

**CONSTITUTION OF
NGA KAIHOE O AOTEAROA
(WAKA AMA NEW ZEALAND)
INCORPORATED**

January 2013

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CONSTITUTION OF NGA KAIHOE O AOTEAROA (WAKA AMA NEW ZEALAND) INCORPORATED

Section One: Core Provisions

1. Name

- 1.1 The name of the Society is Nga Kaihoe O Aotearoa (Waka Ama New Zealand) Incorporated also commonly referred to as Waka Ama NZ or NKOA.
- 1.2 In this Constitution the Society is referred to as Waka Ama NZ.

2. Registered Office

- 2.1 The registered office of Waka Ama NZ shall be at such place as the Board determines.

3. Definitions and Interpretation

- 3.1 In this Constitution:

“**Affiliated Individuals**” means people who are members of Member Clubs and who are currently recorded as affiliated individuals on the Waka Ama NZ database;

“**Annual General Meeting**” or “**AGM**”; “**General Meeting**”; and “**Special General Meeting**” or “**SGM**” all mean as set out in Rule 10;

“**Appointed Board Member**”; “**Elected Board Member**”; “**Appointments Panel**”; and “**Shortlisting Panel**” all mean as set out in Rule 9;

“**Board**” means the Board of Waka Ama NZ;

“**Financial Year**” means as set out in Rule 13;

“**Chief Executive**” means the person employed as the most senior member of the executive;

“**Member**” means a Member of Waka Ama NZ under Rule 6.1;

“**Member Club**” and “**Member Region**” mean as set out in Rule 6;

“**Objects**” means the objects of Waka Ama NZ set out in Rule 4.1;

“**Ordinary Resolution**” means a resolution requiring a simple majority of valid votes for approval;

“**Postal Vote**” means a vote made and transmitted by post, email, electronic or other method of communication as determined by the Board in each case;

“**Rules**” means the rules in this Constitution or rules made pursuant to powers granted by it;

“**Special Resolution**” means a resolution requiring a two thirds majority of valid votes for approval;

“**Waka Ama**” means the sport and culture of Waka Ama also known in other parts of the world as Outrigger Canoe, Va’a, Oe Vaka and Wa’a.

3.2 In this Constitution the following interpretations apply:

- a. The plural includes the singular and vice versa;
- b. Any reference to any Act, regulation, by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- c. References to a person includes an individual, incorporated body, partnership, joint venture, association, Marae committee, iwi, trust, national and local government and territorial authority and any other unincorporated group or entity; and
- d. Any approval, decision, requirement or action by Waka Ama NZ refers to an approval, decision, requirement or action of the Board (and/or as appropriate to such persons to whom the Board has delegated the authority to exercise such power).

4. Objects and Values

4.1 The Objects of Waka Ama NZ are to:

- a. Lead the development, practice and promotion of Waka Ama in New Zealand;
- b. Be the sole New Zealand national Waka Ama entity affiliated to and recognised by the International Va'a Federation Incorporated;
- c. Seek inclusion of Waka Ama in national and international sport events and to have representation at such events; and
- d. Educate those involved in Waka Ama (primarily) but also the general public about the Values of Waka Ama; the importance of water safety; and the unique culture of Waka Ama.

4.2 Waka Ama NZ shall pursue its Objects in a way that:

- a. Recognises and acknowledges Maori are Tangata Whenua, the indigenous people of the land;
- b. Fosters and maintains the principles of the Treaty of Waitangi;
- c. Demonstrates, maintains and promotes our Values and cultural identity;
- d. Creates and fosters friendship among the peoples who practice the sport of Waka Ama regardless of culture, religion, political affiliation, age or gender; and
- e. Promotes the well-being, health and safety of all paddlers and others involved in our sport.

