

GymSports New Zealand Incorporated

Constitution

**Adopted at Special General Meeting on 1
December 2007**

(last amended at Annual General Meeting
on 25 September 2008 - amendments
shown in underlined text)

Commencement Date 1 January 2008

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Note – words used in this Constitution are defined at the end of the Constitution in Rule 28.

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Appendix 1 - List of Regional Members as at 1 January 2007

GymSports New Zealand Incorporated

Constitution

Part I – Objects and Powers

1. Name and Registered Office

- 1.1 The name of the incorporated society is GymSports New Zealand Incorporated (“GymSports NZ”).
- 1.2 The registered office of GymSports NZ shall be at such place as determined by the Board.

2. Objects

- 2.1 The objects of GymSports NZ are to:
- a. Be the national body in New Zealand to promote, develop, enhance and protect Gymsports mainly as amateur sports for the recreation and entertainment of the general public in New Zealand;
 - b. Support and assist its Member Clubs to deliver Gymsports in New Zealand;
 - c. Have gymnasts and teams consistently achieving success in Gymsports internationally;
 - d. Promote and develop opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance in Gymsports in New Zealand and in GymSports NZ's activities;
 - e. Develop, promote and maintain world class fundamental movement and skill programmes and to deliver them in New Zealand;
 - f. Develop and maintain a world class high performance programme;
 - g. Establish, promote and stage international, national, regional and other Gymsports competitions and events in New Zealand;
 - h. Seek and promote the membership of GymSports NZ;
 - i. Make available and enforce the Rules of Gymsports;
 - j. Be the member representing New Zealand on the FIG and liaise with other national Gymsports organisations internationally;
 - k. Encourage 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;
 - l. Give and seek recognition for individuals to obtain awards or public recognition for their services to Gymsports;

- m. Act in good faith and loyalty with its Members to ensure the maintenance and enhancement of Gymsports in New Zealand including its standards, quality and its reputation for the collective and mutual benefit of GymSports NZ and its Members;
- n. Seek, maintain and enhance the reputation of Gymsports and GymSports NZ through the development of rules, standards and practices that fulfil these objects; and
- o. Promote mutual trust and confidence between GymSports NZ and its Members and at all times to act on behalf of, and in the interests of, their members and the promotion and development of Gymsports in New Zealand.

3. Powers and Responsibilities

3.1 **Powers:** GymSports NZ has the power, subject to this Constitution, to do the following:

- a. Make, alter, rescind, enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of GymSports NZ;
- b. Determine, implement and enforce disciplinary, disputes and appeal rules, regulations, policies and procedures including sanctions and penalties and anti-doping, conduct and other rules, regulations, policies and procedures applicable to its Members;
- c. Determine its membership including withdrawing, suspending or terminating Members;
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- f. Sell, lease, mortgage, charge or otherwise dispose of any property of GymSports NZ and grant such rights and privileges over such property as it considers appropriate;
- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. Produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property of GymSports NZ;
- i. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- j. Make, alter, rescind and enforce rules of Gymsports competition;
- k. Organise and control national Gymsports competitions, events and programmes;
- l. Select national and other representative Gymsports gymnasts, squads and teams;

- m. Assign functions to and/or enter into agreements with organisations such as SPARC, the Sports Tribunal and Drug Free Sport New Zealand;
- n. Delegate powers of GymSports NZ to the Board, a Regional Board, other committees or any sub-committee or any person;
- o. Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of GymSports NZ and for that purpose to utilise any of the assets of or held on behalf of GymSports NZ;
- p. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of GymSports NZ or with which GymSports NZ is authorised to amalgamate or generally for any purpose designed to benefit Gymsports in New Zealand provided that GymSports NZ shall not have the power to acquire all or any part of the property, assets and liabilities of any Member Club, unless otherwise agreed; and
- q. Do any other acts or things that are incidental or conducive to the attainment of the objects of GymSports NZ.

3.2 **Responsibilities:** As the guardians of Gymsports in New Zealand, GymSports NZ is responsible for leading, promoting, developing, enhancing and protecting Gymsports in New Zealand and in particular for:

- a. Determining, national strategies, policies, programmes and initiatives for Gymsports in New Zealand particularly in, but not limited to, the areas of participation, coaching and high performance;
- b. Arranging and servicing national forums for the development of national strategies;
- c. Determining, the manner in which its strategies, policies, programmes and initiatives are to be delivered by Regional Boards including determining standards, measures and specifications and monitoring and reviewing such delivery;
- d. Seeking and securing revenue, funding, grants, and sponsorship for the delivery of its national strategies, programmes and initiatives;
- e. Assisting and supporting all Members;
- f. Developing and implementing national systems and standards for the consistent and efficient management and administration of Gymsports in New Zealand;
- g. Developing and implementing initiatives to encourage the continual increase in the number of individuals participating in Gymsports in New Zealand including casual participation;
- h. Owning, managing, or otherwise being responsible for, all national Gymsports competitions and such other Gymsports competitions and events in New Zealand which GymSports NZ has control over and authority to own or managed;

- i. Being the entity with which government, government agencies and other stakeholders liaise in respect of matters affecting Gymsports nationally in New Zealand; and
- j. Undertaking research and development for Gymsports in New Zealand.

Part II – Membership

4. Members

- 4.1 The members of GymSports NZ shall be:
- a. Member Clubs as described in Rule 5;
 - b. Life Members and Honorary Members as described in Rule 6;
 - c. Associate Members as described in Rule 7;
 - d. Club Members as described in Rule 8;
 - e. Technical and Administrative Members as described in Rule 9;
 - f. Any other category or categories of membership of GymSports NZ as determined by the Board.

5. Member Clubs

- 5.1 **Continuing Member:** Subject to Rule 13 (Membership Fees), each Gymsports club that was a member of GymSports NZ as at 31 December 2007 shall be deemed to continue as a member of GymSports NZ as a Member Club provided that it pays any membership fees and/or fees owing to GymSports NZ.
- 5.2 **New Member Clubs:** A group of individuals or organisations that wish to form a new Member Club shall apply to the Board with the support of the Regional Board in its Region. Such application shall be determined by the Board in accordance with the Regulations.
- 5.3 **Club Constitution:** Each Member Club shall, on request, provide to GymSports NZ a copy of its constitution and any proposed amendments to it. The Board may request a Member Club to amend its constitution if it, or any rule or proposed rule within it, does not comply with, or is inconsistent or in conflict with this Constitution or any Regulations.
- 5.4 **Club Register of Members and Participants:** Each Member Club shall maintain a register of its members in accordance with the Regulations. In addition, if requested by the Board, each Member Club shall submit to GymSports NZ by the date or dates specified in the Regulations, the numbers of any participants of Gymsports at the Club, and any other details as specified in the Regulations, who are not members of the Club, for the purposes of a national database of all Gymsports participants.
- 5.5 **Club Obligations:** In addition to the obligations as a Member (Rule 10), each Member Club must:

- a. Administer, promote and develop one or more Gymsports in the Club in accordance with the objects of the Member Club and the objects of GymSports NZ to the extent they are not inconsistent with the objects of the Member Club;
- b. Be an incorporated entity registered under and in compliance with the Act or the Companies Act including maintaining registration, unless the Board agrees in writing to a transition period to allow for such incorporation to be obtained;
- c. Have as its members, gymnasts, officials and any other members it considers appropriate provided that such membership is consistent with this Constitution and the Regulations;
- d. Appoint a Delegate to represent the Member Club at General Meetings;
- e. Have a constitution that is consistent with this Constitution in accordance with Rule 5.3, unless the Board agrees in writing to allow a transition period to allow for the Member Club's constitution to be amended so as to comply with this Rule;
- f. Recognise and contribute to the Regional Board in its Region;
- g. Act in good faith and loyalty with GymSports NZ, and its Members to ensure the maintenance and enhancement of Gymsports for the collective and mutual benefit of GymSports NZ, the Member Club and their respective members;
- h. Not be a member of, or participate or permit its Club Members to participate in, any Gymsports competition, programme, or activity of an organisation that is not a Member of GymSports NZ, unless agreed by the Board;
- i. Use its best endeavours to use and protect the protect the Intellectual Property of GymSports NZ;
- j. Promote mutual trust and confidence among GymSports NZ, the other Member Clubs and their respective Members and at all times act on behalf of, and in the interests of, its Members;
- k. Use its best efforts to enable the objects of GymSports NZ, and the objects of the Member Club to be achieved;
- l. Not do or permit to be done any act or thing that might adversely affect or derogate from the strategies, standards, quality and reputation of Gymsports in New Zealand;
- m. Not acquire a private advantage at the expense of GymSports NZ unless otherwise agreed by the Board; and
- n. Operate with mutual trust and confidence among GymSports NZ, the other Member Clubs and the Members.

