

# New Zealand Masters Athletics Incorporated

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## Constitution

(Society Number: 218 941)

Incorporated: 14 April 1982

### Amendments:

12 March 1986  
13 March 1987  
1 April 1988  
3 March 1989  
12 March 1993  
3 March 1995  
14 March 1997  
15 March 2002  
7 March 2003  
3 March 2006  
20 March 2008  
2 March 2017  
**18 June 2020**  
**28 May 2021**

## **1.0 NAME**

The name of the Association shall be New Zealand Masters Athletics Incorporated (Inc.) or NZMA.

## **2.0 INTERPRETATION**

In this constitution and any by-laws made hereunder except where a different intention appears:

**‘Association’** means New Zealand Masters Athletics Incorporated (Inc.) and NZMA has the same meaning.

**‘Board’** means the Board as constituted below.

**‘Centre’** means one of the eleven regionally formed groups of Masters Athletes in existence at the date of adoption of this constitution together with any new Centre which becomes affiliated to the Association. The boundaries of each Centre are the same as the ‘Centre’ boundaries defined by Athletics New Zealand (Inc).

**‘Masters Athlete’** means a financial member of the Association who meets the age qualifications set from time to time under clause 7.1.1 of this Constitution.

**‘Athletics’** means the sport of track running and field events, cross-country running, road running, and race walking on track and road.

**‘ANZ’** means Athletics New Zealand.

**‘MoU’** means Memorandum of Understanding, a document outlining how NZMA & ANZ will work together to promote and support master’s athletics within New Zealand.

**‘The Trust’** means the Fourth World Veteran Games Trust Fund established under a Deed dated 1981 which settled the sum of (\$94,000) upon certain trustees in trust for the promotion and development of Masters Athletics generally.

## **3.0 OBJECTS**

- 3.1** To act in New Zealand as the controlling body for Masters Athletes and to represent the Masters movement at national and international level.
- 3.2** To promote membership of and participation in the Masters Athletic movement.
- 3.3** To encourage and co-ordinate good administration and athletic competition within and between Centres.
- 3.4** To support any other association, person or group whose objectives are similar to those of the Association.

## **4.0 POWERS**

- 4.1** To purchase, lease, or otherwise acquire and dispose of any real or personal property in any way which is conducive to the carrying out of the objects of the Association.

- 4.2 To borrow or raise money by the issue of debentures or upon mortgage or otherwise with or without security.
- 4.3 To make any donation to any person, object or institution in furtherance of the objects of the Association.
- 4.4 To invest any monies of the Association upon such terms as the Board shall think fit.
- 4.5 To fix from time to time the conditions for affiliation of the Centres to the association and without limiting the generality of this clause:
  - 4.5.1 To approve the name and constitution of each Centre.
  - 4.5.2 To set age qualification and age grouping of members.
  - 4.5.3 To fix such levies as may be required from the Centres or from Association members.

## 5.0 CENTRES

- 5.1 The Board shall have the power necessary to set conditions for the affiliation of new Centres to the Association. Those Centres listed in Appendix 'A' to this constitution are fully affiliated within the Association.
- 5.2 The affiliation of any new Centre or any adjustment of the boundaries of existing Centres shall be approved only at a General Meeting passed by a resolution of not less than two-thirds of those present and who are entitled to vote.

## 6.0 REGISTERED OFFICE

The registered office shall be the nominated address *as determined by the Board*.

## 7.0 MEMBERSHIP

### 7.1 Membership Requirements

- 7.1.1 Membership is open to every person who meets the age of 30 years and over, and
- 7.1.2 You have verified your age eligibility by passport or other suitable forms of identification as accepted by that Centre.

### 7.2 Membership Categories

- 7.2.1 **NZMA Competitive Member:** This means a non-club member who pays a registration fee to NZMA, plus a Local Masters Centre fee (*if required*) as determined by each Centre.

**Financial** Members of this group can compete at local, regional, national and international events as defined by the MoU between NZMA / ANZ and the NZMA By-laws.

- 7.2.2 NZMA Social Member:** This means a non-club member who pays a NZMA registration fee to NZMA, plus a Local Masters Centre fee as determined by each Centre.

Members of this group can compete at local events as defined by the MoU between NZMA / ANZ and the NZMA By-laws. This may include volunteers, officials and Life members.

- 7.2.3 ANZ Competitive Members:** This means any ANZ club member who pays a registration fee to ANZ, plus local ANZ Centre and ANZ club fees.

Members of this group can compete at local, regional, national and international events as defined by the MoU between NZMA / ANZ and the NZMA By-laws.

### **7.3 Resignation**

Any member may resign by notice in writing to his or her Centre Secretary.

