

Gymnastics New Zealand Incorporated

Constitution

**Adopted at an Annual General Meeting on
12 June 2025.**

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Constitution

Part I – Objects and Powers

1. Name, Registered Office and Status

- 1.1 **Name:** The name of the incorporated society is Gymnastics New Zealand Incorporated (**Gymnastics NZ**).
- 1.2 **Registered Office:** The registered office of Gymnastics NZ shall be at such place as determined by the Board.
- 1.3 **Status:** As a charitable incorporated society, Gymnastics NZ is subject to the Societies Act, under which it is to be registered for incorporation purposes, and the Charities Act, under which it is registered as a charitable entity.

2. Objects

- 2.1 **Charitable Objects:** The charitable objects of Gymnastics NZ are to:
- a. Be the national body in New Zealand to promote, develop, enhance and protect Gymnastics as an amateur sport in New Zealand for the health, well-being and benefit of participants in New Zealand;
 - b. Support and assist its Affiliated Clubs to deliver Gymnastics in New Zealand;
 - c. Promote and develop opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance in Gymnastics in New Zealand and in Gymnastics NZ's activities;
 - d. Develop and maintain a world-class, high performance programme for the Gymnastics codes the organisation oversees;
 - e. Establish, promote and stage international, national, regional and other Gymnastics competitions and events in New Zealand;
 - f. Seek and promote the membership of Gymnastics NZ;
 - g. Make available and enforce the Rules of Gymnastics;
 - h. Be the member representing New Zealand to the international federation and liaise with other national Gymnastics organisations internationally;
 - i. Encourage, educate and promote Gymnastics as an activity that promotes the health and safety of all participants, respects the principles of fair play and is free from doping;
 - j. Give and seek recognition for individuals to obtain awards or public recognition for their services to Gymnastics;
 - k. Enable the ongoing financial sustainability of the organisation;
 - l. Seek, maintain and enhance the reputation of Gymnastics and Gymnastics NZ through the development of rules, standards and practices that fulfil these objects; and
 - m. Promote mutual trust and confidence between Gymnastics NZ and its Members and at all times to act on behalf of, and in the interests of, their members and the promotion and development of Gymnastics in New Zealand.
- 2.2 **No Financial Gain Purpose:** Gymnastics NZ's objects do not include any purpose of being carried on for the financial gain of its Members or any other purpose that would be inconsistent with its status as a charitable incorporated society as referred to in Rule 1.3.

3. Powers and Responsibilities

3.1 **Powers:** Gymnastics NZ has the power, subject to this Constitution, to do the following in order to advance and achieve its objects:

- a. Make, alter, rescind, enforce this Constitution, and any rules, policies and procedures for the governance, management and operation of Gymnastics NZ;
- b. Determine, implement and enforce disciplinary, disputes and appeal rules, policies and procedures including sanctions and penalties and anti-doping, conduct and other rules, policies and procedures applicable to its Members;
- c. Determine its membership including withdrawing, suspending or terminating Members;
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- f. Sell, lease, mortgage, charge or otherwise dispose of any property of Gymnastics NZ and grant such rights and privileges over such property as it considers appropriate;
- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. Produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property of Gymnastics NZ;
- i. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- j. Make, alter, rescind and enforce rules of Gymnastics competition;
- k. Organise and control national Gymnastics competitions, events and programmes;
- l. Select national and other representative Gymnastics gymnasts, squads and teams;
- m. Assign functions to and/or enter into agreements with organisations such as Sport NZ, the Sport Integrity Commission, and the Sports Tribunal;
- n. Delegate powers of Gymnastics NZ to the Board, other committees or any sub-committee or any person;
- o. Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Gymnastics NZ and for that purpose to utilise any of the assets of or held on behalf of Gymnastics NZ;
- p. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of Gymnastics NZ or with which Gymnastics NZ is authorised to amalgamate or generally for any purpose designed to benefit Gymnastics in New Zealand provided that Gymnastics NZ shall not have the power to acquire all or any part of the property, assets and liabilities of any Affiliated Club, unless otherwise agreed; and
- q. Do any other acts or things that are incidental or conducive to the attainment of the objects of Gymnastics NZ.

3.2 **Responsibilities:** As the guardians of Gymnastics in New Zealand and in order to advance and achieve Gymnastics NZ's objects, Gymnastics NZ is responsible for leading, promoting, developing, enhancing and protecting Gymnastics in New Zealand and in particular for:

- a. Determining, national strategies, policies, programmes and initiatives for Gymnastics in New Zealand particularly in, but not limited to, the areas of participation, coaching and high performance;
- b. Arranging and servicing national forums for the development of national strategies;

- c. Seeking and securing revenue, funding, grants, and sponsorship for the delivery of its national strategies, programmes and initiatives;
- d. Assisting and supporting all Members;
- e. Developing and implementing national systems and standards for the consistent and efficient management and administration of Gymnastics in New Zealand;
- f. Developing and implementing initiatives to encourage the continual increase in the number of individuals participating in Gymnastics in New Zealand including casual participation;
- g. Owning, managing, or otherwise being responsible for, all national Gymnastics competitions and such other Gymnastics competitions and events in New Zealand which Gymnastics NZ has control over and authority to own or managed;
- h. Being the entity with which government, government agencies and other stakeholders liaise in respect of matters affecting Gymnastics nationally in New Zealand; and
- i. Undertaking research and development for Gymnastics in New Zealand.

Part II – Membership

4. Members

4.1 **Member Categories:** The Members of Gymnastics NZ shall be:

- a. Affiliated Clubs as described in Rule 5;
- b. Life Members and Honorary Members as described in Rule 6;
- c. Club Members as described in Rule 7;
- d. Technical Members as described in Rule 8.1;
- e. Administrative Members as described in Rule 8.3; and
- f. Any other category or categories of membership of Gymnastics NZ as determined by the Board.

4.2 **Key Aspects of Membership:** All Members:

- a. Must consent in writing to becoming a Member;
- b. At the time of application or nomination to become a Member, must not be subject to a current suspension, or have had their membership previously terminated (and not reinstated), pursuant to any disciplinary or disputes procedure under this Constitution, the Complaints Policy or the constitution of an Affiliated Club;
- c. Agree to be bound by, and must comply with, this Constitution and any policies adopted in accordance with this Constitution;
- d. Have the rights, powers and privileges conferred on Members, or the relevant category of Members, as set out in this Constitution;
- e. Do not have as Members, and this Constitution does not confer, any right, title or interest in the funds or any other property of Gymnastics NZ; and
- f. Are not personally liable for any liabilities of Gymnastics NZ by virtue of their membership.

4.3 **Minimum Number of Members:** Gymnastics NZ will maintain the minimum number of Members required by the Societies Act.

5. Affiliated Clubs

- 5.1 **New Affiliated Clubs:** A Club that wishes to become an Affiliated Club shall apply to the Board. Such application shall be determined by the Board in accordance with the Board Policies.
- 5.2 **Duration of Membership:** Subject to Rule 10 (Termination of Membership) and any Board Policies relating to part year membership, the duration of membership for an Affiliated Club is annual, from 1 January to 31 December.
- 5.3 **Club Constitution:** An Affiliated Club's constitution must be consistent with this Constitution and the Board Policies, subject to any transitional period allowance under Rule 5.5f. Each Affiliated Club shall, on request, provide to Gymnastics NZ a copy of its constitution and any proposed amendments to it. The Board may request an Affiliated Club to amend its constitution if that constitution, or any rule or proposed rule within it, does not comply with, or is inconsistent or in conflict with, this Constitution or any Board Policies.
- 5.4 **Club Register of Members and Participants:** Each Affiliated Club shall maintain a register of its members in accordance with the Board Policies. In addition, if requested by the Board, each Affiliated Club shall submit to Gymnastics NZ by the date or dates specified in the Board Policies, the numbers of any participants of Gymnastics at the Club who are not members of the Club, and any other details as specified in the Board Policies, for the purposes of a national database of all Gymnastics participants.
- 5.5 **Additional Club Obligations:** In addition to complying with the Affiliated Club obligations under Rules 5.3 and 5.4 and general Member obligations under Rule 9, each Affiliated Club must:
- Administer, promote and develop one or more Gymnastics disciplines in accordance with the objects of the Affiliated Club and the objects of Gymnastics NZ to the extent they are not inconsistent with the objects of the Affiliated Club;
 - Be and maintain its status as an incorporated society or company registered under and in compliance with the Societies Act or the Companies Act, or as an established charitable trust with a trust board incorporated under the Charitable Trusts Act, unless the Board agrees in writing to a transition period to allow for such incorporation or registration to be obtained;
 - Have as its members gymnasts, officials and any other members it considers appropriate, provided that such membership is consistent with this Constitution and the Board Policies;
 - Require its members, employees and committee members to become Club Members pursuant to Rule 7 of this Constitution, and obtain their consent to becoming Club Members;
 - Appoint a Delegate to represent the Affiliated Club at General Meetings;
 - Have a constitution that is consistent with this Constitution in accordance with Rule 5.3, unless the Board agrees in writing to allow a transition period to allow for the Affiliated Club's constitution to be amended so as to comply with this Rule;
 - Not be a member of, or participate or permit its Club Members to participate in, any Gymnastics competition, programme, or activity of an organisation that is not Gymnastics NZ or a Member, unless permitted under the Board Policies or otherwise agreed by the Board;
 - Use its best endeavours to use and protect the Intellectual Property of Gymnastics NZ;
 - Operate with and promote mutual trust and confidence among Gymnastics NZ, Affiliated Clubs and their respective members;
 - Use its best efforts to enable the objects of Gymnastics NZ and the objects of the Affiliated Club to be achieved;
 - Not do or permit to be done any act or thing that might adversely affect or derogate from the strategies, standards, quality and reputation of Gymnastics in New Zealand; and
 - Not acquire any advantage at the expense of Gymnastics NZ unless otherwise agreed by the Board.
- 5.6 **Status of Clubs:** For the avoidance of doubt, an Affiliated Club may be a charitable entity, and may be registered under the Charities Act, but Rules 5.3 and 5.5 do not require an Affiliated Club to have that status or registration.

