**Constitution Template – National Organisation**

**INTRODUCTORY NOTES**

VERSION UPDATE: This template has been updated as at April 2025.

A summary of the updates to the template can be found on the [Incorporated Societies Resources page](https://sportnz.org.nz/resources/incorporated-societies-act-2022-and-regulations/). It will be useful to look at that summary if you were part-way through updating your constitution based on the earlier version.

This is a template constitution suitable for a national organisation that is an incorporated society. To maintain incorporated status, your organisation must re-register on the [Incorporated Societies Register](https://is-register.companiesoffice.govt.nz/) under the [Incorporated Societies Act 2022](https://www.legislation.govt.nz/act/public/2022/0012/latest/LMS100809.html) (**Inc Soc Act**) by April 2026 with a constitution that complies with the Act and the [Incorporated Societies Regulations 2023](https://www.legislation.govt.nz/regulation/public/2023/0240/latest/LMS891513.html).

This template constitution is only a starting point. A national organisation should seek expert advice to ensure its constitution is suitable for their requirements.

As discussed in the Governance section of the [Nine Steps to Effective Governance](https://sportnz.org.nz/media/1627/nine-steps-to-effective-governance-building-high-performing-organisations.pdf) (pages 42 and 43, 50 to 53), national organisations can be structured in a number of ways including as a federal or unitary structure. This template constitution has been drafted to address different structures, so it will need to be amended to fit the structure of your specific organisation.

The constitution should set out the purposes and rules by which the national organisation will operate. Details for the day-to-day management of the national organisation or the procedures by which the purposes are to be implemented can be included in bylaws.

**HOW TO USE THIS DOCUMENT**

GUIDANCE NOTES

Words in purple are GUIDANCE NOTES to assist you with drafting your constitution. Remove these before you finalise your constitution.

**MANDATORY REQUIREMENTS**

Words in red indicate that the related clause is a MANDATORY REQUIREMENT. It must be in your constitution to meet the requirements of the Inc Soc Act.

**ORGANISATION SPECIFIC**

Words in green means you need to insert your ORGANISATION SPECIFIC wording.

**OPTIONAL WORDING**

Wording in blue is OPTIONAL WORDING. You can include these if they apply to your organisation’s circumstances.

**CHARITY**

Words in orange should be considered if you are, or are seeking to be, a CHARITY. Your constitution must comply with requirements for registration under the Charities Act 2005.

Update the table of contents and check the cross references of clauses are correct before you finalise your constitution.

**[organisation name]**

**Constitution**

Contents

[1. Definitions and interpretation 4](#_Toc195510094)

[2. Details of [organisation name] 6](#_Toc195510095)

[3. Purpose and powers 7](#_Toc195510096)

[4. Members 9](#_Toc195510097)

[5. General Meetings 16](#_Toc195510098)

[6. Board 21](#_Toc195510099)

[7. Board Meetings 31](#_Toc195510100)

[8. Officers’ Duties 32](#_Toc195510101)

[9. Interests 33](#_Toc195510102)

[10. Patron 34](#_Toc195510103)

[11. Chief Executive 34](#_Toc195510104)

[12. Indemnity and Insurance 35](#_Toc195510105)

[13. Finances 36](#_Toc195510106)

[14. Method of contracting 36](#_Toc195510107)

[15. Amendments 37](#_Toc195510108)

[16. Bylaws 37](#_Toc195510109)

[17. Integrity 38](#_Toc195510110)

[18. Dispute resolution 39](#_Toc195510111)

[19. Liquidation and removal 44](#_Toc195510112)

[20. Matters not provided for 45](#_Toc195510113)

[21. Transition 45](#_Toc195510114)

[organisation name]

Constitution

# Definitions and interpretation

Definitions

### In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

### **Act** means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

### **AGM** or **Annual General Meeting** means a meeting of the Members of [organisation name] held once a year convened under this Constitution.

### **Application** means an application for membership as set outin clause 4.1.

### **Appointment Panel** has the meaning given to it in clause 6.6. [Guidance note: Include if you have an Appointment Panel.]

### **Board** means [organisation name]’s governing body. [Guidance note: The Inc Soc Act uses ‘committee’ to refer to the governing body of the society, but it can be described however you like e.g. Committee, Executive etc. ‘Board’ has been used in this template.]

### **Board** **Meeting** means a meeting of the Board.

### **Board** **Member** means a member of the Board, including the Chair.

### **Bylaws** means any bylaws, policies, regulations and codes of [organisation name] made under clause 16.1.

### **Casual Vacancy** is a vacancy which arises on the Board when a Board Member does not serve their full term of office.

### **Chair** means the Board Member appointed as Chair of [organisation name] under this Constitution.

### **Chief Executive** means the person in the highest-ranking management position in [organisation name]. [Guidance note: Include if you have a Chief Executive/General Manager, change position title as appropriate.]

### **Club** means a group of individuals with an interest in [sport/recreation] that meets the requirement for membership set out in clause 4.6. [Guidance note: Include if required.]

