

**CONSTITUTION
OF
New Zealand Power Boat Association Incorporated**

New Zealand Power Boat Association Incorporated Constitution

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New Zealand Power Boat Association Incorporated Constitution

1. Definitions and interpretation

- 1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the Members held once a year convened under this Constitution.

Bylaws means any bylaws, policies, regulations and codes of the Club made under clause 13.

Casual Vacancy is a vacancy which arises when a Committee Member does not serve their full term of office.

Committee means the Club's governing body.

Committee Member means a member of the Committee.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

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

General Meeting means an AGM or SGM of the Club.

Interested Member has the meaning given in section 62 of the Act, being a Member who is interested in a Matter where that Member:

- (a) may obtain a financial benefit from the matter; or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter; or
- (c) may have a financial interest in a person to whom the matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
- (e) is interested in the matter because this Constitution so provides.

However, a member is not interested in a matter:

- (a) merely because the member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (b) if the members' interest is the same or substantially the same as the benefit or interest of all or most other members of the Club due to the membership of those members; or

- (c) if the member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member in carrying out the member's responsibilities under the Act or this Constitution; or
- (d) if the member's interest is of a kind that is specified in this Constitution

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

Matter has the meaning given in section 62(4) of the Act, being.

- (a) the Club's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Club.

Member means each person who for the time being is a member of the Club and includes all classes of members described in clause 4.3.

NZPBA means New Zealand Power Boat Association (Incorporated) (#219825)

Officer means a Committee Member and any natural person occupying a position in the Club that allows the person to exercise significant influence over the management or administration of the Club.

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

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

Special Resolution means a resolution passed by a 75% majority of votes cast.

Working Day has the meaning given to that term under the Legislation Act 2019.

1.2 **Interpretation:** Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (e) A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.

- 1.3 **Notices:** Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:
- (a) a member if delivered by hand to the Member or sent to the address set out in their Contact Details.
 - (b) the Club if sent via email or by post to the Club's registered office set out on the Register of Incorporated Societies.
- 1.4 **Receipt of notices:** A notice is deemed to have been received:
- (a) if delivered by hand, at the time of delivery.
 - (b) if given by post, when left at the address of that party or five Working Days after being put in the post: or
 - (c) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" autoreply or other indication of non-receipt),
- provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. Club details

- 2.1 **Name:** The name of the Society shall be the "NEW ZEALAND POWER BOAT ASSOCIATION (INCORPORATED)" hereinafter called "the Association" or "NZPBA".
- 2.2 **Registered office:** The Registered Office of the Association shall be at the Secretary's address, and notice of any change in the situation of the registered office shall be given to the Registrar of Incorporated Societies and all affiliated Clubs Secretaries.
- 2.3 **Contact person:** At its first Committee meeting following an AGM, the Committee must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details

3. Purpose and powers

- 3.1 **Purpose:** The purposes of the Association are to:
- (a) To control Speedboat Racing in New Zealand on a National basis.
 - (b) To formulate and enforce a uniform set of rules for Speedboat Racing in New Zealand.
 - (c) To promote harmony and goodwill among affiliated Clubs and generally to foster Power Boat Racing in New Zealand.

- (d) To determine and allocate all New Zealand and Regional Championships and to regulate conduct of the same.
- (e) To allocate dates for all open Regattas to be conducted by Clubs throughout New Zealand and to regulate by the enforcement of the Rules of Racing such Regattas.
- (f) To investigate and register records made at race meetings and record trials of affiliated Clubs, and to issue Certificates to holders of any records.
- (g) To purchase and dispose of, as and when necessary, any real or personal property necessary for the purpose of conducting the operations of the Association, or in the furtherance of the objects of administration thereof.
- (h) To give any guarantee or become surety for the performance of any contract or obligation and to give indemnities and undertake and execute trusts of any kind.
- (i) To receive moneys on deposit, and to invest moneys not immediately required in trustee investments, such investments to be determined by Annual Conference.
- (j) To draw, make, accept, endorse, discount, execute and issue Promissory Notes, Bills of Exchange, Bills of Lading, Warrants, Debentures or other negotiable or transferable instruments, to raise or borrow money or secure repayment of any balance of purchase money in such manner and on such terms as may seem expedient.
- (k) To do all such things as are incidental to the above objects, or any of them, as the Association may think fit.

