



**New Zealand Masters  
Athletics Incorporated**

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**Constitution**

(Society Number: 218 941)

Incorporated: 14 April 1982

This Constitution supersedes all previous versions and was approved at a

General Meeting of the **Society**

held on the                      Day of                      2025

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### 1.0 NAME:

The name of the **Society** shall be New Zealand Masters Athletics Incorporated, and in this Constitution referred to as **NZMA**.

### 2.0 CHARITABLE STATUS:

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

### 3.0 DEFINITIONS:

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

**'Constitution'** means the rules in this document.

**'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**Regulation** means Incorporated Societies Regulations 2023

**'General Meeting'** means either an **Annual General Meeting (AGM)** or a **Special General Meeting (SGM)** of the **Members** of the **Society**.

**'Annual General Meeting'** means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

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

**Ordinary Resolution** means a resolution passed by a majority of votes of those persons entitled to vote and voting on the question.

**Special Resolution** means a resolution passed by not less than 75% majority of votes of those persons entitled to vote and voting on the question.

**'Officer'** means a natural person who is a member of the **Board** or occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**.

**'Casual Vacancy'** is vacancy which arises when an **Officer** does not serve their full term of office.

**'Board'** means the **Society's** governing body.

**'President'** means the **Officer** responsible for chairing **General Meetings** and Board meetings, and who provides leadership for the **Society**.

**'Secretary'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

**'Treasurer'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

**Patron** means the person appointed by the Board in accordance with clause 25.11

**'Member'** means a masters athlete (aged 30 & over) who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society**, who has not ceased to be a **Member** of the **Society**.

**'Notice'** to **Members** includes any notice given by email, promoted via the NZMA website, post, or social media to **members** of the **Society**.

**'Register of Members'** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

**'Interested Member'** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

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

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

**'Centre'** means any one of the eleven regional Masters Athletics Centres in New Zealand at the date of adoption of this constitution, together with any new Centre which becomes affiliated to the **Society**. The boundaries of each Centre are the same as the **'Centre'** boundaries defined by **Athletics New Zealand** (Inc).

**'Athletics'** means the sport of track running and field events, cross-country running, road running, mountain & trail running, race walking on track and road and includes athletes with disabilities.

**'ANZ'** means Athletics New Zealand Inc.

**'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 (4WVGT) 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 within New Zealand.

#### 4.0 PURPOSES:

The primary purposes of the **Society** are to

- 4.1 act as the controlling body for Masters Athletics within New Zealand and to represent the Masters Athletics movement at a national and international level, including affiliations with the Oceania Masters Athletics (OMA) and World Master Athletics (WMA) organisations.
- 4.2 promote membership of and participation in the Masters Athletic movement.
- 4.3 encourage and co-ordinate good administration and athletic competition within and between Centres.
- 4.4 actively engage with and support **Athletics New Zealand**, to ensure there are meaningful **athletic** events throughout the year for all **members** of the **Society**.

#### 5.0 TIKANGA, KAWA, CULTURE OR PRACTICE

The tikanga or culture of the **Society** is as follows:

*Our aim is to provide a positive experience for all members of the athletic community who belong to the Society and attend our events, by treating them with respect and embracing their differences. This includes their families, supporters, plus our volunteers and officials who make what we are trying to achieve possible.*

and this **Constitution** shall be interpreted having regard to that tikanga, kawa, culture or practice.

#### 6.0 ACT and REGULATIONS

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

## 7.0 SOCIETY POWERS:

The **Society** does not have the power to borrow money or raise money by the issue of debentures or upon mortgage or otherwise with or without security.

The **Society** has the power to;

- 7.1 purchase or otherwise acquire and dispose of any real or personal property in any way which is conducive to the carrying out of the purposes of the **Society**.
- 7.2 make any donation to a **Centre**, person, or institution in furtherance of the purposes of the **Society**.
- 7.3 invest any monies of the **Society** upon such terms as the **Board** shall think fit.