5.7 **Board Intervention:** The Board may intervene in the governance, management or operations of an Affiliated Club in whatever manner it considers appropriate (including appointing a person or persons to act in place of the committee of the Affiliated Club) if, either following the Board's own enquiries or upon request by the Affiliated Club's committee, the Board considers that the Affiliated Club:

- a. Is having significant administrative, operational or financial difficulties;
- b. Has breached any significant and ongoing obligation under this Constitution or breached a material term of any agreement entered into between Gymnastics NZ and the Affiliated Club;
- c. If it is an incorporated society, has fewer than 10 members;
- d. Is struck off:
 - i. The Register of Incorporated Societies under the Societies Act;
 - ii. The Register of Companies under the Companies Act; or
 - iii. The Register of Charitable Trusts under the Charitable Trusts Act;
- e. Takes, or has taken against it, any action or proceedings to wind up, dissolve or liquidate it (unless for the purposes of amalgamation);
- f. Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Affiliated Club; or
- g. Has any of its assets taken into the possession of a mortgagee or other creditor,

and the Board considers that Board intervention is in the best interests of Gymnastics NZ and Gymnastics in New Zealand, provided that before such intervention the Board must use its best efforts to consult with the Affiliated Club regarding the proposed intervention. An Affiliated Club must immediately notify Gymnastics NZ if any circumstance set out in this Rule 5.7 has occurred or will, or is likely to, occur.

6. Life Members and Honorary Members

- 6.1 **Life Members:** Life membership may be granted to individuals who are Members of Gymnastics NZ in recognition and appreciation of long term service to Gymnastics NZ for the benefit of Gymnastics in New Zealand.
- 6.2 **Honorary Members:** An individual who is not a Member of Gymnastics NZ may be granted honorary membership in recognition and appreciation of outstanding contributions to the development of Gymnastics in New Zealand.
- 6.3 **Nominations:** Nominations for Life Members and Honorary Members may only be made by the Board, or an Affiliated Club. Nominations shall be made to the Board and considered by the Board, which may from time to time establish an Honours Committee that has delegated authority to receive and consider any nominations in accordance with any Board Policies.
- 6.4 **Election of Life and Honorary Members:** Life Members and Honorary Members shall be elected by the Delegates at a General Meeting by Special Resolution.

7. Club Members

- 7.1 **Club Members:** Every person who:
 - a. Is, or agrees to be, a member of an Affiliated Club;
 - b. Is an officer or employee of an Affiliated Club; or
 - c. Participates, wishes to participate, or has any interest in Gymnastics in New Zealand through an Affiliated Club (whether as a participant, judge, coach, manager, official, parent or in any other capacity) and wishes to be a Member of Gymnastics NZ,

and who completes the prescribed Gymnastics NZ membership form and pays any membership fee or other fee due to the Affiliated Club or Gymnastics NZ (as applicable) shall become a Member of Gymnastics NZ.

- 7.2 **Duration of Membership:** Subject to Rule 10 (Termination of Membership) and any Board Policies regarding part year membership, the duration of membership for a Club Member is annual, from 1 January to 31 December.

8. Technical Members and Administrative Members

- 8.1 **Technical Members:** Any individual who is a judge accredited by Gymnastics NZ or FIG, a Gymnastics coach, or any other Gymnastics official, may apply to the Board to be a Technical Member of Gymnastics NZ. Such application shall be determined by the Board in accordance with any relevant Board Policies. For the avoidance of doubt, Technical Members may also be Club Members.
- 8.2 **Duration of Membership:** Subject to Rule 10 (Termination of Membership) and any Board Policies regarding part year membership, the duration of membership for a Technical Member is annual from 1 January to 31 December.
- 8.3 **Administrative Members:** Every person who is elected or appointed to the Board, any sub-committee of Gymnastics NZ, or the committee of an Affiliated Club is required to be or become (and is eligible to become) a member of Gymnastics NZ upon such election or appointment, and shall remain a Member until the expiry or termination of their term of office. This provision must be brought to the attention of any person seeking consideration for election or appointment to these positions.

9. Member Obligations and Entitlements

- 9.1 **Obligations:** All Members acknowledge and agree that:
- This Constitution constitutes a contract between each of them and Gymnastics NZ and they are bound by this Constitution and the Board Policies;
 - They shall comply with and observe this Constitution and the Board Policies, and any resolution of the Board;
 - This Constitution and the Board Policies are necessary and reasonable for promoting the objects of Gymnastics NZ;
 - This Constitution and the Board Policies are made in the pursuit of a common object, namely the mutual and collective benefit of Gymnastics NZ and its Members and the sports and activities of Gymnastics;
 - They are bound by, and shall comply with and observe, the constitution, rules, procedures or policies of FIG, to the extent they are applicable; and
 - They must provide, and must notify the Board as soon as reasonably practicable of any change or addition to, their details required to be recorded on the Register of Members in accordance with Rule 11.
- 9.2 **Eligibility for Entitlements:** In order for a Club or other person to be eligible for and to receive or exercise any Member entitlements, the person must have:
- Met all relevant requirements of membership as set out in this Constitution, the Board Policies, or as otherwise determined by the Board; and
 - Paid in full any applicable membership or other fees levied under this Constitution by the relevant due date.
- 9.3 **Annual Affiliation Certificate for Clubs:** In order for a Club to establish or renew its Affiliated Club membership and to be eligible for and to receive or exercise any Member entitlements, the Club must hold an annual affiliation certificate (**Annual Affiliation Certificate**). The Board will issue an Annual Affiliation Certificate to Affiliated Clubs each year, provided that the Affiliated Club has met the requirements set out in Rule 9.2.
- 9.4 **Failure to Pay Fees:** The failure or refusal by a Member to pay in full and by the due date any applicable membership or other fees levied under this Constitution may result in the application of Rule 10.2 (Default in Fees) but shall not excuse such Member from being bound by this Constitution.

- 9.5 **Entitlements:** Subject to Rules 9.2 and 9.3, Members are entitled to all benefits, advantages, and privileges conferred by this Constitution. This includes the following entitlements:
- a. **All Members:** All Members:
 - i. Are entitled to communicate directly with, and may receive communications directly from, Gymnastics NZ; and
 - ii. May use the Intellectual Property of Gymnastics NZ in accordance with a written agreement between the Member and Gymnastics NZ.
 - b. **Affiliated Clubs:** Affiliated Clubs are entitled to:
 - i. Participate in the activities of Gymnastics NZ subject at all times to being eligible for, and complying with, the terms and conditions of such activities; and
 - ii. Receive notices and papers for, and (via their Delegates) attend (at their cost), speak and vote at, General Meetings in accordance with this Constitution.
 - c. **Life Members and Honorary Members:** Life Members and Honorary Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board. Life Members are entitled to receive notices and papers for, and may attend (at their cost) and speak but not vote at, General Meetings. Honorary Members are entitled to receive notices and papers for, and may attend (at their cost), General Meetings but have no right to speak or vote at such meetings unless they are a Delegate or the meeting agrees to give them speaking rights.
 - d. **Technical Members and Administrative Members:** Technical Members and Administrative Members, other than Board Members, are not entitled to receive notices and papers for General Meetings but may attend (at their own cost) any such meetings with no right to speak or vote unless they are a Delegate or the meeting agrees to give them speaking rights.
 - e. **Club Members:** Club Members, or their Representatives, are not entitled to receive notices and papers for General Meetings but may attend (at their own cost) any such meetings with no right to speak or vote unless they are a Delegate or the meeting agrees to give them speaking rights.