3.2 **Capacity and powers:** The Association has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

4. **Members**

- 4.1 **Application:** An application to become a Member (**Application**) must be in the form required by the Committee. All Applications are decided by the Committee, which may accept or decline an application in its absolute discretion. A person becomes a member when their application has been accepted, and they have paid the required membership fees and satisfied any other preconditions.
- 4.2 **Member consent:** A person or entity consents to become a member by submitting an Application to the Association, unless otherwise specified in this Constitution.
- 4.3 **Members:** Members of the Association shall consist of all incorporated bona fide Power Boat Clubs which conduct speedboat or outboard motorboat races which are affiliated with the Association. Members of such Clubs shall not conduct such competition for the purpose of personal gain. The following only shall be deemed to qualify for affiliation with the New Zealand Power Boat Association:

- (a) An Incorporated Power Boat Club.
- (b) A Speedboat Section of an Aquatic Organisation (Incorporated). any other categories of member as the Committee determines.

4.4 **Affiliation and Subscription:** Any Power Boat Club as referred to in Rule 4.3 desiring affiliation with the Association shall be supplied with a copy of the Rules and shall apply in writing to the Secretary with the amount of the prescribed affiliation fee.

- (a) Applications must be lodged with the Association, together with a list of the number of members of the Club applying for affiliation.
- (b) The Executive Committee may grant an application temporary affiliation providing it complies with all the rules laid down for membership and subject to confirmation by the Annual Conference.
- (c) When the application of a Club is granted, the certificate issued shall operate as the election of the Club to membership of the Association.
- (d) Each affiliated Club shall elect its delegates to the meetings of the Association.
- (e) Each affiliated Club shall be responsible to the Association and may be sued at law for moneys or other property payable or transferable to the Association and may be suspended or disqualified for their acts.
- (f) Every member of every Club affiliated to the Association shall be conclusively presumed to be aware of all rules of the Association.
- (g) Every Club or Speedboat section of such Club joining the Association shall pay an affiliation or entrance fee of \$30.

4.5 **Life Members:** The Executive Committee may recommend the appointment of selected persons as Life Members of the Association. Nominations for Life Membership must be submitted by Members of the Association, to the Executive not later than June 10th in any year. The appointment of selected person/s for Life Membership of the Association to be confirmed at the Annual Conference by a majority resolution of those entitled to vote. Deceased Life Members shall have their names retained in the Yearbook, with an Asterisk (*). An explanation shall be added that (*Deceased). This is to be retrospective.

4.6 **Member rights and obligations:** Members acknowledge and agree that:

- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of the NZPBA.
- (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee.
- (c) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees within the required time period.

- (d) if they fail to comply with sub-clause (c) the Committee may terminate their membership, but the Member continues to be bound by this Constitution;
- (e) they do not have any rights of ownership of, or the automatic right to use, the Association's property; and
- (f) they will promote the interests and purposes of the Association and must not do anything to bring the Association into disrepute.

4.7 **Termination of Membership**

The membership of any member Club of the Association may be terminated: —

- (a) By the resignation in writing, and such resignation shall be effective as from receipt thereof if such member Club is financial or as from payment of all overdue subscriptions if unfinancial.
- (b) By the Club failing to abide by the regulations set out for the conduct of Clubs, and as a result thereof by resolution of the Association being refused membership or being struck off the roll of the membership and/or
- (c) That any Club at June 1st each year which shall be in arrears with subscriptions and/or any other moneys due to the association shall be deemed to be a defaulter, and as such to be removed from the roll of the Association membership although still liable for all dues, but the Committee may at its discretion cancel all arrears, and re-admit such Club to the New Zealand Association membership. Or at the discretion of Association at its Annual Meeting.

4.8 **Ceasing to be Member:** A Member ceases to be a member:

- (a) on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership).
- (b) by giving notice to the Committee of their resignation.
- (c) if their membership is terminated under clause 4.6(d);
- (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

4.9 **Consequences of ceasing to be a member:** A Member who ceases to be a member:

- (a) remains responsible to pay all their outstanding membership and other fees to the Association.
- (b) must return all the Association's property if required.
- (c) ceases to be entitled to any rights of a member.

4.10 **Membership fees:** The annual subscription and insurance for each Club shall be fixed at any Annual Conference and shall be paid by the 31st of October. No licenses or registration will be issued to Drivers of Clubs which have not paid their subscriptions. In the event of the Association not having sufficient funds to carry on, the affiliated clubs shall be liable for extra monetary assistance on an equitable basis,

such amount to be decided at an Annual Conference or Special Meetings of delegates but must NOT exceed one year's subscription.

