

Constitution of New Zealand Recreation Association Incorporated

As amended at the AGM 27 November 2019

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1. NAME AND HEAD OFFICE

- 1.1 The name of the Association shall be New Zealand Recreation Association Incorporated.
- 1.2 The head office and registered office of the Association shall be at such place as the Board from time to time determine.

2. OBJECTS

The objects of the NEW ZEALAND RECREATION ASSOCIATION are as follows.

- 2.1 To advance education in recreation and leisure in New Zealand by:
- 2.1.1 promoting and facilitating the provision of training opportunities and information sharing;
 - 2.1.2 developing and holding conferences, seminars, meetings and courses on subjects relating to or bearing upon recreation and leisure in New Zealand including in the fields of planning, design, conservation, development, interpretation, management, administration and service delivery of public parks, conservation areas, reserves, botanic gardens, public open spaces, pools, sports and leisure facilities and programmes;
 - 2.1.3 printing, publishing and distributing research and papers prepared by or for the Association and any records, extracts and abstracts relating to recreation and leisure including contributions to the journals;
 - 2.1.4 supporting, promoting and advising on the establishment, development and recognition of degrees, diplomas and certificates relating to recreation, leisure management and administration;
 - 2.1.5 developing and promoting the use of a code of ethics, quality standards and qualifications to encourage high standards in recreation and leisure;
 - 2.1.6 developing and facilitating accreditation programmes to maintain standards and ensure safety in relation to parks and conservation

- areas, sports facilities, swimming pools and other aspects of recreation and leisure used by the public;
- 2.1.7 identifying, examining and making comments and submissions on issues that affect the provision and development of recreation and leisure in New Zealand;
 - 2.1.8 advocating, on behalf of Members and the public, to gain support for and promote the recreation and leisure sectors in New Zealand including the allocation of resources and development of recreation and leisure facilities such as parks, conservation areas, sports facilities and swimming pools;
 - 2.1.9 promoting and strengthening the networks that exist between agencies and professional associations involved in the provision of recreation opportunities in New Zealand and overseas; and
 - 2.1.10 doing any other act, matter or thing that fosters and promotes the advancement of education in relation to recreation and leisure.
- 2.2 To be beneficial to the community by:
- 2.2.1 promoting the conservation of natural resources and the environment;
 - 2.2.2 encouraging the wise use and management of resources;
 - 2.2.3 increasing the level of confidence of the community in the services provided in the recreation and leisure industries;
 - 2.2.4 encouraging the safe administration and use of parks and conservation areas, sports facilities, swimming pools and other recreation and leisure areas through the provision of accreditation programmes;
 - 2.2.5 promoting (through publicity, programmes, instruction and such other means as may arise) the proper utilisation of leisure facilities, amenities and associated natural resources;

- 2.2.6 acting as a central organisation of persons and organisations associated with all aspects of the provision for and delivery of recreation and leisure services and promoting cooperation and mutual assistance amongst members and the general public; and
 - 2.2.7 doing any other act, matter or thing in respect of recreation and leisure that is beneficial to the community.
- 2.3 Recreation Aotearoa is committed to upholding the mana of Te Tiriti o Waitangi and ensuring that the objects of the organisation are carried out in a manner that is consistent with the principles of the Treaty of Waitangi.

3. POWERS

Subject to this Constitution, the Association has the following powers:

- 3.1 Rules: make or alter rules or regulations in accordance with this Constitution;
- 3.2 Membership: admit new Members and withdraw, suspend or terminate membership or impose penalties for the breach of any rule or regulation of the Association or the bringing of the Association into disrepute by any Member or any person under the jurisdiction of a Member;
- 3.3 Intellectual Property: apply for, purchase, or otherwise acquire any intellectual property rights, or any secret or other information as to any invention or property for any of the purposes of the Association, and to use, exercise, develop, or grant licences in respect of the above matters;
- 3.4 Partnerships, Joint Ventures etc: enter into partnership, a joint venture or any other arrangement for the sharing of surplus resources, and to co-operate with any person carrying on or about to carry on any business or transaction;
- 3.5 Arrangements: enter into any arrangements with any Government or authority and to obtain from any Government or authority any rights, privileges and concessions and to exercise any such rights, privileges and concessions;

- 3.6 Other Entities: establish, merge with, maintain, or have an interest in corporate or other entities to carry out activities on behalf of the Association provided such activities fit within the Objects specified in Rule 2;
- 3.7 Investment: invest and deal with the money of the Association;
- 3.8 Loans: lend and advance money or give credit to any person; and to give guarantees and/or indemnities for the payment of money or the performance of contracts or obligations by any person; and otherwise to assist any person;
- 3.9 Borrow: borrow or raise or secure the payment of money charged upon all or any of the Association's property and to purchase, redeem or pay off any such securities;
- 3.10 Raise and Receive Money: determine, raise and receive money by subscriptions, fees, levies, donations, sponsorship, government funding, community and/or trust funding, or otherwise;
- 3.11 Contract: enter into any contract or arrangement;
- 3.12 Legislation: apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment; and to oppose any bills, proceedings, or applications;
- 3.13 Salaried Officers: appoint, dismiss or retire salaried officers;
- 3.14 Services: to remunerate any person for services rendered or to be rendered;
- 3.15 Property of the Association: purchase, sell, improve, manage, develop, exchange, lease, distribute, dispose of or otherwise deal with all or any part of the real or personal property and rights of the Association;
- 3.16 Hold Charges: take or hold mortgages, liens, and charges to secure payment of any money due to the Association from any other person;
- 3.17 Trusts: undertake and execute any trusts and make gifts whether for charitable or benevolent purposes;

- 3.18 Representatives: appoint, elect or nominate persons to represent the Association;
 - 3.19 Delegation: delegate to any person the powers of the Association and to allow the Board or other person to delegate any of the powers delegated to the Board to other persons;
 - 3.20 Disputes: decide any disputes or hear any appeals on matters relating to the Association;
 - 3.21 Make Regulations: make or amend Regulations of the Association;
 - 3.22 Carry out Objects: carry out all or any of the Objects of the Association and do all or any of the above things as principal, agent, contractor, or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
 - 3.23 All Other Things: do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association.
4. REGIONAL COMMITTEES AND REGIONAL ADVISORY GROUP
- 4.1 To facilitate the co-ordination of the work of the Association, the Board, in consultation with local members, will divide the country into regions and define the boundaries of each region.
 - 4.2 In each region there will be a regional committee. Each regional committee shall operate in accordance with Guidelines made by the Board. In addition, all the provisions of this Constitution shall apply to all regions.
 - 4.3 For the purposes of ensuring the collective views and input of the regions are considered by the Board, there shall be a Regional Advisory Group which shall be established in accordance with terms of reference to be determined by the Board, in consultation with each regional committee.
5. MEMBERSHIP
- 5.1 Membership: The membership of the Association is divided into the following categories:

- 5.1.1 Individual Members, being:
- (a) individuals who work in the recreation and leisure industry providing experiences to participants in recreation or leisure or enable participation in recreation or leisure;
 - (b) who are approved for membership by the Board, in its discretion, in accordance with the Regulations; and,
 - (c) who pay the membership fee, if any, by the due date.
- 5.1.2 Organisation Members. being:
- (a) organisations (whether incorporated or unincorporated) which provide recreation or leisure experiences to participants or enables participation in recreation or leisure;
 - (b) which are approved for membership by the Board, in its discretion, in accordance with the Regulations; and,
 - (c) which pay the membership fee, if any, by the due date.
- 5.1.3 Associate Members, being:
- (a) Organisations (whether incorporated or unincorporated) which are connected to or associated with the recreation or leisure industry in New Zealand or internationally which are not Organisation Members;
 - (b) which are approved for membership by the Board, in its discretion, in accordance with the Regulations; and,
 - (c) which pay the membership fee, if any, by the due date.
- 5.2 Rights and Obligations: Each Member:
- 5.2.1 is entitled to the following rights:
- (a) Individual Members shall each have the right to:

- (i) Attend, speak and vote at General Meetings of the Association; and,
 - (ii) Receive information about the Association, and other benefits, as specified in the Regulations;
- (b) Organisation Members shall each have the right to:
- (i) Attend, speak and vote at General Meetings of the Association on the following basis:
 - a. 3 votes for Organisations Members with less than 10 Workers who provide experiences to participants in recreation or leisure or enable participation in recreation or leisure;
 - b. 6 votes for Organisations Members with between 10 to 50 Workers who provide experiences to participants in recreation or leisure or enable participation in recreation or leisure; or
 - c. 10 votes for Organisations Members with over 50 Workers who provide experiences to participants in recreation or leisure or enable participation in recreation [or leisure];
 - (ii) Offer their Workers membership of the Association as Individual Members on terms set out in the Regulations; and,
 - (iii) Receive information about the Association, and other benefits, as specified in the Regulations.
- (c) Associate Members shall each have the right to:
- (i) Attend and speak, but not vote, at General Meetings of the Association;

- (ii) Offer their Workers membership of the Association as Individual Members on terms set out in the Regulations; and
- (iii) Receive information about the Association, and other benefits, as specified in the Regulations.

5.2.2 must comply with the following obligations:

- (a) be bound by the Rules, Regulations, policies and procedures of the Association; and,
- (b) if an Organisation Member or Associate Member, ensure that its members agree to be bound by the Rules, Regulations, policies and procedures of the Association.

5.3 Conflict of Rules: Any rule or regulation of a Member or other entity bound by this Constitution which is in conflict with this Constitution, or with the Regulations or resolutions of the Board, shall be deemed to be inoperative.

5.4 Honorary Life Members: Honorary Life Members must be elected at an Annual General Meeting by a $\frac{3}{4}$ majority of the votes of Voting Members cast at the Annual General Meeting. The Secretary must accept any nomination, in writing, for admission of a person as an Honorary Life Member. Honorary Life Members are Voting Members and have such other rights and privileges as may be determined by the Board.

5.5 Duration of Membership and Fees: For each category of Member, the Board shall decide:

5.5.1 If there is to be a membership fee or fees; and.

5.5.2 If so, the amount of the membership fee or fees; and,

5.5.3 the date(s) by which membership fees shall be paid.

The duration of membership is from 1 July to 30 June in each year. If membership fees are not paid by the due date for that membership year, and the Association has given the Member concerned, at least 7 days' notice of the default in fees, then membership shall cease.

- 5.6 Resignation of Membership: A Member may resign from membership of the Association by writing to the Board. Resignation shall take effect from the date on which the Board advises the Member of its receipt of the Member's notification of resignation.
- 5.7 A Member must cease to hold itself out as a member of the Association from the date of cessation, resignation, suspension or expulsion.

6. SUSPENSION AND EXPULSION

- 6.1 Members, who are three months in arrears of subscription payments following their renewal being due, shall have their membership terminated by the Association unless specific arrangements have been made with national office.
- 6.2 The Board also reserves the right to expel or suspend any Member, who, in the Board's opinion breaches any Rule or Regulation or the Association's code of ethics.

7. MEETINGS OF MEMBERS

- 7.1 Annual General Meetings: The Association must hold an Annual General Meeting of the Members once in each calendar year on a date to be fixed by the Board and no later than 18 months after the previous Annual General Meeting.
- 7.2 Business: The Annual General Meeting shall:
- 7.2.1 Board Report: receive the Board's report and statement of accounts for the past year;
 - 7.2.2 Confirm Election: confirm the election of Board Members for the vacant positions for the ensuing year;
 - 7.2.3 Auditor: appoint an Auditor;
 - 7.2.4 Other Business: consider any other business of which at least 20 Business Days' notice has been given in writing to the Chief Executive Officer.