10. Termination of Membership

- 10.1 **Resignation:** A Member may resign from membership of Gymnastics NZ by giving one (1) month notice in writing to the Board. Membership shall cease upon expiry of the notice period (or any shorter period agreed by the Board).
- 10.2 **Default in Fees:** A Member may have their membership of Gymnastics NZ terminated if any fees (including membership fees) or other payments owed by the Member to Gymnastics NZ are due and outstanding. Before such termination can occur, the Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than three months from the due date, the Member shall have their membership terminated on the expiry of such period.
- 10.3 **Discipline:** If the Board considers that a Member has:
- a. Breached, failed, refused or neglected to comply with a provision of this Constitution, the Board Policies or any other resolution or determination of the Board or any duly authorised committee of the Board; or
 - b. Acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of Gymnastics NZ and/or Gymnastics; or
 - c. Brought Gymnastics NZ or any other Member or the sport of Gymnastics into disrepute,

it may, subject to the procedures set out in Rule 18 if there is a dispute, and after consideration and in addition to Rule 10.4:

- d. Refer the matter to the Judicial Committee for investigation or determination (unless a Board Policy specifies otherwise), and that Committee may impose any sanction including suspension or termination of membership of Gymnastics NZ as specified in the Board Policies; or
- e. May make its own enquiries, (including appointing a person independent of the Board to undertake such enquiries and provide a recommendation to the Board), and impose any sanction that it has authority to impose under this Constitution or the Board Policies.

10.4 **Suspension:** If the Board considers a Member has or may have engaged in one or more of the circumstances in Rule 10.3a – c inclusive, and it believes it is in the best interests of Gymnastics NZ to do so, it may suspend the Member pending determination by the Judicial Committee or the Board. Before invoking any such suspension, the Member shall be given notice of the proposed suspension and the right to be heard.

10.5 **Effect of Suspension:** If a Member is suspended from membership of Gymnastics NZ, the Member concerned shall:

- a. Not be entitled to attend, speak at or vote at a General Meeting;
- b. Not be entitled to continue to hold office in any position within Gymnastics NZ or an Affiliated Club; and
- c. Not be entitled to any other privileges or benefits to which it/they would otherwise be entitled including participation in any competition, activity, event, function or meeting of Gymnastics NZ or a Member;

until such time as the suspension is revoked or expires.

10.6 **Termination of Club Member Relationship with an Affiliated Club:** Any Club Member that resigns, has their membership with an Affiliated Club terminated in accordance with the rules of the Affiliated Club, or otherwise ceases to have a relationship with the Affiliated Club shall immediately upon such resignation, termination or cessation taking effect, automatically cease to be a Member of Gymnastics NZ. The Board may also determine to terminate the membership of any person who is a Club Member or Administrative Member in connection with an Affiliated Club if the Affiliated Club's membership is terminated.

10.7 **Effect of Termination:** A person who ceases to be a Member of Gymnastics NZ shall forfeit all rights in and claims upon Gymnastics NZ and its property and shall not use any property of Gymnastics NZ including Intellectual Property but shall remain liable to Gymnastics NZ for any fees (including membership fees) or other payments due and outstanding.

10.8 **Reinstatement of Membership:** Membership of Gymnastics NZ that has been suspended or terminated by the Board pursuant to any disciplinary or disputes procedure under this Constitution may only be reinstated at the discretion of the Delegates by Special Resolution at a General Meeting.

11. Register of Members and Participants Database

11.1 **Information to be Contained on Register:** The Chief Executive shall keep and maintain a Register of Members in accordance with the Societies Act. The Register of Members must contain, in relation to each current Member and each person whose membership has ceased in the previous seven (7) years:

- a. The name of the Member;
- b. The applicable category (or categories) of membership;
- c. The last known phone number, postal address and email address of the Member;
- d. The date on which the person became a Member and if applicable the date they ceased to be a Member; and
- e. Any other information required to be kept for the purposes of this Constitution and the Societies Act.

The Register of Members may also contain, and Members must provide, other information as considered appropriate by the Board for the purposes of this Constitution (such as contact person and Delegate details for Affiliated Clubs, and Representative details for Club Members under 18 years of age).

- 11.2 **Club Member Information from Affiliated Clubs:** For the Register of Members, each Affiliated Club shall supply to the Chief Executive, or enable the Chief Executive to access, the details of the Affiliated Club's members, employees and committee members and others who participate in Gymnastics through the Affiliated Club and are Club Members, as requested by the Chief Executive and at any other time when changes to such Club Members' details are notified to the Affiliated Club.
- 11.3 **Privacy Act Compliance:** The collection of any personal information for the Register of Members shall comply with the Privacy Act.
- 11.4 **Inspection of Register:** Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Societies Act and the Privacy Act .
- 11.5 **Participant Information from Affiliated Clubs:** If requested by the Board, each Affiliated Club shall supply to Gymnastics NZ by a specified date or dates, the numbers or reasonably estimated numbers of any participants in Gymnastics at the Club who are not members of any Affiliated Club and any other details in relation to such participants as specified in the Board Policies, for the purposes of a national database of all Gymnastics participants. Any such database must comply with the Board Policies relating to it and comply with the Privacy Act.

12. Membership and Other Fees

- 12.1 **Membership Fees:** The Board shall annually determine the nature and amount of any membership fee or fees payable by Members (other than Life Members and Honorary Members) to Gymnastics NZ, including the due date for payment and the manner for payment of such fees in accordance with the Board Policies. All Members shall pay the applicable membership fee or fees determined by the Board by the due date.
- 12.2 **Other Fees:** The Board may also determine any other fees in addition to those specified in Rule 12.1 that are payable by Members and other participants at competitions, events and activities held by or under the auspices of Gymnastics NZ, including at any facilities owned or under the control of Gymnastics NZ. Such other fees shall be determined in accordance with the Board Policies.

Part IV – Patron, Board and Chief Executive

13. Patron

- 13.1 **Appointment and Role of Patron:** The Patron will be determined by the Board. The Patron shall be invited by the Board to hold such position. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

14. Board

- 14.1 **Role of the Board:**
- a. The Board shall be responsible for governing Gymnastics NZ and, subject to this Constitution, may exercise all the powers of Gymnastics NZ and do all things that are not expressly required to be undertaken by Gymnastics NZ at a General Meeting. The Board is the committee and governing body of Gymnastics NZ for the purposes of the Societies Act.
 - b. The Board shall, through clearly defined delegations of authority, delegate to the Chief Executive the day-to-day management of the business and affairs of Gymnastics NZ.
- 14.2 **Composition of the Board:**
- a. The Board shall comprise:
 - i. Four (4) persons elected or co-opted under Rules 14.5 and 14.6 (Elected Board Members and Co-Opted Board Members); and
 - ii. Three (3) persons appointed under Rule 14.4 (Appointed Board Members).

The number of Board Members may temporarily fall below seven (7) without impacting on the operation of Board in accordance with this Constitution, provided that the Board must act to increase the number of Board Members to seven (7) as soon as reasonably practicable.

- b. The Board must comprise at least 40% women. The percentage of women may temporarily fall below 40% without impacting on the operation of Board in accordance with this Constitution, provided that the Board must act to increase the percentage to at least 40% as soon as reasonably practicable.
- c. The Chief Executive shall not be a Board Member but shall attend Board Meetings in accordance with Rule 14.3.

14.3 **Board Appointments Panel:**

- a. The Appointments Panel shall be convened as and when required by the Chairperson of Gymnastics NZ in accordance with Rule 14.3b. If the Chairperson is seeking reappointment or re-election to the Board, then the Deputy Chairperson or another Board Member (not seeking reappointment or re-election to the Board) shall convene the Board Appointments Panel in accordance with Rule 14.3b.
- b. The Chairperson of Gymnastics NZ or such other person described in Rule 14.3a shall notify the other Board Members of Gymnastics NZ when the Board Appointments Panel needs to be convened, and require the Board to notify the further appointees specified in Rule 14.3e. The names of such appointees shall be submitted to the Chairperson of Gymnastics NZ, or such other person described in Rule 14.3a, as soon as possible and upon receipt, he or she shall arrange for the Board Appointments Panel to be convened.
- c. The Board Appointments Panel shall deliberate and make its decisions independently of the Board and shall be responsible for:
 - i. Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - ii. Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - iii. Assessing candidates who have made an application for appointment as an Appointed Board Member, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - iv. Determining which candidates are to be appointed as Appointed Board Members;
 - v. Receiving and assessing the nominees from Affiliated Clubs for election as Elected Board Members at a General Meeting, including undertaking such enquiries and holding interviews and meetings as it sees fit;
 - vi. Recommending to Affiliated Clubs, at or before the General Meeting at which any vacant Elected Board Member position/s will be filled by way of election, the nominee or nominees whom the Board Appointments Panel considers would best suit the position/s; and
 - vii. Such other related matters as set out in the Board Policies.
- d. In determining the Appointed Board Members and recommending persons to be elected as Elected Board Members, the Board Appointments Panel shall appoint or recommend based on merit and in so doing shall take into account the following factors about the candidate or nominee:
 - i. Their prior experience as a director or trustee or experience in any other governance role;
 - ii. Their knowledge of, and experience in, the sport of Gymnastics at international, national, regional and/or local level in New Zealand;
 - iii. Their occupational skills, abilities and experience;
 - iv. Their knowledge of, and experience in, sport generally;
 - v. The need for conflicts of interest to be minimised;
 - vi. The need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and