## 8.0 REGISTERED OFFICE

The registered office of the **Society** shall be at such place in New Zealand as the **Board** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

## 9.0 CONTACT PERSON

The **Society** shall have at least 1, but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- At least 30 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Board** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within **30 days** of that change occurring, or the **Society** becoming aware of the change.

## 10.0 CENTRES

10.1 The Board shall have the power necessary to set conditions for the affiliation of Centres to the **Society**. Those Centres listed in Appendix 'A' to this constitution are fully affiliated within the **Society**.

10.2 The **Centre** boundaries are the same as those determined by **ANZ** and any changes are firstly approved by **ANZ**, before being adopted by **NZMA**.

## 11.0 MEMBERS

### Minimum Number of Members

11.1 The **Society** shall maintain the minimum number of **10 Members** as required by the **Act**.

## Membership Requirements

- 11.2 Membership is open to persons aged 30 years and over.
- 11.3 Every applicant for membership consents to become a **Member** by completing either the official **NZMA** online registration form (non-club members) or the official **ANZ** online registration form (ANZ club members).
- 11.4 In consultation with a **Centre** or **ANZ**, the **Board** may accept or decline an application for membership at its sole discretion and must advise the applicant of its decision.
- 11.5 The **Society** must keep an electronic membership register that is secure and accessible.

## Membership Options

The membership options and the events in which members can participate in is outlined in the **MoU** between **NZMA** and **ANZ**. Both parties reserve the right to revisit and amend the **MoU** from time to time.

- 11.6 **NZMA Competitive Member:** This means a non-ANZ club member who pays a membership fee to NZMA, plus the Local Masters Centre fee (if required) as determined by that Centre.
- 11.7 **NZMA Social Member:** This means a non-ANZ club member who pays a membership fee to NZMA, plus the Local Masters Centre fee (if required) as determined by that Centre.  
Members identified in Clauses 11.6 and 11.7 can compete in events as defined by the **MoU** between NZMA / ANZ and the NZMA By-laws. This may include volunteers, officials and Life Members.
- 11.8 **ANZ Competitive Member:** This means any **ANZ** club member who pays a membership fee directly to **ANZ**, plus local ANZ Centre and ANZ club fees.  
Members of this group can compete in events as defined by the **MoU** between NZMA / ANZ and the NZMA By-laws.  
Members in this group DO NOT pay a membership fee to NZMA, but will pay ALL appropriate event registration and competitions fees when attending events under the control of NZMA.
- 11.9 **Life Members:**  
Any **member**, who has rendered outstanding service to the **Society**, may be elected a Life Member of the **Society** following nomination to the General Meeting by the Board.  
The **Board** shall require that a recommendation be submitted from a **Centre(s)** or a **Board** member on the merits of the person nominated for this award.  
**Life Membership** will be granted upon the candidate receiving three-quarters of the votes of those present and eligible to vote at the General Meeting.  
A **Life Member** shall be entitled to speak and vote at the General Meeting.

## Members' Obligations and Rights

- 11.10 Every **Member** shall provide the **Society** with their name, date of birth and contact details (physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
- 11.11 All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 11.12 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities,

equipment and other property, and participating in **Society** activities) if all membership fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

## 12.0 NZMA / CENTRE MEMBERSHIP FEES (excludes ANZ Club Members)

- 12.1 The annual **NZMA** Competitive and **NZMA** Social membership fees will be recommended to the **AGM** by the **Board** and shall be fixed by ordinary resolution at the **AGM**.
- 12.2 Each **Centre** has the option to add a Centre Membership fee that is paid in addition to the NZMA Membership fee.
- 12.3 NZMA Membership fee are paid online (clause 11.3) and any local Masters Centre Membership fee will be passed to the Centre, in a timely fashion.
- 12.4 The **Membership Period** is for a twelve month period as specified in any prescribed NZMA membership form or By-law.