- 7.3 Notice of Annual General Meetings: The Board shall give Members at least 20 Business Days' notice of the date and place of an Annual General Meeting and at least 10 Business Days' notice of all business which is to be considered at the Annual General Meeting.
- 7.4 Convening Special Meeting: A Special Meeting may be called at any time by the Board or shall be called by the Secretary on receipt of a requisition stating the objects of such meeting signed on behalf of not less than $\frac{1}{2}$ of the Voting Members.
- 7.5 Time of Special Meeting: Special Meetings shall be held not more than 20 Business Days after the day on which the Board calls for a Special Meeting or on which the requisition was received by the Secretary, as the case may be.
- 7.6 Notice of Special Meeting: The Secretary shall give not less than 10 Business Days' notice to all Members, Board Members and of all business which is to be considered at any Special Meeting, and of the time and place of the Special Meeting. Except by unanimous vote of Voting Members present and constituting at least a quorum, no business other than stated in the notice shall be considered at a Special Meeting.
- 7.7 Method of Notice: Notice of any meeting may be given through the Association Newsletter and/or sending that newsletter or other notice to a Member's last known address.
- 7.8 Attendance at Meetings: The following persons may attend Annual General Meetings or Special Meetings:
- 7.8.1 Voting Member: Each Voting Member may attend, speak at and vote at Annual General Meetings and Special Meetings. Organisation Members and Associate Members wishing to attend a General Meeting must appoint a delegate to represent the Member at the meeting and notify the Secretary by no later than 48 hours prior to the date and time scheduled for the General Meeting.
- 7.8.2 Board Members and Other Members: the Board Members and Members (other than Voting Members) may attend and speak at

Annual General Meetings or Special Meetings but are not entitled to vote in that capacity.

7.8.3 Other persons: Observers and persons invited by the Board to attend may attend Annual General Meetings or Special Meetings and will be entitled to speak if invited to do so by the Chairperson but are not entitled to vote.

7.9 Methods of Holding Meetings: Subject to Rule 9.1, Annual General Meetings and Special Meetings are held by a meeting of the Members in person. Special General Meetings may be held in person, via video or telephone conference.

7.10 Notice Irregularity: Any irregularity in the notice of an Annual General Meeting or Special Meeting is waived if all Voting Members present and constituting at least a quorum agree to the waiver.

7.11 Meeting Irregularity: Any irregularity in the conduct or procedure of an Annual General Meeting or Special Meeting is waived if the number of Voting Members constituting at least a quorum are present and those Voting Members agree to the waiver.

7.12 Powers Exercisable by Ordinary Resolution: Unless otherwise specified in this Constitution, a power or right reserved to Voting Members may be exercised by simple majority vote (more than 50% of required votes cast in favour).

7.13 Appointment of Proxy: If a Voting Member is unable to attend an Annual General Meeting or Special Meeting, that Member may appoint the Chairperson as their proxy. The Secretary must be notified of the appointment in writing or by facsimile no later than 48 hours before the date and time scheduled for the Annual General Meeting or Special Meeting, provided that in the event of unforeseen circumstances the Secretary has discretion to accept a notice of proxy at any time prior to the commencement of the relevant Annual General Meeting or Special Meeting. A proxy is appointed by completing a form substantially in the following terms, or in such other terms as the Board may approve:

I _____ of _____ being an Individual Member or the appointed delegate of a Voting Member of New Zealand Recreation Association Incorporated

hereby appoint the Chairperson or failing him or her the person acting as the chairperson as my proxy to vote for me and on my behalf at the Annual General Meeting / Special Meeting (strike out the inappropriate words) to be held on the day of , and at any adjournment thereof.

SIGNED this day of

This form is to be used in favour of/against the resolution (strike out the inappropriate words):

Unless otherwise instructed the Proxy will vote or abstain from voting.

8. PROCEEDINGS AT MEETINGS OF MEMBERS

- 8.1 Quorum: No business may be transacted at any Annual General Meeting or Special Meeting if a quorum is not present. A quorum for an Annual General Meeting or Special Meeting is present if the lesser of 10% or 30 Voting Members, or the proxies of such delegates notified to the Secretary under Rule 7.13, are present.
- 8.2 No Quorum: If a quorum is not present at any Annual General Meeting or Special Meeting, a notice of a subsequent replacement Annual General Meeting or Special Meeting may be given by the Secretary in accordance with Rule 7.3 or Rule 7.6. If a quorum is not present at any such subsequent replacement Annual General Meeting or Special Meeting, the Voting Members present will be deemed to constitute a quorum and all business that was to be transacted may be transacted.
- 8.3 Chairperson: The chairperson of all Annual General Meetings and Special Meetings will be the Chairperson or, if absent, the Deputy Chairperson, or in the absence of both, or where no Deputy Chairperson has been elected, a person elected by the Board.
- 8.4 Casting Vote: The Chairperson of an Annual General Meeting or Special Meeting has both a deliberative vote and, if there is a tie in the votes, a casting vote.
- 8.5 Regulation of Procedure: The Chairperson of an Annual General Meeting or Special Meeting shall regulate the proceedings at that meeting.

8.6 Powers to Adjourn Meetings: The Chairperson of any Annual General Meeting or Special Meeting:

8.6.1 Discretion to Adjourn: may adjourn the meeting from time to time and from place to place; and

8.6.2 Direction from the Meeting: shall adjourn the meeting if so directed by the meeting.

No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 Business Days or more, notice of the adjourned meeting must be given as in the case of an original meeting, but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8.7 Chairperson may Adjourn or Dissolve: If any Annual General Meeting or Special Meeting becomes so unruly, disorderly or inordinately protracted that in the opinion of the Chairperson of that meeting the business of the meeting cannot be conducted in a proper and orderly manner, the Chairperson, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting, may either adjourn or dissolve the meeting.

8.8 Unfinished Business: If any Annual General Meeting or Special Meeting is to be dissolved by the Chairperson of that meeting under Rule 8.7 the Chairperson may direct that any item of business which is uncompleted at the meeting and which requires a vote be put to the vote without further discussion in accordance with Rule 8.10.

8.9 Scrutineer: For each Annual General Meeting and Special Meeting the Secretary will act as Scrutineer to keep a record of and count votes cast at the Annual General Meeting or Special Meeting.

8.10 Voting: Voting at Annual General Meetings and Special Meetings may be by voice, show of hands or ballot as follows:

8.10.1 Voice by Default: The Chairperson will, in respect of every resolution:

- (a) ask the Voting Members if there is any objection to voting on the resolution by voice;
- (b) if no objection is voiced voting will be carried out as provided in Rule 8.10.2;
- (c) if there is an objection voiced, the Chairperson will propose a resolution that voting be by show of hands and will follow the procedure set out in Rule 8.10.3 to determine whether the resolution is passed;
- (d) if voting is to be by ballot the procedure in Rule 8.10.4 must be followed.