4.3 The Values of Waka Ama NZ are:

- a. **Manaakitanga:** We encourage the practice of reciprocity through sharing of ourselves and our resources, nurturing all people and accepting our differences;
- b. **Whanaungatanga:** Is our sense of belonging, identification and collective strength, not only through kinship but being related to all within the Waka Ama community;
- c. **Hauora:** We support and promote the physical, mental, emotional and spiritual wellbeing of all our participants; and
- d. **Tu Tangata:** We are accountable for our actions. We have respect for each other, our waka and our environment. We stand proud in our integrity and passion.

5. Powers

- 5.1 Waka Ama NZ has full powers, jurisdiction and authority and (except as restricted by this Constitution), may do all and any things to carry out its Objects. By way of example of some specific powers, but not by limitation, Waka Ama NZ has power to:
- a. Acquire, obtain or in any way receive the benefit of any property and to deal with property in any way;
 - b. Acquire or have interests in incorporated entities, trusts or other entities and to utilise the assets of Waka Ama NZ in, through or with them;
 - c. Control and raise money, including borrow, invest, loan or advance monies and secure the payment of such money by way of security obtained over the property of others or given over all or part of its property and give or receive the benefit of guarantees;
 - d. Determine, raise and receive money by subscriptions, donations, fees, levies, grants, bequests, entry or user charges, sponsorship, government funding, community funding or otherwise;
 - e. Produce, develop, create, licence and otherwise exploit, use and protect intellectual property;
 - f. Determine who are its Members and others involved in Waka Ama NZ and their entitlements, and withdraw, suspend, terminate or otherwise restrict membership and other benefits on any terms;
 - g. Determine the methods and structures to deliver national, regional and local benefits and to obtain national, regional and local coverage;
 - h. Establish and maintain a drug and dope testing programme in accordance with the applicable requirements of the World Anti-Doping Code, Drug Free Sport New Zealand and the International Va'a Federation;
 - i. Make, alter, rescind and enforce by-laws, regulations, policies, charters and procedures of every type and subject matter for the governance, management and operation of the affairs of Waka Ama NZ and those involved (or seeking to be involved) in it;
 - j. Determine, implement and enforce disciplinary, disputes and appeal procedures and including to make decisions and conduct hearings and impose sanctions and penalties and to refer matters to the Sports Tribunal of New Zealand;
 - k. Engage and dismiss employees and contractors and put in place agreements with them, including with the Chief Executive;
 - l. Delegate powers of Waka Ama NZ to any person, committee or sub-committees (the composition of which is not limited to persons involved in Member Clubs or Member Regions) and for that purpose to establish, fund and set the terms of reference and structure;
 - m. Contract, engage or otherwise make any arrangements with any person (including for example Marae Committees in relation to Regatta water courses) to fulfil the Objects of Waka Ama NZ;
 - n. Be a member of or affiliate to and/or be associated in any way with any person which has objects which are similar in whole or in part to the Objects in New Zealand and/or internationally;

- o. Produce, publish and distribute any communications, newsletters or publications; and
 - p. Do any other acts or things which are incidental to or conducive to the attainment of the Objects.
- 5.2 The powers of Waka Ama NZ must never be exercised in a manner which is contrary to the Waka Ama NZ Constitution.

Section Two: Members

6. Members

6.1 The Members of Waka Ama NZ are:

- a. Member Clubs; and
- b. Member Regions.

6.2 A Member Club is a local Waka Ama association which:

- a. Is incorporated (for example but not limited to a society incorporated under the Incorporated Societies Act);
- b. Is a member of a Region;
- c. Has applied for and has been approved as a Member by the Board;
- d. Has been approved as a Member by an Ordinary Resolution at a General Meeting;
- e. Conducts its activities in compliance with the Rules of Waka Ama NZ;
- f. Is not suspended or expelled under Rule 7; and
- g. Has not less than 15 Affiliated Individuals as members.