- vii. The Board composition requirements in Rule 14.2 to ensure balance on the Board.
- e. The Board Appointments Panel shall comprise:
 - i. The Chairperson of Gymnastics NZ, or if he or she is seeking reappointment or re-election to the Board, then the Deputy Chairperson or another Board Member (not seeking re-appointment or re-election to the Board) as determined by the Board;
 - ii. A person, not being a Board Member or an employee of Gymnastics NZ, who is a Member of Gymnastics NZ and has experience, knowledge and/or an understanding of Gymnastics, appointed by the Board; and
 - iii. A person appointed by the Board who is independent of Gymnastics NZ and who is suitably skilled, qualified and/or experienced to carry out the functions of the Board Appointments Panel, taking into account the skills, qualifications and experience of the other Board Appointments Panel members.
- f. No member of the Board Appointments Panel may seek appointment or nomination as a Board Member, while a member of the Board Appointments Panel.
- g. The members of the Board Appointments Panel shall determine from amongst themselves who will be the Board Appointments Panel's convenor.
- h. The quorum for a meeting of the Board Appointments Panel shall be three (3) members.
- i. The Board Appointments Panel shall meet as and when required and in any manner it thinks fit (including meetings using technology).
- j. Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the recommendation of persons to be elected as Elected Board Members must be unanimous.
- k. The Board shall fill any vacancy that arises in the membership of the Board Appointments Panel as specified in Rule 14.3e.

14.4 **Appointed Board Members:**

- a. The Appointed Board Members shall be appointed by the Board Appointments Panel.
- b. The Board Appointments Panel shall call for applications at any time for any Appointed Board Member positions that due to the expiry of their term of office are to be vacated at an AGM or as a result of a casual vacancy arising under Rule 14.10.
- c. Appointed Board Members must not hold any position as:
 - i. An employee of Gymnastics NZ; or
 - ii. A committee member or other officer with a Member,

and if any applicant for an Appointed Board Member role does hold such a position at the time of their application, they must resign from such position if subsequently appointed as a Board Member; and
- d. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 14.3c.i to iv and by no later than 30 days after the relevant AGM or, in the case of vacancy arising under Rule 14.10b, notify the Chief Executive of the Appointed Board Members who are to assume office. The Chief Executive shall notify the Affiliated Clubs of the Appointed Board Members no later than 42 days after the relevant AGM or otherwise as soon as reasonably practicable.

14.5 **Elected Board Members:** Subject to this Constitution, the Elected Board Members shall be elected in accordance with the following process:

- a. The Chief Executive shall advise the Affiliated Clubs of the number of Elected Board Member positions which, due to the expiry of their term of office, are to be vacated at an AGM at least 90 days prior to the AGM or, if in the case of a vacancy arising under Rule 14.10a an SGM is called, at least 60 days prior to the SGM;

- b. Nominations for Elected Board Members may only be made by Affiliated Clubs and shall be in the approved form set out in the Board Policies and received at the registered office of Gymnastics NZ not less than 30 days before the date set for the AGM or not less than 21 days before the date set for the SGM;
- c. Elected Board Members must not hold any position as an employee of Gymnastics NZ provided that if a nominee for an Elected Board member role does hold such a position at the time of nomination, they must resign from such position if subsequently appointed as a Board Member.
- d. Upon receipt of any nominations for vacancies for the positions of Elected Board Members, the Chief Executive shall refer the nominations to the Board Appointments Panel;
- e. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 14.3cv and vi and by no later than 10 days prior to the AGM or SGM notify the Chief Executive of the recommended nominee or nominees whom it considers would best suit the vacant positions of Elected Board Members;
- f. Upon receipt of the recommendations of the Board Appointments Panel, and no later than 7 days prior to the AGM or SGM, the Chief Executive shall notify the Affiliated Clubs of the Board Appointments Panel's recommended nominee or nominees, along with the other valid nominations received, to fill the Elected Board Member positions;
- g. Having considered the Board Appointments Panel's recommendations, the Elected Board Members shall be determined from amongst all the valid nominations received by the Chief Executive (including those recommended by the Board Appointments Panel) on the following basis:
 - i. If the number of valid nominations exceeds the number of vacancies, an election shall be held and the nominees who receive the highest number of votes for the number of vacant positions available shall be elected to fill the positions (with a further election being held in the event that any two or more nominees have the same number of votes and such further election is required to determine which nominee(s) will fill a vacant position or positions); and
 - ii. If the number of valid nominations is equal to or less than the number of vacancies, the nominee(s) shall be declared elected by the Chairperson; and
- h. If there are insufficient nominations for positions available, Co-opted Board Members may be appointed in accordance with Rule 14.6.

14.6 **Co-Opted Board Members:** If there are insufficient nominations for Elected Board Member positions under Rule 14.5, the Chairperson (in their sole discretion) may appoint additional persons as members of the Board to fill the available positions (**Co-opted Board Member**). Co-opted Board Members will have the same voting and other rights, and will be subject to the same obligations and restrictions, as Elected Board Members elected under Rule 14.5. A Co-opted Board Member will remain on the Board until the earlier of:

- a. The death or resignation of the Co-opted Board Member; or
- b. The next AGM following the appointment of the Co-opted Board Member, and may only be elected at such meeting if duly nominated.

14.7 **Eligibility:** The following persons shall not be eligible for appointment or election, or to remain in office, as a Board Member:

- a. **Misconduct:** A person who has a finding of misconduct pursuant to the dispute resolution processes in Rule 18 or under Gymnastics NZ's Complaints Policy;
- b. **Statutory Disqualification:** A person who is disqualified from acting as an officer of a society under the Societies Act and/or from acting as an officer of charitable entity under the Charities Act;

and if any of the above circumstances occur in respect of an existing Board Member, they shall be deemed to have vacated their office upon such circumstance occurring.

14.8 **Qualifications:** Every Board Member must, in writing:

- a. Consent to be a Board Member, and to be a Member if the person is not already a Member; and
- b. Certify that they are not disqualified from being elected, appointed or holding office as a Board Member.

- 14.9 **Term of Office:** Subject to Rule 14.11 (Casual Vacancy) and Rule 14.13 (Removal of Board Member):
- a. The term of office for Elected Board Members shall be approximately three (3) years, commencing at the conclusion of the General Meeting at which their appointment is made or confirmed, and expiring at the conclusion of the third AGM after their appointment; and
 - b. The term of office for Appointed Board Members shall be approximately three (3) years, commencing at the time which their appointment is determined by the Board Appointments Panel in accordance with Rule 14.4d and expiring at the conclusion of the third AGM after their appointment,
- and Board Members will be eligible for re-election or reappointment (as applicable), provided that the Board Member's total consecutive service on the Board does not exceed a maximum of three consecutive terms, excluding any period of service where the Board Member was appointed to fill a casual vacancy pursuant to Rule 14.10 or appointed as a Co-opted Board Member.
- 14.10 **Filling Casual Vacancies:** If there is a casual vacancy (as described in Rule 14.11) on the Board:
- a. For an Elected Board Member's position, as determined by the remaining Board Members (taking into account the composition of the Board at the relevant time and the timing of the next AGM):
 - i. the remaining Board Members may appoint a person of their choice to fill the vacancy, for the balance of the vacated Board Member's term of office or until the vacancy is filled at the next AGM in accordance with the procedure in Rule 14.5; or
 - ii. the vacancy may be filled at an SGM in accordance with the procedure in Rule 14.5, with any modifications necessary as to timing as the Board considers appropriate; or
 - iii. the vacancy may be left unfilled until it is filled at the next AGM in accordance with the procedure in Rule 14.5.
 - b. For an Appointed Board Member's position, it may be filled by the Board Appointments Panel in accordance with the procedure in Rule 14.4 provided that the appointment shall take effect immediately upon notification to the Board Member concerned.
- 14.11 **Casual Vacancy Circumstances:** 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 14.13;
 - d. A Board Member is absent from more than two successive meetings unless leave of absence is granted by the Chairperson; or
 - e. Any of the circumstances in Rule 14.7 arise.
- 14.12 **Grounds for Removal of Board Member:** A Board Member may be removed at an SGM in accordance with Rule 14.13, where in the opinion of the SGM (as determined by Special Resolution at the SGM):
- a. The Board Member has brought Gymnastics NZ into disrepute;
 - b. The Board Member has failed to disclose a conflict of interest;
 - c. The membership has no confidence in the Board Member; or
 - d. The Board Member has otherwise seriously breached their duties under this Constitution or the Societies Act.
- 14.13 **Removal of Board Member:** The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office.
- 14.14 Upon the Chief Executive receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive shall send the notice of the SGM to the Board Member concerned and the Board, in addition to the persons specified in Rule 16.8 (Notice of SGM).