5.6 **Board Intervention:** The Board may, intervene in the governance, management or operations of a Member Club in whatever manner it considers appropriate, (including appointing a person or persons to act in place of the committee of the Member Club) if, either following its own enquiries or upon request by the Member Club's committee, the Board considers the Member Club:

- a. Is having significant administrative, operational or financial difficulties; or
- b. Has breached any significant and ongoing obligation under this Constitution or breached a material term of any agreement entered into between GymSports NZ and the Member Club; or
- c. If it is an incorporated society, has 15 or less members or is struck off the Register of Incorporated Societies under the Act, or if it is a company, is struck off the Register of Companies under the Companies Act; or
- d. Takes, or has taken against it, any action or proceedings to wind up, dissolve or liquidate it (unless for the purposes of amalgamation); or
- e. Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Member Club; or
- f. A mortgagee or other creditor takes possession of any of its assets;

and the Board considers that to do so is in the best interests of GymSports NZ and Gymsports in New Zealand, **provided that** before such intervention, the Board must use its best efforts to consult with the Member Club and the relevant Regional Board regarding the proposed intervention.

6. Life Members and Honorary Members

- 6.1 **Life Members:** Life membership may be granted to individuals who are Members of GymSports NZ in recognition and appreciation of long term service to GymSports NZ for the benefit of Gymsports in New Zealand.
- 6.2 **Honorary Members:** An individual who is not a Member of GymSports NZ may be granted honorary membership in recognition and appreciation of outstanding contributions to the development of Gymsports in New Zealand.
- 6.3 Nominations for Life Members and Honorary Members may only be made by the Board, or a Member Club. Nominations shall be considered and determined by the Honours Committee in accordance with the Regulations.
- 6.4 Life Members and Honorary Members shall be elected by the Delegates at a General Meeting by Special Resolution.
- 6.5 Every person who prior to the commencement of this Constitution was awarded the distinction of being a Life Member or an Honorary Member of the New Zealand Gymnastics Association Incorporated, shall be deemed to be a Life Member or Honorary Member respectively of GymSports NZ.
- 6.6 The Chief Executive shall maintain an up to date list of all Life Members and Honorary Members and shall forward to them notices as required by this Constitution and other communications as the Board considers appropriate.

7. Associate Members

- 7.1 Subject to Rule 7.2 (Existing Members), any organisation, other than a Member Club, that promotes or represents a national or regional interest in Gymsports in New Zealand or any region in New Zealand, but does not include any

organisation that delivers any one or more Gymsports competitions, programmes or activities, may upon application to the Board become an Associate Member of GymSports NZ.

7.2 **Existing Members:** Each Affiliated Member that is a member of GymSports NZ as at 31 December 2007 and is an organisation as described in Rule 7.1 shall be deemed to continue as a member of GymSports NZ as an Associate Member provided that it pays any membership fees and/or fees owing to GymSports NZ.

7.3 **Process for Application:** An organisation that wishes to be an Associate Member shall apply to the Board. The application shall be determined by the Board in accordance with the applicable Regulations.

7.4 **Obligations:** In addition to their entitlements and obligations as Members as set out in Rule 10, each Associate Member shall:

- a. Support and promote the objects of GymSports NZ;
- b. Be a body corporate including maintaining registration as such;
 - i. Appoint a Delegate to represent it at General Meetings;
 - ii. Enter into, and comply with, a written agreement with GymSports NZ (including any fees payable) that sets out the rights and obligations of the Associate Member, which agreement shall not derogate from the rights and benefits of the Member Clubs as set out in this Constitution;
 - iii. Act in good faith and loyalty with GymSports NZ, the Member Clubs, and their respective members and participants to ensure the maintenance and enhancement of Gymsports for the collective and mutual benefit of the Associate Member, GymSports NZ, the Member Clubs, and their respective members;
 - iv. Use its best endeavours to use and protect the protect the Intellectual Property of GymSports NZ;
 - v. Promote mutual trust and confidence among the Associate Members, GymSports NZ, the Member Clubs, and their respective members and at all times act on behalf of, and in the interests of, its members;
 - vi. Use its best efforts to enable the objects of the Associate Member, GymSports NZ, and the Member Clubs to be achieved;
 - vii. Not do or permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of Gymsports in New Zealand; and
 - viii. Not acquire a private advantage at the expense of GymSports NZ or other Member Clubs, unless otherwise agreed;
 - ix. Operate with mutual trust and confidence among GymSports NZ, the Member Clubs, the other Associate Members and their respective members.

8. Club Members

8.1 **Club Members:** Every person or organisation that:

- a. is, or agrees to be, a member of a Member Club, or
- b. does or wishes to participate or have any interest in Gymsports in NZ (whether as a participant, judge, coach, manager, official, parent or in any other capacity) and be a member of GymSports NZ, and

who completes the prescribed GymSports NZ membership form and pays any membership fee or other fee due to the Club or GymSports NZ shall become a Member of GymSports NZ.

- 8.2 **Duration of Membership:** The duration of membership for all Club Members is annual from 1 January to 31 December except for those Club Members who are only involved in a Gymsport activity through a Member Club for a total period of 12 weeks or less in a year.

9. Technical and Administrative Members

- 9.1 **Technical Members:** Any individual who is a judge accredited by GymSports NZ or the FIG, or is a coach or Gymsports official, may apply to the Board to be a Technical Member of GymSports NZ. For the avoidance of doubt, Technical Members may also be Club Members.
- 9.2 **Administrative Members:** Every person who is elected or appointed to the Board, a Regional Board, any sub-committee of GymSports NZ, or the committee of a Member Club, shall be deemed to be a member of GymSports NZ upon such appointment or election, and shall remain a Member until the expiry or termination of their term of office. This provision must be brought to the attention of any person seeking consideration for appointment or election to these positions.

10. Member Entitlements and Obligations

- 10.1 **Obligations:** Members acknowledge and agree that for the duration of their membership:
- a. This Constitution constitutes a contract between each of them and GymSports NZ and they are bound by this Constitution and the Regulations;
 - b. They shall comply with and observe this Constitution and the Regulations, and any resolution of the Board;
 - c. This Constitution and Regulations are necessary and reasonable for promoting the objects of GymSports NZ;
 - d. This Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of GymSports NZ and its Members and the sports and activities of Gymsports;
 - e. They are bound by, and shall comply with and observe, the FIG Constitution, and any of the FIG's rules, procedures or policies, to the extent they are applicable; and
 - f. They are entitled to all the benefits, advantages, and privileges conferred by this Constitution.

10.2 **Payment of Fees:** In order to receive or continue to receive entitlements Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board including payment of any applicable membership or other fees by the due date.

10.3 **Failure to Pay Fees:** The failure or refusal by a Member to comply with Rule 10.2 may result in the application of Rule 11.2 (Default in Fees) but shall not excuse such Member from being bound by this Constitution.