## 13.0 A MEMBER CEASES TO BE A MEMBER

- 13.1 The **Member** has failed to pay a membership fee or other amount due to the **Society** within **30 Days** of the due date for payment.
- 13.2 By written resignation signed by that **Member** and sent to the **Society** or on termination of a **Member's** membership following a dispute resolution process under this **Constitution** or on death.
- 13.3 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 purposes of the **Society** or in any way which could bring the **Society** into disrepute.

## 14.0 OBLIGATIONS ONCE MEMBERSHIP HAS CEASED

A **Member** who has ceased to be a **Member** under this **Constitution**

- 14.1 Remains liable to pay all membership and other fees to the **Society's** next balance date,
- 14.2 Shall cease to hold himself or herself out as a **Member** of the **Society**, and
- 14.3 Shall cease to be entitled to any of the rights of a **Society Member**.

## 15.0 BECOMING A MEMBER AGAIN

- 15.1 Any former **Member** may apply by following the **Membership Requirements** outlined in this Constitution.
- 15.2 If a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Board**.

## 16.0 GENERAL MEETINGS

- 16.1 **AGM:** An AGM must be held once a year at the time, date and place as the Board decides, but not more than 6 months after each Balance Date of the Society and not more than 15 months after the previous AGM.  
The **Society** must hold the **AGM** on the date on which it is called to be held, and in accordance with this constitution.

- 16.2 **Notice of AGM:** The Members must be given at least **60 Days** notice informing them of the date, time and place of the AGM. Notice to Members of an AGM may be given via email, print media or posting on the NZMA website or social media account.
- 16.3 **Notice of proposed motions:** Members, via their **Centres** must give notice of any proposed motions and other items of business to the Board at least **30 Days** before the date of the AGM.
- 16.4 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent via email, print media or posting on the NZMA website or social media account to all persons entitled to attend the AGM at least **14 Days** before the date of the AGM.
- No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by ordinary resolution to discuss and vote on any other items.
- 16.5 **Business of AGM:** The following business will be discussed at the AGM:
- a. confirmation of the minutes of the previous AGM;
  - b. the Board's presentation of the following information during the most recently completed accounting period
    - the annual report;
    - the annual financial statements;
  - c. notice of any disclosures of conflicts of interest made by Board Members (including a brief summary of the matters, or types of matters, to which those disclosures relate);
  - d. the setting of NZMA Membership fees;
  - e. the election of Board Members;
  - f. the appointment of a **Patron(s)** as per clause 25.11 and **Trustee(s)** as per clause 16.24;
  - g. recommendation of Life Members(s);
  - h. consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
  - i. consideration of any other items of business that have been properly submitted
- 16.6 **SGM:** The Board must call a SGM if determined by a majority of the Board Members or if it receives a written request stating the purpose of the SGM from three Centres.
- 16.7 **Notice of SGM:** Members must be given **30 days** notice of the SGM, unless the Board, 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.
- 16.8 **Method of holding meeting:** A General Meeting (AGM or SGM) may be held by a quorum of people being assembled at the time and place appointed by the Board or by means of audio link, audio-visual link or any other form of communication approved by the Board.
- 16.9 **Delegates:** Each Centre shall appoint at least one and up to three Delegates to represent it at General Meetings at its cost, as follows:
- a. Delegates can be members of NZMA or ANZ;
  - b. Each Delegate must be a member of the Centre that elects or appoints them;
  - c. No person may be a Delegate for more than one Centre;

The following persons are not entitled to be a Delegate at a General Meeting:

- d. any NZMA Board Member;
  - e. the NZMA Patron;
  - f. any person under the age of 30;
- 16.10 Each Centre is required to provide to the Board the name of the chosen Delegates(s) by a date and time determined by the Board, prior to the commencement of each General Meeting.
- 16.11 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. A quorum for a General Meeting shall be two Officers, one of whom must be the President, Secretary or Treasurer, plus 12 Delegates representing 6 Centres who are entitled to vote, in person, by proxy, or through audio, audio visual link or other electronic communication. A quorum must always be present during the General Meeting.
- 16.12 **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 (which date may not be less than 6 nor more than 30 days after the date of the AGM).  
Notice of the day, time and place for the adjourned AGM must be given to all Members as soon as reasonably possible after the original scheduled 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.
- 16.13 **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.
- 16.14 **Omissions and irregularities:** The General Meeting and its business will not be invalidated by:
- a. *one or more Members not receiving notice of the meeting;*
  - b. *notice not being given within the required time frame; or*
  - c. *an accidental irregularity, error or omission in the notices, agendas or papers of the meeting or notice.*
- 16.15 **Attendance:** Members and any other persons invited by the Board are eligible to attend and speak at General Meetings.
- 16.16 **Voting Entitlements:** Each Centre (through their Delegate(s)) is entitled to exercise one vote per delegate at a General Meeting.
- 16.17 **Voting by electronic means:** Voting by electronic means is permitted.
- 16.18 **Conduct of voting:** Voting is conducted by a show of hands, or an equivalent electronic process, of those members eligible to vote (and including votes cast by post or electronic means when permitted by the Board), unless a secret ballot is called for and approved by the chair or 10 Delegates or as otherwise required under this Constitution.
- 16.19 **Minutes:** Minutes must be kept of all General Meetings.
- 16.20 **Resolution:** An Ordinary Resolution of Delegates at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

16.21 **Written resolutions:** A resolution in writing signed, or consented to by email or other electronic means, by at least a 75% majority of Centres entitled to vote is valid and effectual as if it had been passed at a General Meeting properly convened and held. Any such resolution may consist of:

- *several documents in similar form each signed by one or more Members; or*
- several emails in similar form each sent or transmitted by a separate Member.

16.22 **Appointment of nominee or nominees to the Trust (4WVGT)**

The **Board** will present the **Members** nominee/s to the **Trust**.

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.

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 Trust Secretary for presentation in due course to the continuing Trustees.

If a trustee dies or retires early, the Board shall have the power to nominate a nominee.

## 17.0 NZMA BOARD COMPOSITION AND ROLES

17.1 The **Board** shall consist of up to seven (7) **officers**. The Board shall elect from among themselves a 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 **Society**.

17.2 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the **Act** or in this Constitution, the **Board** must manage, direct or supervise the operation and affairs of the **Society** and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the **Society**. The **Board** may allocate amongst the **Officers**, specific roles or functions.

17.3 **Composition:** The **Board** shall consist of the **President**, the **Secretary**, the **Treasurer** and up to four other **Officers** elected at the **AGM**.

A majority of the **Officers** on the **Board** must be **members** of the **Society**, or representatives of bodies corporate that are Members.

The **Board** has the provision to co-opt additional **Officers** if there are skillsets missing amongst the elected **Officers**.

17.4 **Role of the President:** The President will:

1. Chair **Board** meetings, **AGMs** and **SGMs**.
2. Provide an annual report on the operations of the **Society** to present to the **Society** at the **AGM**, outlining the Society's activities since the previous AGM,
3. Ensure the affairs of the **Society** are properly conducted.
4. undertake activities to promote the **Society**, good relations and communications between **Members** and **ANZ**, to enhance the reputation and best interests of the **Society**.
5. Attend to such other duties as reasonably required by the **Board**; and

6. Comply with this **Constitution** and the **Bylaws**.

17.5 **Role of the Secretary:** The Secretary will

1. Attend to all correspondence.
2. Prepare, circulate and maintain a record of the agenda and minutes of all **Board** meetings, **AGMs**, **SGMs**, to those entitled to receive them.
3. Ensure that any sub-committee keeps minutes.
4. Maintain the **Member register**.
5. Maintain all **records**.
6. File the Society's annual return in accordance with clause 36.10.
7. Attend to such other clerical duties reasonably required by the **Board** and the **Society**.
8. Comply with this **Constitution** and the **Bylaws**.