6.3 A Member Region is a Regional Association which:

- a. Is incorporated (for example but not limited to a society incorporated under the Incorporated Societies Act);
- b. Has 5 or more Member Clubs as its members;
- c. Has been approved as a Member by the Board;
- d. Conducts its activities in compliance with the Rules of Waka Ama NZ;
- e. Operates within a geographical area in New Zealand approved by the Board and by a General Meeting; and
- f. Is not suspended or expelled under Rule 7.

6.4 Any dispute about membership is determined by Waka Ama NZ.

7. Rights and Obligations of Members

- 7.1 The benefits and obligations of a Member are determined by the terms of the category of membership as either fixed by Waka Ama NZ or by this Constitution (for example for voting rights see Rule 12). All Members:
- a. Are bound by this Constitution and by all regulations, by-laws, policies, charters and procedures of Waka Ama NZ and by decisions made by Waka Ama NZ; and
 - b. Must promote and support the Objects of Waka Ama NZ and the activities of the Member Region which operates in the area in which the Member resides or operates; and
 - c. Must not do anything that is detrimental to or inconsistent with the Objects or brings discredit to any of: Waka Ama NZ, its Members or the Board.
- 7.2 Waka Ama NZ shall keep and maintain a register of Members including the full name, address and date of entry of each Member.
- 7.3 A Member ceases to be a Member:
- a. By written resignation addressed to Waka Ama NZ;
 - b. By liquidation or dissolution;
 - c. By failure to meet the requirements of the relevant category of membership for a period of 3 months after any such obligation (for example payment of subscription) is due;
 - d. Subject to Rules 7.4, 7.5 and 7.6, during the term of any suspension or expulsion.
- 7.4 If at any time a Member in the opinion of the Board, has:
- a. Breached any Rule in this Constitution or has acted contrary to any other requirement of Waka Ama NZ referred to in Rule 7.1, the Board must first notify the Member and endeavour to address the issue with the Member but if the matter is not resolved then the Board may give notice in writing to the Member that the Member take actions as required by the Board to cease or remedy the situation and/or that the Member respond with reasons as to why it should not be suspended from Membership.
- 7.5 Before deciding to suspend a Member, the Board must give the Member a reasonable opportunity to be heard and must take into account any oral and/or written submissions received from the Member. Upon suspension the Member is suspended from membership of Waka Ama NZ for such period not exceeding 6 months and on such other conditions as determined by the Board.
- 7.6 A Member can be expelled but only by Special Resolution of a General Meeting where the issue of expulsion for that Member has been notified as a separate item of business.
- 7.7 Affiliated Individuals are not Members but may have benefits attached to that status as may be determined by the Board (for example such status may, if determined by the Board, be a pre-condition to eligibility to compete in events or for selection to represent Waka Ama NZ).

8. Regions

- 8.1 The Objects of Waka Ama NZ shall be assisted and implemented regionally through the establishment and operation of Member Regions. The number, regional extent and role of Member Regions shall be determined by the Board after consultation with Member Clubs and Member Regions and provided that any change to the geographic boundaries of Member Regions can only

take place after consultation between the Board and Members and after approval at an AGM when it has been notified as an item of business.

- 8.2 Each Member Region shall assist the operation of Waka Ama NZ in its Region and of the Member Clubs located in its Region;
- 8.3 The Member Region reports to and is accountable for its performance to both the Board and the Member Clubs in its Region.
- 8.4 The Board must ensure that each Member Region is visited at least twice per year by the Chief Executive to enable the Member Region to address any issues to the Chief Executive.