- 4.11 **Member register:** The Committee will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a member. A Member must provide notice to the Association of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member register. The Committee will keep a record of those who have ceased to be a Club member within the previous 7 years and the date on which they ceased to be a member.

5. **General Meetings**

- 5.1 **AGM:** The AGM shall be held at such place as shall be arranged for at the previous Conference and on such date or dates as shall be arranged by the Committee, but the Annual Conference shall be held.
- (a) not later than the end of September
 - (b) not more than 6 months after the balance date of the Association and
 - (c) not more than 15 months after the previous AGM.
- 5.2 **Notice of AGM:** The Members must be given at least 42 working days' notice of the AGM. Notice to Members of an AGM may be given by posting on the Association's website or social media.
- 5.3 **Business of AGM:** The following business will be discussed at the AGM:
- (a) 1. Apologies.
 - (b) 2. Confirmation of Previous Minutes.
 - (c) 3. Business arising therefrom.
 - (d) 4. Correspondence.
 - (e) 5. President's Annual Report.
 - (f) 6. Financial Statement.
 - (g) 7. Election of Officers.
 - (h) 8. Report of Sub-committees.
 - (i) 9. Other Reports.
 - (j) 10. Remits.
 - (k) 11. Allocation of Championships.
 - (l) 12. Motions of which notice has been given.
 - (m) 13. General Business.

- 5.4 **Notice of proposed motions:** Remits or notices of motion, new rules, alteration revision or addition to rules which must be supported by the majority of club members and shall be forwarded by Clubs or the New Zealand Executive and shall be in the hands of the Secretary by June 10th in each year or shall bear a date stamp showing the date up to June 10th of each year preceding the Annual Conference. NB. A Motion or an amendment may be withdrawn with the consent of the meeting signified without debate, and further discussion thereon closed.
- 5.5 **Notice of agenda:** The Secretary shall supply affiliated Clubs with a copy of the agenda, also the financial report and annual report to be brought before Annual Conference, at least fourteen days prior to the date of the Annual Conference.
- 5.6 **Calling of SGM:** The Committee must call a SGM if it receives a written request stating the purpose of the SGM from the 5 members of the Committee itself or by 10 ordinary Members.
- 5.7 **Notice of SGM:** Members must be given at least 7 working days' notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 5.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
- 5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 40% of the members who are entitled to vote, including Members present by casting votes by electronic means. The quorum must always be present during the General Meeting.
- 5.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.
- 5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 5.12 **Control of General Meetings:** The President chairs General Meetings. If that person is unavailable, another Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
- 5.13 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:

- (a) the chair of the meeting in their 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 a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
- 5.14 **Attendance:** Every Affiliated Club shall be entitled to send two delegates to the AGM, and one to any Special General meeting.
- 5.15 **Voting:** Each Delegate is entitled to exercise one vote on any motion at a General Meeting in person
- 5.16 **Voting by electronic means:** Voting by electronic means is permitted.
- 5.17 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or 2 Members or as otherwise required under this Constitution. If there is an equality of votes, the Chair does not have a casting vote.
- 5.18 **Eligibility of those voting:** The following applies:
 - (a) Only financial clubs of the Association present at any Annual or Special Conference may have voting powers through their appointed delegates. Any club not represented will have no voting powers.
 - (b) No member Club shall have any voting power through its delegates whatsoever if unfinancial although remaining a member Club until made financial.
 - (c) All Officers and Executive Committee members of the Association with the exception of the Patron, Secretary, Treasurer, 2 New Zealand Power Boat Federation Incorporated Delegates, Hon. Auditor, Hon. Solicitor unless otherwise qualified shall be entitled to vote on any motion before any meeting or the Conference.
- 5.19 **Minutes:** Minutes must be kept of all General Meetings.
- 5.20 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.
- 5.21 **Expenses:** The Association may pay travelling expenses for members of the Executive Committee attending meetings of the Association.

6. **Committee**

- 6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Committee must manage, direct or supervise the operation and affairs of the Association and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Association .

