

Constitution of the Rotorua Association of Triathlon and Multisport Incorporated (the Club)

1. Name and Charitable Status

- 1.1 The Club shall be called the Rotorua Association of Triathlon and Multisport Incorporated (hereinafter referred to as the Club).
- 1.2 The Club is a registered charitable entity under the Charities Act 2005.
- 1.3 This constitution complies with the new Incorporated Societies Act 2022 (the Act). Any clause in this Constitution that contravenes or is inconsistent with the Act shall have no effect.
- 1.4 This Constitution will take effect from the date the Club is re-registered under the Act.

2. Definitions

- 2.1 In this Constitution unless the context otherwise requires, the following words and phrases have the following meanings:
 - a) *Act* means the Incorporated Societies Act 2022.
 - b) *Annual General Meeting* means a meeting of the Members of the Club held once per year which, among other things, will receive and consider reports on the Club's activities and finances.
 - c) *Chairperson* means the Officer responsible for chairing Annual General Meetings, Special General Meetings and Committee meetings (usually the President).
 - d) *Club* means the Rotorua Association of Triathlon and Multisport Incorporated.
 - e) *Committee* means the Club's governing body.
 - f) *Constitution* means the rules in this document.
 - g) *Deputy Chairperson* means the Officer elected or appointed to deputise in the absence of the Chairperson.
 - h) *Interested Officer* means an Officer who stands to gain financial benefit from a Matter, or who is related to someone who may gain financial benefit from a Matter, or who is interested in a Matter for any of the reasons set out in section 62 of the Act.
 - i) *Interests Register* means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
 - j) *Matter* means the Club's performance of its activities or exercise of its powers; or an arrangement, agreement or contract made or entered into or proposed to be entered into by the Club.

- k) *Member* means a person who has consented to become a Member of the Club and has been properly admitted to the Club who has not ceased to be a Member of the Club.
- l) *Notice* to Members includes any notice given by email, post, or courier.
- m) *Officer* means a natural person who is a member of the Committee who may exercise significant influence over the management or administration of the Club e.g. Chairperson, Treasurer.
- n) *President* means the leader of the Club, sets the tone and vision for the Club, primary decision-maker, the Chairperson at meetings, ensures the Purposes of the Club are upheld.
- o) *Register of Members* means the register of Members kept under this Constitution as required by section 79 of the Act.
- p) *Secretary* means the Officer responsible for the matters specifically noted in this Constitution.
- q) *Special General Meeting* means a meeting of the Members of the Club that is called for a specific purpose or purposes.
- r) *Working Days* mean those defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki Observance Day, Labour Day.

2.2 The masculine includes the feminine and vice versa.

2.3 Words importing the singular only include the plural and vice versa.

2.4 Reference to any Act of Parliament or Regulation includes any amendment to that Act of Parliament or Regulation and any Act of Parliament or Regulations passed in substitution.

3. Purpose of the Club

3.1 The Club is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes) that benefits the community, namely:

- a) To engage in, promote, sponsor, develop and encourage triathlon and multisport which include any two or more disciplines of swimming, cycling, running and kayaking.
- b) To foster competition and championships of any two or more of the disciplines referred to in paragraph (a) above.
- c) To promote social activities and camaraderie amongst the Members.
- d) To use the funds of the Club in such a manner as may be considered necessary in carrying out the Purpose of the Club.
- e) To promote regional and national bodies with a similar purpose to the Club.

- f) To affiliate with any society, club or association having a similar purpose to the Club, or to join, co-operate with or subscribe the funds of the Club to better attain or otherwise further the Purpose or interests of the Club or the Members.
- g) To promote recognition and support of the Club's Purpose by government local authorities and other statutory bodies.
- h) To raise money in any manner to further the Purpose of the Club.
- i) To do all such things as are conducive or incidental to attain the Club's Purpose.

3.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the Club.

