined by the FIG."

Explanation for Motion 7 - 15: The GymSports Board proposes to change the Board Appointments Panel process by removing the reference to Institute of Directors and by changing the appointment process of Appointed Board Members so that the Board Appointments Panel now appoints the Appointed Board Members after the AGM.

Background: By Appointing Board Members after the AGM it will allow the Board Appointments Panel to review the Elected and existing Board Member skill set and appoint the most appropriate candidate.

Rule 15 – Board

Motion 7

THAT Rule 15.3a be amended by:

- (i) deleting the words "*Chief Executive*" from the Rule and replacing them with the words "*Chairperson of GymSports NZ*";
- (ii) adding the words "*If the Chairperson is seeking reappointment or re-election to the Board, then the Deputy Chairperson or another Board Member (not seeking reappointment or re-election to the Board) shall convene the Board Appointments Panel in accordance with Rule 15.3b*";

so as to read as follows:

"a The Appointments Panel shall be convened as and when required by the Chairperson of GymSports NZ in accordance with Rule 15.3b. If the Chairperson is seeking reappointment or re-election to the Board, then the Deputy Chairperson or another Board Member (not seeking reappointment or re-election to the Board) shall convene the Board Appointments Panel in accordance with Rule 15.3b."

Motion 8

THAT Rule 15.3b be amended by:

- (i) deleting the words "*Chief Executive shall notify the Board, the Institute of Directors (or an equivalent organisation referred to in Rule 15.3(e ii) and the Chairpersons of the Regional Boards when the Board Appointments Panel*" in the first sentence and replacing with "*Chairperson of GymSports or such other person described in Rule 15.3a, shall notify the other Board Members of GymSports NZ and the chairpersons of the Regional Boards when the Board Appointments Panel*" from the Rule;
- (ii) deleting the words "*each of*" from the Rule;
- (iii) deleting the words "*Chief Executive*" in the second sentence and replacing with "*Chairperson of GymSports NZ*" from the Rule;

so as to read as follows:

"b The Chairperson of GymSports NZ or such other person described in Rule 15.3a, shall notify the other Board Members of GymSports NZ and the chairpersons of the Regional Boards when the Board Appointments Panel needs to be convened, and require them to notify their respective appointees as specified in Rule 15.3e. The names of such appointees shall be submitted to the Chairperson of GymSports NZ or such other person described in Rule 15.3a as soon as possible and upon receipt of them he or she shall arrange for the Panel to be convened."

Motion 9

THAT Rule 15.3e.ii be deleted and the subsequent rules in 15.3e be renumbered accordingly.

Motion 10

THAT Rule 15.3h be amended by deleting the words "*four (4)*" and replacing them with the words "*three (3)*" so as to read as follows:

"h The quorum for a meeting of the Board Appointment Panel shall be three (3) members."

Motion 11

THAT Rule 15.4e be amended by adding the words "*at any time*" so as to read as follows:

"e The Board Appointments Panel shall call for applications at any time for any Appointed Board Member positions that due to the expiry of their term of office are to be vacated at an AGM or as a result of a casual vacancy arising under Rule 15.9."

Motion 12

THAT Rule 15.4d be amended by:

- (i) deleting the number "*42*" in the first sentence and replacing with "*30*";
- (ii) deleting the words "*prior to*" in the first sentence and the second sentence and replacing with

the word "after";

- (iii) deleting the words "the SGM," in the first sentence;
- (iv) deleting the words "at the conclusion of the AGM or SGM" in the first sentence;
- (v) deleting the number "30" in the second sentence and replacing with "42";
- (vi) deleting the words "or SGM" from the end of the second sentence.

so as to read as follows:

"d The Board Appointment Panel shall undertake its responsibilities as set out in Rule 15.3c(i)-(iv) and by no later than 30 days after the AGM or, in the case of vacancy arising under Rule 15.8b, notify the Chief Executive of the Appointed Board Members who are to assume office. The Chief Executive shall notify the Member Clubs of the Appointment Board Members no later than 42 days after the AGM."

Motion 13

THAT Rule 15.7 be amended by:

- (i) deleting the word "all" in the first sentence and replacing with the word "Elected";
- (ii) inserting the words "the term of office for Appointed Board Members shall be two (2) years, commencing at the time which their appointment is determined by the Board Appointments Panel in accordance with Rule 15.4d, and expiring at the conclusion of the second AGM after their appointment". as a new clause (b);

so as to read as follows:

"15.7 **Term of Office:** Subject to Rule 15.9 (Casual Vacancy) and Rule 15.10 (Removal of Board Member):

- a. the term of office for Elected Board Members shall be two (2) years, commencing at the conclusion of the General Meeting at which their appointment is made or effective, and expiring at the conclusion of the second AGM after their appointment.
- b. the term of office for Appointed Board Members shall be two (2) years, commencing at the time which their appointment is determined by the Board Appointments Panel in accordance with Rule 15.4d, and expiring at the conclusion of the second AGM after their appointment.

A Board Member may be re-elected or re-appointed...

Motion 14

THAT Rule 15.8 be amended by:

- (i) adding the words "for an Elected Board Member's position" to the Rule;
- (ii) adding the words "it shall be filled in accordance with the procedure in Rule 15.5, with any modifications necessary as to timing as the Board considers appropriate;" to the Rule;
- (iii) deleting the words "the following processes shall apply:" from the Rule;
- (iv) deleting the words "if the vacancy is" from the Rule;
- (v) deleting the words "shall" and replacing with "may" from the Rule;
- (vi) **deleting the words "and/or: If the vacancy is for an Elected Board Member's position, it shall be filled in accordance with the procedure in Rule 15.5, with any modifications necessary as to timing as the Board considers appropriate" from the Rule;**

so as to read as follows:

"15.8 Vacancies: If there is a casual vacancy (as described in Rule 15.9) on the Board:

- a. for an Elected Board Member’s position and the AGM for that year is scheduled for a date being less than six months from the date the vacancy arises, the remaining Board Members may appoint a person of their choice to fill the vacancy for the balance of the term of office, or the Board may leave the vacancy unfilled until the AGM for that year. If the AGM for that year is scheduled for a date being six months or longer from the date the casual vacancy arose, it shall be filled in accordance with the procedure in Rule 15.5, with any modifications necessary as to timing as the Board considers appropriate;
- b. for an Appointed Board Member’s position, it may be filled by the Board Appointments Panel in accordance with the procedure in Rule 15.4 provided that the appointment shall take effect immediately upon notification to the Board Member concerned."

Motion 15

THAT Rule 28.1 be amended by deleting the words "**Institute of Directors** means *The Institute of Directors in New Zealand Incorporated*".

PART B - GENERAL

Motion 16

THAT all rule numbering in the Constitution be updated so that the numbering throughout the Constitution is consecutive and consistent and any references to rule numbers within the Constitution are updated accordingly.

Motion 17

THAT the alterations made to the Constitution at this meeting shall be effective from the date the alterations are registered with the Registrar of Incorporated Societies.

DISCUSSION	General Business
No General Business	
Meeting Closed: 1.00pm	