

# CONSTITUTION

## OFFROAD ASSOCIATION OF NEW ZEALAND INCORPORATED



[www.oranz.co.nz](http://www.oranz.co.nz)

Including filed amendments to June 17<sup>th</sup> 2016

Including filed amendments to November 24<sup>th</sup> 2018

## ASSOCIATION OF NEW ZEALAND INCORPORATED:

### 1. TITLE:

The Association shall be called 'The Off Road Association of New Zealand Incorporated' and is hereinafter called 'the Association'

### 2. THE REGISTERED OFFICE:

The Registered Office of the Association shall be at such place as shall be determined from time to time by the Executive Committee.

### 3. DEFINITIONS:

The following words and expressions in these Rules shall have the several meanings assigned to them, that is to say,

- 1) **'Member Club'** means any organisation which is a member of the Association.
- 2) **'President'** means the President of the Association for the time being and includes a person acting as President in the absence of the President.
- 3) **'National Competition Rules'** means all the rules of national application for the control and/or administration of the sport in New Zealand prescribed from time to time whether or not they be entitled National Competition Rules.
- 4) **'Delegate'** means a person duly appointed to represent a member club on the Council of the Association.
- 5) **'Financial Member Club'** means a Member Club which has paid its annual subscription and any levies due for past and current years.
- 6) **'New Zealand'** means and includes all the territories embraced in the Dominion of New Zealand.
- 7) **'A Month'** means a calendar month.
- 8) **'In writing'** and **'written'** includes any mode of representing or reproducing words in a visible form.
- 9) **'Competition Year'** means the period 1<sup>st</sup> January to 31<sup>st</sup> December each year
- 10) Wherever not inconsistent with the context, any expressions referring to the singular shall include the plural and referring to male shall include female and referring to club shall mean body, association or the like.
- 11) **'The Sport'** means all off-road sport competitions or events which the Association authorises or over which the Association has control.
- 12) Offroad means 4 wheel vehicle use on any terrain designated as off road as may be decided from time to time by this Association.
- 13) **Patron means protector and guardian of the sport. He/she may request a special meeting of the Council or Executive to make a submission in the best interests of the sport should He/she be called upon to do so by at least two Member Clubs.**

#### 4. **OBJECTS AND POWERS:**

The objects and powers of the Association shall be as follows

- (a) To enforce rules and regulations for the encouragement and control of off road competitions and records and to act as the final court of appeal in New Zealand for the settlement of disputes arising therefrom.
- (b) To draw up programmes of events and to deal with member clubs for the purpose of arranging all programmes as far as possible to the greatest advantage of the greatest number.
- (c) To improve, promote, assist and in any way further the interest of member clubs in any matter whatsoever.
- (d) To investigate, decide and register records made by competitors at off road meetings and to issue such certificates or other records as shall be decided by the Association.
- (e) To enter into any agreement, arrangement or engagement with any kindred association, society, or body in any country for competition recognition of records, registrations, disqualifications, records, or otherwise howsoever as shall be decided between the Association and such other kindred association, society or body,
- (f) To promote, and protect the rights of all member clubs and members of such member clubs.
- (g) To join, contract, engage or arrange with any other sporting body of any kind within or without New Zealand in any matter or thing which may be for the benefit of the Association and its member clubs.
- (h) To obtain affiliation with any New Zealand or overseas body, corporation, club or association having a constitution or objects wholly or in part similar to those of the Association,
- (i) To provide for proper registrations, records and books for or relating to member clubs and members of member clubs and competitors in any events arranged by the Association or arranged and conducted by member clubs.
- (j) To provide for the Registration and Licensing of member clubs, vehicles, competitions, events, tracks, courses, venues, promoters, entrants, competitors and drivers on such terms and fees as the Council shall determine from time to time.
- (k) To provide Trophies and/or Awards for any objects on any terms whatsoever.
- (l) To provide procedures and penalties for the purpose of suppressing abuses, fraud, wrongful tactics, breaches of rules and other undesirable conduct by any member club or by any person participating in or associated with the sport.
- (m) To establish and maintain such tribunals and other bodies as may be required from time to time to hear and determine disciplinary matters and appeals from such hearings and determinations.
- (n) To employ such staff and to engage the services of and to appoint to official positions such persons as may from time to time be desirable.