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

4. Certain Rules Not Capable of Being Altered

- 4.1 The Club shall be operated exclusively as a non-profit organization without financial gain to the Members and all profits and other accretions to the assets of the Club shall be accumulated and used to promote the Purpose of the Club as set out above.
- 4.2 Any income, benefit or advantage shall be applied to the Purpose of the Club. No Member of the Club or any person associated with a Member shall participate in or materially influence any decision made by the Club in respect of any benefit or payment to be made to that Member or person associated with that Member, whatsoever. In this situation, any such benefit or payment shall be reasonable and relative to that which would otherwise be paid in an arms-length transaction (being open market value).
- 4.3 The provisions in clauses 4.1 and 4.2 above are to be entrenched in the Club's Constitution as rules not capable of being altered.

5. Registered Office

- 5.1 The registered office for the Club shall be at such place in New Zealand as the Committee may, from time to time, determine.
- 5.2 Changes to the registered office shall be immediately notified to the Registrar of Incorporated Societies.

6. Contact Person

- 6.1 The Club must have at least one contact person but no more than three, whom the Registrar of Incorporated Societies can contact when needed.
- 6.2 The Club's contact person must be appointed by the Committee, at least 18 years of age and ordinarily resident in New Zealand.
- 6.3 The name of the contact person must be provided to the Registrar of Incorporated Societies along with their contact details including a physical or electronic address and phone number.
- 6.4 Any change in the Club's contact person or their details must be advised to the Registrar of Incorporated

Societies within 20 Working Days of that change occurring, or the Club becoming aware of the change.

7. Membership

- 7.1 The Club will have a minimum of 10 Members, as required under the Act.
- 7.2 An Honorary Life Member is any person considered by the Committee to have rendered eminent service to the Club. This person may be nominated and elected an Honorary Life Member at any Annual General Meeting or Special General Meeting PROVIDED that the proposal to appoint a person as an Honorary Life Member is carried by a majority of the Members at such meeting. Honorary Life Members are exempt from paying an annual subscription fee to the Club.
- 7.3 The Committee may, at its discretion, create different classes of membership e.g. Youth, Social, Family – and these classes of membership will be agreed on at the Annual General Meeting.
- 7.4 Anyone joining the Club as a Member must complete the online membership registration portal and include their personal details, pay the required membership fee (if any) and confirm their consent to becoming a Member in the category of membership they have selected.
- 7.5 The Committee may accept or decline an application for membership in its sole discretion PROVIDED the applicant is advised of the Committee's decision.
- 7.6 The Committee shall keep an up to date list of the Club's registered Members and the written consent of every Member to become a Club Member in the Club's membership records.

8. Members Rights and Obligations

- 8.1 Members must provide the Club with their full name and contact details upon registering as a Member and immediately notify the Committee if they change their name or contact details.
- 8.2 All Members shall promote the interests and Purposes of the Club and shall do nothing to bring the Club into disrepute.
- 8.3 A Member is entitled to participate in Club activities, access or use the Club's premises, facilities, equipment and other property (the extent to which will be determined by the Committee) and to exercise the rights of membership which includes attending and voting at Annual General Meetings and Special General Meetings.
- 8.4 No Member is liable for any obligation of the Club by reason only of being a Member.
- 8.5 Any Member that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at Annual and Special General Meetings.

9. Membership Fees

- 9.1 The annual subscription for each classification of Member of the Club shall be fixed by resolution at the Annual General Meeting.

- 9.2 The Committee will notify all Members of the new membership fees agreed to at the Annual General Meeting for the new financial year, ensuring it provides a link to the Club's online registration portal to enable Members to complete their new membership registration online.

10. Ceasing to be a Member

- 10.1 A Member ceases to be a Member of the Club if they resign in writing to the Committee; if their membership is terminated by the Committee by reason of the Member bringing the Club into disrepute; if their membership is terminated following a dispute resolution process under this Constitution; upon their death (or if a body corporate on liquidation, deregistration, or dissolution of partnership).
- 10.2 In all cases where the Member ceases to be a Member, the Committee will ensure the name of the Member is immediately removed from the Club's membership list and note the applicable date of their removal.
- 10.3 A Member who ceases to be a Member under clause 10.1 remains liable for any fees owing to the Club but shall cease to hold themselves out as a Member of the Club nor be entitled to any membership rights afforded to Members and they shall return to the Club all property provided to that Member by the Club.
- 10.4 A Member who ceases to be a Member under clause 10.1 may re-apply to become a Member in the following financial year but may only be re-admitted as a Member by resolution of the Committee.

