

Constitution of Aoraki Dragon Boat Association.

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1 Constitution and Name

- 1.1** The Society is constituted by resolution dated 05-October-2007
- 1.2** The name of the Society will be "Aoraki Dragon Boat Association Incorporated" (hereinafter referred to as "the Association" or "ADBA").
- 1.3** The latest amendment is dated 18-August-09.

2 Definitions

Individual member	<i>a natural person who has registered with the Association and paid the annual registration fee.</i>
Club/Team Member	<i>comprises of a minimum of 15 financial Individual members. The Club/Team will have applied for membership to the Association in accordance with Rule 5.6 and 5.7 and will have paid the annual membership fee.</i>
BOM	<i>ADBA's Board of Management</i>
General Meeting	<i>A routine meeting of the Board of Management, held in accordance with Rule 21.</i>

3 Objects and Aims

- 3.1** The primary objects and aims of the Association are those charitable objects and purposes which are recognised by the Court of New Zealand as being charitable, including (in no particular order) to:
- (a) To promote and develop dragon boating as a sport and to foster the control and management of the pursuit of dragon boating in the South Island of New Zealand;
 - (b) To promote and encourage safety and a safe environment on and around the water at all times;
 - (c) Do any act or thing incidental or conducive to the attainment of any of the above objects.
- 3.2** Without detracting from the primary objects, the secondary objects of the Association are to:
- 3.2.1** Promote, be responsible for, manage, develop, and encourage Dragon Boating, competitions, tournaments and regattas at all levels, whilst maintaining the established traditions of the sport in the South Island of New Zealand;
 - 3.2.2** Promote, develop and mandate design, safety, construction and equipment standards and specifications for dragon boats;

- 3.2.3** Promote and foster good fellowship, social interaction, friendship and fair play within the sport of dragon boating;
- 3.2.4** Promote, develop and maintain a cultural and social aspect to the sport of dragon boating;
- 3.2.5** Advise, guide and encourage all participants in the sport of dragon boating including but not limited to schools, supporters and sponsors of dragon boating;
- 3.2.6** Foster the development of suitable craft, equipment and accessories of all kinds for and in connection with dragon boating;
- 3.2.7** Act as an authority over dragon boat races. Hear and determine or otherwise arbitrate over disputes and protests arising from dragon boat races;
- 3.2.8** Represent the interests of dragon boating with governing bodies of sport, national sports bodies and local or national governmental organisations or authorities;
- 3.2.9** Subscribe to any local or national charities, and grant donations for any public purpose or in support of any charitable cause or any such sport event as may be thought fit;
- 3.2.10** Establish and support, and aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
- 3.2.11** Subscribe to, or become a member of, or otherwise amalgamate with any other association or club whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association;
- 3.2.12** Develop, promote, adopt and promulgate rules, by-laws and codes of conduct for the direction, administration and control of dragon boats and dragon boat racing in the South Island;
- 3.2.13** Select and control the Association's representative teams;
- 3.2.14** Maintain contact and liaison with organisations throughout the world whose objects are similar to those of the Association;
- 3.2.15** Promote the South Island as a venue for international Dragon Boat races;
- 3.2.16** Acquire by purchase, lease, exchange, or otherwise, land, buildings and hereditaments of any nature or description and any estate or interest therein and any rights over or connected herewith. Provided that in case the Association shall take or hold any property which may be subject to trusts the Association may only deal with the same in such manner as is allowed by law having regard to such

trusts;

3.2.17 Donate and promote donations for registered charities or charitable organisations from time to time;

3.2.18 Receive grants, bequests and donations;

3.2.19 Make regulations or bylaws to advance the attainment of any of the above objects.

3.3 Notwithstanding Rules 3.1 and 3.2:

(a) The Association shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand; and

(b) No member of the Association shall derive any personal pecuniary gain from membership of the Association.

3.4 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members or affiliates, except in good faith in the promotion of those objects.

4 Powers

4.1 In addition to its statutory powers, the Association will have the following powers:

(a) To use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose to employ such people and resources as the BOM may seem fit.

(b) To use its funds as the BOM thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers or staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.

(c) To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the BOM thinks necessary or proper for the purpose of attaining the objects of the Association and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.

(d) To invest any monies of the Association in any way permitted by law for the investment of incorporated society funds and upon such

terms as the BOM thinks fit.