- (o) To acquire whether by way of purchase, lease, hire or otherwise any land or buildings, goods, or chattels and to obtain licences of or concessions for any course, roadway or other property or interest or to carry out any works improvements or other activities which may assist in the furtherance of the objects of the Association.
- (p) To develop, build on, improve, alter, maintain, sell, lease, hire out or otherwise deal with or dispose of land, buildings and chattels owned or used by the Association.
- (q) To borrow, lend and guarantee the payment of money with or without security and to invest the funds of the Association in such investments as the Council may from time to time determine.
- (r) To negotiate with any Company, Body or Society, for all types of insurance, superannuation or welfare funds as may be desirable in connection with any or all of the objects of the Association and its member clubs and members of its member clubs and to operate any such insurance superannuation or welfare fund or any travel scheme or system in any capacity in conjunction with or separately from any Company, Body, Corporation or Society and upon any term whatsoever as may be decided from time to time.
- (s) To publish or print any material whatsoever.
- (t) To establish such branches or agencies as may from time to time be desirable.
- (u) To do all such other acts and things as may be desirable for the furtherance of the objects of the Association.

**5. MEMBERSHIP:**

(a) Eligibility:

Membership of the Association shall be open to any body interested in off road use which may be approved by the Council and which shall execute under sea in the prescribed form written acceptance of these Rules and of such other conditions as may from time to time be imposed by the Council..

(b) Classes of Membership.

The Council may from time to time prescribe different categories of membership and the rights and privileges pertaining thereto but until any such categories are established all members of the Association shall have the full rights and privileges provided by these rules.

(c) Admission to Membership:

Application for membership shall be in writing addressed to the Executive Committee and shall be decided by majority vote of the Committee provided that if that Committee declines an application its decision shall be reviewed at the next Meeting of the Council. On admission to membership, the Council shall grant such certification or other recognition of membership as it shall decide.

(d) No individual membership shall apply rather that of individuals within recognised bodies belonging to this Association.

**6. TERMINATION OF MEMBERSHIP:**

- (a) Any Member Club may resign by writing under seal and such resignation shall be effective as from receipt thereof if such Member Club is financial or as from payment of all overdue subscriptions and levies if un-financial.
- (b) Any Member Club may be expelled and its membership of the Association cancelled if, in the opinion of the Council expressed by majority vote and after hearing the Member Club in its own defence, the member club has been guilty of misconduct or the breach of any Rules officially recognised by the Association such as to render its continued membership undesirable and/or has failed or refused, within such time as the Council may have allowed, to take such steps to remedy its default as the Council may have required.

**7. MANAGEMENT – COUNCIL:**

- (a) The governing body of the Association shall be the Council which shall consist of the Office Bearers of the Association and of Delegates of Member Clubs.
- (b) Meetings of the Council shall be presided over by the President, or in his absence, by a Vice-President, elected by the Executive Committee or, in the absence of the President and both Vice-Presidents, by a delegate elected by the meeting.
- (c) Powers:  
The Council **and/or Executive** shall have full power to do all things it may consider necessary to further the objects of the Association **and competition Rules**

**8. MANAGEMENT – ADVISORY COMMITTEES:**

- (a) The Council shall elect such numbers of separate Advisory Committees comprising such number as the Council may from time to time determine.
- (b) Such Advisory Committees shall be elected by the Council at each Annual General Meeting
- (c) Nominations:
  - 1) Not less than six weeks before the date of the Annual General Meeting, Member Clubs shall send to the Secretary General their nominations for any or all of the Advisory Committees to be elected by the Council. No nomination shall be accepted unless by the closing date all the criteria set out in the next paragraph have been met.
  - 2) Nominees must be financial members of a Member Club and must be nominated by at least one financial Member Club. All nominations must be accepted by the nominees in writing addressed to the Secretary General. Nominations submitted by any one Club shall not exceed in total the number of positions to be filled.
  - 3) No nominations for any position shall be accepted at the Annual General Meeting.
- (d) Appointment of Chairman:  
A Chairman of each Advisory Committee will be appointed by and from members of the Executive Committee
- (e) Duties:  
Each Advisory Committee shall consider such business as is from time to time referred to it by the Council of the Executive Committee.