11. Register of Members

- 11.1 The Committee shall keep an up-to-date Register of Members and for each current Member, the information contained in the Register of Members shall include the name of the Member, the date on which they became a Member, the Member's contact details including a physical or email address, the Member's telephone number and whether the Member is financial or unfinancial.
- 11.2 The Club shall also keep a record of the former Members of the Club for each Member who ceased to be a Member within the previous seven years, recording their name and the date the former Member ceased to be a Member.

12. Special General Meetings

- 12.1 The Committee may, at any time, call a Special General Meeting by resolution PROVIDED Members are given not less than ten Working Days' Notice of the date, time, venue and business to be transacted at that Special General Meeting.
- 12.2 The Committee shall also, in the manner set out in the preceding clause, call a Special General Meeting if the Committee receives a requisition to do so from not less than 75% of its Members.
- 12.3 Any requisition and subsequent Notice of a Special General Meeting shall specify the business, which alone shall be considered at that Special General Meeting. Business not specified in the requisition or Notice may be transacted, by leave of the Chairperson, if that decision is not opposed by any Member present.
- 12.4 A Member may request that a motion be voted on at a Special General Meeting PROVIDED they have given notice of that motion to the Committee at least 5 Working Days before the Special General

Meeting. If notice of the motion, together with any supporting information, is given to the Committee before Notice of the Special General Meeting is sent to Members then that motion and supporting information shall be sent to the Members when Notice of the Special General Meeting is sent out.

12.5 A written resolution may be proposed in lieu of a Special General Meeting PROVIDED:

- a) it is in writing by letter, email or other electronic communication means;
- b) it is proposed by or on behalf of one or more Members;
- c) it is approved by that Member who either signs the written resolution or gives their approval through the electronic communication means;
- d) it is approved by no less than 75% of the Members entitled to vote on a resolution.

12.6 A Special General Meeting will not be invalidated simply because one or more Members did not receive the notice of the Special General Meeting sent by the Committee.

12.7 All Special General Meetings shall be chaired by the President. If the President is absent, those Members attending the meeting shall elect another member of the Committee to chair that meeting.

12.8 Special General Meetings may be held in person and/or by using any real-time audio, audio visual electronic communication PROVIDED each Member attending has a reasonable opportunity to participate.

12.9 The Secretary must keep minutes of all Special General Meetings.

13. Special General Meetings – Proxy, Quorum, Voting, Adjourning

13.1 If a Member cannot attend a Special General Meeting in person they may sign a written proxy nominating another person to attend on their behalf which must be handed to the Committee before the commencement of the Special General Meeting.

13.2 Where a Member is a body corporate, the body corporate may send an authorised representative to attend the Special General Meeting but this person must be notified in writing to the Committee.

13.3 No Special General Meeting may be held unless at least ten eligible financial Members are in attendance throughout the Special General Meeting and this will constitute a quorum (Quorum). Any decisions made at a Special General Meeting when a Quorum is not present are not valid.

13.4 If within half an hour after the time appointed for a Special General Meeting a Quorum is not present the meeting shall be dissolved, if it was convened at the request of Members – otherwise it shall be adjourned to a day, time and place determined by the Chairperson and if at the adjourned meeting there is still no Quorum then those Members present in person and by proxy shall be deemed to constitute a quorum.

13.5 A Member is entitled to exercise one vote on any motion at Special General Meetings either in person or by proxy and unless otherwise required by this Constitution, decisions will be made by a majority vote.

13.6 The Chairperson may have a deliberative vote and in the event of a tied vote, a casting vote.

13.7 Voting shall be by voice or show of hands, or upon the direction of the Chairperson (or by request of two

or more Members present) by secret ballot.

13.8 The Chairperson may adjourn or close a Special General Meeting in the event of an emergency – or adjourn a Special General Meeting for any other reason with the consent of a majority vote by Members – but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13.9 The Chairperson may direct any person not entitled to be present at a Special General Meeting or who is obstructing the business, behaving in a disorderly manner, being abusive or failing to abide by the directions of the Chairperson, be removed from that Special General Meeting.