Section Three: Governance

9. Board

- 9.1 The governance of Waka Ama NZ and the exercise of all powers of Waka Ama NZ (except those that are restricted by this Constitution) are delegated without further restriction, to be undertaken by the Board which may then delegate to others under Rule 5.
- 9.2 The role and responsibilities of the Board shall be to provide good governance to Waka Ama NZ including by the following (and any other matters covered by any policies set by the Board):
 - a. Ensuring that Waka Ama NZ has a strategic plan;
 - b. Monitoring and reviewing the performance of Waka Ama NZ against the strategic plan;
 - c. Receiving, reviewing and approving the annual business plan and financial budget;
 - d. Monitoring Waka Ama NZ performance against the annual business plan and financial budget;
 - e. Approving annual financial statements;
 - f. Addressing the ongoing viability and sustainability of Waka Ama NZ;
 - g. Monitoring regulatory compliance for Waka Ama NZ;
 - h. Establishing, reviewing, monitoring and amending policies for the good governance and guidance of Waka Ama NZ;
 - i. Fostering interaction and communication across Waka Ama NZ;
 - j. Appointing, monitoring and reviewing the Chief Executive and setting performance and compensation policy for Waka Ama NZ employees;
 - k. Adopting and communicating a continual best practice performance culture and supporting programmes across Waka Ama NZ nationally; and
 - l. Having full insight and understanding of all significant transactions across Waka Ama NZ.
- 9.3 The Board comprises the following persons:
 - a. 4 Elected Board Members; and
 - b. 3 Appointed Board Members.

The Chief Executive shall attend Board meetings as requested by the Board.

- 9.4 4 Elected Board Members shall be elected by a Postal Vote and announced at the AGM in 2011. Further elections shall occur by Postal Vote with results announced at AGMs or as may be required by these Rules to replace Elected Board Members. The candidates for election as Elected Board Members are persons nominated by a Member Club or Member Region, who are then selected by the Shortlisting Panel for a shortlist of up to 12 persons to go forward to the election in 2011 and of up to 6 persons for any subsequent election. The Shortlisting Panel which shall comprise the Board (but see Rule 20 for composition for the 2011 AGM election) plus a governance expert selected by the Board shall determine its own process for shortlisting. The shortlisting process is intended to ensure first that there is not an unmanageable number of candidates put forward for election and second that those that are put forward are capable candidates as assessed on the nomination information (as per Rule 12.6) by the Shortlisting Panel.
- 9.5 Appointed Board Members shall be appointed by an Appointments Panel comprising:
- a. 2 existing Board Members;
 - b. 1 person (not a Board Member) approved by the Waka Ama relationship manager at Sport and Recreation New Zealand (or if such position and/or SPARC no longer exist then such person/entity that performs a similar role); and
 - c. 1 person (not a Board Member) appointed by the Board.

The Chair of the Appointments Panel shall be one of the persons referred to in Rule 9.5b or c. The Appointments Panel shall determine its own process for identification of suitable candidates for Appointed Board Members but this must include calling publicly for applications. The Appointments Panel shall endeavour to have its process completed so that appointees are present at and announced at the AGM at which the vacancy for their appointment arises.

- 9.6 An Appointed Board Member must be a person who, at the time of their appointment is determined by the Appointments Panel, to be capable of providing areas of competency that the Board seeks to fill and be capable of adding value to Waka Ama NZ and to the Board through their skills and background (which may include but is not limited to: governance, strategic planning, health, sport or Maori sector leadership, financial, accounting, commercial, information technology, legal, marketing, commercial or not for profit experience and preferably an affinity with the not for profit sector).
- 9.7 At the AGM in 2013 and at every second AGM after that, one Elected Board Member and one Appointed Board Member shall retire from the Board. Subject to this Rule 9.7 the persons to retire shall be those who have been longest on the Board from the Rule of their most recent appointment to the Board and in the case of persons appointed on the same day then as agreed between them or if they do not agree then by lot between them. A retiring Board member is eligible for re-appointment but no Board member can serve more than 8 consecutive years on the Board. A person who has vacated their Board membership to cause the vacancy in Rules 9.9b and/or d is deemed to be a person retiring by rotation at the next AGM at which Board members are due to retire.
- 9.8 A Board member is deemed to have vacated the Board upon:
- a. Being adjudicated Bankrupt;
 - b. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
 - c. Resigning or retiring from the Board or their term of appointment expiring;
 - d. Being convicted of a criminal offence or being sentenced to imprisonment;
 - e. Dying;