### **7.4 Expulsion**

- 7.4.1** The Board shall have the right to suspend or to terminate membership on the recommendation of a Centre where a member has acted in a manner contrary to the objects of the Association or in any way which could bring the Association into dispute.

- 7.4.2** Such member shall be informed by an acknowledged form of communication that the question of his suspension or expulsion is to be considered at a meeting of the Board. Not less than 28 days notice of the hearing shall be given. He or she shall be entitled to offer a written explanation or to appear in person at the hearing.

- 7.4.3** Prior to the hearing the Centre shall forward all relevant information to the Board and may be represented at the hearing.

### **7.5 Life Membership**

- 7.5.1** Any member, who has rendered outstanding service to the Association, may be elected a Life Member of the Association following nomination to the General Meeting by the Board.

- 7.5.2** The Board shall require that a written recommendation be submitted to it from a Centre(s) or Board member on the merits of the person nominated for the award.

- 7.5.3** The award may be granted upon the candidate receiving three-quarters of the votes of those eligible to vote and must be present at an Annual General Meeting.

- 7.5.4** A Life Member shall be entitled to speak and vote at the General Meeting and receive life subscription of the Association.

## 8.0 NZMA REGISTRATION FEES

- 8.1 The annual NZMA Competitive and NZMA Social registrations fees will be recommended to the Annual General Meeting by the Board and shall be fixed by a vote of members at the Annual General Meeting.
- 8.2 The annual NZMA registration fees shall be in addition to fee, if any, levied by the Centre.
- 8.3 ***NZMA registration fees are paid directly to NZMA via the membership portal on the NZMA website and any local Masters Centre levy will be passed to the local Masters Secretary in a timely fashion or via the local Masters Centre.***

## 9.0 NZMA BOARD

- 9.1 ***The Board shall consist of up to eight (8) members. The Board shall elect from among themselves a President, Vice President, Secretary, and a Treasurer. The Board has the discretion to combine the positions of Secretary and Treasurer. The President shall chair the General Meetings of the Association.***
- 9.2 **Nominations**
- 9.2.1 Nominations for the **Board** shall be submitted by Centre Secretaries in writing and be in the hands of the Secretary of the Association ***one month*** before the date of the Annual General Meeting (**AGM**) and shall be supported by ***a brief statement of their suitability, and relevant skills and experience.***
- 9.2.2 ***When the number of candidates nominated exceeds eight (8), then an election shall be held by secret ballot at the AGM.***
- 9.2.3 ***All Honorary Officers, including the Reviewer, Legal Advisor and Patron(s), shall be appointed annually at the AGM.***
- 9.2.4 ***The position of nominee to The Fourth World Veteran Games Trust shall be elected every second and even numbered year.***
- 9.3 ***The duty of each Board members is to pursue the objects of NZMA Inc and to exercise the powers of NZMA Inc for the fulfilment of the objects and in so doing a Board member shall:***
- a. Regularly attend Board meeting and General meetings of NZMA;***
  - b. Provide good governance for NZMA;***
  - c. Regularly monitor and review the performance of NZMA;***
  - d. Act in the best interests of NZMA at all times;***
  - e. Formulate such by-laws, regulations, policies and procedures as are appropriate for NZMA;***
  - f. Where appropriate, engage in activities to promote, market, represent and fundraise for NZMA;***
  - g. Do such other things within the constitution as the Board agrees to promote the objects of NZMA.***

## **10.0 MANAGEMENT**

- 10.1** The affairs of the Association shall be governed by the Board.
- 10.2** The Board shall have the power to appoint Sub-Committees or a person or persons to organise various activities.
- 10.3** The President shall be an ex-officio member of all Sub-Committees.
- 10.4** The Chairman of any Meeting of the Board or any Sub-Committee shall have a casting vote as well as a deliberative vote.
- The casting vote shall be used to maintain the status-quo.
- 10.5** The newly elected Board shall take office at the conclusion of the Annual General Meeting at which it is elected and shall be required to meet prior to the subsequent General Meetings and at such times as may be more expedient provided that, except in the event of an emergency, it meet no more than four times annually.
- 10.6** The quorum for all meetings of the Board shall be five members including any two of the office holders.
- 10.7** *If a position or positions on the Board becomes vacant or remains vacant after the AGM, the Board shall be able to co-opt an additional member or members to fill such a vacancy or vacancies until the next AGM. In co-opting any additional Board members, the Board may consider whether there are some skills and / or specialist knowledge missing amongst the existing Board members and look to fill any such gap or gaps through co-opting member(s) with such skills and / or specialist knowledge.*

## **11.0 FUNCTIONS OF THE BOARD**

Without derogating from the general powers of the Board its functions shall include the following:

- 11.1** To implement decisions and policy arising from General Meetings.
- 11.2** To present an Annual Report, Balance Sheet and Budget to the Annual General Meeting.
- 11.3** To make recommendations to the Annual General Meeting regarding Rules and Standards for the Association Championships.
- 11.4** To make recommendations to the Annual General Meeting regarding venues for Association Championship Meetings.
- 11.5** To adjudicate in any disputes that may arise between Centres and/or members.
- 11.6** To communicate effectively to our members by website, email, or other appropriate means.