14. Annual General Meeting

14.1 The Annual General Meeting of the Club shall be held no later than 30 July in each year, the specific date and location to be determined by the Committee each year and the Committee shall give not less than ten Working Days' Notice of the Annual General Meeting to its Members.

14.2 Clauses 12.5 to 12.9 and 13.1 to 13.9 relating to Special General Meetings also apply to Annual General Meetings.

14.3 The Committee must include the following items in its agenda papers for all Annual General Meetings:

- a) Welcome/apologies
- b) Minutes to be confirmed from the previous Annual General Meeting (and the Minutes from any Special General Meeting held during the year since the last Annual General Meeting).
- c) A President's report to be adopted by the Members that includes an annual report on the operations and affairs of the Club during the most recently completed accounting period.
- d) A Treasurer's report to be adopted by the Members that includes a statement of assets and liabilities of the Club and a statement of income and expenditure for the Club, both statements as at the last day of the financial year for the Club.
- e) Notice of any disclosures of conflicts of interest made by Officers during the previous year since the last Annual General Meeting (including a summary of the matters, or types of matters, to which those disclosures relate).
- f) Subs to be voted on by the Members that are proposed for the following membership year.
- g) Committee member nominations to be voted on by the Members for the following membership year.
- h) Any other motions to be voted on.
- i) Any other business to be discussed.

14.4 Business not specified in the Annual General Meeting agenda may be transacted, by leave of the Chairperson, if there is no opposition from a Member present at the meeting.

15. The Committee

15.1 The Committee will consist of at least three Officers but no more than twelve with a majority being Members of the Club (or representatives of bodies corporate that are Members of the Club).

15.2 From the end of each Annual General Meeting until the end of the next Annual General Meeting, the Club shall be managed by or under the direction or supervision of the Committee that was voted in at the last Annual General Meeting.

16. Sub-committees

- 16.1 The Committee may appoint a sub-committee for any purpose the Committee thinks fit, consisting of the people the Committee thinks fit – who may or may not be Members or Officers of the Club.
- 16.2 Unless otherwise resolved by the Committee:
- a) The quorum of every sub-committee shall be half that sub-committee's members, but not less than two (every sub-committee therefore must have at least two members).
 - b) No sub-committee shall have the power to co-opt additional members.
 - c) A sub-committee must not commit the Club to any financial expenditure without express authority from the Committee.
 - d) A sub-committee must not further delegate any of its powers.

17. Committee Meetings

- 17.1 Other than as prescribed by the Act or this Constitution, the Committee may regulate its proceedings as it thinks fit.
- 17.2 Committee meetings shall be at least quarterly (but ideally monthly) at such time and place as the President of the Club shall determine or upon any three members of the Committee requesting.
- 17.3 The Secretary, or another Committee member nominated, shall provide the Committee with not less than five Working Days' notice of Committee meetings. Where it is a matter of urgency, a shorter period of notice may be given.
- 17.4 The quorum for a Committee meeting shall be at least half the number of members of the Committee.
- 17.5 Committee meetings may be held in person and/or by using any real-time audio, audio visual electronic communication that ensures all Officers of the Committee constituting a quorum in the meeting can simultaneously hear each other throughout the meeting.
- 17.6 Committee meetings shall be chaired by the President of the Club. If the President is absent, the Committee shall elect another member of the Committee to chair that Committee meeting.
- 17.7 A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast are in favour of the resolution.
- 17.8 Every Officer, including the Chairperson, shall have one vote and the Chairperson shall have a casting vote in the event of a tied vote on any resolution of the Committee.
- 17.9 Where an irregularity occurs during a Committee meeting which is not noticed and objected to at the time, then the proceedings shall have the same force and validity as if no such irregularity had occurred. Where an irregularity during a Committee meeting is noticed and objected to, the irregularity shall be decided upon at the meeting and such decision shall be final, conclusive and binding.

18. Powers of the Committee

- 18.1 The Committee has all the powers necessary for managing – and for directing and supervising the

management of – the operation and affairs of the Club subject to the limitations in the Act or this Constitution.