- 6.2 **Composition:** The Officers of the Association shall consist of a Patron, President, Vice-President, Immediate Past President, Secretary and Treasurer or Secretary/Treasurer and six Committee person. Such six Committee person, comprising two from the South Island and four from the North Island. At all meetings of this Committee five members shall form a quorum. With the exception of the Immediate Past President, the committee shall be elected annually at the Conference.
- 6.3 **Role of President:** The President shall preside at all meetings of the Committee and Association. they shall present or have presented at each Annual Meeting of the Association, a report on the condition of the Association and its financial position. They shall cause to call regular and special meetings of the Association in accordance with these By-laws. They shall have general direction on the business of the Association. They are authorised to sign all contracts and agreements approved by Conference in the name of the Association. They shall see that proper records are kept. They shall enforce these By- laws and perform all the duties incidental to the position and office and which are required by law.
- 6.4 **Role of Vice President:** During the absence and/or inability of the President to render and perform his duties or exercise their powers the President may instruct the Vice-President to act in their stead and thye shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.
- 6.5 **Role of Secretary:** The Secretary shall be responsible for keeping the minutes of all meetings of the Association in appropriate books; and for serving all notices of this Association; and for custody of its records. They shall under the direction of the President or Committee advise all affiliated Clubs of the business transacted as soon as possible after each meeting. The issuing authority for Record and Championship Certificates shall be the President and Secretary.
- 6.6 **Role of Treasurer:** The Treasurer may be the same person as the one who occupies the office of Secretary. Thet shall have the official care and custody of, and be responsible for, all funds and the depositing thereof in the name of the Association in such bank or banks as the Association may designate. The signing, making and endorsement, in the name of the Association, warrants and orders for the payment of money, may be made by the Treasurer and such other person or persons as the Association may authorise. The Treasurer shall render or cause to be rendered a statement of the condition of the finances of the Association at each regular meeting of the Association and at such other times as shall be required of them; and shall make or cause to be made a full financial report at the Annual Meeting. They shall keep, or cause to be kept, correct books of account of the business and transactions of the Association and such other books of account as the Association may require. They shall do and perform all the duties pertaining to the office of Treasurer.
- 6.7 **Role of Immediate Past President:** The Immediate Past President shall be the person who, at the time of the Annual Conference, has completed the previous full term of office as President of the Association. Where a President resigns his or her office mid-term, that person shall not become Immediate Past President for the following term. The Immediate Past President shall have those responsibilities and duties as delegated to them from time to time by the Executive Committee.

6.8 Election of Committee Members: Members are elected as follows:

- (a) the Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM at least 45 days prior to the AGM. Applications may also be received at the AGM.
- (b) nominations are made in the form decided by the Committee and must be received by the date set by the Committee no later than the 10th day of June before the AGM. Any applications at the AGM must be made in the form decided by the Committee.
- (c) Nominations must be submitted and seconded by members of the Association and agreed to by the nominated person. A list of such nominations to be forwarded to all affiliated members 21 days prior to Annual Conference.
- (d) the Committee must give notice of the nominations to all Members at least 5 days before the AGM.
- (e) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes.
- (f) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected.
- (g) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees.
- (h) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.
- (i) The New Zealand Power Boat Federation Incorporated delegates may hold other Association Officer positions.
- (j) Election of the Patron to the Association shall be submitted to the Annual Conference by the Executive Committee for adoption. This candidate shall remain in place until relinquished on request of the Patron or by resolution of the Executive Committee of the Association.
- (k) The position of Immediate Past President shall not be elected but shall be filled for a period of one year only by the person who at the time of the Annual Conference has completed the previous full term of office as President. This person must consent to the appointment. At the end of a term of one year as Immediate Past President, that person shall then vacate this office, whether or not the position will be refilled for the following term.

6.9 Qualification: Every Committee Member must

- (a) consent to be a Committee Member; and

- (b) certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution or under section 47 of the Act.

6.10 **Disqualification:** The following persons are disqualified from being elected or holding office as a Committee Member:

- (a) A person who is an employee of, or independent contractor to, the Association.
- (b) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act
- (c) A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw.

If an existing Committee Member becomes or holds any position in (a) above then upon their appointment to such a position, they are deemed to have vacated their office as a Committee Member. If any of the circumstances listed in (b) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

6.11 **Term of office:** The term of office for all Committee Members is 1 year, expiring at the end of the relevant AGM. A Committee Member may be re-elected to the Committee for an unrestricted number of consecutive terms of office. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.

6.12 **Casual Vacancy:** If a Casual Vacancy arises, the remaining Committee Members may:

- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or
- (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
- (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.

6.13 **Suspension of Committee Member:** If any Committee Member is or may be the subject of an allegation, notice or charge described under clause 6.10 or any circumstances arise in relation to a Committee Member which are or may be of concern to the Committee, the remaining Committee Members may by Special Resolution suspend the Committee Member from the Committee and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Committee Member must be given notice of the suspension.