- (e) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and like bodies calculated to benefit participants in the sport of dragon boating.
- (f) To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the BOM thinks fit.
- (g) To enter into any contract or agreement for the purpose of furthering or attaining the objects of the Association.
- (h) To construct, maintain, restore, repair, alter or replace any buildings or other structures necessary or convenient for the purposes of the Association.
- (i) To receive and expend moneys in connection with all or any of the said objects and to operate in the name of the Association an account or accounts with any bank, company, firm or person.
- (j) To accept, issue, endorse, buy, sell, discount and deal in cheques, bills of exchange, promissory notes, warrants, coupons, bank authorities of all kinds and other negotiable or transferable securities of all kinds.
- (k) To borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all Members or by notification in the public notices column of a local daily newspaper.
- (l) To indemnify any person, organisation, firm, company or corporation against debts, liabilities, costs, losses, expenses, claims, demands, actions and proceedings of all kinds incurred on behalf of the Association or in the course of the provision by such person, organisation, firm, company, corporation of any services to or for the Association and in connection with the foregoing to charge all or any of the assets of the Association.
- (m) To establish, co-operate with and maintain connections with organisations, agencies, persons, firms, companies and corporations in New Zealand and overseas who or which are interested in promoting, furthering,

advancing or supporting all or anyone or more of the objects in these Rules and dragon boating.

- (n) To make and amend any rules, by-laws and codes of conduct that may be formulated from time to time.
- (o) To delegate all or any of its powers, authorities, discretions, duties and functions to the BOM or to any other committee which may be established from time to time.
- (p) To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Association.

4.2 Notwithstanding any other provision, the Association shall not expend any money;

- (a) other than to further purposes recognised by law, nor
- (b) for the sole personal or individual benefit of any Member.

4.3 Any transactions between the Association and any Member, officer or member of the BOM, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Association would deal with third parties not associated with the Association, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5 Membership

5.1 Any person or body corporate in the South Island who agrees with the objects of the Association may, subject to the BOM's approval, become a member of the Association by application in writing and upon payment of the membership subscription set from time to time by the BOM.

Membership to the Association will be by the following classes:

- Club/Team Members;
- Individual members;
- Life and Honorary Members;

- Affiliate Members.

- 5.2** Club/Team Members are those members applying for membership under that class by way of Rule 5.6 and admitted under Rule 5.7 hereof. Such members are referred to as Member Clubs for the purposes of this constitution.
- 5.3** Individual members are those members of Member Clubs/Teams and are registered with the Association under Clause 5.8.
- 5.4** Life and Honorary Members are those members admitted under Clause 6 hereof.
- 5.5** Affiliate Members are those members who have a demonstrated interest or investment in the sport of Dragon Boat racing in the South Island, either broadly or specifically and being in an area the BOM considers appropriate.
- 5.6** Any application for membership shall;
- (a) be addressed to the Secretary in writing,
 - (b) state the class of membership sought,
 - (c) provide such information as may be required by the BOM and
 - (d) include an entrance fee to be determined by the BOM, which shall be reviewed annually.
- 5.7** Such application shall be considered at the next meeting of the BOM, which shall determine upon the admission or rejection of the applicant. In no case shall the BOM be required to give any reason for the rejection of the applicant.
- 5.8** All members of each club must be registered annually with the Association and pay the annual registration fee as determined by the BOM.
- 5.9** The voting rights of a Member Club will commence 14 days after admission of the applicant.
- 5.10** Every Individual and Affiliate Member shall advise the Secretary of any change of address.
- 5.11** The Secretary shall keep a membership register of Individual, and Affiliate Members recording their names and addresses and the dates each member became a member.
- 5.12** All members shall promote the interests and the objects of the Association and shall do nothing to bring the Association into disrepute.
- 5.13** Copies of this constitution shall be provided (at cost) to any Member on request.

6 Life and Honorary Membership

- 6.1** Life Membership may be bestowed upon any individual who in the opinion of the Association has

given outstanding service to the Association.

- 6.2** At the end of each season the BOM of ADBA may decide if appropriate to award "Life Membership" to an individual that has given outstanding and/or long term commitment to the development of the sport of Dragon Boats within the South Island.
- 6.3** The nomination must have 100% agreement by all current ADBA BOM members. The Life membership award will be kept a secret until presented, along with all the other relevant awards.
- 6.4** Honorary Membership may at the discretion of the BOM be conferred for a limited period of time, for an outstanding contribution or for a distinguished visitor.

7 Members Liability

- 7.1** The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association except to the amount of any unpaid membership subscription or registration fee.