(f) Meetings:

The Advisory Committees shall meet annually in conjunction with the Annual General Meeting of the Association and may meet at such other times as shall be determined by Council or the Executive Committee from time to time.

At Meetings of Advisory Committees held in conjunction with Annual General Meetings of the Association each Club may appoint a delegate to attend those meetings of those Committees with the rights to speak and vote.

(g) Powers:

Advisory Committees shall have power only to make recommendations to Council and/or the Executive Committee.

**9. APPOINTMENT OF DELEGATES TO COUNCIL:**

- (a) Each financial Member Club shall be entitled to two Delegates: **one of two Delegates shall be the President of that Club** who shall be appointed annually by that Club prior to the Annual General Meeting of the Association. Each delegate shall hold office from the commencement of the Annual General Meeting to which it is appointed until immediately prior to the commencement of the Annual General Meeting next following.
- (b) 1) Every Member Club shall not less than six weeks before the date of the Annual General Meeting of the Association give to the Secretary General written notification under the hand of the President or Secretary of the said Member Club as representative of the Club. This written notification shall be conclusive evidence of the right of the person named to attend and vote at the meetings of the Council, and Association.
- 2) Should a Member Club (having given notification as above) change its delegate, notice to this effect shall be given in writing to the Secretary General in the manner aforesaid not less than twenty-four hours prior to the Annual General Meeting or, in the case of a Special General Meeting, not less than Twelve hours before the meeting and in the case the notification of change of delegate may be given by telegram, verified by the representatives president.
- 3) No Person, whose name has not been notified to the Secretary General as aforesaid shall be entitled to attend any Council or Association Meeting in the capacity of a delegate without the consent of that Council Meeting.
- (c) A Member Club may at any time, by notice in writing to the Secretary General in the manner aforesaid, replace its delegate and appoint another in his place. A Member Club shall appoint another delegate when its original delegate has been elected as an Office Bearer.
- If a delegate who has been duly appointed and of whom notification has been duly given as aforesaid, for any reason is unable to attend a Council or Association Meeting which he is entitle to attend, or having commenced to attend, is unable to continue to be present, another member of the delegate's club may be appointed by the Meeting as a replacement and he/she shall act as the delegate of the club for that meeting or the remainder of that meeting as the case may be.
- (d) Each delegate to the Annual General Meeting of the Association may instruct an observer to speak for him on any particular item at the meeting provided that the observer is a financial member of the member club which the delegate represent and that his name is given to the Secretary General at the commencement of the meeting.



(e) Notwithstanding anything contained elsewhere in these Rules, but subject to the provisions of the paragraph, if a Member Club has not prior to the last day on which the name of its delegate is to be given to the Secretary General pursuant to paragraph (b) of this Rule, paid all subscriptions, levies and other monies then due by it to the Association or supplied a declaration of membership and supporting documents if the same shall have been called then in either such case the delegate of the Member Club shall not be entitled to attend the Annual General Meeting or in any way participate in its business and shall not be entitled to make any nomination of an Office Bearer or of a member of an Advisory Committee. The Executive Committee shall be entitled to grant a dispensation from the provisions of this paragraph if it considers that there is reasonable excuse for default.

#### **10. ASSOCIATION MEETINGS:**

(a) The Annual General Meeting shall be held during the months of November or December each year.

(b) Special General Meetings may be called by the Council or by the Executive Committee at any time or for any reason. A Special General Meeting shall be called by the Secretary General within twenty-one (21) days of receipt of any requisition delivered to the Secretary General signed by or on behalf of **more than 50% of** Member Clubs and/or their delegates setting out the objects of the proposed meeting.