6.14 **Removal of Committee Member:**

- (a) The Committee may, by Special Resolution, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers the Committee Member concerned:

- (i) has seriously breached duties under this Constitution or the Act; or
 - (ii) is no longer a suitable person to be a Committee Member.
- (b) The Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
- (c) Before considering a motion for removal, the Committee Member who is the subject of the motion must be given:
 - (i) notice that a committee meeting is to be held to discuss the motion to remove the Committee Member; and
 - (ii) adequate time to prepare a response; and
 - (iii) the opportunity prior to the Committee meeting to make written submissions; and
 - (iv) the opportunity to be heard at the Committee meeting.

6.15 Committee Member ceasing to hold office: A person ceases to be a Committee Member if:

- (a) their term expires.
- (b) the person resigns by delivering a signed notice of resignation to the Committee.
- (c) the person is removed from office under this Constitution.
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act or
- (e) the person dies.

6.16 Resignation of Committee Members: Anyone wishing to resign shall submit his resignation in writing to the Secretary. Should the Secretary wish to resign they shall submit their resignation in writing to the President or in the event of a dispute the Committee.

- (a) Should the President, Vice President and New Zealand Power Boat Federation Incorporated Delegates, Secretary and/or Treasurer not desire nomination for re- election to such office for the forthcoming year they must give written notification to the New Zealand Executive through the National Secretary, not later than May 1st prior to the Annual Conference unless extenuating circumstances prevail.
- (b) To call a special Conference of delegates of affiliated Clubs to consider any matters of sufficient importance. This Special Conference to consist of one delegate from each affiliated Club, to be held at a time and place to be decided by the Committee, and to have the same powers as an Annual Conference. Fourteen days' notice shall be given to Clubs together with a copy of the agenda. The Committee shall call together such a Special Conference on the written request of one third of the Clubs affiliated to the Association at the end of the preceding financial year.

- (c) To call for nominations from all affiliated Clubs and to conduct a postal ballot to fill a vacancy in the positions of Vice President, Secretary and/or Treasurer when such vacancy has been created by the demise or resignation of the holder of such office. Vacancies of committee members created by the demise or resignation shall be conducted by ballot of the executive committee. The position of immediate Past President shall be occupied for one year only.
- (d) That position shall be vacated at the end of one term of office of one year, regardless of whether or not the office shall be refilled for the following term.

6.17 **New Zealand Power Boat Federation Delegates:** The two New Zealand Power Boat Federation delegates shall be the associations elected representatives to the New Zealand Power Boat Federation Incorporated. Their role is to represent the Association and its best interests at the Federation, ensuring that the Federation contributes to the success of the Association and to power boating in general. The delegates are expected to seek direction from the Association via its Executive Committee or at conference where Federation business may significantly affect the Association. Furthermore, delegates are expected to keep the Association and its member club updated on the affairs of the Federation by way of written updates at least bi-annually.

7. **Committee meetings**

- 7.1 **Calling meetings:** Committee meetings may be called at any time by the Chair or by 3 Committee Members, but generally the Committee meets monthly.
- 7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.
- 7.3 **Quorum:** The quorum for a committee meeting is 3 Committee Members. Any Committee Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a committee meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.
- 7.4 **Chair:** The President will chair Committee meetings. If the President is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role during the period of unavailability.
- 7.5 **Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair does not have a casting vote.
- 7.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Committee Members is valid as if it had been passed at a committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

8. Officers' Duties

An Officer

- (a) Shall have ensure that all speedboat races and open competitions are held according to the rules of the Association.
- (b) shall have all the powers necessary to carry out the objects of the Association, and not expressly by these rules reserved for exercise by the Association in Conference only, such powers to include the right.
- (c) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Association.
- (d) must exercise a power as an Officer for a proper purpose.
- (e) must not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution.
- (f) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the Association , the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (g) must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association 's creditors or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association 's creditors;
- (h) must not agree to the Association incurring an obligation unless the Officer believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so; and
- (i) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
 - (ii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