- f. Failing to attend 3 consecutive Board meetings; or
 - g. Where a Board member has in the opinion of the other Board members failed on more than one occasion to properly comply with their responsibilities as a Board member (by way of example such failures may include but are not limited to: bad behaviour, breach of Board confidentiality, lack of preparation for Board meetings and failure to disclose conflicts of interest) and all the other Board members vote in favour of a motion for removal of the Board member from the Board.
- 9.9 If any vacancy arises on the Board other than by rotation under Rule 9.7 and it is:
- a. Of an Elected Board Member and the vacancy occurs less than 15 months after the last AGM at which an Elected Board Member was elected, a new Elected Board Member shall be elected as soon as reasonably possible in accordance with Rule 9.4 (as applicable); or
 - b. Of an Elected Board Member and the vacancy occurs 15 months or more after the last AGM at which an Elected Board Member was elected the Board shall carry on with a lesser number of Elected Board Members until the next AGM at which a new Elected Board Member is due to be announced; or
 - c. Of an Appointed Board Member and the vacancy occurs less than 15 months after the last AGM at which an Appointed Board Member was appointed a replacement must be appointed as soon as reasonably possible by the process in Rule 9.5; or
 - d. Of an Appointed Board Member and the vacancy occurs 15 months or more after the last AGM at which an Appointed Board Member was appointed the Board shall carry on with a lesser number of appointed Board Members until the next AGM at which a new Appointed Board Member is due to be appointed.
- 9.10 The Board must appoint one of its members to be the Chairperson of the Board and one of its members to be the Deputy Chairperson.
- 9.11 The quorum for a Board meeting is 4 Board members.
- 9.12 The Board shall determine its own rules for its meetings in a policy adopted by the Board which shall include that:
- a. There must be at least 4 Board meetings each year;
 - b. Board meetings may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;
 - c. A resolution signed by all Board members is as effective as a resolution passed at a meeting;
 - d. A Board meeting may be called by the Chairperson, the Deputy Chairperson or by request of 4 Board members;
 - e. Decisions shall be by Ordinary Resolution (unless otherwise required by these Rules) by voice or if requested by the Chairperson by show of hands and if requested by any Board member by secret ballot;
 - f. Each Board member has one vote and the Chairperson shall have an additional casting vote in the event of a tied vote;
 - g. The Board shall ensure minutes are kept of all Board meetings; and
 - h. The Board must maintain an interests register where each Board member must record at least annually (and more regularly whenever they arise) any conflict of interest.

- 9.13 The role and expectations that Waka Ama NZ has of a Board member shall be set out in a Board policy. Such policy shall include any additional criteria for eligibility to be a Board member.
- 9.14 The Board shall periodically review all Board policies.

Section Four: General Meetings, Elections and Voting

10. General Meetings

- 10.1 A General Meeting of Waka Ama NZ shall be either the AGM or a SGM. All Members are eligible to attend a General Meeting which shall be held on a Marae (on a rotational basis around New Zealand), or such other place and at a date and time all as determined by the Board. Member Clubs or Member Regions can be represented by up to two delegates present or can grant a proxy to a person attending. The names of delegates and other attendees must be notified in advance if so required by Waka Ama NZ. A Board member cannot be a delegate of a Member and cannot hold a proxy.
- 10.2 The AGM shall be held once every year and no later than the expiration of four months after the end of the Financial Year.
- 10.3 The AGM shall consider the following business:
- a. The Board's Annual Report;
 - b. The Chief Executive's Annual Report, including the annual Financial Report;
 - c. The audited Statement of Accounts;
 - d. As may be applicable for that particular AGM: announcements of Elected Board Members and Appointed Board Members;
 - e. The appointment of the auditor;
 - f. Any other business that is properly notified by the Board, a Member Region or a Member Club to the Chief Executive as an item of business for the AGM, including any change to geographic boundaries of Member Regions.
- 10.4 SGM's may be called by the Board. The Board must call a SGM within 30 days of the Chief Executive receiving a written request setting out the reasons for the SGM from not less than half the Member Clubs. The SGM shall only consider the items of business for which the SGM has been called.
- 10.5 The quorum for a General Meeting shall be 5 Member Clubs (by a delegate attending in person or by the Member Club granting a proxy to a person attending) provided that if a quorum is not achieved within half an hour the meeting shall be adjourned to another day, time and place and shall be notified to all persons who are to be given notice under Rule 13. If no quorum is present at the start of the re-convened meeting then the Members attending are deemed to constitute a valid quorum for the AGM but not for a SGM;
- 10.6 All General Meetings shall be chaired by the Chairperson or in his/her absence, the Deputy Chairperson or another Board Member.
- 10.7 All Members are entitled to speak at a General Meeting through their Member Club delegates or their Member Region delegates. In addition those persons who are not delegates may also speak