10.4 **Entitlements:** For the duration of their membership:

a. All Members are entitled to:

- i. Communicate directly with, and receive communications directly from, GymSports NZ;
- ii. Use the Intellectual Property of GymSports NZ in accordance with a written agreement between the Member and GymSports NZ.

b. **Member Clubs:** Subject to Rule 10.2, Member Clubs are entitled to:

- i. Participate in the activities of GymSports NZ subject at all times to being eligible for, and complying with, the terms and conditions of such activities; and
- ii. Receive notices and papers and be able to attend (at their cost), speak and vote at General Meetings via their Delegate(s) in accordance with this Constitution.

c. **Life Members and Honorary Members:** Life Members and Honorary Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board. Life Members may attend and speak at general meetings but have no right to vote. Honorary Members are able to attend general meetings but have no right to speak or vote unless they are a Delegate or the meeting agrees to give them speaking rights.

d. **Associate Members:** Associate Members are entitled to receive notices and papers and, through their Delegate, be able to attend and speak at General Meetings (at their cost) but have no right to vote.

e. **Technical/Administrative Members:** Technical Members and Administrative Members are entitled to receive notices and papers for General Meetings and be able to attend (at their own cost), but have no right to speak or vote, unless they are a Delegate or the meeting agrees to give them speaking rights.

f. **Club Members:** Club Members, or their Representative, are entitled to receive notices and papers for General Meetings and may attend (at their own cost), but have no right to speak or vote, unless they are a Delegate or the meeting agrees to give them speaking rights.

10.5 **Transitional Arrangements:**

a. Regional Members that are Members of GymSports NZ as at 1 January 2008 and listed in Appendix 1 shall as soon as reasonably practicable and by no later than 30 June 2008, wind up and transfer all surplus assets to GymSports NZ in accordance with the applicable Regulations, unless otherwise agreed by the Board. If any Regional Member fails to comply with this Rule by the due date, or any date agreed to by the Board, it's membership of GymSports NZ will terminate with effect from that date and the Regional Member

and its members, including any Member Clubs, shall cease to be members of, and be recognised by, GymSports NZ. The members of such Regional Members may apply to renew their membership of GymSports NZ as if they are applying to be new Members in accordance with this Constitution.

- b. **Transitional Rights and Obligations:** For the Transition Period, each Regional Member shall, upon payment of any membership fees due to GymSports NZ and in compliance with this Constitution and the Regulations, remain as a Member of GymSports NZ, provided that such Regional Member:
 - i. Shall not be entitled to be separately represented with a Delegate or to vote as a Regional Member at a General Meeting of GymSports NZ but may attend and speak through a representative of the Regional Member at General Meetings for the Transition Period; and
 - ii. Shall be sent all general communications from GymSports NZ that are sent to the Regional Boards and Member Clubs.
- c. For the Transition Period, each Affiliated Member shall, upon payment of any membership fees due to GymSports NZ and in compliance with this Constitution and the Regulations, remain as a Member of GymSports NZ, provided that such Affiliated Member:
 - i. Shall not be entitled to be separately represented with a Delegate or to vote as an Affiliate Member at a General Meeting of GymSports NZ but may attend and speak through a representative of the Affiliate Member at General Meetings for the Transition Period; and
 - ii. Shall be sent all general communications from GymSports NZ that are sent to the Regional Boards and Member Clubs.
- d. For the Transition Period, Member Clubs that are members of a Regional Member shall remain as members of the Regional Member and to the extent applicable, subject to its constitution. Each Member Club shall be entitled to be represented by its Delegate, and to vote, at General Meetings during the Transition Period, in accordance with this Constitution.

11. Termination of Membership

- 11.1 **Resignation:** A Member may resign its membership of GymSports NZ by giving one (1) month's notice in writing to the Board. Upon the expiration of the notice period and provided that the Member has paid all arrears of membership fees due and payable by the Member, the Member shall cease to be a Member.
- 11.2 **Default in Fees:** A Member shall have its membership of GymSports NZ terminated if any fees (including membership fees) or other payments to GymSports NZ are due and outstanding. Before such termination can occur the Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than three months, the Member shall have their membership automatically terminated on the expiry of such period.
- 11.3 **Discipline:** If the Board considers that a Member has:

- a. Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any other resolution or determination of the Board or any duly authorised committee of the Board including a Regional Board; or
- b. Acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of GymSports NZ and/or Gymsports; or
- c. Brought GymSports NZ, a Regional Board, or any other Member or the sport of Gymsports into disrepute;

it may, after consideration and in addition to Rule 11.4:

- a. refer the matter to the Judicial Committee for investigation or determination (unless a Regulation specifies otherwise), and that Committee may impose any sanction including suspension or termination of membership of GymSports NZ as specified in the Regulations; or
- b. may make its own enquiries, (including appointing a person independent of the Board to undertake such enquiries and provide a recommendation to the Board), and impose any sanction that it has authority to impose under this Constitution or the Regulations.

11.4 **Suspension:** If the Board considers a Member has or may have engaged in one or more of the circumstances in Rule 11.3a – c inclusive, and it believes it is in the best interests of GymSports NZ to do so, it may suspend the Member pending determination by the Judicial Committee or the Board. Before invoking any such suspension, the Member shall be given notice of the proposed suspension and the right to be heard.

11.5 If a Member is suspended from membership of GymSports NZ, the Member concerned shall:

- a. Not be entitled to attend, speak at or vote at a General Meeting;
- b. Not be entitled to continue to hold office in any position within GymSports NZ, a Regional Board, a Member Club or an Associate Member; and
- c. Not be entitled to any other privileges or benefits to which it/they would otherwise be entitled including participation in any competition, activity, event, function or meeting of GymSports NZ, a Regional Board, or a Member;

until such time as the suspension is revoked or expires.

11.6 **Termination by Member Club:** Any Club Member that resigns or has the membership of their Member Club terminated in accordance with the rules of the Member Club, shall upon such resignation or termination taking effect, automatically cease to be a Member of GymSports NZ.

11.7 **Effect of Termination:** A Member who or that ceases to be a Member of GymSports NZ shall forfeit all rights in and claims upon GymSports NZ and its property and shall not use any property of GymSports NZ including Intellectual Property.

11.8 Membership of GymSports NZ that has been suspended or terminated by the Board may only be reinstated at the discretion of the Delegates by Special Resolution at a General Meeting.

12. Register of Members & Other Participants

- 12.1 The Chief Executive shall keep and maintain a Register of Members in accordance with the Act.
- 12.2 Each Member Club shall supply for the Register of Members the details of its members, in accordance with Rule 5.4 as requested by the Chief Executive, and at any other time changes to such member details that are notified to it.
- 12.3 The collection of any personal information for the Register of Members shall comply with the Privacy Act 1993.
- 12.4 Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.
- 12.5 If requested by the Board, each Member Club shall supply to GymSports NZ by a specified date or dates, the numbers of any participants in Gymsports at the Club and any other details as specified in the Regulations, who are not members of any Member Club, for the purposes of a national database of all Gymsports participants. Any such database must comply with Regulations relating to it and comply with the Privacy Act.

13. Membership and Other Fees

- 13.1 **Membership Fees:** The Board shall annually determine the nature and amount of any membership fee or fees payable by Members to GymSports NZ, including the due date for payment and the manner for payment of such fees in accordance with the Regulations. All Members shall pay the membership fee or fees determined by the Board by the due date.
- 13.2 **Other Fees:** The Board may also determine any other fees in addition to those specified in Rule 13.1, that are payable by Members and other participants at competitions, events and activities held by or under the auspices of GymSports NZ, including at any facilities owned or under the control of GymSports NZ. Such other fees shall be determined in accordance with the Regulations.
- 13.3 **Transition:** During the Transition Period each Regional Member shall remain liable for the affiliation fees due and owing to GymSports NZ under the previous Constitution and any membership fees due under this Constitution. At the expiry of the Transition Period Rule 13.1 shall apply.