- 14.15 Following notification under Rule 16.8 (Notice of SGM) and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the persons entitled to be present at the General Meeting about the proposed resolution.
- 14.16 **Chairperson:** At its first meeting following each AGM (and at any other time as required), the Board must appoint a Chairperson and Deputy Chairperson from amongst the Board Members. The role of a Chairperson is to chair meetings of the Board and General Meetings and to represent the Board. In the event of the unavailability of the Chairperson for any reason, then the Deputy Chairperson shall undertake the Chairperson's role during the period of unavailability.
- 14.17 **Duties of Board Members:** The duties of each Board Member are to:
- a. Act in good faith and in what they believe to be the best interests of Gymnastics NZ at all times;
 - b. Exercise all powers as a Board Member for proper purposes;
 - c. Act, and ensure Gymnastics NZ acts, in accordance with this Constitution and the Societies Act;
 - d. Not agree to, nor cause or allow, the activities of Gymnastics NZ to be carried on in a manner likely to create a substantial risk of serious loss to Gymnastics NZ's creditors;
 - e. Not agree to Gymnastics NZ incurring any obligations unless the Board Member believes at the relevant time on reasonable grounds that Gymnastics NZ will be able to perform the obligations when it is required to do so;
 - f. Exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of Gymnastics NZ, the nature of the decision and the position of the Board Member and the nature of the responsibilities undertaken by the Board Member;
 - g. If the Board Member is interested (as defined in the Societies Act) in a transaction or proposed transaction or other matter of Gymnastics NZ, disclose to the Board the nature and extent of such interest as soon as the Board Member becomes aware of the fact that he or she has such interest. Such interest shall also be recorded on the Board's interests register;
 - h. Take such other steps as required under the Societies Act or as determined by the Board in respect of any interest specified in Rule 14.17g which may include, without limitation, abstaining from deliberations and/or any vote regarding the matter in which the Board Member is interested;
 - i. Not disclose information that the Board Member would not otherwise have available to him or her other than in their capacity as a Board Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Board for the purposes of Gymnastics NZ;
 - ii. As required by law; or
 - iii. In accordance with sections 145(2) and 145(3) of the Companies Act, applying those sections as if Gymnastics NZ were a company and the Board was a board of directors of a company.
 - j. Regularly attend Board Meetings and General Meetings of Gymnastics NZ; and
 - k. Use their best efforts to consult widely with Members and others in the Gymnastics community to keep abreast of the issues facing them, provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 14.17i.
- 14.18 **Powers of the Board:** Without limiting the generality of the Board's powers to carry out the objects of Gymnastics NZ as it considers necessary, the Board shall have the specific powers to carry out the following duties:
- a. To appoint a Chief Executive and enter into a contract with such remuneration and on such terms and conditions as the Board thinks fit;
 - b. To adopt clearly defined delegations of authority from the Board to the Chief Executive
 - c. To adopt and regularly review a strategic plan for Gymnastics NZ, which shall include goals and objectives for Gymnastics in New Zealand and measures for short and long term success;

- d. To adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
 - e. To facilitate national and regional forums for Gymnastics NZ, Affiliated Clubs and other Members (in addition to General Meetings);
 - f. To make, repeal and amend any Board Policies (in accordance with Rule 24), and any policies and procedures as it thinks appropriate;
 - g. To make, repeal and amend rules for the regulation and control of any competitions or events under its jurisdiction including conditions of entry;
 - h. To establish such sub-committees as it considers appropriate and to delegate such powers and responsibilities as it considers appropriate. The Chairperson or their nominee shall have the right to attend any meeting of any sub-committee;
 - i. To control expenditure and raise any money to fulfil the objects of Gymnastics NZ;
 - j. To determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, managers of national Gymnastics squads and teams;
 - k. To ensure that Gymnastics NZ has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
 - l. To open and operate in the name of Gymnastics NZ such bank accounts as deemed necessary;
 - m. To regularly agree performance indicators and standards with management;
 - n. To establish such corporate and other entities and arrangements to carry on and conduct all or any part of the affairs of Gymnastics NZ or to enter into any agreement for sharing revenue or for mutual assistance with any person or persons or body corporate that is considered by the Board to be capable of directly or indirectly benefiting Gymnastics NZ;
 - o. To co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
 - p. To determine the yearly calendar for international, national and regional Gymnastics competitions, events and competitions in New Zealand;
 - q. To appoint and administer any committee or similar body (however described), which may include Sport Development Committees or Technical Committees for each discipline of Gymnastics, Advisory Committees, an Audit and Risk Committee, a Judicial Committee and any such other committee, as the Board considers appropriate and as specified in any applicable Board Policies;
 - r. To discipline Members as specified in this Constitution and the Board Policies including holding an enquiry or appointing a person or persons to hold an enquiry into and imposing such penalty as it thinks fit in case of misconduct by any team, gymnast or official while under the direct control of Gymnastics NZ or for such other reason as the Board shall decide;
 - s. To co-opt Board Members and fill any casual vacancy on the Board as specified in this Constitution;
 - t. To call and facilitate AGMs and SGMs;
 - u. To resolve and determine any disputes or matters not provided for in this Constitution; and
 - v. To review its own processes and effectiveness, and to ensure that Gymnastics NZ's governance procedures are reviewed as required under the Charities Act.
- 14.19 **Board Meetings:** Board meetings may be called at any time by the Chairperson or two (2) Board Members but generally the Board shall meet at regular intervals agreed by the Board. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 14.20 **Quorum:** The quorum for a Board meeting shall be four (4) Board Members.

- 14.21 **Resolutions and Voting:** Board decisions in relation to matters raised at Board meetings may be made by Ordinary Resolution. Each Board Member shall have one vote on any matter to be decided at a Board meeting, unless the Board Member is interested (as defined in the Societies Act) in the matter. In the event of a deadlock, the Chairperson shall have an additional, casting vote. Voting shall be by voices, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- 14.22 **Written Resolutions:** A resolution in writing in relation to any matter that is signed or consented to by e-mail or any other form of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board, provided that the required majority does not include any Board Member who is interested (as defined in the Societies Act) in the relevant matter. Any such resolution may consist of several documents in the same form each signed or consented to by one or more of the Board Members.
- 14.23 **Meetings using Technology:** Any one 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 at meetings by telephone, through video conferencing facilities or by other means of electronic 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.
- 14.24 **Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Gymnastics NZ's business. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses.
- 14.25 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in this Constitution or the Board Policies or procedures of Gymnastics NZ, the matter will be determined by the Board.

15. Chief Executive

- 15.1 **Board Appointment:** There shall be a Chief Executive of Gymnastics NZ who shall be employed for such term and on such conditions as the Board may determine.
- 15.2 **Management Role:** The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of Gymnastics NZ in accordance with the Board Policies and procedures of Gymnastics NZ and within such limitations as may be imposed by the Board.
- 15.3 **Board Meeting Attendance:** The Chief Executive shall attend all Board meetings unless required by the Board to be excluded from all or any part of any such meeting, but shall have no voting rights.

Part V – General Meetings

16. Meetings of Members

- 16.1 **AGMs:** Gymnastics NZ must hold an AGM once every year at such date and time as the Board determines, being not later than 6 months after Gymnastics NZ's balance date and not later than 15 months after the previous AGM.
- 16.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 16.3 **Member Forums:** In addition to General Meetings, the Board may from time to time, convene forums or other informal gatherings for Members to connect and contribute to, or provide feedback on, matters relevant to Gymnastics NZ and Gymnastics in New Zealand.
- 16.4 **Notice of AGM:** The Chief Executive must give at least sixty (60) days' notice in writing to all Board Members, the Affiliated Clubs, Life Members and Honorary Members of each AGM. The AGM notice shall set out:
- The date and time of the AGM and the venue and/or the manner in which the AGM is to be held;
 - The date and time by which notification of the Delegates of the Affiliated Clubs for the AGM must be received by the Chief Executive;