8 Expulsion

- 8.1** The BOM may by a vote of at least three fourths of their number expel, suspend or reprimand any Member, should any Member not comply with the Rules of the Association, or is found guilty of conduct which is, in the opinion of the BOM, prejudicial to the interests of the Association or its Members.
- 8.2** (a) Before any Member is expelled, suspended or otherwise reprimanded, the conduct in question shall be inquired into by the BOM, and the Member shall be given the opportunity to justify or explain their conduct before the Committee.

(b) Providing that a quorum is established and the majority of the BOM is present when the matter is enquired into, and that they are of the opinion that the Member has been guilty of such action as aforesaid, then the BOM may expel, or suspend that Member from membership to the Association or otherwise reprimand that Member.
- 8.3** Should any Member fail to appear at an inquiry conducted under Clause 8.2 hereof, or any adjournment thereof, the BOM may proceed in that Member's absence to conduct the said inquiry and to make its findings as herein before empowered.
- 8.4** Any Member expelled or suspended from membership of the Association shall lose and forfeit to the Association all interest and benefit in the funds and property of the Association and all rights

attached to membership.

9 Cessation of Membership

- 9.1** Membership to the Association and all membership entitlements shall cease 30 days after the issuing of Membership Renewal Notices containing the membership fees for the following year as affirmed at Association's Annual General Meeting.
- 9.2** Any member may resign from that member's class of membership by written notice to the Secretary, and each such resignation shall take effect from the end of the Association's then current financial year, but the member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year, and shall cease to hold himself or herself out as a member of the Association, and shall return to the Association all material produced by the Association (including any Membership certificate, handbooks and manuals)
- 9.3** The BOM may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member ceases to be qualified to be a member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 9.4** Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Secretary, and the procedures set out below shall be observed:
- 9.4.1** The BOM shall have the following discretions:
- (i) If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the BOM may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
 - Effectively disposes of the complaint, the BOM may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions, or
 - Does not effectively dispose of the complaint, the BOM may decide to undertake such further investigations

as it thinks fit, and then follow the procedures set out in paragraph (9.4.2)(iv) to (viii) of this Rule.

- (ii) The BOM may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.
- (iii) The BOM may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the BOM, it becomes apparent to the BOM that it is not appropriate further to investigate or consider the complaint.
- (iv) If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the BOM from professional advisers, the BOM may at any time:
 - Decline further to investigate or consider the complaint, or
 - Require the complainant to deposit with the Association such sum as the BOM thinks fit to reimburse the Association wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Association's professional adviser's fees before further investigating or considering the complaint.

9.4.2

The following procedures shall be observed when a complaint is investigated and considered:

- (i) The member shall be given a copy of the complaint;
- (ii) The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the BOM or any special committee established by it for the purpose of hearing and deciding upon the complaint,
- (iii) Further enquiries may be made by or on behalf of the BOM or any such special committee, and the results of those enquiries shall be made known to the complainant and the member,
- (iv) The BOM or any such special committee shall allow the complainant and the member the opportunity to be heard by the BOM or any such special committee (and no person who has any direct or

- indirect interest in the complaint or who is in any way biased shall hear and determine the complaint),
- (v) The BOM or any such special committee may:
 - Dismiss the complaint, or
 - Uphold the complaint and do one or more of the following:
 - a. Reprimand or admonish the member,
 - b. Suspend the member from membership for a specified period,
 - c. Alter the membership classification of the member,
 - d. impose a fine on the member, or
 - e. Expel the member.
 - (vi) The BOM or any such special committee shall respect the confidentiality of the proceedings; and
 - (vii) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the BOM or any such special committee be conveyed to members.

9.5 The decisions of the BOM or any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against, and shall not be subject to any review or challenge.

9.6 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the BOM.

9.7 However, if a former member's membership was terminated under either of Rules 9.3 or 9.4 the applicant shall not be re-admitted by the BOM without the prior approval of a General Meeting.

10 Resignation

10.1 A Member may at any time, by giving notice in writing to the Secretary, resign their membership.

10.2 Any Member who resigns from the Association shall lose and forfeit to the Association all interest and benefit in the funds and property of the Association and all rights attaching to membership.

11 Membership Lists

11.1 The Secretary shall maintain a register of members of the Association in accordance with the provisions of the Incorporated Societies Act 1908 ("the Act"),

and any subsequent enactments.

- 11.2** Each Member Club/Team shall at the request of the Secretary provide a list of their members.