Part IV – Officers and Board

14. Patron

- 14.1 There shall be a Patron as determined by the Board. The Patron shall be invited by the Board to hold such position. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

15. Board

15.1 Role of the Board:

- a. The Board shall be responsible for governing GymSports NZ and, subject to this Constitution, may exercise all the powers of GymSports NZ and do all things that are not expressly required to be undertaken by GymSports NZ at a General Meeting.
- b. The Board shall, through clearly-defined delegations of authority, delegate to the Chief Executive the day-to-day management of the business and affairs of GymSports NZ.

15.2 Composition of the Board: Except for the Inaugural Board (Rule 15.7), the Board shall comprise:

- a. Four (4) persons elected under Rule 15.5 (Elected Board Members); and,
- b. Three (3) persons appointed under Rule 15.4 (Appointed Board Members).

The Chief Executive shall not be a Board Member but shall attend Board Meetings in accordance with Rule 16.3.

15.3 Board Appointments Panel

- a. The Appointments Panel shall be convened as and when required by the Chief Executive in accordance with Rule 15.3b.
- b. The 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 needs to be convened, and require each of them to notify their respective appointees as specified in Rule 15.3e. The names of such appointees shall be submitted to the Chief Executive as soon as possible and upon receipt of them he or she shall arrange for the Panel to be convened.
- c. The Board Appointments Panel shall be independent of the Board and shall be responsible for:
 - i. Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - ii. Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - iii. Assessing candidates who have made an application for appointment as an Appointed Board Member, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - iv. Determining which candidates are to be appointed as Appointed Board Members;
 - v. Receiving and assessing the nominees from Member Clubs for election as Elected Board Members at a General Meeting, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - vi. Recommending to the General Meeting at which any vacancy in the position/s of Elected Board Member arises, the nominee or nominees whom the Panel considers would best suit the position, for consideration by those present and entitled to vote at a General Meeting; and,

- vii. Such other related matters as set out in the Regulations.
- d. In determining the Appointed Board Members and recommending persons to be Elected Board Members, the Board Appointments Panel shall appoint or recommend based on merit and in so doing shall take into account the following factors about the candidate or nominee:
 - i. their prior experience as a director, trustee or experience in any other governance role;
 - ii. their knowledge of, and experience in, the sport of Gymsports at international, national, regional and/or local level in New Zealand;
 - iii. their occupational skills, abilities and experience;
 - iv. their knowledge of, and experience in, sport generally;
 - v. the need for conflicts of interest to be minimised; and
 - vi. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally.
- e. The Board Appointments Panel shall comprise:
 - i. The Chairperson of GymSports NZ, or if he or she is seeking reappointment or re-election to the Board, then the Deputy Chairperson or another Board Member (not seeking re-appointment or re-election to the Board) as determined by the Board;
 - ii. A nominee of the President of the Institute of Directors or an equivalent professional organisation experienced in governance and the appointment process and functions of directors in New Zealand, as determined by the Board;
 - iii. A person appointed by the chairpersons of all of the Regional Boards, which person shall not be a Board Member, Regional Board member or employee of GymSports NZ;
 - iv. A person appointed by the Board who is independent of GymSports NZ and who is suitably skilled, qualified and /or experienced to carry out the functions of the Board Appointments Panel, taking into account the skills, qualifications and experience of the other Panel members.
- f. No member of the Board Appointments Panel may seek appointment or nomination as a Board Member, while a member of the Panel.
- g. The members of the Board Appointments Panel shall determine from amongst themselves who will be the Panel's convenor.
- h. The quorum for a meeting of the Board Appointments Panel shall be four (4) members.
- i. The Board Appointments Panel shall meet as and when required and in any manner (including meetings using technology) as it thinks fit.

- j. Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended to the Delegates to be Elected Board Members must be unanimous.
- k. The person or persons responsible for appointing a member as specified in Rule 15.3e shall fill any vacancy that arises in the membership of the Board Appointments Panel.

15.4 Appointed Board Members

- a. Except for the Inaugural Board, the Appointed Board Members shall be appointed by the Board Appointments Panel.
- b. The Board Appointments Panel shall call for applications 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 15.10.
- c. Applicants for positions as Appointed Board Members may not hold a position as a Regional Board member, or be an employee of GymSports NZ, if they are appointed as a Board Member. If, they do hold such a position at the time of application they shall to resign from such position if subsequently appointed as a Board Member.
- d. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 15.3c(i)-(iv) and by no later than 42 days prior to the AGM or, in the case of vacancy arising under Rule 15.9b, the SGM, notify the Chief Executive of the Appointed Board Members who are to assume office at the conclusion of the AGM or SGM. The Chief Executive shall notify the Member Clubs of the Appointed Board Members no later than 30 days prior to the AGM or SGM.

15.5 Elected Board Members: Subject to this Constitution, the Elected Board Members shall be elected in accordance with the following process:

- a. The Chief Executive shall advise the Member Clubs of the number of Elected Board Member positions which, due to the expiry of their term of office, are to be vacated at an AGM at least 90 days prior to the AGM or in the case of a vacancy arising under Rule 15.9b, the SGM;
- b. Nominations for Elected Board Members may only be made by Member Clubs and shall be in the approved form set out in the Regulations and received at the registered office of GymSports NZ not less than 30 days before the date set for the AGM or not less than 21 days before the date set for the SGM;
- c. Nominees for positions as Elected Board Members may not hold, or continue to hold, a position as a Regional Board Member, or be an employee of GymSports NZ if they are elected as a Board Member;
- d. Upon receipt of any nominations for vacancies for the positions of Elected Board Member/s, the Chief Executive shall refer the nominations to the Board Appointments Panel;
- e. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 15.3c(v)-(vi) and by no later than 10 days prior to the AGM or SGM notify the Chief Executive of the recommended nominee or nominees whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the General Meeting;

- f. Upon receipt of the recommendations of the Board Appointments Panel, and no later than 7 days prior to the AGM or SGM, the Chief Executive shall notify the Member Clubs of the Panel's recommended nominee or nominees, along with the other valid nominations received, to fill the Elected Board Member positions at the General Meeting;
- g. Having considered the Board Appointments Panel's recommendations, the Elected Board Members shall be determined from amongst all the valid nominations received by the Chief Executive (including those recommended by the Board Appointments Panel) by Ordinary Resolution at the General Meeting at which the recommendation was made, **provided that if:**
 - i. There are the same number of nominations as positions available; or
 - ii. There are insufficient nominations and after calling for further nominations from the floor at the AGM or SGM there are still insufficient or the same number of nominations for positions available,
then those persons who have been nominated shall be declared elected by the Chairperson.

15.6 **Eligibility:** The following persons shall not be eligible for appointment, or election or to remain in office, as a Board Member:

- a. **Bankrupt:** a person who has been adjudged bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act 1967, or any equivalent provision under any replacement legislation;
- b. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence imposed on them;
- c. **Imprisonment:** a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
- d. **Disqualified Director:** a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 199K or section 199L or section 199N of the Companies Act 1955 or under section 382 or section 383 or section 385 of the Companies Act 1993, or any equivalent provisions under any replacement legislation or under sections 16(2) and 31(4) of the Charities Act 2005;
- e. **Property Order:** a person who is subject to a property order made under section 30 or section 31 (lacking in competence to manage own affairs) of the Protection of Personal and Property Rights Act 1988, or any equivalent provision under any replacement legislation;

and if any of the above circumstances occur to an existing Board Member, they shall be deemed to have vacated their office upon such circumstance.

15.7 Inaugural Board:

- a. **From Commencement Date to 2008 AGM:** For the period from the date this Constitution comes into force until the conclusion of the AGM in 2008, the Board shall comprise:
- i. the four (4) elected members, and the two (2) appointed members of the Board who were appointed or elected to the Board prior to the commencement of this Constitution. For the purposes of this Constitution, the four (4) elected members shall be deemed to be the Elected Board Members. The two (2) appointed members shall be deemed to be the Appointed Board Members; and,
 - ii. one other person appointed by the Board who shall be deemed to be an Appointed Board Member with all the rights and obligations of a Board Member as set out in the Constitution including the right to vote.