- 18.2 The Committee may purchase, lease or otherwise acquire, hold, manage, demise, let, sell, exchange, improve and deal with any land or property that may be required for the Purpose of the Club.
- 18.3 The Committee may borrow, on a secured or unsecured basis, a loan of up to \$5,000. Should the Committee borrow an amount, which when added to the Club's existing borrowings exceed \$5,000, then the Committee shall, before borrowing that amount which causes the \$5,000 limit to be exceeded, obtain the consent of the majority of the Members at the Annual General Meeting or a Special General Meeting.
- 18.4 The Committee may enter into negotiations, contracts or agreements including rescinding, varying or executing such negotiations, contracts or agreements and carry out all acts, deals, matters and things in the name of and on behalf of the Club as they consider necessary or that relate to any matter in this Constitution for the Purpose of the Club and which are not, by this Constitution or statute, expressly directed or required to be exercised or determined at an Annual or Special General Meeting.
- 18.5 The Committee may make and amend its own policies for the conduct and control of Club activities including codes of conduct for Members PROVIDED these are not inconsistent with this Constitution or the Act or any other legislation.
- 18.6 Where the Committee determines it will use a common seal, the common seal must be held by an Officer. Affixing the common seal must be by resolution of the Committee and countersigned by an Officer. Documents binding the Club may also be signed by an Officer PROVIDED there is a resolution of the Committee authorizing such documents to be signed.

19. Officers

- 19.1 Every Officer on the Committee must be a natural person who prior to their election or appointment provides their written consent to be an Officer and further certifies that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act (hereinafter referred to as a Declaration and Consent Form).
- 19.2 Under section 47(3) of the Act (and section 36B of the Charities Act 2005) Officers must not be disqualified from being appointed or holding office as an Officer of an incorporated society that has charitable status. Disqualified means:
 - a) a person who is under 16 years of age.
 - b) a person who is an undischarged bankrupt.
 - c) 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.
 - d) a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005.
 - e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4 of the Act
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)

- iii. an offence under section 143B of the Tax Administration Act 1994
- iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs i., ii., iii.
- v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f) a person subject to:
 - i. a banning order under subpart 7 of Part 4 of the Act.
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003.
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009.
 - iv. 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.
- g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) 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.

19.3 Every Declaration and Consent Form signed by an Officer to the matters prescribed in clauses 19.1 and 19.2 above shall be retained in the Club's records.

20. Officers' Duties

20.1 At all times each Officer:

- a) shall act in good faith and in what he or she believes to be the best interests of the Club.
- b) must exercise all powers for a proper purpose.
- c) must not act or agree to the Club acting in a manner that contravenes the Act or this Constitution.
- d) when exercising their powers or performing duties as an Officer they 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:
 - i. the nature of the Club
 - ii. the nature of the decision
 - iii. the position of the Officer and the nature of the responsibilities undertaken by him/her
- e) must not agree, cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors.
- f) must not agree to the Club incurring an obligation unless the Officer believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

21. Election or Appointment of Officers

21.1 Officers shall be elected at Annual General Meetings as follows:

- a) Nominations must be accompanied by a candidate's signed Declaration and Consent Form and received by the Secretary at least five Working Days before the meeting.
- b) If there are insufficient nominations received, further nominations may be received from the floor but those nominated must sign a Declaration and Consent Form prior to voting taking place.
- c) Each candidate shall be voted on (in the manner prescribed in this Constitution).
- d) Two Members (or two non-Members appointed by the Chairperson) may be appointed to act as scrutineers for the counting of the votes and destruction of any voting papers.

- e) The failure for any reason of any financial Member to receive Notice of the meeting where such an election is to be held will not invalidate the election of Officers.

21.2 In addition to Officers elected under the above clause, the Committee may appoint an Officer when a vacancy occurs, or for a specific purpose, or for a limited period until the next Annual General Meeting. Any such appointee must, before their appointment, sign a Declaration and Consent Form and unless otherwise specified by the Committee, any person so appointed shall have full speaking and voting rights as an Officer of the Committee acting on behalf of the Club.