(c) Notice of Agenda:

- 1) Not less than three months' notice of the date and place of the Annual General Meeting shall be given to all Member Clubs.
- 2) An Agenda containing the Notice of Annual General Meeting of the Association, Annual Report, Balance Sheet, Notice of Business, to be transacted and a list of all nominations made in accordance with Rule 12(b) (11) together with the names of the nominating Clubs shall be forwarded to all Member Clubs at least two weeks before the date of the Annual General Meeting.
- 3) Not less than ten days' notice of the date and place of all special meetings shall be given to all Member Clubs and such notice shall contain sufficient particulars of the business to be considered.

(d) Business:

The business to be transacted at an Annual General Meeting shall be.-

- 1) Consideration and adoption of the Annual Reports of the President, and/or the Executive Committee, the Chief Steward, and the Chief Technical Officer and such other reports as the Executive Committee deems desirable.
- 2) Consideration and adoption of the Audited / **Reviewed** Balance Sheet, Statement of Accounts and any related financial report and/or documents.
- 3) The elections of Office Bearers for the ensuing year.
- 4) Consideration of any other business provided that-
  - a. Time permits
  - b. Such business does not involve any later-actions to rules, formulae, articles of Championships, appendices, or schedules to rules, formulae of Championships, then in force. Any such matter may be tabled by way of notice of motion to be considered by the next Annual General Meeting of the Association or by the Executive Committee as the meeting shall decide.

5) The business to be transacted at a Special meeting shall be only that contained in the notice of the meeting.

(e) Adjournment:

Any meeting may be adjourned to such other times as the majority of those present may decide. In the event of a quorum not being present within thirty minutes of the time for which the meeting was called, such persons as are present and entitled to vote shall decide or failing their doing so. The Secretary General shall decide the time and place to which the meeting shall adjourn and the meeting shall be adjourned and shall be held accordingly. No business shall be done without a quorum except the arrangement of the adjourned meeting as aforesaid.

(f) Minutes:

Minutes of all meetings shall be kept and when confirmed shall be conclusive evidence of the proceedings recorded therein.

**11. PRESIDENT D'HONNEUR**

(a) The Executive Committee may from time to time as it thinks fit bestow the title of President d'Honneur of the Association upon a person whom it considers has given distinguished service to the Association and who is no longer available to act as and Office Bearer.

(b) A person named as President d'Honneur shall hold that title during his lifetime or until he should resign or the Executive Committee divest him of it.

(c) A President d'Honneur shall be entitled to attend and to speak at General Meetings of the Council and meetings of the Executive Committee but shall be entitled to vote.

**12. OFFICE BEARERS:**

(a) Positions:

1) The Office Bearers of the Association shall be-

A Patron

A President

Two Vice Presidents

An Executive Committee of a number to be decided from time to time by the Council

A Chief Steward and such other Stewards as the Executive Committee may consider necessary from time to time.

A Chief Technical Officer and such other Technical Officers as the Executive Committee may consider necessary from time to time.

2) The Office Bearers shall be elected as follows:-

By Council.

-The Patron, a President, Vice Presidents, an Executive Committee.

By Executive Committee:

-The Chief Steward, the Chief Technical Officer.

By Member Clubs:

-Stewards and Technical Officers.

3) Terms of Office.

The terms of Office of the Office Bearer shall be



- (a) Patron - Continuous term until the office becomes vacant or another Patron is elected.
- (b) President:  
Vice Presidents  
Executive Committee - A term of one year from the conclusion of the Meeting at which they are elected to the conclusion of the Meeting next following at which elections for these positions are held,
- (c) Chief Steward  
Technical Officer  
Area Stewards - A continuous term subject confirmation annually by the **elected Executive Committee**.
- (d) Steward  
Technical Officers. - A term of one year as elected or terminated by the **Executive Committee**

4) Eligibility

Except for the Patron, the Officer Bearers elected by Council **or Executive** shall be members of the financial member clubs.

- 5) Any casual vacancy in any office elected by the Council shall be filled by the highest polled unsuccessful candidate at the last Annual General Meeting. All other vacancies shall be filled by the Executive Committee. A person so appointed shall hold office until the time when his predecessor's term would have expired.