The chairperson and deputy chairperson of the Board as at the commencement of this Constitution, shall remain as the Chairperson and Deputy Chairperson of the Board for the period set out in this Rule.

- b. **From 2008 AGM:** From the conclusion of the AGM in 2008 for the period determined under Rule 15.7c, the Inaugural Board shall comprise of the three (3) Appointed Board Members referred to in Rule 15.7a (i) and (ii), who shall remain in office for the period determined under Rule 15.7c. Two of the four (4) Elected Board Members referred to in Rule 15.7a (i) shall retire as determined by the Board, but may be re-appointed or re-elected as Board Members in accordance with this Constitution. At the 2008 AGM there shall be an election to fill the two vacancies for Elected Board Members, in accordance with this Constitution. Such Elected Board Members shall remain in office for the period determined under Rule 15.7c. The Board shall determine, by agreement, which members of the Board shall be the Chairperson and Deputy Chairperson during this period.
- c. **Term of Office of Inaugural Board Members:** Subject to Rule 15.10a (Casual Vacancy) and Rule 15.11(Removal of Board Member), the three (3) Appointed Board Members referred to in Rule 15.7b shall remain in office for a further period of one (1) to three (3) years as determined by the schedule of rotation set out in Rule 15.8. Thereafter, the terms of office for Board Members and procedure for appointing and electing Board Members shall be in accordance with this Constitution.

15.8 **Term of Office:** Subject to Rule 15.7 (Inaugural Board), Rule 15.10 (Casual Vacancy) and Rule 15.11 (Removal of Board Member), the term of office for all 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. A Board Member may be re-elected or re-appointed to the Board. With effect from the conclusion of each AGM from 2008, two of the existing Board Members shall retire by rotation but shall be eligible for nomination and re-appointment or re-election. Prior to each AGM from 2008 and thereafter the Board shall supply the Chief Executive (who shall advise the Delegates) a schedule of the order of retirement of Board Members by rotation. The Board shall decide on the method of establishing such order, and if necessary the order, of such rotation, by agreement, and failing agreement, by lot.

15.9 **Vacancies:** If there is a casual vacancy (as described in Rule 15.10) on the Board 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, the following process shall apply:

- a. If the vacancy is for an Appointed Board Member's position, it shall 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; and/or
- b. 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.

15.10 **Casual Vacancy:** A casual vacancy arises if:

- a. A Board Member resigns from office prior to the expiry of their term of office;
- b. A Board Member dies;
- c. A Board Member is removed under Rule 15.11;
- d. A Board Member is absent from more than two successive meetings unless leave of absence is granted by the Chairperson; or
- e. Any of the circumstances in Rule 15.6 arise.

15.11 **Removal of Board Member:** The Members in an SGM called for this purpose may, by Special Resolution remove any Board Member or the Board as a whole before the expiration of their or its term of office.

15.12 Upon the Chief Executive receiving a request for a SGM for the purpose of removing a Board Member or the Board as a whole, the Chief Executive shall send the notice of the SGM to the Board Member concerned, or the Board, (as the case may be), in addition to the persons specified in Rule 18.9 (Notice of SGM).

15.13 Following notification under Rule 18.9 (Notice of SGM) and before voting on the resolution to remove a Board Member or the Board as a whole, the Board Member or the Board (as the case may be) affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the persons entitled to be present at the General Meeting about the proposed resolution.

15.14 **Chairperson:** Subject to Rule 15.7 (Inaugural Board), at its first meeting following the AGM, the Board must appoint a Chairperson and Deputy Chairperson from amongst the Board Members. The role of a Chairperson is to chair meetings of the Board and General Meetings and to represent the Board. In the event of the unavailability of the Chairperson for any reason, then the Deputy Chairperson shall undertake the Chairperson's role during the period of unavailability.

15.15 **Duties of Board Members:** The duties of each Board Member are to:

- a. Act in good faith and in the best interests of GymSports NZ at all times;
- b. Exercise the powers of the Board for proper purposes;
- c. Act, and ensure GymSports NZ acts, in accordance with this Constitution;

- d. Not agree to, nor cause or allow, the activities of GymSports NZ to be carried on in a manner likely to create a substantial risk of serious loss to GymSports NZ's creditors;
- e. Not agree to GymSports NZ incurring any obligations unless the Board Member believes at that time on reasonable grounds that GymSports NZ will be able to perform the obligations when it is required to do so;
- f. Exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of GymSports NZ, the nature of the decision and the position of the Board Member and the nature of the responsibilities undertaken by the Board Member;
- g. If the Board Member is interested (as defined in section 139(1) of the Companies Act 1993, or any equivalent provision under any replacement legislation), in a transaction or proposed transaction of GymSports NZ, disclose to the Board the nature and extent of such interest as soon as the Board Member becomes aware of the fact that he or she has such interest. Such interest shall also be recorded on the Board's interests register;
- h. Take such other steps as determined by the Board in respect of any interest specified in Rule 15.15g, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. Not disclose information that the Board Member would not otherwise have available to him or her other than in their capacity as a Board Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Board for the purposes of GymSports NZ;
 - ii. As required by law; or
 - iii. To persons, or for the reasons, specified in sections 145(2) and 145(3) of the Companies Act 1993, or any equivalent provision under any replacement legislation.
- j. Regularly attend Board Meetings and General Meetings of GymSports NZ;
- k. Use their best efforts to consult widely with the Members and others in the GymSports community to keep abreast of the issues facing them provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 15.15i.

15.16 **Powers of the Board:** Without limiting the generality of the Board's powers to carry out the objects of GymSports NZ as it considers necessary, the Board shall have the specific powers to carry out the following duties:

- a. To appoint a Chief Executive and enter into a contract with such remuneration and on such terms and conditions as the Board thinks fit;
- b. To adopt clearly defined delegations of authority from the Board to the Chief Executive and to confirm delegation from the Chief Executive;
- c. To adopt and regularly review a strategic plan for GymSports NZ, which shall include goals and objectives for Gymsports in New Zealand and measures for short and long term success;

- d. To adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- e. To facilitate national and regional forums for GymSports NZ, Member Clubs and other Members, other than General Meetings;
- f. To make, repeal and amend any Regulations (in accordance with Rule 25), and any policies and procedures as it thinks appropriate;
- g. To make, repeal and amend rules for the regulation and control of any competitions or events under its jurisdiction including conditions of entry;
- h. To establish such sub-committees as it considers appropriate and to delegate such powers and responsibilities as it considers appropriate. The Chairperson or their nominee shall have the right to attend any meeting of any sub-committee;
- i. To control expenditure and raise any money to fulfil the objects of GymSports NZ;
- j. To determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, managers of national Gymsports squads and teams;
- k. To ensure that GymSports NZ has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- l. To open and operate in the name of GymSports NZ such bank accounts as deemed necessary;
- m. To regularly agree performance indicators and standards with management;
- n. To establish such corporate and other entities to carry on and conduct all or any part of the affairs of GymSports NZ or to enter into any agreement for sharing revenue or for the mutual assistance with any person or persons or body corporate that is considered by the Board to be capable of directly or indirectly benefiting GymSports NZ;
- o. To co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- p. To determine the yearly calendar for international, national and regional Gymsports competitions, events and competitions in New Zealand;
- q. To establish, direct and monitor the Regional Boards in accordance with this Constitution and any Regulations;
- r. To appoint and administer Sport Development Committees for each Gymnastic Discipline, Advisory Committees, an Audit Committee, a Judicial Committee and such other committees as it considers appropriate, and as specified in the Regulations;
- s. To discipline Members as specified in this Constitution and the Regulations including holding an enquiry or appointing a person or persons to hold an enquiry into and imposing such penalty as it thinks fit in case of

misconduct by any team, gymnast or official while under the direct control of GymSports NZ or for such other reason as the Board shall decide;

- t. To fill any casual vacancy on the Board as specified in this Constitution;
- u. To call SGMs;
- v. To resolve and determine any disputes or matters not provided for in this Constitution; and
- w. To review its own processes and effectiveness.