- c. The number of vacancies, if any, of any Elected Board Member positions for which nominations are sought; and
 - d. The closing date/s for nominations for any elections, proposed motions and other items of business to be submitted in writing to the Chief Executive from Affiliated Clubs and/or the Board, such closing date/s being no less than thirty (30) days prior to the AGM.
- 16.5 **Business of AGM:** The following business shall be conducted at each AGM:
- a. The Board's presentation of:
 - i. An annual report on the operation and affairs of Gymnastics NZ for the most recently completed financial year; and
 - ii. The audited annual financial report required under Rule 20.2 for that financial year;
 - b. The election, or confirmation of the election, of any Elected Board Members of Gymnastics NZ;
 - c. Notice of any disclosures, or types of disclosures, of interests (as defined in the Societies Act) made by the Board Members, the Chief Executive and any other officers of Gymnastics NZ during the preceding financial year (including a brief summary of the matters, or types of matters, to which those disclosures relate);
 - d. Any motion or motions proposing to alter this Constitution; and
 - e. Any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.
- 16.6 **Notice of AGM Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 16.5) shall be notified by the Chief Executive to the Board, the Affiliated Clubs, Life Members and Honorary Members by no later than twenty one (21) days before the date of the General Meeting. Any additional items of business not listed on the agenda may only be discussed at an AGM by agreement of the majority of those persons entitled to vote at the relevant meeting. The AGM agenda notice must also include the date, time and details for attending or participating in the AGM.
- 16.7 **Calling an SGM and SGM Business:**
- a. The Chief Executive must call an SGM:
 - i. Upon a written request from either the Board or 25% or more of the Affiliated Clubs; or
 - ii. Where 50% or more of Board Members are prevented from voting on a matter because they are interested (as defined in the Societies Act) in that matter, unless all non-interested Board Members agree otherwise.
 - b. The written request for an SGM must state the purpose for which the SGM is requested including any proposed motion or motions. The SGM must only deal with the business for which the SGM is requested.
- 16.8 **Notice of SGM:** Not less than thirty (30) days written notice must be given by the Chief Executive to the Board, Affiliated Clubs, Life Members and Honorary Members for an SGM, which notice shall include:
- a. The date and time of the meeting and details for attending or participating in the meeting;
 - b. The date and time by which notification of the Delegate(s) for the SGM must be received by the Chief Executive; and
 - c. The proposed motion(s) or other matter(s) properly submitted for consideration at the SGM.
- 16.9 **Minutes:** Full minutes shall be kept of all General Meetings and made available to any Member upon request by the Member.
- 16.10 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 16.5 (Business of AGM), 16.6 (Agenda) and 16.8 (Notice of SGM) and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting, provided that:
- a. The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and

- b. A motion to proceed is put to the meeting and carried by Special Resolution.
- 16.11 **Quorum:** The quorum for commencing a General Meeting and for conducting any item of business at a General Meeting, taking into account to the application of Rule 16.18 (Advance Voting) if applicable, shall be:
- where there are 60 Affiliated Clubs or more in total at the relevant time, Delegates representing at least 30 Affiliated Clubs; or
 - where there are fewer than 60 Affiliated Clubs in total at the relevant time, Delegates representing at least 30% of the total number of Affiliated Clubs.
- If a quorum is not established within half an hour of the intended commencement time of a General Meeting, or at any time before the business of the meeting is concluded, then the General Meeting shall be adjourned to such other day and time as determined by the Board to reconvene the meeting and if no quorum is obtained within half an hour of the intended commencement time of the reconvened meeting, then the Delegates present at the reconvened meeting are deemed to constitute a valid quorum.
- 16.12 **Chairperson:** The Chairperson of the Board shall preside at the General Meeting. If the Chairperson is unavailable or unwilling to chair the meeting, then the Deputy Chairperson of the Board shall preside. In the absence of both of those persons, the Board shall nominate a person present to be the chairperson of the General Meeting.
- 16.13 **Delegates:** Each Affiliated Club shall elect or appoint one Delegate to represent it at General Meetings. No Board Member or employee of Gymnastics NZ may act as a Delegate. An individual may act as a Delegate for more than one Affiliated Club at the same General Meeting, provided that any Delegate for more than one Affiliated Club must vote in accordance with any instructions from each Affiliated Club and for this purpose may split their voting entitlement accordingly. The names of the Delegates shall be forwarded in writing to the Chief Executive by a date and time determined by the Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Affiliated Club may appoint an alternate Delegate, provided that the name of such alternate Delegate is notified in writing to the Chief Executive prior to the commencement of the relevant General Meeting.
- 16.14 **Attendees:** In addition to Board Members and Delegates, any Member is entitled to and may, at their cost, attend a General Meeting. Such Members are entitled to speak at General Meetings with the prior agreement of the Chairperson, but shall not be entitled to vote, provided that Life Members are entitled to speak without such prior agreement. In addition, other persons including employees, contractors and advisors to Gymnastics NZ may upon invitation by the Board attend and speak at General Meetings with the permission of the Chairperson.
- 16.15 **Methods of Meeting:** As determined by the Board (taking into account, in particular, the importance of facilitating Delegate attendance, input and decision-making at General Meetings), General Meetings may be held by a number of Delegates constituting a quorum being:
- assembled together in person at a place, date and time appointed for the General Meeting; and/or
 - contemporaneously linked together by means of audio, or audio and visual, communication designated for the General Meeting, by which all Delegates and others at the General Meeting who are entitled to speak and/or vote at the meeting can do so and can simultaneously hear each other throughout the General Meeting, at the date and time appointed for the meeting.
- Any Delegate or other person participating in a General Meeting by means of audio, or audio and visual, communication designated for the meeting is to be treated as attending and present at the meeting for the purpose of this Constitution.
- 16.16 **Meeting Resolutions and Voting:** Unless otherwise required by this Constitution or the Societies Act:
- An Ordinary Resolution shall be sufficient to approve any General Meeting motion.
 - Each Affiliated Club, through its Delegate, shall be entitled to one (1) vote in relation to any General Meeting motion and in relation to voting on the election of Elected Board Members, provided that the Affiliated Club has paid any fees due to Gymnastics NZ.
 - Where one (1) Delegate represents more than one (1) Affiliated Club, such Delegate must vote in accordance with the instructions of each Affiliated Club that appointed them as Delegate, and may not vote in accordance with the collective voting strength of the Affiliated Clubs that he or she represents, unless all such Affiliated Clubs have instructed the Delegate to vote in that manner in accordance with the Board Policies.

- d. In the event of equality of votes in favour of and against any General Meeting motion, the Chairperson shall have a casting vote.

16.17 Voting at Meetings: Unless otherwise required by this Constitution or the Societies Act:

- a. Subject to Rule 16.17b, voting at a General Meeting may be conducted by voice, show of hands, or other similar means suitable to the method of meeting, as determined by the Chairperson, and a declaration by the Chairperson is conclusive evidence of the result of the vote in the absence of manifest error. Neither the Chairperson nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour and against the motion.
- b. Voting at a General Meeting will be conducted by open or secret ballot if so determined by the Chairperson or by Ordinary Resolution at the meeting, and in the event of any vote on the election of Elected Board Members at a General Meeting voting will be conducted by secret ballot. In the event of a secret ballot, two scrutineers must be appointed at the General Meeting to count the votes.
- c. Proxy votes are not permitted (except as contemplated under Rule 16.18 in relation to advance voting).

16.18 Advance Voting: Unless otherwise required by this Constitution or the Societies Act:

- a. Voting on the election of Elected Board Members to fill any vacancy or vacancies to be confirmed at a General Meeting must be undertaken by way of Delegates submitting electronic and/or postal votes in relation to the election in advance of the relevant meeting, unless the number of valid nominations is equal to or less than the number of vacancies in which case the nominee(s) shall be declared elected at the General Meeting.
- b. Voting on any General Meeting motion may be undertaken, wholly or in part, by way of Delegates submitting electronic and/or postal votes in relation to the motion in advance of the relevant meeting, if the Board considers the motion to be an appropriate matter for such advance voting.
- c. The method(s) and procedure(s) for any such electronic or postal voting in advance of a General Meeting shall be set out in, and conducted in accordance with, the Board Policies.
- d. Electronic or postal votes submitted by Delegates in advance of a General Meeting in accordance with this Rule 16.18 are deemed to be votes cast by the Chairperson of the relevant meeting as proxy for those Delegates at the meeting and those Delegates are counted for the purpose of establishing a quorum for the meeting, except in relation to any motion at the meeting in respect of which the option of electronic or postal voting was not available. If a Delegate has submitted an electronic or postal vote on any matter in advance of a General Meeting, the Delegate cannot cast any vote on the same matter at the relevant meeting.
- e. The result of any electronic or postal voting in advance of a General Meeting must be declared by the Chairperson at the relevant meeting.

16.19 Written Resolutions: Subject to the requirement to hold AGMs, and also compliance with Societies Act requirements in relation to written resolutions in lieu of General Meetings, a written resolution signed or approved in writing by not less than three-quarters of the total number of Affiliated Clubs whose Delegates would be eligible to vote at a General Meeting at the relevant time shall be as valid and effectual as if it had been passed at a duly constituted General Meeting. Any such written resolution may consist of several documents in identical form each signed or approved in writing by one (1) or more Affiliated Clubs. Any written resolution passed in accordance with this Rule must be notified to all Members.