(b) Nominations:

- 1) Not less than six weeks before the date of the Annual General Meeting, Member Clubs shall send to the Secretary General their nominations for any or all of the Office Bearers to be elected by the Council. No nominations shall be accepted unless by the closing date all the criteria set out in the next paragraph have been met.
- 2) Nominees must be financial members of a Member Club and must be nominated by at least one financial Member Club. All nominations must be accepted by the nominees in writing addressed to the Secretary General. Nominations submitted by any one Club shall not exceed in total the number of positions to be filled nor shall more than one nomination be made by any Club for the position of Patron or President.
- 3) No nominations for any position shall be accepted at the Annual General Meeting.

(c) Elections:

If there are more nominations for any office than there are vacancies then the nominees who receive the greatest number of votes of those attending, and entitled to vote at the Annual General Meeting shall be elected. Should the voting for any position result in an equality of votes for two or more candidates, then the Chairman of the Meeting at the time shall have the power either to order an elimination election of the candidates concerned so tying or use a casting vote.

### **13. EXECUTIVE COMMITTEE:**

#### **(a) Structure:**

The Executive Committee shall consist of the President, the Vice Presidents, and such other members of the Association as are elected by the Council from time to time. The Chief Steward and the Chief Technical Officer shall be ex-officio members of the Executive Committee but shall not be entitled to vote or hold any other position on the Executive Committee that entitles them to vote.

The Chairman of the Executive Committee shall be the President, or in his absence, a Vice-President elected by the Executive Committee or, in the absence of the President and both Vice Presidents, the Chairman of the Executive Committee shall be elected from those present at the meeting.

#### **(b) Powers:**

(1) Except as otherwise provided by Council or by these rules, the Executive Committee shall manage the business and affairs of the Association and shall be entitled to exercise all the powers of the Association. In so doing, it shall be guided by any decision of the Council.

(2) The Council may lay down general future policy and the Executive Committee powers shall be exercisable within the limits of this policy. All decisions of the Executive Committee shall be binding except where these are contrary to the policy already declared by Council.

(3) The Executive Committee shall have the power to co-opt the assistance of persons for advice on whatever matter it may decide. Further, should the need arise, it may set up committees comprised of any persons.

**(4) The Executive shall determine the intent of all rules should a dispute arise.**

### **14. EXECUTIVE COMMITTEE MEETINGS:**

#### **(a) Ordinary Meetings**

Ordinary meetings of the Executive Committee shall be called by the Secretary General who shall give not less than one calendar months' notice of the date of the meeting.

#### **(b) Special Meetings:**

Special meetings of the Executive Committee may be requested by the Chairman or by any three members of the Executive Committee. Such special meetings must be held within fourteen days of the Secretary General's receipt of written confirmation of the request. The Secretary General shall issue the notice calling such meeting within forty-eight hours of request. Unless all members present unanimously agree to discuss general business, only that business specifically stated in the notice of meeting may be dealt with.

#### **(c) Expenses:**

Actual and reasonable expenses incurred by members of the Executive Committee in attending meetings shall be met by the Association upon receipts being approved by the committee.

#### **(d) Adjournment and Abandonment:**

In the event of a quorum not being present within 3 hours of the time for which the meeting was called, such persons as are lawfully present shall either –

- 1) Decide the time and place to which the meeting shall adjourn and the meeting shall be adjourned and shall be held accordingly

OR

2) If an adjournment cannot conveniently be arranged abandon the meeting.

(e) Minutes:

Minutes of all meetings shall be kept and when confirmed shall be conclusive evidence of the proceedings recorded therein.

**15. QUORUMS:**

(a) Association: A quorum for an Association meeting shall be voting delegates representing more than on half of the number of financial Member Clubs at the time the Association Meeting is called.

(b) Executive Committee. A quorum for an Executive Committee Meeting shall be more than half of the total number of Executive and ex-officio Committee members.

**16. Voting and Polls:**

(a) Association:

Each financial member club shall be entitled to one vote. Voting at Annual General Meetings (other than for elections) shall be majority vote and on the voices.