### **Constitution** means this Constitution, including any amendments and any schedules to this Constitution.

### **Contact Details** means [a physical or] an electronic address and a telephone number. [Guidance note: Depending your national organisation’s membership base, if you only wish to communicate with your members via email delete the words “a physical or”.]

### **Contact Person** means a person holding the position of contact person for [organisation name] being the person the Registrar of Incorporated Societies can contact when needed.

### **Diversity, Equity and Inclusion** means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

### **General Meeting** means an AGM or SGM of [organisation name].

### **Individual Member** means an individual that meets the requirement for individual membership. [Guidance note: Include if required.]

### **Interests Register** means the register of interest disclosures made by Officers kept under this Constitution.

### **Matter** means:

#### [organisation name]’s performance of its activities or exercise of its powers; or

#### an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by [organisation name]. [Guidance note: This definition is taken from section 62(4), Inc Soc Act, alternatively you may wish to simply refer to section 62(4) of the Act.]

### **Member** means each person who for the time being is a member of [organisation name] and includes all categories of members of [organisation name] described in clause 4.3.

### **Member Register** means the register of Members kept under this Constitution.

### **Officer** means a Board Member and any natural person occupying a position in [organisation name] that allows the person to exercise significant influence over the management or administration of [organisation name].

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

### **Patron** means a person who has agreed to be associated with [organisation name] as a patron to show their support for [organisation name] and to help establish or maintain public credibility of [organisation name]. [Guidance note: Include if you have a Patron.]

### **Purposes** means the purposes of [organisation name] described in clause 3.1.

### **Regional Body** means a regional body with an interest in [sport/recreation related to organisation] that meets the requirement for membership set out in clause 4.5. [Guidance note: Include if required.]

### **SGM** or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

### **Special Resolution** means a resolution passed by a [insert percentage]% majority of votes cast. [Guidance note: Normally a special resolution is passed by a 75% majority, but you may specify a higher percentage.]

1. **Working Day** has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in [province where registered office is].

Interpretation

### Unless the context otherwise requires:

#### Words referring to the singular include the plural and vice versa.

#### Clause headings are for reference only.

#### Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

#### Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity’s successors.

#### A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

#### All periods of time or notice exclude the days on which they are given.

#### Where this Constitution or any Bylaw of [organisation name] is inconsistent with a rule, regulation, bylaw or directive of [the international body that the organisation is a member of], the rule, regulation, bylaw or directive of [the international body] prevails to the extent of the inconsistency, unless otherwise required by law. [Guidance note: Include this or similar wording if required to comply with your international body’s requirements.]

Notices

### Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

#### a Member to the address set out in their Contact Details;

#### [organisation name] to [email address] or by post to [organisation name]’s registered office set out on the Register of Incorporated Societies. [Guidance note: Recommend including a generic email address so it is not affected by people leaving the organisation e.g. admin@sport.co.nz.]

### A notice is deemed to have been received:

#### if given by post, when left at the address of a person or five Working Days after being put in the post; or

#### if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

#### provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

# Details of [organisation name]

Name

### The name of the society is [full legal name of organisation] [Incorporated / Inc / Manatōpū] (**[short name of organisation]**). [**MANDATORY CLAUSE:** The name of your society is required to be in your constitution – sections 26(1)(a) and 11, Inc Soc Act. The name must end with Incorporated, Inc or Manatōpū.]

Charitable status

### [organisation name] is already, or intends after incorporation to be, registered as a charitable entity under the Charities Act 2005. [Guidance: Include if your organisation is or intends to be registered as a charitable entity.]

Status

### [organisation name] is the governing body in New Zealand/Aotearoa for [sport/recreation].

Registered office

### The registered office of [organisation name] is at the place in New Zealand/Aotearoa as the Board decides. [Guidance note: All incorporated societies must have a registered office that all communications may be addressed to, but it is not required to be in your constitution. If you wish to include it, it is recommended you leave out reference to a specific place for the registered office and leave this to the Board to determine as it may change.]

Contact person

### At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person’s Contact Details. [**MANDATORY CLAUSE:** How the contact person(s) will be elected or appointed is required to be in your constitution – sections 26(1)(g) and 113, Inc Soc Act.] [Guidance note: This template suggests the Board appoints a Contact Person, but this position could be elected, or be part of another established position.]

# Purpose and powers

Purpose

### The [charitable] purposes of [organisation name] are to: [**MANDATORY CLAUSE:** The purposes of your society are required to be in your constitution – section 26(1)(b) and 12, Inc Soc Act.][Guidance note: The list of purposes is an example only, amend the list of purposes to set out what your organisation has been established to do. The purposes are not the vision, mission, goals or powers of your organisation. You may already have a well-established set of purposes that you wish to retain. If your organisation is, or wants to become, a charity the purposes in your constitution need to reflect a charitable purpose, e.g. the advancement of education or for any matter beneficial to the community. The wording is critical and you should seek specific legal and tax advice.]

#### be the national body in New Zealand/Aotearoa to promote, develop, foster and administer [sport], mainly as an amateur sport for the health, well-being, benefit and recreation of the general public in New Zealand/Aotearoa; [Guidance note: The reference to amateur sport is relevant to satisfying the requirements for income tax exemption for amateur sport bodies under [section CW46, Income Tax Act 2007](https://www.legislation.govt.nz/act/public/2007/0097/latest/DLM1513279.html).]