Part VI – Miscellaneous

17. Statutory Officers and Contact Person(s)

17.1 Statutory Officers: In relation to Board Members, the Chief Executive and anyone else whose position with Gymnastics NZ makes them an officer of Gymnastics NZ for the purposes of the Societies Act and/or the Charities Act:

- a. Each individual must, in writing, consent to be an officer of Gymnastics NZ and certify that they are not disqualified from acting as an officer under the Societies Act or the Charities Act;
- b. Each individual's election or appointment to hold office, cessation of office, and any other required details must

be notified under and in accordance with the Societies Act and/or the Charities Act, as applicable;

- c. Each individual must comply with their role and duties as an officer of Gymnastics NZ under and in accordance with the Societies Act and/or the Charities Act, as applicable; and
 - d. If a Board Member, the Chief Executive or anyone else who is an officer for the purposes of the Societies Act is interested (as defined in the Societies Act) in a transaction or proposed transaction or other matter of Gymnastics NZ:
 - i. The individual must disclose to the Board the nature and extent of such interest as soon as they become aware of the fact; and
 - ii. The interest disclosure must be recorded in the interests register that the Board is required to maintain under and in accordance with the Societies Act.
- 17.2 **Contact Person(s):** The Board will appoint at least one (1) but no more than three (3) individuals to act as the contact person(s) for Gymnastics NZ for the purposes of the Societies Act, and may remove and replace any such appointee at any time. If the Board has not appointed a contact person, the contact person will be the Chief Executive of Gymnastics NZ. Gymnastics NZ's contact person details must be notified under and in accordance with the Societies Act.
- 17.3 Any contact person appointed in accordance with Rule 17.2 must not be disqualified from holding the relevant position under the Societies Act and shall cease to hold the relevant position if they become so disqualified.

18. Discipline, Disputes and Appeals

- 18.1 **Judicial Committee:** The Board shall establish an independent Judicial Committee to carry out judicial and disciplinary functions of Gymnastics NZ. The composition, jurisdiction, powers and procedures of the Judicial Committee shall be set out in the Board Policies.
- 18.2 **Dispute Resolution Procedures:** Any dispute or complaint arising in respect of the governance, management and operation of Gymnastics NZ and matters relating to those involved, or seeking to be involved, in or with Gymnastics NZ (including any dispute or complaint as referred to in section 38 of the Societies Act) will be dealt with in accordance with any applicable procedures set out in the Complaints Policy, which must be consistent with the rules of natural justice and must be interpreted and implemented accordingly.
- 18.3 **Publication of Complaints Policy:** The Complaints Policy must be published by Gymnastics NZ or otherwise readily accessible to Members at all times.
- 18.4 **Other Disputes:** In the event of any other dispute, doubt or difference arising out of the interpretation or application of this Constitution, or a matter that is not provided for in this Constitution, the Complaints Policy or any other Board Policies, then such dispute shall be referred to the Board. The Board shall determine the dispute or matter as it thinks fit, and in accordance with the rules of natural justice and any applicable requirements under the Societies Act. The Board's decision shall be final and binding or, alternatively, if the parties to the dispute or matter agree, then it shall be referred to the Sports Tribunal if it has jurisdiction to deal with it.
- 18.5 **Disputes between Board and Affiliated Club:** In the event of any other dispute, doubt or difference arising between the Board and any Affiliated Club (other than a dispute about default in fees under Rule 10.2), the parties will:
- a. Endeavour to negotiate a resolution of the dispute amongst themselves (which may include representatives or support persons for either party); or, if there is no resolution within an agreed timeframe
 - b. Endeavour to agree on a resolution of the dispute by attending mediation;
- and failing that,
- c. If it is a dispute, doubt or difference as described in Rule 10.3 then Rule 10 shall apply, or
 - d. If it is any other dispute, doubt or difference, then either party may refer the dispute to the Sports Tribunal for determination by it in accordance with its rules.
- 18.6 **Costs:** Each party shall bear their own costs, including any legal costs, arising out of any procedure under this Rule.

- 18.7 **Sports Tribunal:** Gymnastics NZ recognises the Sports Tribunal as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal. If specified in this Constitution, the Complaints Policy and/or the Board Policies, matters and appeals of Gymnastics NZ decisions which are within the jurisdiction of the Tribunal shall be referred to it including, without limitation, anti-doping violations arising out of any applicable Board Policies on anti-doping, appeals against selection or non-selection to a national team selected by Gymnastics NZ, and any other sports-related matters.

19. Rules of Gymnastics and Integrity and Anti-doping Rules

- 19.1 **Rules of Gymnastics:** The rules of each discipline of Gymnastics shall be as set down and interpreted from time to time by FIG and must be observed by Gymnastics NZ and all Members. All competitions held by Gymnastics NZ or any Member shall be carried out in accordance with such rules.
- 19.2 **Integrity and Anti-doping Rules:** Gymnastics NZ recognises the jurisdiction of the Sport Integrity Commission and adopts the Sports Anti-Doping Rules (**SADR**) issued by the Sport Integrity Commission from time to time as Gymnastics NZ's bylaws on anti-doping. All Members:
- a. Agree to the application of the SADR;
 - b. Agree to be bound by any Integrity Code issued by the Sport Integrity Commission that is formally adopted by Gymnastics NZ; and
 - c. In the case of Affiliated Clubs, must require in their constitutions that their members agree to the application of the SADR and to be bound by any such Integrity Code.

20. Finances

- 20.1 **Financial Year:** Unless otherwise determined by the Board the financial year of Gymnastics NZ shall end on 31 December.
- 20.2 **Audited Annual Financial Report:** An annual financial report that complies with GAAP and any other applicable requirements under the Charities Act and/or the Societies Act shall be prepared by the Board and audited by a chartered accountant. The annual financial report for each financial year shall be presented to the next AGM held after the end of the relevant financial year. The auditor shall be appointed annually by the Board.
- 20.3 **Banking:** The Board is responsible for the receipt and banking of all monies received by Gymnastics NZ. All funds of Gymnastics NZ shall be paid to a bank account(s) in the name of Gymnastics NZ and the bank account(s) must be operated in accordance with the Board Policies.
- 20.4 **Accounting Records:** The Board must ensure correct accounting records are kept. The accounting records of Gymnastics NZ must be kept at the office of Gymnastics NZ or at such place as the Board may determine and must be open to inspection by Members at such reasonable times agreed by the Board.

21. Method of Contracting

- 21.1 **Societies Act Methods:** A contract or other enforceable obligation may be entered into by Gymnastics NZ in accordance with any method permitted by the Societies Act, and the use of any common seal is not required unless the Board determines otherwise.
- 21.2 **Common Seal:** If Gymnastics NZ chooses to have a common seal (as determined by the Board), the seal shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and/or Chief Executive, and in the absence of either of those then by another Board Member.

22. Alteration or Replacement of Constitution

- 22.1 **Special Resolution Approval:** Subject to Rule 22.2 this Constitution may be altered, added to or replaced by a Special Resolution passed at a General Meeting in accordance with this Constitution.
- 22.2 **Restrictions:** No alteration, addition to or replacement of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or winding up rules of Gymnastics NZ. This Rule must not be removed from this Constitution and must be included in any alteration, addition to or replacement of this Constitution.

23. Prohibition on Personal Benefits

- 23.1 **No Participation/Influence:** No Member or person associated with Gymnastics NZ or a Member may participate in or materially influence any decisions of Gymnastics NZ in respect of the payment or conferral of any income, benefit or advantage to, on behalf of, or for the benefit of that Member or other person.
- 23.2 **Reasonableness/Arm's Length Requirement:** Any such payment or conferral of any income, benefit or advantage must be reasonable and relative to (not more than) that which would be paid or conferred in an arm's length transaction (being the open market value). This Rule and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

24. Board Policies

- 24.1 **Board Determination:** Subject to Rule 24.2, the Board may make, repeal and amend such Board Policies as it thinks appropriate to further the objects of Gymnastics NZ, including policies relating to membership and other fees, competitions, discipline, disputes and appeals, anti-doping, and such other matters as it thinks fit.
- 24.2 **Member Consultation:** Whenever reasonably practicable, before making, repealing or amending any Board Policy the Board shall consult with any Affiliated Club(s) potentially affected by the proposed Board Policy or change (which may be all or any one or more Affiliated Clubs, as determined by the Board acting reasonably), including giving the Affiliated Club(s) a reasonable opportunity to consider the matter and provide input (written or oral) on the matter, and shall take into account any such input received from the Affiliated Club(s).

25. Winding Up

- 25.1 **Special Resolution Approval:** Subject to compliance with Societies Act requirements, Gymnastics NZ may be voluntarily liquidated, wound up or dissolved if a Special Resolution is passed at a General Meeting of Gymnastics NZ to do so and such resolution is confirmed by Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the first resolution was passed.
- 25.2 **Distribution of Surplus:** If upon the liquidation, winding up or dissolution of Gymnastics NZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of Gymnastics NZ but shall be given or transferred to some other not-for-profit entity having charitable objects similar to the objects of Gymnastics NZ, or to some other not-for-profit entity with charitable purposes and an interest in Gymnastics, within New Zealand.