if they are a Board member or if agreed either prior to the General Meeting by the Board, or at the General Meeting by the chairperson of the General Meeting;

- 10.8 Any other matters not provided for that occur at or in relation to a General Meeting shall be determined in such manner or by such process as required by the chairperson of the General Meeting.
- 10.9 The Chief Executive shall ensure that minutes are kept of each General Meeting.
- 10.10 Any irregularity, error or omission in notices, agendas and relevant papers for the General Meeting or the omission to give notices within the required timeframe or the omission to give notice to all Members entitled to receive notice, and any other error in the organisation of the General Meeting shall not invalidate nor prevent the General Meeting from proceeding provided that:
- a. The chairperson in his or her discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the General Meeting and such motion is passed by Special Resolution.

11. Notices for General Meetings

- 11.1 Notices and other items referred to in this Rule 11 in relation to a General Meeting must be given to all Members, Board Members and such other persons as determined by the Board.
- 11.2 The notice of the date, time and place of a General Meeting must be given:
- a. For the AGM not less than 60 days prior to the date of the AGM; and
 - b. For a SGM not less than 30 days prior to the date of the SGM.
- 11.3 The agenda for a General Meeting and the documents referred to in, or determined by the Board to be necessary for consideration of the items of business at the General Meeting (including information referred to in Rule 12.6) must be given:
- a. For the AGM not less than 30 days prior to the date of the AGM; and
 - b. For a SGM not less than 25 days prior to the date of the SGM.
- 11.4 Any notice to be given by Waka Ama NZ in relation to a General Meeting may be given by such means (including but not limited to post, email, notification on a website or by any other means) as determined by the Board.
- 11.5 Any item of business to be considered under Rule 10.3f must be notified to the Chief Executive not less than 45 days prior to the AGM.

12. Elections and Voting

- 12.1 Member Clubs are entitled to vote on all items of business at a General Meeting for which a vote is called and are entitled to vote on the election of Elected Board Members. Subject to the following sentence, a Member Club's number of votes is equal to the total number of Affiliated Individuals at the end of the Financial Year (in the case of the AGM) and at 10 days before the date of the SGM (in the case of a SGM). The maximum number of votes that a Member Club can exercise is 25% of the total votes available to Member Clubs.
- 12.2 Member Clubs are entitled to exercise their vote:

- a. In person via their delegates at a General Meeting (but not where another form of vote is required under Rule 12.2 b); or
 - b. Where a Postal Vote is required by these Rules or is allowed by the Board, then by Postal Vote in accordance with such requirements as may be set out in this Constitution and/or in a policy adopted by the Board; or
 - c. By proxy which must comply with the requirements set by the Board.
- 12.3 Voting at a General Meeting except for elections (which shall be by Postal Vote or by secret ballot) shall generally be conducted by voices or by show of hands as determined by the chairperson of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 12.4 Motions are passed by Ordinary Resolution unless the motion is required by this Constitution to be passed by Special Resolution.
- 12.5 In the event of an equality of votes at a General Meeting, the chairperson of the meeting shall have a casting vote.
- 12.6 Any person nominated under Rule 9.4 for election as an Elected Board Member must forward (or their nominator must forward) to the Chief Executive (or if there is no Chief Executive then the President) at least 45 days prior to the AGM a brief written personal statement about themselves and their reasons for seeking election.
- 12.7 The Board shall adopt a policy to regulate the Postal Vote and proxy process and such processes must be notified to Member Clubs at or prior to the issue of Postal Voting or proxy instructions.
- 12.8 A Member Club cannot exercise its number of votes (calculated under this Rule 12) except in one total (i.e. if a Member Club has 50 votes it cannot split the 50 votes). On election of the Elected Board Members a Member Club that votes must vote for the number of persons required to be elected (provided that there are sufficient candidates shortlisted to fill the available positions). For example if there are 4 positions available the Member Club must vote for not less than 4 people and failure to do so will render that Member Club's votes invalid on that vote.

Section Five: Other

13. Finance

- 13.1 The financial year of Waka Ama NZ shall unless otherwise determined by the Board commence on the first day of October and end on the 30th day of September in the following year.
- 13.2 The Board may require Members to pay an annual membership fee determined by the Board.
- 13.3 The Chief Executive must keep proper records of Waka Ama NZ's financial transactions and must prepare and have audited the annual statements of account in the form required by the Board for notification to Members (and others as determined by the Board) in accordance with Rule 11.
- 13.4 The Board must adopt and implement appropriate policies as determined by it for management of Waka Ama NZ finances including those for delegation and authorisation.
- 13.5 The Chief Executive must prepare income and expenditure budgets for Waka Ama NZ activities in the form and as required by the Board.
- 13.6 Waka Ama NZ's funds shall be invested in such manner as determined by the Board.

- 13.7 An auditor (who is a member of the New Zealand Institute of Chartered Accountants) must be appointed at the AGM.
- 13.8 The Board shall ensure that Waka Ama NZ files its annual statements with the Registrar of Incorporated Societies and/or Charities Commission (as applicable).

14. Common Seal

- 14.1 Waka Ama NZ must have a common seal which shall be kept in the custody of the Chief Executive or such other person as appointed by the Board. The common seal shall only be used as directed by the Board and if affixed to documents this shall occur only in the presence of and accompanied by the signature of the Chairperson of the Board and the Chief Executive or in the absence of one of those persons then by the remaining person and another Board member.

15. Alteration to Rules

- 15.1 Subject to Rule 15.3 these Rules can be changed by Special Resolution at a General Meeting.
- 15.2 Notice of any proposed change of Rules must be given by the Board or by a Member Club or a Member Region in writing to the Chief Executive at least 45 days before the General Meeting at which it is intended to propose such change.
- 15.3 No change to the Objects (Rule 4), prohibition of personal benefit (Rule 18) or the winding up or dissolution Rules (Rule 17) shall be approved if it would have the effect of causing Waka Ama NZ to cease to retain its preferential tax status under New Zealand Law (including Section CW 46 of the Income Tax Act 2007).

16. Disputes

- 16.1 The Board may (but is not required to) adopt a policy to require adherence by Members to processes that it considers will assist with the fair, efficient and timely resolution of disputes that:
- a. Arise between persons who are Members; and
 - b. Involve an important activity or responsibility of Waka Ama NZ; and
 - c. The Board considers in its discretion that the matter is of such importance or is causing such a level of disruption to Members or to the activities of Waka Ama NZ that it must be addressed.
- 16.2 Waka Ama NZ recognises and accepts the jurisdiction of the Sports Tribunal of New Zealand to resolve certain sports related disputes but (unless otherwise decided by the Board in a particular case such as but not limited to a selection dispute) any agreement to refer a matter to it is only achieved if any disputes or appeal processes adopted by Waka Ama NZ have first been exhausted.