#### support and assist its Members to deliver [sport/recreation/play] throughout New Zealand/Aotearoa;

#### promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in [sport/recreation/play] in [organisation name]’s activities;

#### lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of [organisation name] and participation in [sport/recreation/play]; [Guidance note: Sport New Zealand Ihi Aotearoa expects to see national organisation boards continue to take a proactive approach to organisational and participant diversity, including gender across its networks. Strong diverse and balanced leadership brings breadth of perspective, better decision making and creates stronger organisations.]

#### promote, develop and co-ordinate [sport/recreation] competitions;

#### publish and enforce the rules of [sport];

#### protect the integrity of [sport/recreation] and [organisation name] by developing and enforcing standards of conduct, ethical behaviour and implementing good governance;

#### maintain membership of, and co-operate with, [insert name of international bodies, Oceania bodies etc. that your organisation is a member of];

#### [Guidance note: The list of purposes below are some examples for recreation organisations, amend the list of purposes to set out what your organisation has been established to do. You may already have a well-established set of purposes that you wish to retain.]

#### be the national body in New Zealand/Aotearoa to promote, develop, foster and administer [recreation] for the health, well-being and benefit of the general public in New Zealand/Aotearoa;

#### develop, establish and promote the highest possible standards for operational procedures, competence and equipment for [recreation];

#### undertake research which will help to set and promote safety standards for individuals and organisations active in [recreation];

#### establish suitable qualifications and facilitate training for [recreation instructors/guides];

#### provide a registration scheme for [recreation] professionals, leaders and instructors;

#### act as an advocate for its Members and for the [recreation] industry of New Zealand/Aotearoa;

#### work collaboratively and co-operatively with other bodies and organisations concerned with [recreation] in New Zealand/Aotearoa.

Tikanga

### The tikanga, kawa, culture or practice of [organisation name] is as follows: [insert], and this Constitution must be interpreted having regard to that tikanga, kawa, culture or practice.

Capacity and powers

### [organisation name] has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law. [Guidance note: Under section 18, Inc Soc Act, incorporated societies have the capacity and powers above. If you wish to have any restrictions, you must include these here or elsewhere in your constitution e.g. any restriction on a power to borrow or sell/acquire assets.]

# Members

Member application

### An application to become a Member (**Application**) must be in the form required by [organisation name]. All Applications are decided by [insert e.g. the Board or by a delegated person/committee], which may accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted and they have [paid the required membership fees and] satisfied any other preconditions. [**MANDATORY CLAUSE:** How a person becomes a member of your society is required to be in your constitution – sections 26(1)(c) and 76, Inc Soc Act.][Guidance note: Amend to reflect how a person becomes a member. Sometimes there is no formal approval process and the membership is accepted by default by completing the form and submitting it (for example, online). If this is the case there should always be a mechanism to decline membership. You may also have different application processes for different categories of members and should specify these here.]

Member consent

### A person or entity consents to become a Member by [insert, e.g. by submitting an Application to the organisation or paying fees], unless otherwise specified in this Constitution. [**MANDATORY CLAUSE:** A requirement that a person must consent to be a member of your society is required to be in your constitution – sections 26(1)(c) and 76, Inc Soc Act.] [Guidance notes: Existing members (those who joined before your organisation reregisters under the Inc Soc Act) will not be required to confirm their consent. For more guidance on obtaining member consent and what may or may not constitute consent see [here](https://is-register.companiesoffice.govt.nz/law-changes-for-societies/whats-changing-for-members/).]

Member categories

### The Members of [organisation name] are:

#### [insert different member categories]; and

#### any other categories of member as the Board determines.

### [Guidance note: Amend to reflect your organisation’s members. You may wish to take advice in determining the member structure.

**Federated models**

International body

National organisation

Regional organisations

Clubs

Individuals

Figure 1.

### A traditional federated model has a national organisation being a member of an international body. The national organisation has regional organisations as its members. The regional organisations in turn have clubs as their members. Clubs in turn have individuals as their members. Each level is bound by the level above and regulates the level below. See Figure 1. A dashed arrow denotes that a person or an entity is a member of the entity above.

### Each organisation may also have ancillary categories of members (normally non-voting) e.g. associate, honorary, life etc.

International body

National organisation

Clubs

Individuals

Figure 2.

### **Variations of the federated model**

### One variant of a federated model is to remove a tier, e.g. the national organisation has clubs as its members and there are no regional organisations. See Figure 2.

###

International body

National organisation

Regional organisations

Clubs

Individuals

Figure 3.

### Another variant of the federated model is to have all levels of the federated model as members of the national organisation. See Figure 3.

###

### **Unitary model**

International body

National organisation

Individuals

Figure 4.

### A unitary model is where a national organisation will only have individual members as its members.

### Another variation of structure is where some of the levels that may in other organisations be members and incorporated societies, may instead be committees within the organisation and not incorporated, such as special interest groups and branches.]