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

9. Interests

- 9.1 **Register of interests:** The Committee must keep a register of interest disclosures made by Officers.
- 9.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to the Association must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.
- 9.3 **Consequences of being Interested:** A Committee Member who is Interested in a Matter:
- (a) must not vote or take part in a decision of the Committee relating to the Matter, unless all non-interested Committee Members consent.
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Committee Members consent.
 - (c) must not take part in any Committee discussion relating to the Matter or be present at the time of the Committee decision, unless all non-interested Committee Members consent.
 - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 9.4 **Calling of SGM:** Despite clause 9.3, if 50% or more Committee Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 9.5 **Notice of failure to comply:** The Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

10. Patrons

A person may be invited by the Committee to be a Patron to show their support for the Association and to help establish or maintain public credibility of the Association. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

11. Finances

- 11.1 **Control and management of finances:** The funds and property of the Association are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Association set out in clause 3.
- 11.2 **Balance date:** The Association's balance date is 31st May or on the date as the Committee decides.
- 11.3 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from the Association. This does not prevent Officers or Members:

- (a) receiving reimbursement of actual and reasonable expenses incurred, or
- (b) receiving honoraria as voted by members at the AGM, or
- (c) entering into any transactions with the Association for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by the Association in respect of payments or transactions between it and them, their direct family or any associated entity.

- 11.4 **Borrowing Papers:** The committee shall have power to raise any such sum or sums of money for the purposes of the Association and to pledge, mortgage or give as security for such moneys all or any of the real or personal property of the Association.
- 11.5 **Bank Account:** The bankers of the Association shall be decided by the President and Secretary. The banking account shall be operated on by the President and Secretary of the Association jointly or by such other persons as may be decided on from time to time by the Committee.