8.10.2 Voting by Voice: at any Annual General Meeting or Special Meeting where voting is to be by voice, the Chairperson must call for votes in favour of the resolution to be voiced, and then call for votes against the resolution to be voiced. If there are no votes voiced against the resolution, the resolution has been passed. If there are votes voiced against the resolution, voting by show of hands must be conducted under Rule 8.10.3.

8.10.3 Voting by Show of Hands: If this Rule applies, the Chairperson will call for votes in favour of the resolution to be voted, and then call for votes against the resolution to be voted: The Chairperson will count the number of hands and convey the results to the Annual General Meeting or Special Meeting. If the number of hands are equal, voting by ballot must be conducted under Rule 8.10.4.

8.10.4 Voting by Ballot: At an Annual General Meeting or Special Meeting, a ballot may be demanded by not less than 35 percent of the Voting Members present at that Annual General Meeting or Special Meeting and may be demanded before a voice vote. A poll will be taken in the manner that the Chairperson directs. Votes cast will be counted by the Scrutineer who will inform the Chairperson of the number of votes cast in favour of and against the resolution. The Chairperson will convey the results of the poll to the Annual General Meeting or Special Meeting.

- 8.11 Validity of Votes: In the case of any dispute as to the admission or rejection of a vote at an Annual General Meeting or Special Meeting, the Chairperson of the Annual General Meeting or Special Meeting will determine the same and such determination will be conclusive.
- 8.12 Resolution in Writing: A resolution in writing signed by all Voting Members for the time being entitled to receive notice of meetings of Members shall be as valid and effectual as if it had been passed at an Annual General Meeting or Special Meeting duly convened and held provided that the Voting Members signing the resolution would constitute a quorum at an Annual General Meeting or Special Meeting and would have the power to pass such a resolution at an Annual General Meeting or Special Meeting. Any such resolution may consist of several documents in identical form each signed by one or more Voting Members and any such document sent by a Voting Member by facsimile transmission or other electronic means approved by the Board shall be deemed to have been signed by such Voting Member.
- 8.13 Election of Board Members: Elections for Board Members at an Annual General Meeting or a Special General Meeting (where a vacancy is being filled under Rule 10.8.2(b)) must be undertaken by secret ballot by those Voting Members present and entitled to vote at the General Meeting and by postal voting. Those nominees for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected. If the number of votes for one or more of the nominees is equal to another nominee, the Chairperson shall have the casting vote. If there is the same number of nominations as positions available, then the Chairperson shall declare those nominees elected. If there are insufficient nominations for the positions available, then the vacancy shall be filled by the Board in accordance with Rule 10.8.1 as if the vacancy were one arising under that Rule.
9. POSTAL VOTING
- 9.1 Postal Votes: Matters which may be voted on at an Annual General Meeting or Special Meeting may be voted on by postal ballot.
- 9.2 Notice of Resolution: Notice of the matter to be voted on must be given to all Voting Members in the same manner as notice of business to be considered at an Annual General Meeting or Special Meeting is required to

be given and must specify the name of the Scrutineer authorised by the Board to receive and count postal votes cast on the resolutions recorded in the notice.

9.3 Manner of Voting: A Voting Member may cast a postal vote on all or any of the matters to be voted on as specified in a notice given under Rule 9.2 by sending a notice of the manner in which the Voting Member's votes are to be cast to the Scrutineer. The notice must reach the Scrutineer no later than 5.00pm on the last Business Day preceding the Annual General Meeting or Special Meeting.

9.4 Duty of Scrutineer: It is the duty of the Scrutineer:

9.4.1 Collect Votes: to collect together all postal votes received;

9.4.2 Count: in relation to each resolution to be voted on to count:

(a) the number of Voting Members voting in favour of the resolution and the number of votes cast by each Voting Member in favour of the resolution; and

(b) the number of Voting Members voting against the resolution, and the number of votes cast by each Voting Member against the resolution;

10. BOARD COMPOSITION & MEMBERSHIP

10.1 Role of the Board: The Board is responsible for governing the Association and, subject to this Constitution, may exercise all the powers of the Association and do all things that are not expressly required to be undertaken at a General Meeting.

10.2 Membership of the Board: The Board shall comprise of:

10.2.1 three (3) people appointed in accordance with Rule 14 (Appointment, and Election of Board Members); and

10.2.2 four (4) people elected at the Annual General Meeting, under Rule 14 (Appointment and Election of Board Members).

10.3 Chairperson and Deputy Chairperson: At its first meeting following each Annual General Meeting, the Board shall annually appoint a Chairperson and a Deputy Chairperson from amongst the Board Members, who shall each have a term of office of one (1) year. The role of the Chairperson is to chair meetings of the Board and to represent the Board and the Association. The role of the Deputy Chairperson is to perform the role of the Chairperson in the Chairperson's absence. The Chairperson (or Deputy Chairperson), or his or her nominee, shall have the right to attend any meeting of any Board subcommittee. If the Chairperson is unavailable for any reason, the Deputy Chairperson, or in the absence of both, another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability. If the Chairperson and/or Deputy Chairperson:

10.3.1 is removed as a Board Member under Rule 10.8.4 (Removal of Board Member); or

10.3.2 vacates their position as a Board Member (in accordance with Rule 10.8.3 (Casual Vacancy)); or

10.3.3 resigns as Chairperson or Deputy Chairperson but remains as a Board Member;

a new Chairperson and/or Deputy Chairperson shall be appointed by the Board from amongst the Board Members as soon as practicable, or if the vacancy arises under Rule 10.3.1 or 10.3.2, then at the first Board meeting after such vacancy is filled.