With the written approval of the **Board**, these tasks may be varied or delegated, but the **Secretary** remains responsible for their performance.

17.6 **Role of the Treasurer:** The Treasurer will

1. Receive all money paid to or received by the **Society** and pay all accounts approved by the **Board**. The Board may delegate levels of payment to the Treasurer by written authority.
2. Invest all funds of the Society in the manner directed by the **Board**.
3. Keep the **Society's** financial accounts, submit appropriate financial statements at the **AGM** and undertake other tasks required by the **Board**.
4. Comply with this **Constitution** and the **Bylaws**.

With the written approval of the **Board**, these tasks may be varied or delegated, but the **Treasurer** remains responsible for their performance.

## 18.0 FUNCTIONS OF THE BOARD

From the end of each **AGM** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of the **Board**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

## 19.0 POWERS OF THE BOARD

The **Board** has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

## 20.0 SUB-COMMITTEES

The **Board** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit.

20.1 The President shall be an ex-officio member of all Sub-Committees.

20.2 The quorum of every sub-Committee is half the members of the sub-committee but not less than 2,

20.3 No sub-committee shall have power to co-opt additional members,

20.4 A sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Board**, and

20.5 A sub-committee must not further delegate any of its powers.

## 21.0 GENERAL MATTERS

- 21.1 The **Board** and any sub-committee may act by resolution approved during a conference call using audio and / or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Board** or sub-committee meeting.
- 21.2 Other than as prescribed by the **Act** or this **Constitution**, the **Board** or any sub-committee may regulate its proceedings as it thinks fit.

## 22.0 BOARD MEETINGS

- 22.1 The quorum for **Board** meetings is at least two-thirds of the number of officers of the **Board**.
- 22.2 A meeting of the **Board** may be held either;
- by a number of the members of the **Board** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - by means of audio, or audio and visual, communication by which all members of the **Board** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 22.3 A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Board** shall have one vote.
- 22.4 The Chair 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.
- 22.5 Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure.
- 22.6 The **Board** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.
- 22.7 The **Secretary**, or other **Board** member nominated by the **Board**, shall give to all **Board** members not less than **5 Days** notice of **Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

## 23.0 OFFICERS

- 23.1 Every **Officer** must be a natural person who—
- has consented in writing to be an officer of the **Society**, and
  - certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

### Qualifications of Officers

- 23.2 **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—
1. a person who is under 16 years of age
  2. a person who is an undischarged bankrupt
  3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
  4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005

5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
    1. an offence under subpart 6 of Part 4 of the **Act**
    2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
    3. an offence under section 143B of the Tax Administration Act 1994
    4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
    5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
  6. a person subject to:
    1. a banning order under subpart 7 of Part 4 of the **Act**, or
    2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
    3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
    4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
  7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
- 23.3 Prior to election or appointment as an **Officer** a person must—
- consent in writing to be an **Officer**, and
  - certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

## 24.0 OFFICERS' DUTIES

At all times each **Officer**:

- 24.1 Shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- 24.2 Must exercise all powers for a proper purpose,
- 24.3 Must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- 24.4 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 **Society**,
  - the nature of the decision, and
  - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- 24.5 Must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and