12 Membership Committee

- 12.1** The Membership Committee shall comprise up to **two** (2) delegates from each Member Club/Team.
- (a) Any delegate ceasing to be a member of the Membership Committee may be replaced by a nomination from that delegate's club.
- (b) Delegates must be financial Individual members of the Association and members of the Member Club/Team they represent.
- (c) Delegates may be delegate only for their own Club unless they hold the proxy of another Member Club/Team.
- 12.2** The Membership Committee may, by their own election, invite **one** (1) representative from each Affiliate Member and/or any Life Member to sit on the Membership Committee in an advisory capacity.
- 12.3** The Membership Committee shall meet together with the BOM a minimum of two times throughout the year.
- 12.4** A meeting of the Membership Committee may be called on the written request of at least three delegates to the Membership Committee addressed to the Secretary of the Association and upon receipt of such a request, the Secretary shall convene a meeting on a date not later than 14 days following the receipt of such a request.
- 12.5** The quorum of the Membership Committee shall be one half of the nominated delegates plus one. Should a quorum not be present, a new meeting shall be convened after the expiration of 21 days but not later than 30 days and at such adjourned meeting the delegates present shall form a quorum regardless of the number present.
- 12.6** A duly appointed proxy will be counted in the numbers to form a quorum.
- 12.7** A delegate may be represented on the Membership Committee by his duly appointed proxy.
- 12.8** Member Clubs/Teams whose Individual members registered and financial with the Association falls below 15 shall forfeit their voting entitlements until they have 15 registered Individual members.
- 12.9** Life and Honorary Members and Affiliate Members shall have no voting entitlements at meetings of the Membership Committee (unless they are the delegate for that member club).

13 Board of Management

13.1 From the end of each Annual General Meeting until the end of the next, the usual business affairs of the Association shall be administered, managed and controlled by the Board of Management (BOM) in accordance with the Objects and Aims of the Association detailed in clause 2.

The BOM shall be accountable to the Members for the implementation of the policies of the Association as approved by any General Meeting.

13.2 The Board of Management will consist of the following office bearers:

- (a) President
- (b) Secretary
- (c) Treasurer
- (d) PR/ Communication Director
- (e) Boats/Equipment Director
- (f) Development/Promotions Director
- (g) Junior Development Director
- (h) Events Director
- (i) Director of Special Interest Groups

The President shall, in addition to other duties described in Rule 15, generally oversee and direct the affairs and business of the Association.

At least six (6) of the office bearers will be elected from members of the Association and up to three (3) office bearers may be co-opted from anywhere. Co-opted members of the BOM will serve for one year and may be removed by a vote of the BOM.

Each Member Club is restricted to a maximum of two simultaneous BOM Directors. In the interests and development of the sport it is ideal that there is only one person from each club represented.

The maximum length of time an individual can serve on the BOM is for 10 consecutive years, can be in the form of numerous positions. After 10 years that person will be required to stand down for a minimum period of 2 years before they can stand for re-election if they so wish.

13.3 The election of Officers shall be conducted as follows:

(a) Written nominations for nominees under Rule 13.2, accompanied by the written consent of each nominee, shall be received by the Secretary not less than fourteen (14) clear days before the date of the Annual General Meeting.

(b) Not less than seven (7) clear days before the date of the Annual General Meeting the Secretary

shall post to all Members a voting paper listing all Officer nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination.

(c) If there are insufficient valid nominations received under sub Rule (a) above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.

(d) Votes shall be cast in such manner as the chairperson of the Annual General Meeting shall determine.

(e) The Secretary and some other Member (who is not a nominee) designated by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.

(f) In the event of any vote being tied the tie shall be resolved by the incoming BOM.

- 13.4** If a vacancy in the position of President, Secretary, Treasurer or Secretary/Treasurer or other BOM member occurs between Annual General Meetings that vacancy shall be filled by the BOM.
- 13.5** Any three members of the BOM may call a meeting of the BOM addressed to the Secretary of the Association and upon receipt of such a request, the Secretary shall convene a meeting on a date not later than seven (7) days following the receipt of such a request.
- 13.6** The quorum for a BOM meeting shall be a majority of the current BOM members.
- 13.7** Only BOM members who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 13.8** A member may be represented on the BOM by their duly appointed proxy. A duly appointed proxy may be counted in the numbers to make a quorum.
- 13.9** Subject to these Rules and the resolution of any General Meeting, the BOM may exercise all the Association's powers, other than those required by statute or by these Rules to be exercised by the Association in General Meeting.
- 13.10** The BOM shall meet at least once per month between August and March at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.
- 13.11** The BOM may co-opt any person to the BOM for a specific purpose, or for a limited period, or generally until the next Annual General Meeting,