15.17 **Board Meetings:** Board meetings may be called at any time by the Chairperson or two (2) Board Members but generally the Board shall meet at regular intervals agreed by the Board. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.

15.18 **Quorum:** The quorum for a Board meeting shall be five (5) Board Members, including the Inaugural Board.

15.19 **Voting:** Each Board Member shall have one vote at Board meetings. In the event of a deadlock, the Chairperson shall have an additional casting vote. Voting shall be by voices, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.

15.20 **Resolutions:** A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Board.

15.21 **Meetings using Technology:** Any one or more Board Members may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur at meetings by telephone, through video conferencing, facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

15.22 **Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of GymSports NZ's business. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses.

15.23 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Regulations, policies or procedures of GymSports NZ, the matter will be determined by the Board.

16. Chief Executive

16.1 There shall be a Chief Executive of GymSports NZ who shall be employed for such term and on such conditions as the Board may determine.

16.2 The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of GymSports NZ in accordance with the Regulations, policies and procedures of GymSports NZ and within such limitations as may be imposed by the Board.

16.3 The Chief Executive shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

Part VI – Regional Boards

17. Regional Boards

17.1 **Regions:** For the purposes of achieving the objects of GymSports NZ, New Zealand shall be divided into geographical areas, known as Regions.

17.2 The name, number and geographical boundaries of the Regions (and any changes to them) shall be determined by the Board in consultation with the Regional Boards.

17.3 **Regional Boards:** There shall be a Regional Board for each Region.

17.4 Each Regional Board is a sub-committee of the Board and is delegated such responsibilities as are set out in this Constitution, the Regulations and as directed by the Board. Each Regional Board must comply with this Constitution, the Regulations, any policies or procedures of GymSports NZ and any directives from the Board. The delegation by the Board shall not derogate, diminish or lessen in anyway the absolute authority of GymSports NZ and the Board in respect of Gymsports in New Zealand.

17.5 The composition, powers, duties, responsibilities, functions and procedures of each Regional Board shall be in accordance with this Constitution and as set out in the Regulations.

17.6 **Responsibilities:** Each Regional Board will be responsible for promoting, developing, enhancing and protecting the sport of Gymsports in their Region and in particular for:

- a. Assisting and developing the Member Clubs and other Members to achieve the objects of GymSports NZ in its Region;
- b. Arranging and implementing Gymsports, competitions, events and activities in its Region;
- c. Delivering national GymSports NZ strategic initiatives in its Region;
- d. Arranging and servicing regional and local forums for the development of national and regional strategies;
- e. Securing regional funding and sponsorship for the activities in the Region after consultation with the Board in order to minimise conflict, or potential conflict, with any national funding or sponsorship being sought or secured by the Board;
- f. Facilitating the administration of coaching, judging and other Gymsports officials in the Region; and
- g. Recruiting, retaining and rewarding volunteers who do or may contribute to Gymsports in the Region.

17.7 **Obligations:** Each Regional Board shall:

- a. At all times act for and on behalf of the interests of GymSports NZ, the Member Clubs and the other Members and participants of Gymsports in New Zealand;
- b. Manage its responsibilities in the Region in accordance with the Constitution, the Regulations, any policies or procedures of GymSports NZ and any directives of the Board;
- c. Meet regularly and in accordance with the Regulations, including where appropriate using technology for such meetings;
- d. At least annually hold a meeting of Members in the Region and such other meetings and forums for the Members in the Region as it, and the Board, considers necessary;
- e. Make full and proper disclosure to the Board of all matters of importance to the Regional Board, GymSports NZ and the members in the Region including, without limitation, providing the Board with a financial statement within 10 days of any request by it;
- f. Manage all assets, liabilities, revenues and expenditure in a fiscally responsible and prudent manner that achieves the objects of GymSports NZ, meets the strategic objectives set by the Board and complies with the requirements of any Board directive, policy or procedure including, without limitation, any budget set by the Board;
- g. Not undertake any activity that has, or may have, an adverse impact on GymSports NZ and/or its Members nor incur any debt or financial obligation, unless it has delegated authority to do so, or it has the prior written consent of the Board.
- h. Promote mutual trust and confidence between the Board, the Regional Board and the Members in the Region and do all things reasonably necessary to achieve the objects of GymSports NZ; and
- i. Act in good faith and with loyalty to the Board, the other Regional Boards and the Members to ensure the maintenance and enhancement of GymSports NZ, its standards, quality and reputation for the collective and mutual benefit of its Members and Gymsports in New Zealand.

17.8 **Revocation:** The Board may on written notice revoke or vary any delegation to a Regional Board, or disband a Regional Board, where the Regional Board has failed to fulfil or comply with this Constitution, the Regulations, any policies or procedures of GymSports NZ and any directives of the Board. If this occurs the Board shall assume the role and responsibilities of the Regional Board as it sees fit. Before doing so, the Board shall provide the Regional Board with a reasonable opportunity to make submissions to the Board and, if the Board thinks it appropriate, to remedy any failings.

Part V – General Meetings

18. Meetings of Members

- 18.1 **AGM:** GymSports NZ must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM, except that in 2008 the AGM may be held at a later date but by no later than 31 December 2008.
- 18.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 18.3 **Member Forums:** In addition to General Meetings, the Board shall convene at least one forum for Members annually to contribute to, and be consulted on, matters of importance to GymSports NZ and Gymsports in New Zealand including major strategic directions. Such forum/s may be held simultaneously with a General Meeting.
- 18.4 **Notice of AGM:** The Chief Executive must give at least 60 days notice in writing to all Board Members, the Regional Boards, the Member Clubs, Associate Members, Life Members and Honorary Members of the AGM. The notice shall set out:
- a. the date, time and venue for the AGM;
 - b. the date and time by which notification of the Delegate(s) of the Member Clubs and Associate Members for the AGM must be received by the Chief Executive; and
 - c. the number of vacancies, if any, of any Elected Board Members and/or any Elected Regional Board Members for which nominations are sought;
 - d. the closing date/s for nominations for any elections, proposed motions and other items of business to be submitted to the Chief Executive.
- 18.5 **Notice of AGM Business:** Not less than thirty (30) days before the date set for the AGM, any nominations for any elections, proposed motions and other items of business must be received in writing by the Chief Executive from Member Clubs, Associate Members and/or the Board.
- 18.6 **Business of AGM:** The following business shall be discussed at each AGM:
- a. The receipt from the Board of an audited annual financial report in accordance with Rule 21.2 for the preceding financial year;
 - b. The election of any Elected Board Members and/or Elected Regional Board Members of GymSports NZ;
 - c. The appointment of the auditor;
 - d. Any motion or motions proposing to alter this Constitution;
 - e. Any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.

18.7 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 18.6) shall be forwarded by the Chief Executive to the Board, the Regional Members, the Member Clubs, the Associate Members, Life Members and Honorary Members by no later than twenty one (21) days before the date of the General Meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those persons entitled to vote at the meeting.

18.8 **SGM:** The Chief Executive must call a SGM upon a written request from:

- a. The Board; or
- b. 25% or more of the Member Clubs.

The written request for an SGM must state the purpose for which the SGM is requested including any proposed motion or motions. The SGM must only deal with the business for which the SGM is requested.