17. Winding Up or Dissolution

- 17.1 Waka Ama NZ must be wound up or dissolved if, at a General Meeting a Special Resolution is passed requiring Waka Ama NZ to be wound up or dissolved and the resolution is confirmed by a further Special Resolution passed at a subsequent General Meeting called for that purpose and

held not earlier than 60 days nor later than 90 days after the date on which the original resolution was passed.

- 17.2 If, upon the winding up or dissolution of Waka Ama NZ, there remains after the satisfaction of all Waka Ama NZ debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members but shall be given or transferred to one or more not for profit organisations having objects similar to the Objects or to some other charitable organisation or purpose within New Zealand provided that in every such case the recipient has either the same preferential tax status referred to in Rule 15.3 or is charitable under New Zealand Law.

18. Prohibition of Personal Benefit

- 18.1 All income, benefit or advantage shall be applied to the Objects of Waka Ama NZ.
- 18.2 No Member or any person associated with a Member shall participate in or materially influence any decision made by Waka Ama NZ in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 18.3 Any payments made must be for goods or services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.

19. Limitation of Liability and Indemnity

- 19.1 No current or former member of the Board (including former Council members) shall have any liability of any nature whatsoever to Waka Ama NZ or the Members for any act or omission in their capacity as a Board member except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law.
- 19.2 Each current or former member of the Board is hereby indemnified by and out of the assets of Waka Ama NZ against:
- a. Any liability of any nature whatsoever arising out of any act or omission in their capacity as a member of the Board excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
 - b. Costs incurred by them in any proceeding relating to such liability.
- 19.3 This Rule is intended to be enforceable by each current or former member of the Board (including former Council members).

20. Transition

- 20.1 The following Rules shall apply to enable transition of Waka Ama NZ from the requirements of its previous constitution to the requirements of this Constitution. If any of this Rule 20 is inconsistent with any other Rule in this Constitution then Rule 20 shall apply to the extent of the inconsistency and the other Rule in this Constitution shall not:
- a. All Clubs that were members of Regions immediately prior to the date of adoption of this Constitution are (except where any or Rules 6.2a, e, f or g is not then satisfied) deemed to have satisfied the requirements of Rule 6.2 to be Member Clubs;

- b. All Regions that were members of Waka Ama NZ (under its previous name) immediately prior to the date of adoption of this Constitution are (except where any of Rules 6.3d or f is not then satisfied) deemed to have satisfied the requirements of Rule 6.3 to be Member Regions;
- c. Previous terms of office as a Council member are not counted for calculation of the maximum term that a Board member may serve;
- d. The Council Members who are in office as at the date of adoption of this Constitution shall remain in office until the conclusion of the 2011 AGM at which they shall retire, but if the Appointed Board Members are not all appointed to be announced at the AGM in 2011 then the Council members shall ensure that the same number of positions that are not yet filled are filled on an interim basis by such of the Council members (as decided by them) until the Appointed Board Member positions are filled;
- e. The 2011 Shortlist Panel for the purposes of Rule 9.4 comprises the Council members who are in office immediately prior to the date of adoption of this Constitution plus one independent governance expert as selected by the Council members;
- f. Waka Ama NZ and the Appointment Panel shall endeavour to identify potential candidates for the 3 Appointed Board Member positions in 2011, as soon as possible following adoption of this Constitution so that if there is sufficient time to properly undertake this process the Appointed Board Members can be announced at and be present at the AGM in 2011. If however the Appointment Panel does not have sufficient time then the Appointed Board Members shall be selected and then announced as soon as possible after the 2011 AGM; and
- g. For the purposes of the calculation of a Member Club's number of votes for the AGM to be held in 2011 the Board may if it so wishes, determine that the calculation of Affiliated Individuals shall take place not at the end of the Financial Year but at such other date as determined by the Board.

21. Matters Not Provided For:

- 21.1 If any matter arises in relation to Waka Ama NZ that is not provided for in these Rules, the matter shall be dealt with as required by the Board.