- 13.12** The BOM and any subcommittee may act by resolution approved by not less than two thirds of the members of the BOM or subcommittee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 13.13** The BOM from time to time may make and amend regulations, bylaws and policies for the conduct and control of Association activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by members, and copies shall be provided (at cost) to any Member on request.
- 13.14** Any officer or other member of the BOM may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two thirds majority of those: present and voting.
- 13.15** A delegate to the BOM Committee shall cease to hold office in any capacity with the Association upon any of the following:
- (a) Death
 - (b) Ceasing to be a financial registered Individual member of the Association
 - (c) Giving notice of resignation in writing to the Secretary
 - (d) Becoming an insolvent under administration; within the meaning of the Corporations Law
 - (e) Becoming mentally incapacitated
 - (f) Being absent without apology from three consecutive meetings of the BOM.
 - (g) Upon membership or affiliation with a body or association with aims and objectives that are in conflict with the aims and objectives of the Association
- 13.16** Where a member of the BOM has not attended three (3) consecutive meetings, the BOM Committee may elect a replacement to the BOM.
- 13.17** Where a member of the BOM has an interest in any dragon boat activity run for personal or club profit or advantage they will be required to complete a *Pecuniary Interest Declaration* stating the nature of their interest and the nature of the activity.
- 13.18** Where a member of the BOM has an interest in any dragon boat activity run for personal or club profit or advantage they will disqualify themselves from taking part in any BOM vote in relation to that activity.

14 Sub-Committees

- 14.1** Sub-Committees may be formed for the purposes of pursuing any of the objects and aims of the Association and for any other purpose as the BOM may determine from time to time.
- 14.2** The Chairman of any Sub-Committee shall be appointed by the BOM.
- 14.3** The President and the Secretary shall be ex-officio members of all Sub-Committees.
- 14.4** The BOM at any time may appoint non-committee positions to take on responsibilities on behalf of the Association and will be responsible for reporting directly to the BOM.
- 14.5** The Non-committee Positions may attend BOM meetings as they see fit, but are not required to attend BOM Meetings and do not need to get involved in the day to day running of the Association.
- 14.6** Unless otherwise resolved by the BOM:
- (a) The quorum of every subcommittee is half the members of the subcommittee;
 - (b) No subcommittee shall have power to co-opt additional members;
 - (c) No subcommittee may commit the Association to any financial expenditure without express authority; and
 - (d) No subcommittee may delegate any of its powers.

15 Duties

The duties of the officers of the Board of Management (see 13.2) are as follows:

- 15.1 President** shall: (terminates in even years)
- Act as the official spokesperson for the Association;
 - Chair all meetings;
 - Act as the contact and liaise with NZDBA;
 - Liaise with all other paddling codes; and
 - Liaise with the various different sport associations.
- 15.2 Secretary** shall: (terminates in odd years)
- Carry out all duties under the direction of the BOM,
 - Attend to correspondence and co-ordinate between BOM and members;
 - Maintain an accurate record of all minutes, rules and correspondence;
 - Convene meetings as directed;
 - Maintain a register of members of the Association and send out updated member registration numbers prior to each race;
 - Collect entry forms and team lists at each race;
 - Validate the crew lists before each regatta or festival;
 - Co-ordinate and update the Corporate database; and
 - Submit all compliance documentation to all regulatory authorities.
- 15.3 Treasurer** shall: (terminates in odd years)
- Receive all monies payable to the Association and issue receipts as required;
 - Deposit all monies in the bank;
 - Arrange for all payments and disbursements;
 - Maintain correct books and accounts showing the full financial affairs of the Association;
 - Submit all financial compliance documentation such as PAYE and GST;
 - Submit a regular statement of receipts and expenditure to the BOM if required;
 - Prepare annual financial statements;
 - Provide the auditor with all financial statements and all supporting documents