Members

[Guidance note: The following sections are optional and provide examples of the obligations of members at each tier of a federated structure – Regional Bodies, Clubs and Individual Members. Amend this section based on your members and their obligations.]

Regional Bodies

### [Guidance note: Include this section if regional bodies are members of your national organisation and amend as applicable.]

### The boundaries of each Regional Body are determined, and may be amended, by the Board. [Guidance note: Include if needed and amend as appropriate.]

### In addition to the obligations as a Member under clause 4.10, each Regional Body that is a Member will: [Guidance note: This list is an example, amend as required. Additional clauses may be required if there are specific requirements for your regional bodies to align with your national organisation.]

#### administer, promote, and develop [sport/recreation] in the region in accordance with the Purposes, this Constitution and any Bylaws;

#### be, and remain, registered as an incorporated society under the Incorporated Societies Act 1908 or the Act; [Guidance note: Include if Regional Bodies are required to be incorporated societies. Include reference to the 1908 Act during the transition period (Oct 2023 – Apr 2026) when societies can be registered under either Act.]

#### have, as its members, Clubs, and other members it considers appropriate; [Guidance note: This assumes that the Regional Body has Clubs as its members, but it may also have Individual Members as its members, amend as appropriate.]

#### ensure its constitution is not inconsistent with this Constitution, provide [organisation name] with a copy of its constitution and all proposed amendments to it. The Board may require a Regional Body to amend its constitution if it, or any proposed amendment, is inconsistent or in conflict with, this Constitution or any Bylaws; [Guidance note: If you include this, you should ensure you have a process for this.]

#### have in its constitution clauses stating that:

##### it is a condition of membership of the Regional Body that its own members who are Clubs are also members of [organisation name]; [Guidance note: This is not required if your Clubs are already members of your national organisation.]

##### the members of the Regional Body are required to have a constitution that is not inconsistent with this Constitution or its constitution;

##### the members of the Regional Body are required to maintain a register of their own members and provide the Regional Body and [organisation name] with full access to that register, in compliance with privacy law; [Guidance note: Include this if required for the administration of your sport/recreation. If you do include it, obligations arise under privacy law. All organisations should have a privacy policy that covers, among other matters, obtaining consent of individuals to allow their personal information to be provided to other specified organisations. See Sport New Zealand Ihi Aotearoa template [privacy policy](https://sportnz.org.nz/resources/privacy-policy/).]

#### maintain an update to date register of members and, on request, provide [organisation name] with full access to that register, in compliance with privacy law;

#### lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of the Regional Body and participation in [sport/recreation];

#### act in good faith with loyalty to [organisation name] to ensure the maintenance and enhancement of [organisation name] and [sport/recreation], and its reputation, and to do so for the collective and mutual benefit of the Members and [sport/recreation].

Clubs

### [Guidance note: Include this section if clubs are members of your national organisation. Amend as applicable.]

### In addition to the obligations as a Member under clause 4.10, each Club that is a Member will:

#### administer, promote, and develop [sport/recreation] in the Club in accordance with the Purposes, this Constitution and any Bylaws;

#### be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908 or the Act; [Guidance note: Most clubs are incorporated, but consider if clubs are required to be incorporated societies. If they are not incorporated there are issues to consider – see this note [Incorporated Societies, unincorporated groups or a hybrid arrangement?](https://sportnz.org.nz/media/oqlp0sz1/1-sport-nz-guidance-note-incorporated-unincorporated-or-hybrid-002.pdf) Include reference to the 1908 Act during the transition period (Oct 2023 – Apr 2026) when societies can be registered under either Act.]

#### have, as its members, Individual Members, and other members it considers appropriate;

#### ensure its constitution is not inconsistent with this Constitution, provide [organisation name] with a copy of its constitution and all proposed amendments to it. The Board may require a Club to amend its constitution if it, or any proposed amendment, is inconsistent or in conflict with, this Constitution, any Bylaws or the constitution of its Regional Body;

#### have in its constitution clauses stating that it is a condition of membership of the Club that its own individual members are also members of [organisation name]; [Guidance note: Optional, delete if individuals are members of your national organisation.]

#### maintain an updated register of members and, on request, provide [organisation name] with full access to that register, in compliance with the privacy laws; [Guidance note: Include this if required for the administration of your sport/recreation. If you do include it, obligations arise under privacy law. All organisations should have a privacy policy that covers, among other matters, obtaining consent of individuals to allow their personal information to be provided to other specified organisations. See Sport New Zealand Ihi Aotearoa template [privacy policy](https://sportnz.org.nz/resources/privacy-policy/).]

#### lead, promote and enable Diversity, Equity and Inclusion across the whole Club including governance of the Club and participation in [sport/recreation];

#### act in good faith with loyalty to [organisation name] to ensure the maintenance and enhancement of [organisation name] and [sport/recreation], and its reputation, and to do so for the collective and mutual benefit of the Members and [sport/recreation].

Individual Members

### [Guidance note: Include this section if individuals are members of your national organisation. Amend as applicable. There can be many types of individuals members e.g. competitive, recreational/social, senior, junior etc.]