## 12.0 ANNUAL GENERAL MEETING

**12.1** The Annual General Meeting of the Association shall be held immediately prior to the Association's Track and Field Championships. The time of the meeting shall be determined by the Board having regard to the travel arrangements of delegates and the volume of business to be considered. The meeting shall be held at the same venue or as close as is practicable, as is used for the Track and Field Championships.

**12.2** The General Meeting prior to the Track and Field Championships shall be the Annual General Meeting.

Three months prior to the meeting Centre Secretaries shall be requested by the Secretary to submit nominations for the **Board** of the Association in accordance with the requirements of clause 9.2.1.

**12.3** In relation to all General meetings:

**12.3.1** No later than three months prior to such meetings Centre Secretaries shall be invited to submit remits and topics for discussion to be in the hands of the Secretary two months before the meeting.

**12.3.2** One month prior to such meetings written notice shall be sent to Centre Secretaries, the **Board** and Life members and shall include the agenda, notified remits, notified points for discussion and in the case of the Annual General Meeting nominations for office.

**12.3.3** Within four weeks after such meetings the minutes shall be sent to Centre Secretaries, the **Board** and Life members.

**12.4** At General Meetings each Centre may be represented by a maximum of two members whose names will be notified to the Secretary in writing prior to commencement of the meeting.

**12.5** The business of the Annual General Meeting shall include:

1. Chairman's introductory remarks
2. Quorum check and roll register
3. Notified items for discussion
4. Minutes of previous Annual General Meeting
5. Notice of matters not on the agenda
6. President's report
7. Secretary's report
8. Financial statement, balance sheet, and recommendations.
9. Special reports from Centres and Sub-Committees.

**10. Election of *the Board***

11. Appointment of nominee or nominees to the Trust (every even numbered year; refer to clause 12.5.1)
12. Remits

13. Matters under item (3)
14. Venues for next year
15. General

**12.5.1** Appointment of nominee or nominees to the Trust.

1. If there are more than two candidates for nomination to the Trust, the candidate who polls the lowest number of votes shall withdraw from the contest, and this process shall continue until there are only two candidates remaining. The nominee shall be elected from the two remaining candidates by simple majority.
2. Each Centre shall have one vote per nominee and members of the Board shall not vote for a nominee, unless representing a Centre, except that where there is a tie, the vote shall be put a second time, and if the result is still a tie, the Chairman shall be entitled to vote.
3. No nominee appointed to the Trust shall continue as a Trustee for a period exceeding six years without offering himself for re-election, and it shall be a condition of his or her nomination to the Trust that he or she agrees to retire at the expiry of six years from the date of actual appointment, and his or her letter of retirement from the appropriate date shall be held in the custody of the Secretary, NZMA for presentation in due course to the continuing Trustees.
4. If a trustee dies or retires early, the Board shall have the power to nominate a nominee.

**12.6** The business of other General Meeting shall include:

1. Receive reports of President and Secretary.
2. Receive financial statement.
3. Consider recommendations for the conduct of events.
4. Provide a forum for general discussion on any of the above items and also for possible remits to be notified to Centres and considered at the next Annual General Meeting.
5. Such other matters within the agenda of the Annual General Meeting, with the exception of the Election of Officers, presentation of the financial statements and receipt of the annual reports.

**12.7** Remits to the General meetings may be presented by a Centre or any Centre representing that Centre.

**12.8** At General Meetings the President, Vice President, Secretary, Treasurer and Life Members shall be entitled to one vote. Centres shall be entitled to two votes each which shall be exercised by their nominated delegate or delegates. In the case of an equality of votes the Chairman of such Meeting shall have a casting vote as well as a deliberative vote. The casting vote shall be used to maintain the status quo.



- 12.9** A quorum for General Meetings shall be delegates from at least seven Centres and numbering at least 12 persons, plus two Board officers one of whom must be the President or Vice President.
- 12.10** A Special General Meeting may be called by the Board at the written request of not less than three Centres and Centres shall be given no less than one calendar month notice of such meeting. No business shall be transacted at any Special General meeting except that which has been specified in the Notice. Persons entitled to receive such notices and the procedure for circulation of Minutes shall be as set out in the above clause.
- 12.11** Proxies –The President and other office holders, and or directors, or Centre delegates may appoint a proxy to attend and vote at any General Meeting, (Annual or Special).
- All proxies must in the form set out in the Appendices or to like effect and must be signed by the person appointing the proxy.
- A person may not be a proxy at a General Meeting, if he or she is otherwise attending and voting at the meeting personally or as a proxy for another person.
- All proxies must be lodged with the Secretary prior to the commencement of the relevant General meeting.