22. Term of Office

22.1 The term of office for all Officers elected to the Committee shall be three years (Term) with an Officer's first Term expiring at the end of the Annual General Meeting of the third year of their first Term.

22.2 No Officer shall serve more than three consecutive Terms.

22.3 No Chairperson shall serve more than nine consecutive years as Chairperson.

23. Removal of Officers

23.1 An Officer shall be removed by resolution of the Committee where:

- a) The Officer has brought the Club into disrepute.
- b) The Officer has failed to disclose a conflict of interest.
- c) The Committee passes a vote of no confidence in the Officer.

23.2 An Officer so removed will take effect from the date specified in the resolution of the Committee.

24. Ceasing to hold Office

24.1 An Officer ceases to hold office under section 50(1) of the Act if their Term expires and they are not re-elected, if they resign by notice in writing to the Committee, if they are removed in accordance with the Removal of Officers clause above, if they die, if they become disqualified from being an Officer under section 47 of the Act.

24.2 Each Officer shall within 5 Working Days of ceasing to hold office, deliver to the Committee all books, papers and other property of the Club held by that former Officer.

25. Conflicts of Interest

25.1 An Officer (or member of a sub-committee) who is an Interested Officer in respect of any Matter being considered by the Club, must disclose details of the nature and extent of the interest in the Matter (including the monetary value of the interest, if it can be quantified) to the Committee (and sub-committee as the case may be) and also in an Interests Register that shall be kept by the Committee.

25.2 Disclosure by an Interested Officer must be made as soon as practicable after the Officer (or member of a sub-committee) becomes aware that they are an Interested Officer who has an interest in a Matter.

25.3 An Interested Officer (or member of a sub-committee) who has an interest in a Matter:

- a) must not vote or take part in any decision being made that relates to the Matter unless all the others on the Committee or sub-committee who are not interested in the Matter consent; and
- b) must not sign any document that initiates or relates to the Matter unless all the other members of the Committee or sub-committee who are not interested in the Matter consent; but
- c) may take part in any discussion relating to the Matter and be present at the time of decision making unless all the other members of the Committee or sub-committee decide otherwise.

25.4 The Officer (or member of a sub-committee as the case may be) who is an Interested Officer that 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.

25.5 Where 50% or more Officers are prevented from voting on a Matter because they are Interested Officer's in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

25.6 Where 50% or more of the members of a sub-committee are prevented from voting on a Matter because they are Interested in that Matter, the Committee shall consider and determine the Matter.

26. Interests Register

26.1 The Committee shall at all times maintain an up-to-date Interests Register of the interests disclosed by Interested Officers (or members of any sub-committee as the case may be).

27. Access to Information for Members

27.1 A Member may at any time make a written request to the Committee for information held by the Club.

27.2 The request for information must specify sufficient detail relating to the information sought to enable the information to be identified.

27.3 The Committee must, within a reasonable timeframe after receiving a request:

- a) provide the information; or
- b) agree to provide the information within a specified period; or
- c) agree to provide the information within a specified period if the Member pays a reasonable fee which must be specified and explained, to meet the cost of providing the information; or
- d) refuse to provide the information, specifying the reasons for the refusal, ensuring those reasons comply with section 81 of the Act, specifically:
 - i. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - ii. the disclosure of the information would, or would likely, prejudice the commercial position of the Club or of any of its Members; or
 - iii. the disclosure of the information would, or would likely, prejudice the financial or commercial position of any other person, regardless of whether that person supplied the information to the Club; or

- iv. the information is not relevant to the operation or affairs of the Club; or
- v. withholding the information is necessary to maintain legal professional privilege, or
- vi. the disclosure of the information would, or would likely, breach an enactment; or
- vii. the burden to the Club in responding to the request is substantially disproportionate to any benefit that may be received from having the information; or
- viii. the request for the information is frivolous or vexatious; or
- ix. the request seeks information about a Dispute/Allegation which is the subject of an investigation or that has been closed out under this Constitution and the Act.