18.9 **Notice of SGM:** Not less than thirty (30) days written notice must be given by the Chief Executive to the Board, Member Clubs, the Associate Members, Life Members and Honorary Members for an SGM, which notice shall include:

- a. The date, time and venue and/or the manner in which the meeting is to be held;
- b. The date and time by which notification of the Delegate(s) for the SGM must be received by the Chief Executive; and
- c. The proposed motion or motions that have been properly submitted for consideration.

18.10 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.

18.11 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 18.4 (Notice of AGM), 18.5 (Notice of AGM Business), 18.7 (Agenda) and 18.9 (Notice of SGM) and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a. The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- b. A motion to proceed is put to the meeting and carried by Special Resolution.

18.12 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be such number of Delegates representing at least 50% of the Member Clubs' voting entitlement at the meeting. The quorum must be present at all times during the meeting. If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum.

- 18.13 **Chairperson:** The Chairperson of the Board shall preside at the General Meeting. If the Chairperson is unavailable or unwilling to chair the meeting, then the Deputy Chairperson of the Board shall preside. In the absence of both of those persons, the persons entitled to be present at the General Meeting shall elect a person present to be the chairperson of the General Meeting.
- 18.14 **Delegates:** Each Member Club and Associate Member shall elect or appoint one Delegate to represent it at General Meetings. No Board Member, Regional Board Member or employee of GymSports NZ may act as a Delegate. An individual may act as a Delegate for more than one Member Club and/or Associate Member at the same General Meeting provided that any Delegate for one or more Member Clubs must vote in accordance with the instructions from its Member Club/s and for this purpose may split their voting entitlement accordingly. The names of the Delegates shall be forwarded in writing to the Chief Executive by a date and time determined by the Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Member Club or Associate Member may appoint an Alternate Delegate, provided that the name of such Alternate Delegate is notified in writing to the Chief Executive prior to the commencement of the relevant General Meeting.
- 18.15 **Attendees:** In addition to Board Members and Delegates, any Member is entitled to and may, at their cost, attend a General Meeting. Such Members are entitled to speak at General Meetings with the prior agreement of the Chairperson, but shall not be entitled to vote provided that Life Members are entitled to speak without such prior agreement. In addition other persons including employees, contractors and advisors to GymSports NZ may upon invitation by the Board attend and speak at General Meetings with the permission of the Chairperson. In addition representatives of Regional Members may attend and speak at General Meetings held during the Transition Period in accordance with Rule 10.5.
- 18.16 **Meetings Using Technology:** If an urgent matter or matters arise (as determined by the Board), or the Board considers it in the interests of efficiency to do so, or where the Members have agreed at a previous General Meeting to do so for a specific purpose, a General Meeting may be held by telephone, through video conferencing facilities or by other means of electronic communication in which all persons participating can hear each other effectively and simultaneously, provided that prior notice of the manner of the meeting is given to all persons entitled to vote at the General Meeting. Participation by persons entitled to vote at General Meeting held in this manner at a meeting shall constitute the presence of that person at that meeting.
- 18.17 **Voting:** Unless otherwise required by this Constitution:
- a. An Ordinary Resolution shall be sufficient to pass a resolution.
 - b. Each Member Club, through its Delegate, shall be entitled to one vote provided that the Member Club has paid any fees due to GymSports NZ.
 - c. Where one (1) Delegate represents more than one Member Club, such Delegate must vote in accordance with instructions of each Member Club that appointed them as Delegate, and may not vote in accordance with the collective voting strength of the Member Clubs that he or she represents, unless all such Member Clubs have instructed the Delegate to vote in that manner in accordance with the Regulation.

- d. Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson unless a secret ballot is requested by the Chairperson or a Delegate. The Chairperson may determine that voting be undertaken by other means, including email or other technological means, in the case of a General Meeting held using technology (under Rule 18.16).
- e. On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the motion.
- f. Elections of Elected Board Members and Elected Regional Board Members at an AGM must be undertaken by secret ballot except where:
 - i. There are the same number of nominations as positions available; or
 - ii. There are insufficient nominations and after calling for further nominations from the floor at the AGM there are still insufficient or the same number of nominations for positions available, then those persons who have been nominated shall be declared elected.
- g. In the event of equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.
- h. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- i. Proxy votes are not permitted.
- j. If:
 - i. an urgent matter or matters arise, as determined by the Board, or
 - ii. the Members have agreed at a previous General Meeting to do so for a specific purpose, or
 - iii. the Board considers the matter to be appropriate for resolution by postal vote,
 the Board may use postal voting for any motions properly submitted for a General Meeting. The procedure for postal voting shall be set out, and in accordance with, the Regulations.

Part VI – Miscellaneous

19. Discipline, Disputes and Appeals

- 19.1 **Judicial Committee:** The Board shall establish an independent Judicial Committee to carry out judicial and disciplinary functions of GymSports NZ. The composition, jurisdiction, powers and procedures of the Judiciary Committee shall be set out in the Regulations.
- 19.2 **Disputes:** In the event of any dispute, doubt or difference arising out of the interpretation or application of this Constitution, or a matter that is not provided for in this Constitution or the Regulations, then such dispute shall be referred to the Board. The Board shall determine the dispute or matter as it thinks fit. The Board's decision shall be

final and binding or alternatively, if the parties to the dispute or matter agree, then it shall be referred to the Sports Tribunal if it has jurisdiction to deal with it.

19.3 **Disputes between Board and Member Club:** In the event of any dispute, doubt or difference arising between the Board and any Member Club or Associate Member, (other than a dispute about default in fees under Rule 11.2), the parties will:

- a. endeavour to negotiate a resolution of the dispute amongst themselves (which may include representatives or support persons for either party) if there is no resolution within an agreed timeframe, then;
- b. endeavour to agree on a resolution of the dispute by attending mediation; and failing that,
- c. if it is a dispute, doubt or difference as described in Rule 11.3, then Rule 11 shall apply, or
- d. if it is any other dispute, doubt or difference, then either party may refer the dispute to the Sports Tribunal for determination by it in accordance with its rules.

Each party shall bear their own costs, including any legal costs, arising out of any procedure under this Rule.

19.4 **Sports Tribunal:** GymSports NZ recognises the Sports Tribunal as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal. If specified in this Constitution and/or the Regulations, matters which are within the jurisdiction of the Tribunal shall be referred to it including, without limitation, anti-doping violations arising out of any applicable Regulations on anti-doping, appeals against selection or non-selection to a national team selected by GymSports NZ, and any other sports-related matters.

20. Rules of GymSports

20.1 The rules of each Gymnastic Discipline of Gymsports shall be as set down and interpreted from time to time by the FIG and must be observed by GymSports NZ and all Members. All competitions held by GymSports NZ or any Member shall be carried out in accordance with such rules.

21. Finances

21.1 Unless otherwise determined by the Board the financial year of GymSports NZ shall end on the 31 December.

21.2 An annual financial report that complies with GAAP shall be prepared by the Board, and audited by a chartered accountant. The annual financial report for the preceding financial year shall be presented to each AGM. The auditor shall be appointed annually at each AGM.

21.3 The Board is responsible for the receipt and banking of all monies received by GymSports NZ. All funds of GymSports NZ shall be paid to a bank account(s) in the name of GymSports NZ and the bank account(s) must be operated in accordance with the policy determined by the Board.

21.4 The Board must ensure correct accounting records are kept. The accounting records of GymSports NZ must be kept at the office of GymSports NZ or at such place as the Board may determine and must be open to inspection by Members at such reasonable times agreed by the Board.

22. Common Seal

22.1 The common seal of GymSports NZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and/or Chief Executive, and in the absence of either of those then by another Board Member.

23. Alterations of Constitution

23.1 Subject to Rule 23.2, this Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting in accordance with this Constitution.

23.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules of GymSports NZ. This Rule must not be removed from this Constitution and must be included in any alteration, addition to or revision of this Constitution.