The Chairman may call for a show of hands or a secret ballot. If any two persons stand and demand a show of hands or a secret ballot, this must be allowed by the Chairman.

(b) Elections:

The Polling at all elections at Annual General Meetings shall be by secret ballot and shall recorded in the Minutes of the meeting at which such election is conducted.

(c) Executive:

Voting at Executive Committee Meetings shall be by majority vote and on the voices. The Chairman may call for a show of hand or a secret ballot. If any two persons demand a show of hands or a secret ballot this must be allowed by the Chairman.

(d) Casting Vote:

At all Association Meetings, the Chairman shall have a casting vote but no deliberative vote. At all Executive Committee meetings the Chairman shall have a casting vote as well as a deliberative vote.

(e) Proxies:

No proxy voting at any meetings shall be permitted.

**17. ASSOCIATION REPRESENTATION:**

All representatives of the Association on any bodies, organisations, committees, or the like shall be appointed by the Executive.

**18. CONTROL:**

All Member Clubs **and Club Members** by their acceptance of membership of the Association shall be bound to recognise the Association as the parent body of the sport in New Zealand and shall accept, observe and enforce all National Competition Rules and all directions of the Association and all decisions on appeals relating to the control and discipline of the sport or those participating therein whether as competitors or otherwise.

## **19. JUDICIAL COMMITTEE:**

### **(a) Constitution:**

- 1) There shall be a Judicial Committee consisting of not less than three persons appointed by the Executive Committee.
- 2) The Chairman of the Judicial Committee shall from time to time be appointed by the Executive Committee.
- 3) The Judicial Committee shall act in accordance with such provisions to that effect as may be contained in the National Competition Rules and in all other respects shall regulate its own procedure, but shall in every case give a full opportunity to be heard to any person into whose conduct it is called upon to enquire and to any Member Club of which that person may be a member.

### **(b) Jurisdiction:**

- 1) The Judicial committee shall hear any complaints that any Member Club or any member of a Member Club, or any official, promoter, organiser, or any other person or organisation has committed any breach of these Rules or of any National Competition Rules or has been guilty of any act or omission pre-judicial to the interest of the Association or of any competition or of off road use generally, provided that the Judicial Committee shall not deal with a complaint or other matter that has already been dealt with by the Stewards of the Meeting unless the Stewards refer the complaint to the Judicial Committee.
- 2) The Judicial Committee shall also hear any application by a Member Club to have a domestic suspension or disqualification declared national.

### **(c) Powers:**

If, after hearing any complaint under Rule 19 (b) (1), or any application under Rule 19(b) (11), the Judicial Committee considers that the complaint has been proved, or that the application should be acceded it may impose any penalty provided by the National Competition Rules if they are applicable, if they are not applicable it may direct that the person, club or organisation concerned shall be reprimanded, fined, suspended or disqualified.

### **(d) Enforcement:**

- 1) Any penalty fixed under Rule 19 (c) in cases where that National Competition Rules apply shall be enforced in the manner provided by the National Competitive Rules.
- 2) Where a fine is imposed under Rule 19(c) in a case where the National Competition Rules do not apply, no Member Club shall permit the person, club or organisation fined to participate in any competition in any capacity whatsoever until the fine is paid.
- 3) If a person, club or organisation is suspended or disqualified by the Judicial Committee, no Member Club shall permit him or it to participate in any competition in any capacity whatsoever while the sentence is in force.
- 4) Any fine imposed on any Member Club shall constitute a debt due to the Association and shall be recoverable at law accordingly

**20. FURTHER PROVISIONS RELATING TO DISQUALIFICATIONS AND SUSPENSIONS:**

Suspension and Disqualification:

All Member Clubs shall immediately and in writing advise the Association of the suspension and/or disqualification of any of their members

The Association will advise in writing all Member Clubs of the disqualification or suspension or of the discipline of any person.