- as required;
- Organise Insurance as required, such as PLI, Indemnity and asset protection;
 - Organise Financial Risk Management; and
 - Submit financial reports such as cashflows and budgets to the BOM as required.
- 15.4 PR/ Communication Director** shall:
(terminates in even years)
- Co-ordinate Association Marketing plan;
 - Manage ADBA newsgroups or blogs;
 - Manage and update ADBA website; and
 - Develop and maintain Season Guide.
- 15.5 Boats/Equipment Directors** shall:
(terminates in odd years)
- Co-ordinate Boat maintenance (securing quotes);
 - Co-ordinate Equipment maintenance;
 - Co-ordinate the delivery of the boats to various areas around the South Island;
 - Keep a register of maintenance issues;
 - Keep an accurate record of which boats are kept where; and
 - Advise the BOM on matters of maintenance policy, depreciation and equipment life cycle replacement.
- 15.6 Development Directors** shall:
(terminates in even years)
- Assist in the establishment of new clubs;
 - Organise Coaching Courses;
 - Organise First Aid Courses;
 - Assist Sweep Co-ordinators if required;
 - Assist coaches if required; and
 - Organize training roster.
- 15.7 Junior Development** shall:
(terminates in odd years)
- Develop and implement plans to keep schools and/or individuals interested and involved;
 - Assist club/or coaches with policies for coaching Juniors;
 - Develop and implement junior training programs; and
 - Encourage Juniors to join club or corporate teams once they leave school.

15.8 Ordinary / Events Director

(terminates in odd years)

shall:

- Liaise with clubs hosting points races;
- Co-ordinate volunteers and local organisers for the regional events; and
- Keep the race point system updated after each event.

15.9 Director Special Interest Groups

(terminates in even years)

shall:

- Liaise with all 'niche' teams (such as Abreast/Cancer survivors, and KiwiAble) and individuals to ensure they comply with and ADBA policy; and
- Represent the interests of all 'niche' clubs and individuals.

15.10 The Secretary and Treasurer or Secretary/Treasurer (who need not be Corporate Member or Individual Members and who need not be BOM members elected under Rule 13.2) shall be appointed by the BOM and may be paid such remuneration or honorarium as the BOM may from time to time determine.

15.11 The Board of Management members:

- (a) Must not at any time during their membership of the BOM or after leaving the BOM other than in the proper course of their duties or as required by law, divulge or disclose to any other person any confidential information relating to ADBA, the BOM or its activities unless the BOM has authorised such disclosure in writing;
- (b) Must use their best endeavours to prevent the unauthorised disclosure of any confidential information e.g the Corporate crew contact list to or by any third party;
- (c) Must accept that all developments, improvements in procedure or processes made, developed or discovered by themselves while a member of the BOM relating in any way to ADBA or BOM business will belong to and be the absolute property of ADBA;
- (d) Will return all materials and tools provided or acquired by ADBA, correspondence generated or received in the course of their duties or ADBA, assets under their temporary control or in their possession will be returned to ADBA at the completion of their BOM tenure.
- (e) As a Board Director it is the individuals responsibility to ensure the views/policy of the BOM and or ADBA are clearly understood

and represented to others.

- (f) If a Board Director is shown to have a Conflict of Interest with decisions made by the BOM or ADBA or shows disrespect for what ADBA stands for then the BOM reserves the right by three quarter vote to remove that Director from the BOM and put the position up for re-nomination.

16 Audit

- 16.1** If they determine appropriate, the members at the AGM shall appoint an auditor who shall report to the members in accordance with the relevant standards and regulations.

17 Financial Arrangements

- 17.1** The financial year of the Association shall commence on the 1st day of July and end on the 30th day of June, of the following year.

- 17.2** At the first meeting of the BOM following each Annual General Meeting, the BOM will decide by resolution the following:

- (a) how money will be received by the Association;
- (b) who will be entitled to produce receipts;
- (c) what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
- (d) who will be allowed to authorise the production of cheques and the names of cheque signatories; and
- (e) policy concerning the investment of money by the Association, including what type of investment will be permitted.

The Treasurer will ensure that true and fair accounts are kept of all money received and expended.

18 Indemnifying of Committee Members & Officers

- 18.1** No member of the Board of Management or other sub-committee member or Officer of the Association shall be liable for the acts or defaults of any other member of the BOM, any member of any sub-committee or Officer or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

- 18.2** The members of the BOM, any sub-committee member and Officers shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of the functions

and duties, other than as a result of their wilful default.