### **13.0 FINANCE**

- 13.1** All money paid to the Association shall be lodged in a bank account or other investment approved by the Board.
- 13.2** All cheques shall be signed by any two of the Treasurer, President, Secretary and other committee member to be nominated by the Board after the Annual General Meeting.
- 13.3** The Board may exercise all the powers of the Association except where expressly reserved for general meetings but in respect of decisions to borrow and make advances to further the objectives of the Association shall do so only pursuant to a Resolution passed by not less than three fourths of the total membership of the Board.
- 13.4** The financial year of the Association shall end on 31 August.

### **14.0 BY-LAWS**

Such matters concerning the operation of the Association as are not specifically covered by the Constitution may be the subject of By-Laws. The bylaws shall be drawn up by the Board and submitted for approval at a General Meeting and may be added to, altered or rescinded by the Board at any time subject to ratification by the Association at any General meeting or Special General meeting. The By-Laws shall be consistent with this Constitution.

## **15.0 INTERPRETATION OF CONSTITUTION OR BYLAWS**

If at any time any matter shall arise not provided for in this Constitution or in the bylaws or in the interpretation of any or either of them the same shall be determined by the Board, whose decision shall be final.

## **16.0 ALTERATION TO CONSTITUTION**

**16.1** No new Constitution shall be made and none of the rules herein contained or hereafter made, shall be amended, or rescinded except by a resolution passed by three-quarters majority of the members present and voting at an Annual or Special General meeting.

The Secretary shall, before the date fixed for the Special General Meeting called for the purpose, or for the Annual General Meeting give notice to members of any proposed new rules, amendments and /or rescissions.

**16.2** No addition to or alteration of the Pecuniary Profit Clause or the Winding up Clause shall become effective without the approval of the Department of Inland Revenue.

## **17.0 PECUNIARY PROFIT**

No member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of income, benefit or advantage, except where the income or advantage is derived from:

**17.1** Professional Services to the Association rendered in the course of business charged at no greater rate than current market rates: or

**17.2** Interest on money lent at no greater rate than the current market rates.

## **18.0 COMMON SEAL**

The Common Seal of the Association shall be in the form approved by the Board and shall be kept in the custody of the Secretary. Such Seal shall be affixed to any deed or similar document only pursuant to a resolution of the Board. Every application of the Seal shall be attested by two of the Board and the Secretary.

## **19.0 WINDING UP**

**19.1** The Association may be wound up if at an Annual General Meeting or a Special General Meeting a resolution to wind up is passed by a bare majority (50%+1) of those present and entitled to vote and is confirmed by a like majority at a subsequent meeting called for that purpose not less than 30 days later.

**19.2** In the event of a winding up of the Association all assets after payment of liabilities shall be passed to Athletics New Zealand for the benefit of Masters Athletics.

## **20.0 EFFECTIVE DATE OF THIS CONSTITUTION**

This Constitution shall take effect from the date of its acceptance by a General Meeting of the Association.

## **APPENDIX A – CENTRES**

Northland, Auckland, Waikato/Bay of Plenty, Taranaki, Wellington, Hawkes Bay/Gisborne, Manawatu/Wanganui, Tasman, Canterbury, Otago, Southland.

## **APPENDIX B - Proxy Form**

*Note. This Constitution came into effect on 12/8/83 and was subsequently amended: 12/3/86, 13/3/87, 1/4/88, 3/3/89, 12/3/93, 3/3/95, 14/3/97, 15/3/02, 7/3/03, 3/3/06, 29/02/08, 02/03/2017, 18/06/2020 and **21/05/2021**.*

## NZMA AGM or SGM PROXY FORM

I.....of.....

being a Delegate of.....for the purposes of

**[Insert name of NZMA Centre]**

the Rules of the Society hereby appoint .....

or failing him / her ..... of .....

as my proxy to vote for me on my behalf at the Annual General Meeting or Special General Meeting of the Society and on adjournment thereof.

**[Delete one meeting]**

Signed: .....

Name: .....

Date: .....

NB: This proxy must be lodged with the Secretary prior to commencement of the meeting

***Amendments to the New Zealand Masters Athletics Inc Constitution***

Signed:

Andrew Stark  
(NZMA President)

\_\_\_\_\_

Derek Shaw  
(NZMA Board Member)

\_\_\_\_\_

Claire Giles  
(NZMA Board Member)

\_\_\_\_\_

Date: \_\_\_\_\_