26. Indemnity and Insurance

- 26.1 **Indemnification/Insurance for Personnel:** Subject to Rule 26.2, to the extent permitted under the Societies Act, Gymnastics NZ shall indemnify its Board Members, Chief Executive and other officers and employees of Gymnastics NZ, and may insure Gymnastics NZ and such individuals, against all damages and costs (including legal costs) for which any such Board Member, Chief Executive and other officer or employee may be or becomes liable as a result of their acts and omissions in performing their functions connected with Gymnastics NZ, including any applicable duties imposed on them as officers of Gymnastics NZ under the Societies Act or otherwise.
- 26.2 **Indemnification/Insurance Restrictions:** Gymnastics NZ's indemnification and any insurance in favour of Board Members, the Chief Executive and other officers and employees of Gymnastics NZ shall not extend to any criminal

liability and related damages and costs or to any liability occurring as a result of their dishonesty, gross negligence, wilful misconduct, or failure to act in good faith and in what they believe to be the best interests of Gymnastics NZ.

27. Transitional Provisions

- 27.1 **Effect Upon Registration:** This Constitution has been adopted for the purpose of, and comes into effect upon, the re-registration of Gymnastics NZ under the Societies Act following its approval in accordance with Gymnastics NZ's previous constitution, and this Constitution repeals and replaces the previous constitution.
- 27.2 **Transitional Matters:** In relation to the transition to this Constitution at the time it comes into effect, unless the context requires otherwise and subject to compliance with this Constitution and the Societies Act:
- a. All members in each category of membership under Gymnastics NZ's previous constitution other than the "Associate Members" category will continue to be Members under this Constitution in the corresponding category of membership (and in the case of "Member Clubs" under the previous constitution, the corresponding category under this Constitution is Affiliated Clubs), as if they had attained their membership under this Constitution, provided that if required by Gymnastics NZ they must provide confirmation of their consent to membership and any additional information required by Gymnastics NZ for the Register of Members;
 - b. In relation to the board members elected and appointed under Gymnastics NZ's previous constitution who hold office immediately prior to this Constitution coming into effect:
 - i. Subject to Rule 27.2b.iii, each of those board members will continue as a Board Member under this Constitution, as if they had been elected or appointed under this Constitution at the time and for the term that they were elected or appointed under the previous constitution and until they cease to hold office under this Constitution, provided that they must meet any officer consent and eligibility requirements under the Societies Act and the Charities Act;
 - ii. That term of office will count towards the application of Rule 14.9 in relation to Board Members serving a maximum of three (3) consecutive terms, unless the person was appointed to fill a casual vacancy for the balance of another person's term under the previous constitution; and
 - iii. For the purpose of ensuring the regular rotation of Board Member positions each year (eg, to avoid there being three or more vacancies one year, and then only one or none in a subsequent year), the Board, acting unanimously, may extend the term of one (1) or more of those board members so that their term ends at the conclusion of the next AGM after the AGM at which their term would otherwise have ended.
 - c. Any chief executive, auditor or other appointee, including any panel, sub-committee or committee or other such body, appointed under Gymnastics NZ's previous constitution will continue in the relevant role under this Constitution until the Board determines otherwise, as if they had been appointed under this Constitution at the time that they were appointed under the previous constitution, provided that if applicable any such appointee must meet any officer consent and eligibility requirements under the Societies Act and the Charities Act;
 - d. Any regulations, bylaws, guidelines and other policies adopted by the board under Gymnastics NZ's previous constitution will remain effective under this Constitution until the Board determines otherwise, as Board Policies under this Constitution, to the extent that they are consistent with this Constitution and the Societies Act; and
 - e. All other things done, including all contractual and other arrangements entered into, all decisions and appointments made, and any proceedings commenced under Gymnastics NZ's previous constitution remain valid and effective and, if applicable, may be continued and completed under this Constitution.

28. Interpretation

- 28.1 **Definitions:** The words and phrases defined in this Rule 28.1 shall have their defined meaning when used in this Constitution unless the context requires otherwise:

Administrative Member means a person who is a Member in accordance with Rule 8.3.

Affiliated Club means a Club that is a Member of Gymnastics NZ as described in Rule 5.

AGM means an Annual General Meeting of Gymnastics NZ.

Annual Affiliation Certificate means a certificate issued in accordance with Rule 9.3.

Appointed Board Member means a Board Member appointed under Rule 14.4.

Board means the Board of Directors of Gymnastics NZ appointed and elected under Rule 14.

Board Member means a member of the Board including an Elected Board Member, an Appointed Board Member and a Co-opted Board Member.

Board Policies means the policies of Gymnastics NZ established in accordance with Rule 24 and amended from time to time by the Board.

Chairperson means the chairperson of the Board determined under Rule 14.16.

Charitable Trusts Act means the Charitable Trusts Act 1957.

Chief Executive means the Chief Executive of Gymnastics NZ appointed under Rule 15.

Charities Act means the Charities Act 2005.

Club means a group of persons or an entity formed, or intended to be formed, as a club or other organisation to provide participation and/or competition in at least one of the Gymnastics disciplines.

Club Member means a person or organisation that is a Member in accordance with Rule 7.

Companies Act means the Companies Act 1993.

Complaints Policy means the Board Policies setting out dispute resolution procedures for resolving any complaints and disputes arising in respect of Gymnastics NZ.

Co-opted Board Member means a Board Member appointed under Rule 14.6.

Delegate means a person elected or appointed to represent an Affiliated Club as specified under Rule 16.13.

Deputy-Chairperson means the deputy-chairperson of the Board determined under Rule 16.12.

Elected Board Member means a Board Member elected under Rule 14.5.

FIG means the Federation Internationale de Gymnastique, which is the international federation governing Gymnastics.

GAAP means generally accepted accounting practice.

General Meeting means an AGM or an SGM.

Gymnastics means the sports and/or activities of fundamental movement skills relating to any gymnastics discipline, including artistic gymnastics, rhythmic gymnastics, trampoline gymnastics, acrobatic gymnastics, aerobic gymnastics and gymnastics for all (as those disciplines are defined by FIG).

Gymnastics NZ means Gymnastics New Zealand Incorporated (previously named Gymsports New Zealand Incorporated, from 2008 to the date of this Constitution, and New Zealand Gymnastics Association Incorporated, from 1962 to 2008).

Honorary Member means a person who has been granted honorary membership of Gymnastics NZ under Rule 6.

Intellectual Property means all rights or goodwill in copyright, names, trade marks (or signs), devices, logos, designs, patents or service marks relating to Gymnastics NZ or any event, tournament or any competition or Gymnastics activity or programme of or conducted, promoted or administered by Gymnastics NZ.

Life Member means a person who has been granted life membership of Gymnastics NZ under Rule 6.

Member means an individual or organisation who has attained membership of Gymnastics NZ under any of the categories specified in Rule 4.

Ordinary Resolution means a resolution passed by a majority of votes properly cast.

Patron means any person appointed patron of Gymnastics NZ under Rule 13.

Privacy Act means the Privacy Act 2020.

Register of Members means the register in which details of current and former Members are held by Gymnastics NZ as specified in Rule 11.

Representative means a parent, guardian, or caregiver of a Club Member where the Club Member is under 18 years of age on the date of any General Meeting of Gymnastics NZ.

Rules means the rules set out in this Constitution and "Rule" has a corresponding meaning.

Rules of Gymnastics means the rules of the Gymnastics disciplines as determined and published by FIG.

SGM means a Special General Meeting of Gymnastics NZ.

Societies Act means the Incorporated Societies Act 2022.

Special Resolution means a resolution passed by two thirds of the votes properly cast.

Sport NZ means Sport and Recreation New Zealand, established under the Sport and Recreation New Zealand Act 2002.

Sport Integrity Commission means the Integrity Sport and Recreation Commission, established under the Integrity Sport and Recreation Act 2023.

Sports Tribunal means the Sports Tribunal of New Zealand, continued under the Sports Tribunal Act 2006 (and previously known as the Sports Dispute Tribunal of New Zealand).

Technical Member means a person who is a Member in accordance with Rule 8.1.

28.2 **Construction:** In this Constitution unless the context requires otherwise:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation or any legislative provision includes:
 - i. any modification or re-enactment of, or any legislation or legislative provision enacted in substitution of, the legislation or legislative provision referred to; and
 - ii. any regulation, order-in-council or other instrument from time to time issued or made under the legislation referred to or under any modification, re-enactment or substitute legislation;
- d. words and phrases used in this Constitution that are not defined in Rule 28.1 and are used in the Societies Act and the Charities Act have the same meaning that they have when used in those Acts or if applicable (based on the context) the relevant Act;
- e. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- f. a reference to persons includes bodies corporate;
- g. a reference to a "day" means any day of the week and is not limited to working days, unless specified otherwise;

- h. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- i. a reference to the "constitution" of a Member includes any other form of governing document(s) for that Member, as relevant to the Member's entity type (for example, a trust deed);
- j. a reference to the "committee" of a Member means the sole or principal governing body of the Member as relevant to the Member's entity type and taking into account the Member's constitution (for example, the Member's committee, board of directors, board of trustees, or executive); and
- k. headings and the contents page are for reference only and are to be ignored in construing this Constitution.