27.4 If the Member is required to pay a fee for the information, the Member may withdraw their request and the request must be treated as having been withdrawn unless within 10 Working Days after receiving notification of the fee the Member informs the Committee that the Member will pay the fee or the Member advises the Committee that they consider the fee to be unreasonable.

27.5 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 (relating to access and correction of Members personal information).

28. Financial Management

28.1 The funds and property of the Club shall be controlled, invested and disposed of by the Committee subject to the terms of this Constitution and solely for the promotion of and Purposes of the Club.

28.2 The Committee shall maintain bank accounts in the name of the Club and all money received on account of the Club shall be banked within five Working Days of receipt.

28.3 All accounts for payment shall be submitted to the Committee for approval and payment. As per banking regulations, there will be limited signatories on the Club bank account and payments will be made by the Treasurer with approval from either the President or Secretary. If the Treasurer is unavailable then the payment shall be made by the President and the Secretary. A newly elected Treasurer, President or Secretary must complete banking signatory documentation immediately following the Annual General Meeting.

28.4 The Committee will establish and maintain a satisfactory system of control for the Club's accounting records that ensures every transaction of the Club is correctly recorded in writing (and if electronic, then easily accessible and convertible into written format) including copies of all invoices for payments made, copies of all GST receipts for reimbursements made and copies of all bank statements that evidence the amounts received and paid through the Club bank account.

28.5 The Committee will ensure financial statements are produced that comply with the requirements of the Act and are able to be readily and properly audited (if required under any legislation or this Constitution).

28.6 The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Club.

28.7 An auditor may be appointed by the Committee for the financial year.

28.8 A solicitor may be appointed by the Committee from time to time.

29. Balance Date

29.1 The Club's financial year shall commence on 1 July of each year and end on the last day of June each year (the latter date being the Club's balance date).

30. Dispute Resolution

30.1 A Dispute involving the Club under this Constitution means a disagreement or conflict between:

- a) Two or more Members.
- b) One or more Members and the Club.
- c) One or more Members and one or more Officers.
- d) Two or more Officers.
- e) Two or more Officers and the Club.
- f) One or more Members or Officers and the Club.

30.2 An Allegation, in this Constitution, means when it is alleged that:

- a) A Member or an Officer has engaged in misconduct.
- b) A Member, an Officer or the Club has breached, or is likely to breach, a duty under the Club's Constitution, the Act or its Regulations or bylaws.
- c) Members' rights or interests have been damaged.

30.3 Immediately, or as soon as reasonably practicable after receiving a complaint the Committee will undertake an investigation that complies with the Investigation Process as outlined in this Constitution below and that complies with sections 38 to 44 of the Act.

31. Investigation Process

31.1 The Committee may decide not to proceed with an investigation into a complaint, where:

- a) The complaint is considered by the Committee to be trivial; or
- b) The complaint is not a Dispute or Allegation as defined in clause 30.1 and 30.2 above; or
- c) The complaint has no foundation; or
- d) There is no apparent evidence to support the complaint; or
- e) The complainant has an insignificant interest in the matter; or
- f) The complaint has already been investigated and dealt with under this Constitution; or
- g) It comes to the attention of the Committee after undue delay

31.2 The Committee must advise the complainant where it considers that their complaint would more appropriately be resolved through another forum e.g. an informal discussion, mediation, arbitration, another jurisdiction, a tikanga-based practice.

31.3 The Committee may refer the complaint to a sub-committee or an external person to investigate. The subcommittee or external investigator must be directed by the Committee to undertake an investigation into the complaint and provide the Committee with a report that either:

- a) Summarizes their findings and recommendations which the Committee then uses to reach a decision and action next steps before closing the matter out.
- b) Alternatively, the report will summarize the findings, the decision reached and the steps taken to close the matter out, on behalf of the Committee.

31.4 No one may act as decision maker as described in (a) and (b) in the preceding clause if two or more members of the Committee consider that there are reasonable grounds to believe that the decision maker may not be impartial or able to consider the matter without a predetermined view.