10.4 Ineligibility: A person seeking appointment, election or to remain in office as a Board Member, shall be eligible to do so whether or not they are a Member of the Association, but the following persons shall not be eligible for appointment, election or to remain in office as a Board Member:

10.4.1 Other Position: a person who holds one of the positions specified in Rule 14.2 (Other Positions).

10.4.2 Under 18 Years: a person who is under the age of 18 years.

10.4.3 Bankrupt: a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act

- 1967, or any equivalent provisions under any previous or replacement legislation.
- 10.4.4 Dishonesty Offences: a person who has been convicted of a crime involving dishonesty (within the meaning of the Crimes Act 1961) and has been sentenced for that crime within the last seven (7) years.
- 10.4.5 Conviction: a person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
- 10.4.6 Disqualified Director: 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, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005.
- 10.4.7 Property Order: a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988.
- 10.5 Cessation of Office: If any of the circumstances listed in Rules 10.4.2 to 10.4.7 (inclusive) occur to a Board Member, that Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against that Board Member of any of those circumstances. If a Board Member holds a position in Rule 10.4.1, then upon appointment to that position, that Board Member shall be deemed to have vacated his/her office as a Board Member. This Rule does not limit the right to suspend a Board Member under Rule 10.8.5 (Suspension of Board Member).
- 10.6 Term of Office: The term of office for all Board Members shall be three (3) years, commencing at the conclusion of the General Meeting (or Board Appointments Panel meeting in accordance with Rule 14.1.8) at which their

appointment or election is made or effective, and expiring at the conclusion of the third Annual General Meeting (or Board Appointments Panel meeting in accordance with Rule 14.1.8) after their appointment or election. All Board Members shall be eligible to serve a maximum of three (3) consecutive terms of office. This Rule is subject to Rule 10.8.3 (Casual Vacancy), Rule 10.8.4 (Removal of Board Member), and the schedule of rotation under Rule 10.7.

- 10.7 Schedule of Rotation: Prior to each Annual General Meeting, the Board shall advise the Chief Executive Officer (who will in turn advise the Members) of the schedule of rotation and the vacancies arising in Board Member positions at the Annual General Meeting.
- 10.8 Vacancies: If there is a casual vacancy on the Board under Rule 10.8.3 (Casual Vacancy) it shall be filled in accordance with this Rule for the balance of the term of office of the vacating Board Member:
- 10.8.1 If the Annual General Meeting for the year in which the vacancy arises is scheduled for a date being less than six (6) months after the date the vacancy arose, the remaining Board Members may either appoint another person of their choice to fill the vacancy, or leave the vacancy unfilled until the Annual General Meeting for that year.
- 10.8.2 If the Annual General Meeting for the year in which the vacancy arises is scheduled for a date being six (6) months or longer after the date the vacancy arose, the following process shall apply:
- (a) for a vacancy of an Appointed Board Member's position, it shall be filled by the Board Appointments Panel in accordance with the procedure in Rule 14 (Appointment and Election of Board Members) and the appointment shall take effect immediately upon notification to the Board Members concerned; or
 - (b) for a vacancy of an Elected Board Member's position, it shall be filled in accordance with the procedure in Rule 14 (Appointment and Election of Board Members), with any modifications necessary as to timing as the Board considers appropriate provided that the Board shall notify the Members of any such modification.

10.8.3 Casual Vacancy: A casual vacancy arises if:

- (a) a Board Member resigns from office prior to the expiry of their term of office;
- (b) a Board Member dies;
- (c) a Board Member is removed under Rule 10.8.4 (Removal of Board Member);
- (d) a Board Member is absent from more than three (3) successive meetings unless leave of absence is granted by the Chairperson;
- (e) a position on the Board is not filled by the Board Appointments Panel (in the case of an Appointed Board Member) or by the Members at a General Meeting (in the case of an Elected Board Member); or if any of the circumstances in Rule 10.4 (Ineligibility) apply.

10.8.4 Removal of Board Member: The Members at a Special Meeting called for this purpose may, by a majority of 2/3 of Voting Members remove any Board Member or the Board as a whole, before or after the expiration of their term of office. The following procedure shall apply:

- (a) upon the Secretary receiving a request for a Special Meeting to remove a Board Member, or the Board as a whole, the Secretary shall send the notice of the Special Meeting to the Board Member concerned or the Board (as the case may be), and the persons specified in Rule 7.6 (Notice of Special Meeting); and
- (b) following notification, under Rule 10.8.4(a) and before voting on the resolution to remove a Board Member, or the Board as a whole, the Board Member or the Board (as the case may be) affected by the proposed resolution to remove them from the Board shall be given the opportunity prior to the Special Meeting to make submissions in writing to the

persons entitled to be present at the General Meeting about the proposed resolution.

10.8.5 Suspension of Board Member: If any Board Member is alleged to have, or is charged with, or is given notice by the relevant authority, of a proposal to make an order or finding against that Board Member of any of the circumstances described in Rule 10.4 (Ineligibility), the remaining Board Members may, after reasonable enquiry and giving the Board Member concerned the right to be heard, suspend the Board Member from the Board pending the determination of such allegation notice or charge.

11. POWERS OF BOARD

11.1 Powers of Board: The Board shall have the power to:

- 11.1.1 develop and implement strategies, policies and procedures for administration, promotion and development of the Association in New Zealand;
- 11.1.2 appoint a Chief Executive Officer and enter into a contract on such terms and conditions as the Board thinks fit, and, if necessary, terminate such appointment;
- 11.1.3 delegate such powers as it considers appropriate from the Board to the Chief Executive Officer;
- 11.1.4 establish such other committees, subcommittees and groups as it considers appropriate to assist it to carry out its responsibilities;
- 11.1.5 adopt a strategic plan for the Association;
- 11.1.6 prepare and review an annual plan and budget for the financial performance, and monitoring results against them;
- 11.1.7 subject to this Constitution, fill vacancies on the Board, any commissions, committees and other groups which are established by it;

- 11.1.8 develop and implement policies to protect the finances and property of the Association;
- 11.1.9 control expenditure and raise funds to fulfil the Objects of the Association;
- 11.1.10 open and operate in the name of the Association such bank accounts as deemed necessary;
- 11.1.11 make, repeal or amend any Regulations and any policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- 11.1.12 appoint such persons as it considers appropriate to committees, positions and roles within the Association and determine the terms and conditions of such appointment(s) (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- 11.1.13 delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- 11.1.14 engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- 11.1.15 establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Association;
- 11.1.16 develop national programmes for the Association;
- 11.1.17 discipline Members as specified in Rule 6.2 (Suspension and Expulsion);
- 11.1.18 resolve and determine any disputes or matters (including but not limited to the interpretation of the Rules or Regulations) not provided for in this Constitution; and
- 11.1.19 do all other acts and things which are within the powers and Objects of the Association and which the Board considers are appropriate.

11.2 Matters Not Provided For: If any situation arises that, in the opinion of the Board, is not provided for in this Constitution, the Regulations, or the policies or procedures of the Association, the matter will be determined by the Board.