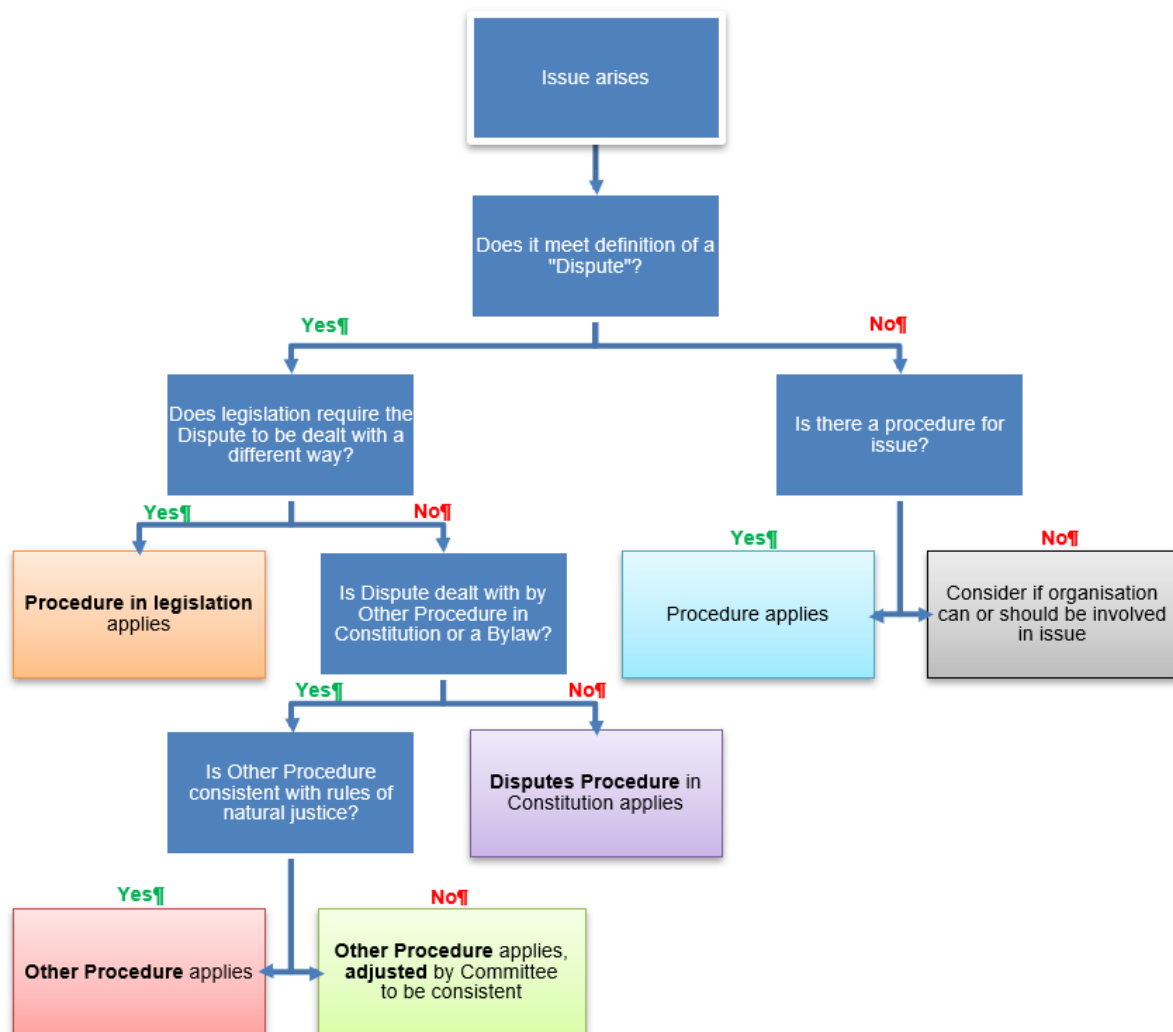
12. **Amendments**

- 12.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.
- 12.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

13. **Bylaws and Integrity**

- 13.1 **Bylaws:** The Committee may make and amend Bylaws for the conduct and control of the Association 's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Association 's purposes set out in clause 3, the Act and any other laws. All Bylaws are binding on the Association and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

14. Dispute resolution



14.1 Definitions: In this clause 0:

- (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and the Association, that relates to an allegation that:
- (i) a member or an Officer has engaged in misconduct; or
 - (ii) a member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iii) the Association has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iv) a member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.

- (b) **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 14.5 to 14.13;
 - (c) a **Member** is a reference to a Member acting in their capacity as a Member;
 - (d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.
- 14.2 **Application of other legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.
- 14.3 **Application of other procedures under this Constitution or in a Bylaw:**
- (a) If the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Committee in its discretion so that the Other Procedure is consistent with the rules of natural justice.
 - (b) If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.
- 14.4 **Application of the Disputes Procedure:** If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

Disputes Procedure

- 14.5 **Raising a complaint:**
- (a) A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Committee setting out:
 - (i) the allegation to which the dispute relates and who the allegation is against; and
 - (ii) any other information reasonably required by the Association.
 - (b) The Association may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
 - (c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 14.6 **Investigating and determining Disputes:** Unless otherwise provided, the Association must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner.

- 14.7 **Decision to not proceed with a matter:** Despite the contents of the Disputes Procedure, the Association may decide not to proceed with a matter if:
- (a) the Complaint is trivial; or
 - (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) any material misconduct; or
 - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
 - (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the Complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
 - (f) there has been an undue delay in making the Complaint.
- 14.8 **Complaint may be referred:** The Association may refer a Complaint to:
- (a) a hearing body or person authorised, delegated or appointed by the Committee to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
 - (b) a subcommittee or an external person to investigate and report; or
 - (c) any type of consensual dispute resolution with the consent of all parties to the Complaint.
- 14.9 **Hearing Body:** The Committee may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Committee to resolve, or assist to resolve, Complaints.
- 14.10 **Bias:** An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Committee or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:
- (a) impartial; or
 - (b) able to consider the matter without a predetermined view.
- 14.11 **Complainant's right to be heard:**
- (a) The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If the Association makes a Complaint, the Association has a right to be heard before the Complaint is resolved or any

outcome is determined, and a Committee Member may exercise that right on behalf of the Association.

- (b) A Member or Officer or the Association must be taken to have been given the right if:
 - (i) the Member or Officer or the Association has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - (ii) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing, if any, is held before the Hearing Body; and
 - (iv) the Member's or Officer's or the Association's written statement or submission, if any, are considered by the Hearing Body,

14.12 **Respondent's right to be heard:** The Member or Officer who, or the Association which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the Association, a Committee Member may exercise the right on behalf of the Association. A Respondent must be taken to have been given the right if:

- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
- (c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing, if any, is held before the Hearing Body; and
- (e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

14.13 **Appeals:** There is no right of appeal or right of review of a decision unless specified.

15. Liquidation and removal

15.1 **Notice:** The Committee must give notice to all Members at least 30 Working Days of a proposed motion:

- (a) to appoint a liquidator.
- (b) to remove the Association from the Register of Incorporated Societies; or
- (c) for the distribution of the Association's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

15.2 **Special Resolution:** Any resolution for a motion set out in clauses 15.1(a) to (c) must be passed by a Special Resolution of Members.