**22. ALTERATION OF RULES:**

The Rules may be altered only by Annual General or Special General Meeting of the Association **or by the Executive Committee** and after a least fourteen days' notice of proposed alteration and the nature of the proposed alteration shall have been given to every Member Club in writing, addressed to its last known registered office or address, provided that such notice may be given along with and incorporated in the notice calling the meetings at which the proposed alteration is to be considered.

**“No addition to or alteration of the amateur sports aims/objects, personal benefit clause, payments to members clause or the winding-up shall be approved without the approval of Inland Revenue (or its statutory successor in the approval of amateur sports promoters). The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing this document”**

**The Council may overturn Rule Changes made by the Executive if they have signed support by more than 50% of the member clubs. A Special General meeting may be called to clarify changes**

**23. PECUNIARY GAIN:**

No individual person or member club shall or may make or receive any pecuniary gain under or by the activities of the Association except as is permitted under the Incorporated Societies Act 1908.

**Above to be deleted and replace with the following**

**(a) Payments to Members:**

**“No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization in respect of the payment to or on behalf of the member or associated person of any income, benefit, or advantage whatsoever. “Any such income paid shall be reasonable and relative to that which would be paid in an arm length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.”**

**(b) Personal Benefit:**

**Notwithstanding anything expressed or implied in these rules, the activities of the organization shall be carried on for the personal pecuniary profit or benefit of any member or individual or associated person. Both the payments to Members and Personal Benefits clauses must appear under clause 23 Pecuniary Gain.**

**24. COMMON SEAL:**

The Common Seal shall be in the custody of the Secretary General and shall be used for the execution of documents and shall be affixed only in pursuance of the resolution of the Council of the Association or the Executive Committee of the Association.

**25. BORROWING AND LENDING:**

The Association may borrow and may execute all documents required to borrow against the security of any of its property or otherwise as it sees fit.



## 26. ACTIONS:

The Association may take or defend any actions at law as it sees fit and may undertake with the consent of any Member Club affected the legal actions of or affecting such Member Club provided that the Council considers it to be in the interests of the Association and of the purpose for which the Association is formed so to do and provided also that the Association may impose such conditions as it deems fit as to costs and expenses as a condition precedent to undertaking any legal actions for or likely to benefit any Member Club.

## 27. FINANCE:

### (a) Cheques and Endorsements.

The finances of the Association shall be handled by the Council and/or the Executive Committee and cheques shall be signed or endorsed as authorised from time to time. Payments made must be ratified by the Executive Committee.

### (b) Subscriptions, Fees and Levies.

- 1) Each Member Club shall pay to the Association an Annual Subscription of such amount as is approved by Council from time to time.
- 2) The Executive Committee may also require member clubs to pay such other fees including a Capitation Levy or other Levies as it may from time to time determine. Council shall decide the date such subscriptions, levies and fees shall become applicable.
- 3) Every Member Club shall each year when called upon to do so supply to the Association a declaration of membership.
- 4) Delay in making such declaration as required and payment of subscriptions or fees in connection therewith in excess of three months may incur such penalty payment as may be fixed by the Executive Committee.

### (c) Emergency Finance.

The Association in cases of emergency may levy such additional fees, subscriptions or levies (additional to the usual subscriptions, levies and fees) as the Council may decide but notwithstanding anything hereinbefore contained, no resolution so to do shall be effective unless it is carried by at least a three fourths majority of those actually present and are entitled to vote at any Annual General or Special General Meeting of the Association and unless notice in accordance with Rule 10(d) hereof has been given and contained in such notice is the intention to make such charges, the amount thereof and the nature of the emergency.

### (d) Financial Year:

The Association's financial year shall be 1<sup>st</sup> November to 31<sup>st</sup> October each year.

(e) Audited / **Reviewed** accounts of the Association shall be prepared and presented to the Annual General Meeting of the Association.

(f) **It is recommended that the Audit is done every three years and the review is every other year.**

**"The Council shall appoint an accountant to review the annual financial statement of the Association ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewers attention to cause the Reviewer to believe that the financial**



information is not presented in accordance with the Association accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the committee, or an employee of the Association. If the Council appoints a Reviewer who is unable to act for some reason, the Executive Committee shall appoint another Reviewer as a replacement.