12. PROCEEDINGS OF THE BOARD

12.1 Quorum: Four members of the Board constitute a quorum at meetings of the Board.

12.2 Convening Meetings: The Board will meet:

12.2.1 As it Decides: at such times and places as it decides at regular intervals; or

12.2.2 Special Meeting: at a special meeting of the Board called by the Secretary on receipt of a requisition from the Chairperson or any three (3) Board Members. The date and place of Special Meetings will be determined by the Secretary.

12.3 Notices: Not less than five (5) Business Days' notice of a Board meeting must be given to Board Members.

12.4 Irregularity in Notice: An irregularity in the notice of a meeting is waived if all Board Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity, or if all the Board Members entitled to receive notice of the meeting agree to the waiver.

12.5 Adjournment: A meeting of the Board may be adjourned to such date and place as the meeting shall decide.

12.6 Meeting using Technology: Any one (1) or more Board Members may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board

Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

- 12.7 Number of Votes: All persons entitled to vote at any meeting of the Board have one vote each. The Chairperson shall have a deliberative and a casting vote.
- 12.8 Majority: All matters for decision at Board meetings will be decided by a simple majority of votes of Board Members present except as may be otherwise provided for in these Rules.
- 12.9 Counting of Votes: Voting at Board meetings may be by voices or show of hands but if it is desired by any Board Member present, it will be by ballot. Votes cast will be counted, and the result declared by the Secretary who shall act as scrutineer.
- 12.10 Proxies: Any Board Member may in writing delegate that Board Member's power of voting to any other Board Member at any specified meeting of the Board on any specified subject or subjects, provided, however, such delegation may be given only if the Board Member is unable to attend the meeting because of illness or absence on official business of the Association.
- 12.11 Absence of Chairperson: In the absence of the Chairperson from any meeting of the Board the Deputy Chairperson will exercise the powers of the Chairperson and in the absence of both the Chairperson and the Deputy Chairperson, or where no Deputy Chairperson has been elected, a Chairperson must be elected from the members present for that meeting.
- 12.12 Minutes: The Board must ensure that minutes are kept of all proceedings at meetings of the Board.
- 12.13 Resolution in Writing: A resolution in writing signed by all Board Members is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided that the Board Members signing the resolution would constitute a quorum of the Board and would have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in identical form each signed by one or more members of the Board. Any such document sent by a Board Member by

facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Board Member.

- 12.14 Minimum Number of Meetings: The Board shall meet at least four times each year and more frequently if considered necessary. The Secretary shall convene a special meeting of the Board within 20 Business days of receiving a written request to do so from at least three Board Members.

13. BOARD APPOINTMENTS PANEL

- 13.1 Establishment: If the Board Appointments Panel needs to be convened for the purposes set out in this Constitution, the Chairperson (or the person described in Rule 13.2) shall notify the Board and the Regional Advisory Group of this fact, and require them to submit the name(s) of their appointee(s) as specified in Rule 13.2 (Composition). Upon receipt of these names, the Chairperson (or the person described in Rule 13.2) shall convene the Board Appointments Panel.
- 13.2 Composition: The Board Appointments Panel shall comprise of the following three (3) people:
- 13.2.1 one (1) person being the Chairperson, or ifs/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board, as determined by the Board, unless the circumstances in Rule 13.4 arise in which case Rule 13.4 shall apply;
- 13.2.2 one (1) Member appointed by the Regional Advisory Group, who shall not be an employee of the Association;
- 13.2.3 one (1) nominee who is an independent professional experienced in governance, and the functions and appointment of directors in New Zealand, as determined by the Board, unless the circumstances in Rule 13.4 arise in which case Rule 13.4 shall apply.
- 13.3 Eligibility: No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if that person is standing for election or seeking appointment to the Board, or if any of the circumstances listed in Rule 10.4.1 to 10.4.7 (inclusive) (Ineligibility) have occurred, or occur to that person, as if every reference to

a Board Member in that Rule is to a person seeking to be a member of the Board Appointments Panel.

- 13.4 Board Unable to Appoint: If the Board as a whole has been removed, resigns en masse, or does not have a quorum and is therefore unable to appoint the persons described in Rule 13.2, that person or persons shall be appointed or determined (as the case may be) by the Regional Advisory Group.
- 13.5 Convenor: The convenor of the Board Appointments Panel shall be the person specified in Rule 13.2.
- 13.6 Term of Office: The members of the Board Appointments Panel shall hold office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.
- 13.7 Responsibilities: The Board Appointments Panel shall be independent of the Board and shall be responsible for:
 - 13.7.1 identifying and inviting suitable candidates to be nominated for appointment or election as a Board Member;
 - 13.7.2 advertising and inviting members of the public to nominate candidates for appointment or election as a Board Member;
 - 13.7.3 assessing nominees who have been nominated for appointment as an Appointed Board Member, (including undertaking such enquires and holding interviews and meetings as it sees fit);
 - 13.7.4 deciding the nominees to be appointed as Appointed Board Members;
 - 13.7.5 receiving and assessing the nominations from candidates for election as Elected Board Members, (including undertaking such enquires and holding interviews as it sees fit);
 - 13.7.6 recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the nominees(s) whom

the Board Appointments Panel considers would best suit the position(s), for consideration by those present and entitled to vote at a General Meeting; and

13.7.7 such other related matters as set out in any applicable Regulations.

13.8 Relevant Factors: In determining the Appointed Board Members and recommending persons to be Elected Board Members, the Board Appointments Panel shall appoint or recommend based on merit and in so doing shall take into account factors about the nominee and the Board as a whole, including, but not limited to, the following:

13.8.1 their prior experience as a director, trustee or experience in any other governance role;

13.8.2 their knowledge of, and experience in, the recreation and leisure sector;

13.8.3 their occupational skills, abilities and experience (at least five (5) years);

13.8.4 their knowledge and experience of community-based programmes and work with central and local government agencies and commercial sponsors;

13.8.5 the need for conflicts of interest to be minimised;

13.8.6 the desire for gender balance; and

13.8.7 the desire for diverse interests of the Association and the recreation and leisure sector in New Zealand, including but not limited to geographical spread, ethnicity and other suitability factors, to be on the Board.