- 15.3 **Surplus assets:** The surplus assets of the Association, after the payment of all costs, debts and liabilities, must be disposed to a similar organisation and/or to a charitable organisation of the members choice.

16. **Matters not provided for**

- 16.1 If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.

17. **Business of the Committee**

- 17.1 Interpretations: Wherever not inconsistent with the context, any expressions referring to the singular shall include the plural, and referring to male, shall include the female, and referring to Association shall mean body, association or the like. The Rules and Regulations, both in the Rules of Constitution and in the Rules of Racing, and any matter not provided for in these Rules, shall be construed and interpreted by the Executive Committee of the New Zealand Power Boat Association, whose interpretations must be accepted as correct and final until revoked at an Annual Conference. In construing these Rules and Regulations, both Constitutional and Racing, the Executive Committee of the New Zealand Power Boat Association shall not be bound entirely by the strict legal construction but shall place a broad interpretation on any matter upon which it is called upon to interpret.

17.2 Liability and Disciplining

- (a) The New Zealand Power Boat Association Incorporated and all Clubs affiliated thereto shall accept no responsibility in respect of accident or damage caused by competitors, their representatives, or their boats at any organised activities controlled by such Clubs at any Regatta Day or Club Day, and a competitor, and/or his assigns waive all right of action against the New Zealand Power Boat Association and its affiliated Clubs or their members.
- (b) Clubs shall have the power to discipline any member of any Club guilty of dangerous driving or action considered injurious to the welfare of the sport. Clubs, or their Protest Committees shall not have the power to impose prolonged suspension or exclusion but will have the power to disqualify or suspend a driver for the duration of their meetings.
- (c) All Member Clubs shall immediately, and in writing, advise the Association of the suspension or other disciplining of any such member and of the true and complete nature and all the known details or reasons of the offence which caused same.
- (d) Any Member Club and any member of any Member Club subject to discipline or suspension under (b) above shall have a right to appeal in first instance to their club secretary on any matter and such appeal shall be dealt with by the

Executive Committee. The member club or member has a final right of appeal to the Association following consideration of the matter and such appeal shall be dealt with only by the Select Committee of the Association. This select Committee to consist of the full Executive of the Association.

- (e) No person who has been suspended by the select Committee of the Association shall be permitted to take part in any competition of any Member Club or the Association during the period of such suspension.
 - (f) The Association will advise in writing all Member Clubs of the disqualification or of the disciplining of any Club or of any person.
- 17.3 Actions: The Association may take or defend any actions at law as it sees fit and may undertake with or without the consent of any Member Club affected the legal actions of or affecting such Member Club provided that the Committee considers it to be in the interests of the Association and of the purpose for which the Association is formed, so to do, and provided also that the Association may impose such conditions as it deems fit as to costs and expenses as a condition precedent to undertaking any legal action for or (likely to benefit) any Member Club.
- 17.4 Financial Clubs: Any Member Club which is not fully financial with the Association at the time of the Annual Conference may send delegates to Conference or to any Special or General Meeting, but such delegates may only have power to discuss remits or changes of rules, but shall have no power to vote on any question whatsoever, including the election of Officers.
- 17.5 New Club Areas: No new club shall be admitted to the Association or granted temporary affiliation if its proposed racing area is less than 25 Km from the usual existing racing area of an existing affiliated Club, unless the consent is given of such Club or the affiliation of such new Club is approved by an Annual Conference.
- 17.6 Advertising: No affiliated Club shall use the words "Speedboat Regatta" in advertising any day other than a day authorised by the Association for a Regatta listed on the New Zealand Racing Calendar.
- 17.7 Common Seal: The Common Seal of the Association shall be kept in the custody of the Secretary of the Association and shall be used only by the authority of a resolution of the Committee. Such seal shall be affixed to any instrument by the President in the presence of the Secretary, and the Secretary shall sign every instrument to which the seal of the Association is so affixed.
- 17.8 Alteration of Rules: No additions to or alteration of the non-profit aims shall be approved without prior approval of Inland Revenue, and the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

18. Transition

- 18.1 **Transition:** This clause 18 applies to facilitate transition of the Club from the previous rules to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.

18.2 **Power of Committee during transition period:** Subject to the Act, the Committee may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for 6 months and is solely to enable flexibility in the transition of the Club from the previous rules to this Constitution and to correct any unintended consequences occurring through different wording being used.

18.3 **Transition of Committee Members:**

- (a) Committee members existing at date of reregistration will remain in place until the next AGM.