24. Prohibition on Personal Benefits

24.1 No Member or person associated with GymSports NZ or a Member may participate in or materially influence any decisions of GymSports NZ in respect of the payment to or on behalf of that person or Member of any income, benefit or advantage.

24.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This Rule and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

25. Regulations

25.1 Subject to Rule 25.2, the Board may make, repeal and amend such Regulations as it thinks appropriate to further the objects of GymSports NZ including Regulations relating to membership and other fees, competitions, discipline, disputes and appeals, anti-doping, and such other matters as it thinks fit.

25.2 The Board shall consult the Regional Boards, Member Clubs and Associate Members regarding any Regulation it proposes to promulgate that will affect them and provide them with a reasonable opportunity to consider, and have input into it before it is finally determined by the Board.

- 25.3 Any by-laws, standing orders, regulations or other rules of GymSports NZ that were in force prior to the commencement of this Constitution shall, upon the commencement of this Constitution, be deemed to be revoked and superseded by this Constitution and any Regulations made under this Rule 25 by the Board.

26. Winding Up

- 26.1 GymSports NZ may be voluntarily liquidated, wound up or dissolved if a Special Resolution is passed at a General Meeting of GymSports NZ to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution was passed.
- 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, that property shall not be paid to or distributed among the Members of GymSports NZ but shall be given or transferred to some other organisation, or body having objects similar to the objects of GymSports NZ, or to some other sports organisation with an interest in Gymsports within New Zealand.

27. Indemnity

- 27.1 GymSports NZ shall indemnify its Board Members, Chief Executive, Regional Board Members and other officers and employees of GymSports NZ against all damages, costs (including legal costs) for which any such Board Member, Chief Executive, Regional Board Member and other officer or employee may be or becomes liable as a result of their acts and omissions in performing their functions connected with GymSports NZ, except occurring as a result of their negligence or wilful misconduct.

28. Interpretation

- 28.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

the Act means the Incorporated Societies Act 1908, including any amendments to it.

Acrobatic Gymnastics means dynamic, balance and combined exercises performed without apparatus by pairs, women's groups (3) or men's groups (4).

Aerobic Gymnastics means aerobic dance routines including gymnastic and acrobatic movements.

Administrative Member means a person who is deemed to be a member in accordance with Rule 9.2.

Affiliated Member means a member of GymSports NZ as defined in the previous GymSports NZ constitution.

AGM means the Annual General Meeting of GymSports NZ.

Appointed Board Member means a Board Member appointed under Rule 15.4.

Artistic Gymnastics means competitive gymnastics performed on prescribed pieces of apparatus by men and women.

Associate Member means an organisation described in Rule 7.1 that is a Member of GymSports NZ.

Board means the Board of Directors of GymSports NZ appointed and elected under Rule 15.

Board Member means a member of the Board including an Elected Board Member and an Appointed Board Member.

Chairperson means the chairperson of the Board determined under Rule 15.14.

Chief Executive means the Chief Executive of GymSports NZ appointed under Rule 16.

Club Member means a person or organisation that is a member of a Member Club.

Companies Act means the Companies Act 1993 including any amendments to it.

Delegate means a person elected or appointed to represent a Member Club or an Associate Member as specified under Rule 18.14.

Deputy-Chairperson means the deputy-chairperson of the Board determined under Rule 18.14.

Drug Free Sport New Zealand means the crown entity empowered under the Sports Anti-Doping Act 2006 (and its predecessor legislation) to be an independent body in New Zealand to implement the World Anti-Doping Code including undertaking testing, investigation and other activities, including educational programmes, to deter and punish for doping.

Elected Board Member means a Board Member elected under Rule 15.5.

Elected Regional Board Member means a member of the Regional Board that is elected to this position in accordance with the Regulations.

FIG means the Federation Internationale de Gymnastique which is the international federation governing Gymsports.

GAAP means generally accepted accounting practices.

General Meeting means an AGM or a SGM.

Gymnastic Discipline means one of the Gymsports.

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

GymSports NZ means GymSports New Zealand Incorporated and, where relevant, also means the New Zealand Gymnastics Association Incorporated, as it was previously named prior to the commencement of this Constitution.

Honorary Member means a person who has been granted honorary membership of GymSports NZ under Rule 6.

Institute of Directors means The Institute of Directors in New Zealand Incorporated.

Intellectual Property means all rights or goodwill in copyright, names, trade marks (or signs), devices, logos, designs, patents or service marks relating to GymSports NZ or any event, tournament or any competition or Gymsports activity or programme of or conducted, promoted or administered by GymSports NZ.

Life Member means a person who has been granted life membership of GymSports NZ under Rule 6.

Member means and includes the members of GymSports NZ as specified in Rule 4 and for the Transition Period includes Regional Members and Affiliated Members.

Member Club means a group of individuals formed as a club or organisation to provide participation and/or competition in at least one of the Gymnastic Disciplines and is a member of GymSports NZ as described in Rule 5.

Ordinary Resolution means a resolution passed by a majority of votes properly cast.

Patron means the person or person appointed patron of GymSports NZ under Rule 14.

Region means a geographical area of New Zealand in which a Regional Board has certain powers and authority as specified in this Constitution, and "Regions" has the same meaning.

Regional Board means the board of a Region.

Regional Board Member means a member of a Regional Board.

Regional Member means the associations that prior to the commencement of this Constitution were members of GymSports NZ and which were also defined as District Associations and/or Regional Service Centres under the previous constitution of GymSports NZ.

Register of Members means the register in which details of the Members are held by GymSports NZ as specified in Rule 12.

Regulations means the regulations of GymSports NZ established in accordance with Rule 25 and amended from time to time by the Board.

Representative means a parent, guardian, or caregiver of a Club Member where the Club Member is under 18 years of age on the date of any General Meetings of GymSports NZ.

Rhythmic Gymnastics means competitive gymnastics performed using prescribed hand apparatus.

Rules means these rules and "Rule" has a corresponding meaning.

Rules of Gymnastics means the rules of the Gymnastics Disciplines as determined and published by the FIG.

SGM means a Special General Meeting.

SPARC means Sport and Recreation New Zealand, the crown agency established under the Sport and Recreation New Zealand Act 2002.

Special Resolution means a resolution passed by two thirds of the votes properly cast.

Sports Tribunal means the Sports Tribunal of New Zealand established by SPARC and continued under the Sports Anti-Doping Act 2006 (and previously known as the Sports Dispute Tribunal of New Zealand).

Technical Member means a person who is a judge, coach or other official that is accepted as member of GymSports NZ in accordance with Rule 9.1.

Trampoline Gymnastics means exercises performed on the trampoline and double mini trampoline and a tumbling track.

Transition Period means the period commencing on the date this Constitution comes into force and ending upon the winding up of the relevant Regional Member or **30 June 2008**, (whichever is the latter) or such other date or dates agreed to by the Board, either generally or specifically in relation to a Regional Member.

28.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- e. a reference to persons includes bodies corporate;
- f. a reference to a "day" means any day of the week and is not limited to working days, unless specified otherwise;
- g. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- h. headings and the contents page are for reference only and are to be ignored in construing this Constitution.

APPENDIX 1

List of Regional Members as at 1 January 2007

Northland Gymnastics Association

North Harbour Gymnastics Centre Incorporated

Auckland Gymnastic Association Incorporated

Gymsport Manukau Regional Service Centre Incorporated

Waikato Gymnastic Association Incorporated

The Bay of Plenty Gymnastic Association Incorporated

Taranaki Gymnastic Association Incorporated

Wanganui-Manawatu Gymnastic Association Incorporated

Hawkes Bay Poverty Bay Gymnastic Association Incorporated

Wellington Gymnastic Association Incorporated

Top of the South Gymnastics Association Incorporated

Canterbury Gymnastic Association Incorporated

Aorangi Gymnastic Association Incorporated

Gymnastics Otago Incorporated

Gymnastics Southland Incorporated