- 24.6 Must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

## 25.0 ELECTION OF OFFICERS

**Officers** are elected as follows;

- 25.1 For any **Officer** position that are vacated at an **AGM**, the **Board** must call for nominations at least **60 Days** before the **AGM**.
- 25.2 Nominations are made in the form decided by the **Board** and must be received by the date set by the **Board** and if no date is set, at least **30 Days** prior to the **AGM**.
- 25.3 The **Board** must give notice of the nominations to all **Members** in the notice of the **AGM** agenda.
- 25.4 At the **AGM**, if there are more nominees than number of positions available, an election is to be held by secret ballot, unless otherwise decided by the **chair** of the General Meeting and approved by a Special Resolution of **Members**.
- 25.5 If a secret ballot is held, two **Members** (who are not nominees) or non-**Members** appointed by the chair of the meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 25.6 Those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- 25.7 In the event of any vote being tied, the tie shall be resolved by a further vote held between the tied nominees;
- 25.8 If there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote;
- 25.9 If there are insufficient valid nominations received, the in-coming **Board** can appoint a **member** to fill the vacancy.
- 25.10 In addition to **Officers** elected, the **Board** may appoint other **Officers** for a specific purpose or with a specific skillset, or for a limited period, or generally until the next **AGM**. Unless otherwise specified by the **Board** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**.  
Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).
- 25.11 The Patron(s), shall be appointed annually at the **AGM**.  
A person may be invited by the **Board** to be a **Patron** to show their support for the **Society** and to help establish or maintain public credibility of the **Society**. A **Patron** is entitled to attend and speak at General Meetings, but has no right to vote.
- 25.12 The failure for any reason of any financial **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.

## 26.0 TERMS OF OFFICE

- 26.1 The term of office for all **Officers** elected to the **Board** shall be 3 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office. A Board Member may be re-elected to the Board for a maximum of three (3) consecutive terms of office.  
The **President** of the Society is entitled to an additional two 3 year terms.

- 26.2 **Rotation:** To maintain continuity, the terms of Board Members shall be staggered. At the first meeting following the adoption of this constitution, or as soon as practicable thereafter, Board Members shall be assigned varying term lengths to ensure approximately one-third of the **Officers** are rotated each year.
- 26.3 Under exceptional circumstances, the **Board** may recommend to Members at an **AGM**, that an Officer's term of office as defined in Clause 26.1 be extended. This must be approved by a Special Resolution of **Members** present at the AGM.
- 26.4 **Casual Vacancy:** If a vacancy in the position of any **Officer** occurs between **AGMs**, the remaining **Officers** may:
- Advertise the Casual Vacancy to all Members and 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
  - 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.

## 27.0 REMOVAL OF OFFICERS

An **Officer** shall be removed as an **Officer** by resolution of the **Board** or the **Society** where in the opinion of the **Board** or the **Society**

- 27.1 The **Officer** elected to the **Board** has been absent from 4 Board meetings without leave of absence from the **Board**.
- 27.2 The **Officer** has brought the **Society** into disrepute.
- 27.3 The **Officer** has failed to disclose a conflict of interest.
- 27.4 The **Board** passes a vote of no confidence in the **Officer**.

## 28.0 CEASING TO HOLD OFFICE

- 28.1 An **Officer** ceases to hold office when they resign (by notice in writing to the **Board**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act** or section 29 of this constitution.
- 28.2 Each **Officer** shall within 10 **Days** of submitting a resignation or ceasing to hold office, deliver to the **Board** all books, papers and other property of the **Society** held by such former **Officer**.

## 29.0 CONFLICT OF INTEREST

- 29.1 An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
1. to the **Board** and or sub-committee, and
  2. in an **Interests Register** kept by the **Board**.
- 29.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 29.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**
1. must not vote or take part in the decision of the **Board** and/or sub-committee relating to the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; and

2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; but
  3. may take part in any discussion of the **Board** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Board** and/or sub-committee (unless the **Board** and/or sub-committee decides otherwise).
- 29.4 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 29.5 Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- 29.6 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Board** shall consider and determine the **Matter**.

### 30.0 REGISTER OF MEMBERS

- 30.1 The **Society** shall keep an up-to-date **Register of Members**
- 30.2 For each current **Member**, the information contained in the Register of Members shall include
- their name
  - email address (if any)
  - a physical address
  - a telephone number
  - date of birth
  - whether the **Member** is financial or unfinancial
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- 30.3 Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
- 30.4 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
- The former **Member's** name, and
  - The date the former **Member** ceased to be a **Member**.
  -

### 31.0 INTEREST REGISTER

The **Board** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

### 32.0 ACCESS TO INFORMATION FOR MEMBERS

- 32.1 A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
- 32.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 32.3 The **Society** must, within a reasonable time after receiving a request