31.5 Where an investigation is undertaken, the Committee will ensure that the investigation and decision making process complies with the principles of natural justice, including:

- a) Ensuring that the complainant's Allegation is clear and properly understood and that there is sufficient information to enable the issues to be clarified. The investigator may also convene a meeting either in person or by audio/audio visual with the complainant to gain further clarity of the issues if this is required; then
- b) Advise the respondent that an Allegation has been made against them but that no decision will be reached until an investigation into the matter is completed. The investigator will ensure the respondent has enough information to be able to provide a thorough response and allow the respondent a reasonable timeframe to make their response. The investigator may also convene a meeting either in person or by audio/audio visual with the respondent if this is required; then
- c) Properly consider all of the evidence provided by the complainant and the respondent, either on the papers (or at a hearing – if a hearing is required – which may be in person or by audio/audio visual with both the complainant and respondent). The investigator will ensure that they remain impartial at all times, avoiding bias or predetermination when considering the complaint, the response and the evidence, applying the balance of probabilities principle to reach a decision and ensuring there are reasons given for the decision; then
- d) Consider what clause in the Constitution, Act, Regulations or bylaws have been breached (if any) to ensure that any recommendations and action taken is appropriate and proportionate in the circumstances.

32. How to make a Complaint

32.1 Anyone may make a complaint PROVIDED:

- a) The complaint is received by the Committee, either verbally or in writing; and
- b) The Dispute is between one of the parties described in clause 30.1; and
- c) The Allegation is described in clause 30.2; and
- d) The complaint is not trivial, lacking foundation or evidence; and
- e) The Committee are advised what the complainant's interest in the matter is; and
- f) The matter has not already been investigated and dealt with; and
- g) The matter is brought to the attention of the Committee without delay; and
- h) The information provided by the complainant is sufficient to enable the Committee to be able to understand and clarify the issues.

33. Resolving to put the Club into Liquidation or Apply for Removal from the Register

33.1 The Club may be liquidated, or it may be removed from the Register of Incorporated Societies PROVIDED this is done in accordance with the provisions of Part 5 of the Act (Proposed Resolution).

33.2 The Committee shall give 30 Working Days written Notice to all Members of the Proposed Resolution.

33.3 The Committee shall also give written Notice to all Members of the Special General Meeting or Annual 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.

33.4 Any Proposed Resolution must be passed by a two-thirds majority of all Members present and voting.

34. Surplus Assets after liquidation or removal from the Register

34.1 If the Club is liquidated, or removed from the Register of Incorporated Societies, no distribution of assets shall be made to any Member.

34.2 If property remains after the Committee has settled all of the Club's debts and liabilities, that property must be given or transferred to an organization or body within New Zealand that has similar objects and charitable purpose to the Club's Purpose, as defined in section 5(1) Charities Act 2005. Such organization or body may include Triathlon New Zealand Incorporated or its successor, the Halberg Foundation Charitable Trust or its successor, or a local organization which has among its objects the interest and ability to assist triathlon and/or multisport activities in the Rotorua region – with such organization or body being finally determined by the Members present at the Special General Meeting or Annual General Meeting at which the Proposed Resolution is considered.

35. Alterations to the Constitution

35.1 Any amendments required to be made to this Constitution must be made in accordance with this Constitution.

35.2 Minor or technical amendments may be made to this Constitution PROVIDED the minor or technical amendments are notified to Members as outlined in section 31 of the Act.

35.3 The Committee may amend or replace this Constitution by a resolution passed by a two-thirds majority of Members present and voting at an Annual General Meeting or Special General Meeting PROVIDED any proposed resolution is accompanied by a written explanation of the reasons for the amendment or replacement of the Constitution and any recommendations of the Committee.

35.4 All amendments to this Constitution that are approved at an Annual General Meeting or Special General Meeting 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.

35.5 If the Club is registered as a charity under the Charities Act 2005 the amendments to this Constitution that are approved at an Annual General Meeting or Special General Meeting shall also be notified to Charities Services as required by section 40 of that Act.

The changes to this Constitution were minuted and agreed to at the Rotorua Association of Triathlon & Multisport Incorporated Annual General Meeting held on the day _____ of July 2025.

Signed by Nicola Smallwood, President _____ Date _____

Signed by Lee Meijer, Secretary _____ Date _____

Signed by Irene Law, Treasurer _____ Date _____