19 Subscription and Registration

- 19.1** The annual subscription to be paid by all Individuals, Affiliates and Member Clubs/Teams of the Association shall be prescribed by the BOM at the Annual General Meeting and shall be paid prior to the first day of October.
- 19.2** No subscription or registration fee shall be refunded to any member retiring from the Association.
- 19.3** The BOM may by resolution impose a levy or levies on members in different classes of membership in any calendar year up to a maximum totalling 50 per cent of the annual subscription for that year for each class of member.
- 19.4** In fixing from time to time the membership subscriptions, the BOM shall not be bound to prescribe a uniform subscription in respect of all members.
- 19.5** Any member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees within one calendar month of the date the same was set shall be considered as un-financial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the BOM may determine the member's membership shall be deemed to have been terminated and the member shall cease to hold himself or herself out as a member of the Association, and shall return to the Association all material produced by the Association (including any Membership certificate, handbooks and manuals).

20 Default of Clubs

- 20.1** While any monies payable by a Member Club/Team are overdue, that Member's duly appointed representatives may not vote or be counted in a quorum for a meeting of the BOM or exercise any powers as members of the Association unless the BOM resolves otherwise.

21 Meetings of the Board of Management

- 21.1** The Secretary shall:
- (a) Give at least 14 days notice of all meetings and notices of motion to all members (except for the Annual General Meeting or an Extraordinary General Meeting where 28

days notice shall be given).

- (b) Give written notice of all meetings to members first preference via email, then either personally, by post, by fax or by other available telecommunications channels.
- (c) Notices sent by post shall be deemed to have been received two days after the date of posting.

21.2 Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the BOM. Full information will be provided concerning any proposed amendments to these Rules or any matter that is the business of a General Meeting. Such information will be supplied to any member requesting it.

21.3 Meetings of the Association shall be held in the following manner:

- (a) The President, or in his absence the Secretary shall take the chair.
- (b) In the event of the President and Secretary being absent from a duly convened meeting, such meeting may elect a Chairman from its midst.
- (c) The Chairman shall open and close the meeting and conduct it in accordance with the Rules ordinarily observed in the conduct of meetings.
- (d) All motions must be clearly formulated and must be proposed and seconded by Individual members eligible to vote.
- (e) Voting is to be by a show of hands unless members indicate an alternative preference. If any member requests a secret ballot on any vote, a secret ballot will be held. Decisions shall be made by a simple majority unless otherwise stated in these rules.
- (f) In the case of an equality of voting on any question, the Chairman of the meeting shall exercise a second or casting vote in favour of maintaining the status quo.
- (g) The Chairman shall have the right, in his absolute discretion and without assigning any reason for so doing, of adjourning the debate on any matter of particular importance until the next ensuing meeting.

22 Annual General Meeting

- 22.1** There shall be an Annual General Meeting of the Association during the month of August each year.
- 22.2** Members shall be given notice in writing at least 28 days before such meeting.
- 22.3** In addition to any other business which may be transacted at an Annual General Meeting, the business of the meeting shall include the following:
- (a) To confirm the minutes of the last Annual General Meeting and of any Extraordinary General Meeting held since that meeting.
 - (b) To receive the BOM's report on the activities of the Association in the last financial year, and the proposed priorities and directions for the Association in the current year.
 - (c) To elect office bearers to the BOM for two (2) years. The BOM positions will be elected as outlined in 15.1 to 15.9. Resigning office bearers may stand for re-election.
 - (d) To receive and consider financial statements from the BOM which are not misleading and gives a true and fair view of the last financial year of the Association's;
 - income and expenditure;
 - assets and liabilities;
 - mortgages, charges and other securities; and
 - Association properties.
 - (e) To receive the estimate of income and expenditure for the current year.
- 22.4** Any notices of motions to be lodged shall be in writing and received by the Secretary within no less than 28 days prior to the date of the Annual General Meeting.
- 22.5** Any other business to be discussed may be raised at the meeting provided such business has already been included in the Notice of Meeting Agenda circulated to all members.
- 22.6** Nomination of delegates to the BOM may be made at the Annual General Meeting or in such other way as the BOM may determine from time to time.
- 22.7** Nomination of candidates for election as office bearers may be made at the Annual General Meeting or in such other way as the BOM may determine from time to time.
- 22.8** Only duly nominated delegates to the Membership Committee or their duly appointed proxy shall be entitled to vote at the Annual General Meeting.

- 22.9** The quorum of the Annual General Meeting shall be three fourths of duly nominated delegates to the Membership Committee inclusive of any individual members. Should a quorum not be present, a new meeting shall be convened after the expiration of 21 days but not later than 30 days, and at such adjourned meeting the members present shall form a quorum regardless of the number present.