### The categories of Individual Members are: [insert].

Life Members

### Life Membership may be granted in recognition and appreciation of outstanding service by an individual to [organisation name]. Any Member may nominate an individual to become a Life Member by giving notice to the Board setting out the grounds for the nomination. The Board must then determine whether the nomination should be forwarded to a General Meeting for determination by the Members. A person may only be elected as a Life Member by [an Ordinary / a Special] Resolution at a General Meeting. A person consents to becoming a Life Member on acceptance of their life membership. [Guidance note: This is an example only. Amend to reflect the nomination process for your Life Members e.g. you may have a Life Member Committee.]

### Life Members have such rights and benefits as determined by the Board.

Member rights and obligations

### Members acknowledge and agree that:

#### they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of [international body that the organisation is a member of];

#### they are subject to the jurisdiction of [organisation name];

#### they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board;

#### to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Board, including payment of any membership or other fees within the required time period;

#### if they fail to comply with sub-clause (d) the Board may terminate their membership; [Guidance note: If a member breaches the member requirements set out in the Constitution (other than failing to pay fees) then consider the suspension process in clauses 4.11 and 4.12 and the dispute resolution process set out in clause 18. If a member fails to pay fees, there is a separate process to follow set out in clause 4.16.]

#### they do not have any rights of ownership of, or the automatic right to use, the property of [organisation name]; and

#### they will promote the interests and Purposes of [organisation name] and must not do anything to bring [organisation name] into disrepute. [Guidance note: Members have rights to request information held by your organisation which are set out in sections 80 – 83, Inc Soc Act. This is not required to be specified in your constitution so this template does not include these, but you should be aware of your organisation’s rights and obligations if you receive such a request and ensure you comply with the Inc Soc Act and, if relevant, the Privacy Act 2020.]

Suspension of a Member

### If a Member is, or may be, in breach under clause 4.10, and the Board believes it is in the best interests of [organisation name] to do so, the Board may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any such suspension, the Member must be given notice of the suspension.

### Unless otherwise determined by the Board, while a Member is suspended the Member is:

#### not entitled to attend, speak or vote at a General Meeting;

#### not entitled to any other rights or entitlements as a Member;

#### in the case of an Individual Member, not entitled to continue to hold office in any position within [organisation name]; and

#### not entitled to any rights or entitlements to which the Member would otherwise be entitled from the Member’s [insert where the Member is also a member as part of your model e.g. regional body, club],

### until such time as the alleged breach is resolved or determined.

Ceasing to be a Member

### A Member ceases to be a Member: [**MANDATORY CLAUSE:** How a person ceases to be a member of your society is required to be in your constitution – section 26(1)(d), Inc Soc Act.] [Guidance note: It is important to have a clear record of when a person ceases to be a member because it impacts on their right to e.g. enter competitions, represent the national organisation and vote. The list below are examples that you may wish to adapt.]

#### if an individual on death, or if a body corporate on liquidation;

#### by giving notice to the Board of their resignation;

#### if their membership is terminated under clause 4.10(e) or 4.16;

#### if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

### A Member who ceases to be a Member:

#### remains responsible to pay all their outstanding membership and other fees to [organisation name];

#### must return all property of [organisation name] if required;

#### ceases to be entitled to any rights of a Member, but continues to be bound by the obligations of a Member under this Constitution if required by the Board.

Membership fees

### [insert how membership and other fees are set e.g. The Board will decide any membership and other fees payable by Members and the due date for those fees. The Board may determine different levels of membership fees and other fees for different types of Members.] [Guidance note: It is best practice for the Board to set membership fees after undertaking any consultation it sees fit. If your organisation has a different process, you may include this here.]

### If a Member has not paid their membership fees or any other payments due to [organisation name] by the due date, it will be in default and it:

#### is not entitled to any of its rights or entitlements as a Member;

#### continues to be bound by in this Constitution and the Bylaws including all of its obligations;

#### automatically has its membership terminated, provided that before such termination occurs [organisation name] will give the Member written notice specifying the payment(s) due and demanding payment by a due date, being at least 14 days from the date of the demand.

Member Register

### The Board will ensure an up-to-date Member Register is kept and the register must include:

#### each Member’s name;

#### each Member’s Contact Details;

#### the date each person became a Member.

### A Member must provide notice to [organisation name] of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Member Register. [**MANDATORY CLAUSE:** The arrangements you have for keeping your society’s register of members up to date is required to be in your constitution – sections 26(1)(e) and 79, Inc Soc Act and section 13 Inc Soc Regulations.] [Guidance note: When collecting personal information your society must comply with the Privacy Act 2020 (including collection, storage, correction, use and disclosure of personal information). See Sport New Zealand Ihi Aotearoa template [privacy policy](https://sportnz.org.nz/resources/privacy-policy/).]

### The Board will keep a record of the name of each person who has ceased to be a member of [organisation name] within the previous 7 years and the date on which they ceased to be a member. [Guidance note: Requirement under clause 13 of the Inc Soc Regulations.]