13.9 Restrictions on Activity: No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.

- 13.10 Meetings: The Board Appointments Panel shall meet as and when required and, in such manner, as it thinks fit.
- 13.11 Quorum: The quorum for a meeting of the Board Appointments Panel shall be three (3) members.
- 13.12 Decisions: Any decision of the Board Appointments Panel regarding the persons to be recommended as Elected Board Members and the appointment of Appointed Board Members must be agreed by all three (3) members.
- 13.13 Conflicts and Confidentiality: All information received by the Board Appointments Panel, and its deliberations shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any nominee, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
- 13.14 Vacancies: Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in Rule 13.2 - Composition).
- 13.15 Removal: The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- 13.15.1 the member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor; or
 - 13.15.2 there are circumstances which may give rise to a question of bias in the Board Appointment Panel's process; or

13.15.3 the member has been found by the Board to have brought the Association (including any employee, official or Member) into disrepute; or

13.15.4 any of the circumstances listed in Rule 10.4.2 to 10.4.7 (inclusive) (Ineligibility) have occurred to the member.

13.16 Procedure: Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

14. APPOINTMENT AND ELECTION OF BOARD MEMBERS

14.1

14.1.1 The Board Appointments Panel shall call for nominations for any Board Member positions that are to be vacated due to the expiry of their term of office at an Annual General Meeting, or that have arisen as a result of a casual vacancy arising under Rule 10.8.3 (Casual Vacancy), at least ninety (90) Business Days prior to the Annual General Meeting or, in the case of a vacancy arising under Rule 10.8.2(b) (Vacancies), as determined by the Board Appointments Panel.

14.1.2 Nominations for Board Member positions shall be made in the approved form set out in the Regulations (indicating whether they are nominated to be Appointed Board Members or Elected Board Members or either) and received at the registered office of the Association not less than sixty (60) Business Days before the date set for the Annual General Meeting or not less than a date to be determined by the Board Appointments Panel before the date set for the Special Meeting.

14.1.3 Upon receipt of any nominations for vacancies for Board Member(s) positions, the Chief Executive Officer shall refer all the nominations to the Board Appointments Panel.

14.1.4 The Board Appointments Panel shall undertake its responsibilities as set out in Rule 13.66 (Responsibilities) and determine whether the

Appointed Board Members will be appointed prior to the election of the Elected Board Members or after such election.

- 14.1.5 If the Appointed Board Members are to be determined prior to any vacancy in any elected positions, the Board Appointments Panel shall notify the Chief Executive of the Appointed Board Members(s) who are to assume office and/or any recommended nominee(s) whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the General Meeting;
- (a) by no later than thirty (30) Business Days prior to an Annual General Meeting (in the case of a vacancy arising due to the expiry of term of office at the Annual General Meeting); or
 - (b) as soon as practicable (in the case of a casual vacancy arising under Rule 10.8.2(b)).
- 14.1.6 Upon receipt of the notification from the Board Appointments Panel in Rule 14.1.5 the Chief Executive shall, as soon as practicable, notify the Members of the decisions of the Board Appointments Panel regarding any Appointed Members it has appointed together with any recommendations of nominees it considers would best suit the vacant positions of Elected Board Members, at the General Meeting.
- 14.1.7 Having considered the Board Appointments Panel's recommendations, if any, the Elected Board Members shall be determined by the Voting Members from amongst all the valid nominations for Elected Board Member positions received by the Association (including any nominations recommended by the Board Appointments Panel), in accordance with the process outlined in Rule 8.13 (Election of Board Members).
- 14.1.8 If the Board Appointments Panel considers it appropriate for the Elected Board Members to be elected prior to the appointment of any Appointed Board Members, the process in Rules 14.1.5 to 14.1.7 as it applies to Elected Board Members shall occur. After the General Meeting at which the vacant position(s) for Elected Board Members are filled, the Board Appointments Panel shall as soon as possible, but no later than seven (7) Business Days after the conclusion of

that General Meeting, notify the Chief Executive Officer (who shall subsequently, as soon as possible, notify the Members) of the Appointed Board Members who are to assume office.

- 14.2 Other Positions: Nominees for positions as Board Members may not hold or continue to hold a position as an employee of, or contractor to the Association if they are appointed or elected as a Board Member.

15. CHIEF EXECUTIVE

- 15.1 Role: There shall be a Chief Executive of the Association who shall be employed for such term and on such conditions as the Board may determine. The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the Association in accordance with the Regulations, policies, and procedures of the Association and within such limitations as may be imposed by the Board.

- 15.2 Attendance at Board Meetings: The Chief Executive shall attend all Board meetings unless otherwise required by the Board but shall have no voting rights.

16. FINANCIAL

- 16.1 No Pecuniary Profit: Nothing in this Constitution shall permit any part of the funds of the Association to be used or to be available to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term "private pecuniary profit" does not include remuneration or payments for services rendered reasonable and relative to that which would be paid in an arms-length transaction (being the open market value). This Rule 16.1 shall apply notwithstanding any other provision in this Constitution to the contrary.

- 16.2 Receipts and Payments: All money received by the Association must be paid into a bank to the credit of the Association. All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association must be signed by two signatories authorised by the Board.

- 16.3 Books to be kept: The Board shall ensure proper accounting records are kept.

- 16.4 Financial Year: The Association's financial year shall commence on 1 July and end on 30 June in the next year.
- 16.5 Audit: The accounts of the Association shall be audited by the Auditor appointed at the Annual General Meeting. The Auditor shall not hold any other office in the Association.
- 16.6 Regional Committee's Financial Statements: Each of the regional committees shall provide audited annual financial statements to the Board by 31 August of each year.
- 16.7 Apportionments: The Board will determine, on an annual basis, the apportionment of subscriptions among the regional committees and the Association.
- 16.8 Grants: The Board will have the power to make grants to regional committees upon application by the regions.
17. NOTICES
- 17.1 Manner of Notice: A notice under these Rules may be given personally, by post, by facsimile or by email.
- 17.2 Receipt of Notice: A notice will be deemed to have been received:
- 17.2.1 Personally Delivered: if personally delivered, when received;
- 17.2.2 Sent: if sent by post, three Business Days after it was sent;
- 17.2.3 Facsimile: if sent by facsimile, on receipt by the sender of a transmission report indicating that the facsimile was sent in its entirety to the recipient's facsimile number; and
- 17.2.4 Email: if sent by registered email, on receipt by the sender of an email message indicating that the email has been opened at the recipient's terminal, provided that if a notice is received on a date that is not a Business Day or after 5 pm on a Business Day, it will be deemed to have been received on the next Business Day.