1. provide the information, or
  2. agree to provide the information within a specified period, or
  3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
  4. refuse to provide the information, specifying the reasons for the refusal.
- 32.4 Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
  3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
  4. the information is not relevant to the operation or affairs of the **Society**, or
  5. withholding the information is necessary to maintain legal professional privilege, or
  6. the disclosure of the information would, or would be likely to, breach an enactment, or
  7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
  8. the request for the information is frivolous or vexatious, or
  9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- 32.5 If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Days** after receiving notification of the charge, the **Member** informs the **Society**
1. that the **Member** will pay the charge; or
  2. that the **Member** considers the charge to be unreasonable.
- 32.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

### 33.0 FINANCES

- 33.1 The funds and property of the **Society** shall be
1. controlled, invested and disposed of by the **Board**, subject to this **Constitution**, and
  2. devoted solely to the promotion of the purposes of the **Society**.
- 33.2 The **Board** shall maintain bank accounts in the name of the **Society**.
- 33.3 The **Board** must ensure that accounting records are kept at all times that
1. correctly record the transactions of the **Society**, and
  2. are prepared in accordance with generally accepted accountancy practices (GAAP).

3. would enable the financial statements to be readily and properly audited (if required)
  - 4- allow the **Society** to produce financial statements that comply with the requirements of the **Act**.
- 33.4 within 6 months after the balance date of the **society**, copies of the financial statements of the **society** for the period ending on that date are given to the Registrar for registration.
- 33.5 The **Board** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- 33.6 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.
- 33.7 The **Society's** financial year shall commence on 1<sup>st</sup> September of each year and end on 31<sup>st</sup> August (the latter date being the **Society's** balance date).  
An annual return must contain the following information:
1. the name of the society:
  2. the balance date of the society:
  3. the New Zealand Business Number and registration number of the society:
  4. the physical address of the registered office of the society:
  5. the name and contact details of at least 1 contact person:
  6. the name of, and a physical address used by, each officer of the society:
  7. confirmation that, at the time the return is given to the Registrar, the society has 10 or more members as required by the Act; and
  8. confirmation that a named officer considers that, at the time the return is given to the Registrar, the information about the society on the register of incorporated societies is correct (and if it is not correct, what the correct information is).
  - 9.

#### 34.0 DISPUTE RESOLUTION

- 34.1 A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
- 34.2 The disagreement or conflict may be between any of the following persons;
1. 2 or more **Members**
  2. 1 or more **Members** and the **Society**
  3. 1 or more **Members** and 1 or more **Officers**
  4. 2 or more **Officers**
  5. 1 or more **Officers** and the **Society**
  6. 1 or more **Members** or **Officers** and the **Society**.
- 34.3 The disagreement or conflict relates to any of the following allegations;
1. a **Member** or an **Officer** has engaged in misconduct
  2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
  3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
  4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

- 34.4 A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints sub-committee) a notice in writing that;
1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  3. sets out any other information or allegations reasonably required by the **Society**.
- 34.5 The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that
- 34.6
1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  2. sets out the allegation to which the dispute relates.
- 34.7 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 34.8 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 34.9 All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 34.10 The complainant raising a dispute, and the **Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

#### **How a complaint is made**

- 34.11 A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints sub-committee) a notice in writing that—
1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  3. sets out any other information reasonably required by the **Society**.
- 34.12 The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  2. sets out the allegation to which the dispute relates.
- 34.13 The information given under subclause (34.6 / 1) or (34.6 / 2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

#### **Person who makes a complaint has a right to be heard**

- 34.14 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 34.15 If the **Society** makes a complaint—
1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
  2. an **Officer** may exercise that right on behalf of the **Society**.

- 34.16 Without limiting the manner in which the **Member, Officer, or Society** may be given the right to be heard, they must be taken to have been given the right if—
1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  3. an oral hearing (if any) is held before the decision maker; and
  4. the **Member's, Officer's, or Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

**Person who is subject of the complaint has a right to be heard**

- 34.17 This clause applies if a complaint involves an allegation that a **Member, an Officer, or the Society** (the 'respondent')—
1. has engaged in misconduct; or
  2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
  3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

34.18 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.