# General Meetings

AGM

### [organisation name] must hold an AGM once a year at the time, date and place as the Board decides, but not more than 6 months after the balance date of [organisation name] and not more than 15 months after the previous AGM. [**MANDATORY CLAUSE:** Intervals between AGMs are required to be in your constitution – sections 26(1)(k)(i) and 84, Inc Soc Act.]

### The Members must be given at least [time period] notice of the AGM. Notice to Members of an AGM may be given by posting on [organisation name’s] website. [**MANDATORY CLAUSE:** The manner of calling general meetings is required to be in your constitution – section 26(1)(k)(iv), Inc Soc Act. The time within which, and manner in which, notices of general meetings and notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi), Inc Soc Act.] [Guidance note: The ability to give notice of the AGM on your website may be useful to include if you have hundreds or thousands of members.]

Business of AGM

### The following business will be discussed at the AGM: [**MANDATORY CLAUSE:**Information that must be presented at general meetings is required to be in your constitution – sections 26(1)(k)(ii) and 86, Inc Soc Act. Section 86 Inc Soc Act requires the items in sub-clause (b)(i), (ii) and (v) to be presented at each AGM.]

#### confirmation of the minutes of the previous AGM;

#### the Board’s presentation of the following information during the most recently completed accounting period:

##### the annual report;

##### the annual financial statements;

##### the auditor’s report to members on the financial statements audited by a qualified auditor; [Guidance note: Include if the financial statements are required to be audited by law, or the Board requires it. Section 106 Inc Soc Act requires the auditor to report to members on the audited financial statements. The audit requirement arises for:

##### a non-charity, if in each of the 2 preceding accounting periods, the total operating payments of the organisation and all entities it controls (if any) is $3m or more – clause 16, Inc Soc Regulations;

##### a charity if it is ‘large’, if in each of the 2 preceding accounting periods, the total operating expenditure of the organisation and all entities it controls (if any) is $1.1m or more. If it is not ‘large’ but in each of the 2 preceding accounting periods the total operating expenditure of the organisation and all entities it controls (if any) is $550,000 or more, the charity is ‘medium’ and must have their financial statements audited or reviewed by a qualified auditor. See sections 42C, 42D, Charities Act 2005.]

##### the review report of the financial statements; [Guidance note: Include if the financial statements are required to be reviewed by law, or the Board requires it.

##### notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);

#### the election of any Board Members; [Guidance note: Include if Board Members are elected at the AGM.]

#### the appointment or announcement of any Appointed Board Members; [Guidance note: Include if Appointed Board Members are appointed or announced at the AGM.]

#### the appointment of an auditor; [Guidance note: Include if Members appoint the auditor at the AGM, alternatively the Board may be left to appoint.]

#### consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;

#### consideration of any other items of business that have been properly submitted for consideration at the AGM.

### Members must give notice of any proposed motions and other items of business to the [organisation name] at least [time period] before the date of the AGM. [**MANDATORY CLAUSE:** The time within which, and manner in which, notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi), Inc Soc Act.]

### Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least [time period] before the date of the AGM. [**MANDATORY CLAUSE:** The time within which, and manner in which, notices of motion must be notified is required to be in your constitution – section 26(1)(k)(vi), Inc Soc Act.] No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree [insert by Special Resolution or unanimously] to discuss any other items.

SGM

### The Board must call a SGM if it receives a written request stating the purpose of the SGM from: [**MANDATORY CLAUSE:** The manner of calling general meetings is required to be in your constitution – section 26(1)(k)(iv), Inc Soc Act.] [Guidance note: Consider carefully how many members are required to call a SGM. It is useful to use a percentage rather than a specific number of members so that if member numbers change significantly the percentage is still proportionate to the overall membership. The percentage should not be too easy nor too hard to meet to avoid SGMs being called often or too difficult to call.]

#### the Board itself; or

#### by [insert percentage]% of Members.

### Members must be given at least [insert time period] notice of the SGM[, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members]. [**MANDATORY CLAUSE:** The time within which, and manner in which, notices of general meetings must be notified is required to be in your constitution – section 26(1)(k)(vi), Inc Soc Act.] [Guidance note: Consider whether to allow the Board to determine if a shorter notice period is required to be given to Members due to the urgent nature of the business of the SGM.]

### A SGM may only consider and deal with the business specified in the request for the SGM.

[Guidance note: The arrangements and requirements for SGMs under section 64(3) (relating to a situation where 50% or more of board members have a conflict of interest and cannot vote and section 64(3) has not be negated) are required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act. This template does not include any specific requirements for this type of SGM and the clauses above relating to SGMs would apply to that situation.]

Quorum

### No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is [insert percentage]% of the Members who are entitled to vote, including Members present by casting votes by electronic means [or by proxy or by casting postal votes]. The quorum must always be present during the General Meeting. [**MANDATORY CLAUSE:** The quorum for general meetings is required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act.] [Guidance note: If you allow voting by proxy, post or electronic means, it is mandatory to include whether the quorum takes into account members present by proxy or casting postal votes or votes by electronic means. The quorum is the minimum number of percentage of members who must attend a General Meeting of the national organisation. To cater for fluctuating numbers of members consider using a dual assessment. For example, x number of members or y% of members eligible to vote, whichever is the lower. This defaults to the easiest threshold to fulfill. Section 87, Inc Soc Act allows the quorum to be made up of people assembled at the time and place, or people participating by audio link, audio-visual link or other electronic communication or by a combination of such methods. This is, however, subject to the constitution so if you wish to prohibit attendance by some of these methods, do so here.]