23 Extraordinary General Meeting

- 23.1** An Extraordinary General Meeting may be convened by the BOM in special circumstances which in their opinion make it necessary. The date and agenda of such meeting shall be made known to all members at least 28 days in advance.
- 23.2** Such a meeting shall be convened if at least 6 delegates representing not less than 4 Member Clubs/Teams, eligible to vote, make an application in writing containing their signature and stating their reasons for calling such a meeting.
- 23.3** The Rules relating to a quorum for an Extraordinary Meeting shall be the same as for the Annual General Meeting.

24 Proxies

- 24.1** (a) Upon any question arising at a meeting of the Association, each duly appointed delegate shall have only one vote.
- (b) All votes shall be given personally or by proxy.
- 24.2** (a) Each duly appointed delegate is entitled to appoint a proxy provided a written notice is given to the Secretary of the Association prior to the commencement of the meeting.
- (b) A duly appointed proxy need not be a member of a member Club.

25 Funds

- 25.1** The funds of the Association shall be derived from members' subscriptions, registration fees, donations, grants, bequests and such other sources as the BOM may determine from time to time.
- 25.2** Any income, benefit or advantage will be applied to the objects of the Association.
- Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction.
- The provision and effect of this clause shall not be removed from these Rules and shall be implied into any document replacing these Rules.

26 Seal

- 26.1** The Seal of the Association shall be kept in the custody of the Secretary of the Association or other person nominated by the BOM from time to time, and shall only be affixed on the authority of a resolution of the Membership Committee and in the presence of the Secretary or other nominated person and any two members of the BOM.
- 26.2** When required, the Common Seal will be affixed to any deed, document or other instrument following a resolution of the Association and will be signed by the Secretary and one other person nominated by the BOM.

27 Alteration of Rules

- 27.1** These Rules shall not be altered, repealed or added to except by a special resolution carried by at least three fourths majority of those present at an Annual General Meeting or Extraordinary General Meeting.
- 27.2** Any proposed motion to amend or replace these Rules shall be signed by at least two (2) Members and given in writing to the Secretary at least 28 clear days before the General Meeting at which the motion is to be considered. Any proposal shall be accompanied by a written explanation of the reasons for the alteration, repeal or addition.
- 27.3** At least 21 clear days before the General Meeting at which any such proposal is to be considered, the Secretary shall post written notice to all individual Members and Member Clubs of the proposed motion, of the reasons for the proposal, and of any recommendations from the BOM in respect thereof.
- 27.4** No amendment may be made to these rules which would alter:
- (a) The exclusively charitable nature or tax-exempt status of the Society,
 - (b) The rules precluding Members from obtaining any personal benefit from their membership, or
 - (c) The rules as to winding up.

28 Winding Up

- 28.1** The Association may be wound up under the provisions of the Charitable Trusts Act 1957 if at a General Meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

- 28.2** If the Association is wound up, any surplus assets after the satisfaction of all debts, costs and liabilities shall be distributed to exclusively charitable organisations in New Zealand that have similar objects to the Association and as the members will decide in a General Meeting. If the Association is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.

29 General Regulations

- 29.1** All matters not contained within this Constitution may be provided for in the General Regulations of the Association.
- 29.2** General Regulations as prescribed by the BOM from time to time and affirmed by the Membership Committee shall have the same force as this Constitution.
- 29.3** No Regulation shall be repugnant of this Constitution.
- 29.4** Any alteration or addition to the Regulations shall be affirmed by a simple majority of delegates eligible to vote at a Membership Committee Meeting.
- 29.5** All Members shall be given 28 days notice of any proposed alteration or addition to the General Regulations.
- 29.6** Any matter not specifically covered by this Constitution or the General Regulations may be determined by resolution of a simple majority of those delegates eligible to vote at a Membership Committee Meeting.

30 Interpretation

- 30.1** Words importing masculine general shall import feminine gender.
- 30.2** "Rules" means the Constitution and Rules of the Aoraki Dragon Boat Association.

Signed by Meri Gibson)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

Signed by Noel Anderton)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

Signed by Terry Coyle)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

Signed by Vai Papali'i)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

Signed by Rick Smith)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

Signed by Peter Mitchell)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

Signed by Lorraine Flintoff)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

Signed by Julian Yee)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

Signed by Erina Parks)

A member of the Association in the presence of:)

Witness signature:

Witness name:

Witness occupation:

Witness address:

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Noel Anderson (Secretary)

Meredith Gibson (Chair)

Janice Melville (Treasurer)