- 34.19 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
1. 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
  2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  4. an oral hearing (if any) is held before the decision maker; and
  5. the respondent's written statement or submissions (if any) are considered by the decision maker.

**Investigating and determining dispute**

34.20 The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.

34.21 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

**Society may decide not to proceed further with complaint**

34.22 Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if;

- 34.23
1. the complaint is considered to be trivial; or
  2. the complaint does not appear to disclose or involve any allegation of the following kind:
    1. that a **Member** or an **Officer** has engaged in material misconduct;
    2. that a **Member, an Officer, or the Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**:

3. that a **Member's** rights or interests or **Members' rights** or interests generally have been materially damaged:
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

#### **Society may refer complaint**

- 34.24 1. The **Society** may refer a complaint to—
1. a sub-committee or an external person to investigate and report; or
  2. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 34.25 2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

#### **Decision makers**

- 34.26 A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Board** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be—
1. impartial; or
  2. able to consider the matter without a predetermined view.

## **35.0 LIQUIDATION AND REMOVAL FROM THE REGISTER**

### **Resolving to put Society into liquidation**

- 35.1 The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- 35.2 The **Board** shall give 30 **Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- 35.3 The **Board** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 35.4 Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

### **Resolving to apply for removal from the register**

- 35.5 The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- 35.6 The **Board** shall give 30 **Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- 35.7 The **Board** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 35.8 Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

### **Surplus assets**

- 35.9 If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

- 35.10 On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in Athletics New Zealand Inc.
- 35.11 However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

### 36.0 BY-LAWS

The **Board** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

All Bylaws are binding on the **Society**, the **Officers** and **Members**.

The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

### 37.0 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.

### 38.0 ALTERATIONS TO THE CONSTITUTION

- 38.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- 38.2 The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.
- 38.3 Any proposed resolution from a **Centre** to amend or replace this **Constitution** shall be given in writing to the **Board** at least 60 **Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 38.4 At least 30 **Days** before the **General Meeting** at which any amendment is to be considered, the **Board** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Board** has. This includes resolutions put forward by the **Board**.
- 38.5 When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration
- 38.6 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.

### 39.0 PECUNIARY PROFIT

- 39.1 No **member** or person associated with a member of the **Society** shall derive any income, benefit or advantage from the **Society** where they can materially influence the payment of income, benefit or advantage, except where the income or advantage is derived from;
- Professional Services to the **Society** rendered in the course of business charged at no greater rate than current market rates.

#### 40.0 COMMON SEAL

The Common Seal of the **Society** shall be in the form approved by the Board and shall be kept in the custody of an **Officer**. 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.

#### 41.0 WINDING UP

- 41.1 The **Society** may be wound up if at an **AGM** or a **SGM** 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.
- 41.2 In the event of a winding up of the **Society** all assets after payment of liabilities shall be passed to **Athletics New Zealand**, or any other Institution as determined in accordance with Clause 35.11, for the benefit of Masters Athletics.

#### 42.0 MATTERS NOT PROVIDED FOR

- 42.1 If any matter arises that, in the opinion of the **Board**, 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 **Board**.

#### 43.0 TRANSITION

- 43.1 **Transition:** This clause 43 applies to facilitate transition of the **Society** from the previous constitution 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.
- 43.2 **Power of Board during transition period:** Subject to the Act, the **Board** may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for six months and is solely to enable flexibility in the transition of the **Society** from the previous Constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.
- 43.3 **Transition of Officers:** All current Officers continue in their role on the Board and the previous period served on the Board **does not** count towards the maximum numbers of terms in this constitution.

#### 44.0 EFFECTIVE DATE OF THIS CONSTITUTION

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

#### APPENDIX A – NEW ZEALAND MASTER’S CENTRES

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