### If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM is adjourned to a day, time and place determined by the chair of the AGM. If no quorum is achieved at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.

### If a quorum is not reached within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

Control of General Meetings

### The Chair of [organisation name] chairs General Meetings. If the Chair is unavailable, another member of the Board (appointed by the Board) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting. [Guidance note: Amend as applicable, e.g. if you have a President and part of their role is to chair General Meetings. Members may have searching questions of the Board and, in such cases, a President (or person who is not a Board Member) may be in a better position to ensure good control of the meeting. If the Chair is standing for re-election, another person should chair that part of the meeting.]

Attendance and voting

### The following persons are eligible to attend and speak at General Meetings: [Guidance note: All Members have a right to attend an AGM unless, if your organisation has 1,000 or more members at the time that an AGM is called, your constitution may restrict that to delegates or other representatives of Members – clause 14, Inc Soc Regulations. There is also a 5-year exemption if, as at 4 Oct 2023, your current constitution included a restriction on attendance at AGMs to delegates or other representatives of Members – clause 7 of schedule 1, Inc Soc Regulations. That 5-year exemption runs until 5 Oct 2028.]

#### [insert]; and

#### any other persons invited by the Board. [Guidance note: E.g. auditor, Patron etc.]

### The voting entitlement for each Member eligible to vote is as follows: [**MANDATORY CLAUSE:** The voting procedures of your society is required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act.] [Guidance note: Voting entitlements can be structured in different ways e.g. 1 vote per Regional Body or Club or proportional voting depending on the number of Individual Members per Club etc. Another way is to allocate portions of the total voting strength to different types of members and then divide that portion amongst the members in that type. Each organisation will be different so you may wish to seek advice.]

#### [insert].

Method of voting

### Voting is conducted by voices or a show of hands as determined by the Chair of the meeting, unless a secret ballot is called for and approved by Ordinary Resolution of Members or as otherwise required under this Constitution. [**MANDATORY CLAUSE:** The voting procedures of your society are required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act.]

### Elections of the Elected Board Members at an AGM must be undertaken by secret ballot. Two scrutineers must be appointed at the General Meeting to count the votes. [Guidance note: Include if Board Members are elected at the AGM.]

### An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution. [**MANDATORY CLAUSE:** The voting procedures of your society are required to be in your constitution – section 26(1)(k)(vii), Inc Soc Act.]

### Voting by electronic means is permitted. [Guidance note: Members are permitted to vote by proxy, postal vote or by electronic means if your constitution allows it – section 93(2), Inc Soc Act. It does not define ‘electronic means.’]

### [**MANDATORY CLAUSE IF PROXIES ARE PERMITTED:** If you allow proxy voting, it is mandatory to include procedures for proxies in your constitution – section 26(1)(k)(vii), Inc Soc Act.] [Guidance note: Proxy votes allow members who can’t attend an ability to appoint another member to speak / vote on their behalf. Virtual meetings are increasingly used so the inclusion of proxies may not be necessary. Allowing proxies invites the risk of people collecting proxies and using them to leverage the vote in a certain way. It is not usual for proxies to be used in small societies. Ideally you want people to be present and to have the benefit of any discussion before exercising a vote.] Proxy voting is permitted. Where a Member appoints a proxy, notice of the proxy signed by the Member must be received by the Chair prior to the start of the General Meeting. The form of the proxy is:

### *I [insert name] of [insert address] being a member of [insert organisation name] appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting.*

### *I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].* [Guidance note: If proxy voting is permitted, specify whether the quorum includes proxy voting in clause 5.9. There are two types of proxies – a general, where the person you appoint can act in their discretion when voting on resolutions, and a specific, where you direct the person to vote on resolutions in a specific way for you. Include the last sentence in this clause if it is a specific proxy.]

Minutes

### Full minutes must be kept of all General Meetings. [**MANDATORY CLAUSE:** When minutes are required to be kept is required to be in your constitution – section 26(1)(k)(iii), Inc Soc Act. A society must ensure minutes of its AGM are kept – section 84(3)(b), Inc Soc Act.]

Omissions and irregularities

### The General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.

### The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting if:

#### the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and

#### a motion to proceed is put to the General Meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

Resolution passed in lieu of meeting

### *Option A:* A resolution in writing signed or consented to by email or other electronic means by a [insert percentage that is 75 or higher (75% is required under the Inc Soc Act)]% majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members. *Option B:* Written resolutions may not be passed in lieu of a General Meeting.[**MANDATORY CLAUSE:** Whether and, if so, how written resolutions may be passed in lieu of a general meeting for the purposes of section 89 is required to be in your constitution – sections 26(1)(k)(v) and 89, Inc Soc Act.]