18. EXECUTION OF DOCUMENTS

18.1 Execution of Instruments: Contracts and other enforceable obligations requiring the signature of the Association may be signed:

18.1.1 Deeds: if a deed, under the common seal of the Association or by a duly authorised attorney of the Association; and

18.1.2 Contracts: if a contract, by a person acting on behalf of and under the authority of the Board.

18.2 Common Seal: The Common Seal of the Association must be kept in the custody of the Secretary and may be affixed to any document or writing only by resolution of the Board, by one Board Member and the Chief Executive Officer with one witness. Each fixture of the Common Seal shall require a separate approval by the Board

19. ALTERATION OF CONSTITUTION

19.1 Alterations: No Rule in this Constitution may be altered, amended or rescinded nor a new Rule added except by a majority of 2/3 of Voting Members who cast votes at an Annual General Meeting or Special Meeting of the Association. Due notice shall be given to members in accordance with this Constitution, specifying alterations proposed, but such alterations shall not be altered, amended or added to in any other way. Any motion to alter, amend or add to the Constitution shall be notified with the notice of meeting.

20. DISSOLUTION AND LIQUIDATION

20.1 The Association may either be dissolved by the Registrar of Societies, or liquidated, under the Incorporated Societies Act 1908 if a motion to do so has been passed by a majority of the votes recorded at an Annual General Meeting or Special Meeting of which at least 30 days' notice has been given in writing by the Secretary to each Member and the resolution is confirmed at a subsequent Special Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

20.2 Upon liquidation or dissolution, any property or assets remaining after the satisfaction of all the Association's debts, liabilities and obligations shall be given or transferred to a charitable body or bodies or a body or bodies with charitable purposes that are similar to those of the Association, as decided by a majority of votes recorded at the General Meeting in Rule 20.1.

21. DEFINITIONS AND INTERPRETATION

Unless the context otherwise requires:

Definitions

"Annual General Meeting" means a general meeting of the Members of the Association convened in accordance with Rule 7;

"Appointed Board Member" means a person appointed as a Board Member under Rule 14;

"Associate Member" means any organisation; who has applied for and been granted membership under Rule 5.1.3.

"Association" or "NEW ZEALAND RECREATION ASSOCIATION" means New Zealand Recreation Association Incorporated (550061);

"Auditor" means a licensed audit firm where the auditor partner is a licensed auditor under the Auditor Regulation Act 2011;

"Board" means the board of the Association as constituted under Rule 10; "Board Appointments Panel" means the panel described in Rule 13.2; "Board Member" means a member of the Board elected under Rule 10;

"Business Day" means a day other than a Saturday, Sunday or public holiday in Wellington;

"Chairperson" means the chairperson of the Board elected in accordance with Rule 10.3;

"Chief Executive Officer" means the Chief Executive Officer of the Association appointed under Rule 11.1.2;

"**Constitution**" means this constitution which records the rules of the Association;

"**Deputy Chairperson**" means the deputy chairperson of the Board elected in accordance with Rule 10.3;

"**Fellow**" is a category of membership that can only be bestowed by the Association in an Annual General Meeting, following a recommendation by the Board, to honour persons of high professional status.

"**Elected Board Member**" means a person elected as a Board Member under Rule 14;

"**General Meeting**" means an Annual General Meeting or Special Meeting of the Association;

"**Honorary Life Member**" is a category of membership bestowed upon persons who have given exceptional and outstanding service to the Association and is based on the person's membership status (if any) before Life Membership is granted. The process for approving a person to become an Honorary Life Member is set out in Rule 5.4 ;

"**Individual Member**" means any person who has applied for and been granted membership under Rule 5.1.1;

"**Member**" means Individual Member, Organisation Member, Associate Member, and Honorary Life Member;

"**Objects**" means the objects of the Association as specified in Rule 2;

"**Organisation Member**" means any organisation which has applied for and been granted membership under Rule 5.1.2;

"**Postal Vote**" means paper based voting by any means including post, facsimile transmission, email or other electronic means as approved by the board;

"**Regional Advisory Group**" means a group established in accordance with a terms of reference document decided by the Board to ensure the collective views and input of the regional committees is considered by the Board;

"Regulations" means the regulations made by the Association as amended from time to time;

"Rules" means the rules of the Association as recorded in this Constitution, as may be amended from time to time;

"Scrutineer" means the person described in Rule 8.9;

"Secretary" means the secretary of the Association appointed by the Board from time to time;

"Special Meeting" means all meetings of Members of the Association other than Annual General Meetings;

"Student Member" means any tertiary student enrolled in a relevant recreation and/or leisure course;

"Voting Members" means those Members that are entitled to vote at Annual General Meetings and Special Meetings as described in Rule 5.1, being Individual Members, Organisation Members and Honorary Life Members that have paid any membership fees or other amounts owed to the Association;

"Worker" for the purposes of Rule 5.2.1bi and 5.2.1c means any employee, contractor or volunteer who works for the organisation".

Interpretation

Defined Expressions: expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution;

Headings: Rules and other headings are for ease of reference only and will not affect the interpretation of this Constitution;

Negative Obligations: any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;

Plural and Singular: words importing the singular number will include the plural and vice versa;

Persons: references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations,

governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;

Gender: references to any gender includes all genders; and

Statutes and Regulations: references to any statutory provision will include any statutory provision which amends or replaces it, and any subordinate legislation made under it.

ALTERATION TO RULES

NEW ZEALAND RECREATION ASSOCIATION INCORPORATED

SOCIETY NUMBER 550061

We certify that the attached document is the amended Constitution of New Zealand Recreation Association Incorporated (NEW ZEALAND RECREATION ASSOCIATION) which was adopted by the Members at Annual General Meeting of NEW ZEALAND RECREATION ASSOCIATION on 27 November 2019.

1.

Name:

Member of NEW ZEALAND RECREATION ASSOCIATION

2.

Name:

Member of NEW ZEALAND RECREATION ASSOCIATION

3.

Name:

Member of NEW ZEALAND RECREATION ASSOCIATION