**28. AUDITOR:**

The Executive Committee shall appoint an Auditor whose duty it will be to audit the financial affairs of the Association. The appointed Auditor shall be a member of the **NZ. Society of Accountants** holding a certificate of public practice and his appointment shall be subject to ratification by the Council.

**Replacement Rule:**

An Auditor / Reviewer, who is not a member of the Association must be appointed annually and must Audit/ Review the books and certify the financial statement of the Association for presentation to the Council at the Annual General Meeting.

**29. SECRETARIAT:**

- (a) The Executive Committee shall employ such administrative staff as it deems desirable from time to time and may terminate the employment of such staff in accordance with any agreement or contract existing at the time in connection with such employment.
- (b) The chief administrative officer shall be termed "The Secretary General"
- (c) The employment of staff in addition to the Secretary General shall be determined by the Secretary General on such conditions as shall be laid down by the Executive Committee from time to time.
- (d) Every other official position with the exception of Auditor and other professional appointments shall be honorary PROVIDED that the Executive Committee or Council may decide to grant such honoraria as it see fit to any person or officer in relation to duties performed or to be performed on behalf of the Association.

**30. STEWARDS OF THE ASSOCIATION:**

- (a) A Chief Steward of the Association shall be appointed by the Executive Committee in terms of Rule 12 hereof after examining the bon-fides of nominees. His appointment shall be evidenced by warrant and signed by the Secretary General.

Nominations for the position of Chief Steward shall be made only by Member Clubs, Members of the Executive Committee.

- (b) Appointment of other Stewards may be made by the Executive Committee from time to time as considered necessary.

All such appointments made shall be evidenced by warrant and signed by the Secretary General and shall continue until terminated by resignation or removal.

Nominations for the position of Stewards may be made only by Member Clubs or the Chief Steward.

- (c) Any Steward of the Association shall be removed from office only by resolution of the Council and/or the Executive Committee.

(d) Responsibilities, Duties and Powers of Stewards of the Association shall be as set out in the National Competition Rules of the Association or as determined from time to time by the Council and/or the Executive Committee.

(e)

**31. TECHNICAL DEPARTMENT:**

**TECHNICAL OFFICERS OF THE ASSOCIATION:**

(a) A Chief Technical Officer of the Association shall be appointed by the Executive Committee in terms of Rule 12 hereof after examining the bona-fides of nominees. His appointment shall be evidenced by warrant and signed by the Secretary General.

(b) Appointment of other Technical Officers may be made by the Executive Committee from time to time as considered necessary  
All such appointments made shall be evidenced by warrant and signed by the Secretary General and shall continue until terminated by resignation or removal.

(c) Any Technical Officer of the Association shall be removed from office only by resolution of the Council and/or the Executive Committee.

**32. BY LAWS:**

The Executive Committee may make and amend By-Laws to supplement these Rules but not inconsistent therewith. Such By-laws shall have the same effect as these Rules and shall be observed accordingly. Any By-Laws and amendments shall be approved by Council.

If any By-Laws or any amendments have been approved as aforesaid they shall have immediate effect unless otherwise determined.

**33. INTERPRETATIONS:**

If, at any time, any matter shall arise which is not provided for in the Rules, or in the interpretation of these Rules, the same shall be determined by the Executive Committee whose decision shall be final.

**34. WINDING UP:**

- 1) The Association shall not be wound up except by majority decision at a meeting of the Council, the notified agenda for which has included the proposal for winding up.
- 2) In the event of winding up the association's funds, after paying its liabilities, the Association shall pay all Member Clubs such funds as maybe in balance using absolute discretion and provided that the Council is satisfied that the recipient Clubs intend to use such funds for the benefit of their clubs or societies and not for their members personal gain.

**35. NOTICES:**

All notices requiring to be given by these Rules shall be deemed to have been given if they have been posted addressed to the last known address of the addressee.

All notices requiring replies from Member Clubs by a set date shall be sent at least six weeks prior to the reply closing date.