# Board

Functions and powers

### Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution:

#### the Board must manage, direct or supervise the operation and affairs of [organisation name]; and

#### the Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of [organisation name]. [**MANDATORY CLAUSE:** The functions and powers of the committee is required to be in your constitution – sections 26(1)(f)(iv) and 46, Inc Soc Act.] [Guidance note: This clause sets out section 46 of the Act.]

Composition

### The Board consists of: [**MANDATORY CLAUSE:** [Guidance note: The number of members that must or may be on the committee is required to be in your constitution – sections 26(1)(f)(i) and 45, Inc Soc Act.]

#### up to [insert number] persons elected at the AGM under [insert clause 6.3 or 6.4] (**Elected Board Members**); and

#### up to [insert number] persons appointed under [insert clause 6.3 or 6.5] (**Appointed Board Members**),

### provided that the Board must have a minimum of 40% self-identified women on the Board.

### This Constitution expressly provides for the majority of the Board to be made up of Officers who are not Members or representatives of bodies corporate that are Members.

### [Guidance note: Amend as applicable and include the relevant clause cross references. You must have a minimum of 3 Board Members.

### Organisations that receive Sport New Zealand Ihi Aotearoa group funding must have a minimum of 40% self-identified women on their Boards. Those not receiving this level of funding are encouraged to bring the same gender balance for the benefits outlined in the [National Policy for Gender Equity in Governance](https://sportnz.org.nz/media/4177/snz-group-national-policy-for-gender-equity-in-governance-final.pdf).]

### You must include the last paragraph of clause 6.2 if your constitution requires or allows for the possibility that a majority of the Board will not be made up in the way required by section 45(3). See explanation in the next paragraph. In some cases, this might be very clear because your constitution has clauses that require a majority of the Board to be appointed by a process that only allows persons who are independent of the Members or the organisation to be eligible to apply. In other cases, anyone may be eligible to apply for election/appointment and, depending on the outcome of those processes, a majority of the Board could be persons who are not Members. If your constitution does not require elected or appointed Board members to be Members or representatives of bodies corporate that are Members, then it is possible you will not comply with section 45(3) and you should include this paragraph.

Under section 45(3), Inc Soc Act a majority of your Board Members must be Members or representatives of bodies corporate who are Members. There is a 5-year exemption to this requirement if your organisation gives notice to the Registrar of Incorporated Societies that you will not comply with section 45(3) and your constitution expressly provides for the majority of the Board to be made up of officers who are not Members or representatives of bodies corporate that are Members – clause 6, schedule 1, Inc Soc Regs. The exemption ends 5 Oct 2028. On re-registration organisations must indicate to the Registrar that they do not comply with section 45(3) and are relying on the exemption. It is important to notify the Registrar, so that MBIE can then understand the number and nature of organisations that have this level of independence on their board and support Sport New Zealand Ihi Aotearoa in advocating for a permanent exemption from the section 45(3) requirement. See the [Nine Steps to Good Governance](https://sportnz.org.nz/media/4668/nine-steps-fourth-edition-final-version.pdf) for commentary on governance structure and independent directors, pages 120 and 121.]

President, Secretary, Treasurer

### [Guidance note: This template does not include the roles of President, Secretary or Treasurer. The club constitution template provides for these positions which you can include if appropriate. There is no legal requirement to have a President. Often the Chair is the head of the organisation and the Board. If you have a President who is not a Board Member, you may include a clause recording how the President is elected/appointed and a brief statement about their role. If you have a President who is a Board Member, they will be an “officer” and have officers’ duties set out in the Act. If your President is not a Board Member, they will not be an “officer” unless they exercise significant influence over the management or administration of the organisation. It is less common for national organisations to have a Secretary and a Treasurer. Instead, the Board is responsible for ensuring that all requirements are undertaken and/or delegated.]

Election/appointment of Board Members

[**MANDATORY CLAUSE:** The election or appointment of officers is required to be in your constitution – section 26(1)(f)(ii), Inc Soc Act.] [Guidance note: This template sets out 3 options, others are possible:

* Option 1: Election of some Board Members and appointment of other Board Members by an appointment panel.
* Option 2: Election of all Board Members.
* Option 3: Appointment of all Board Members by an appointment panel.

You could also have the option of co-opting an additional person to the Board for a specific purpose and a specific period. However, this is not used often because you can always bring in people to provide expert advice to the Board if you need. In addition, where you have a regular rotation of Board Members you can advertise for specific skills.]

Election and appointment of Board Members

### [Guidance note: Include this section if you have Elected and Appointed Board Members and delete ‘Election of Board Members’ and ‘Appointment of Board Members’ sections. Include the ‘Appointments Panel’ section. Amend if your elections/appointments do not take place or are announced at the AGM.]

### Board Members are appointed and elected as follows:

#### The Appointment Panel must call for applications for any Board Member positions that are to be vacated by a date set by the Board and if no date is set, at least [insert number e.g. 90] days before the AGM.

#### Applications are made in the form decided by the Appointment Panel (indicating if they seek to be Appointed Board Members or Elected Board Members or either) and must be received by the Appointment Panel by the date set by the Board and if no date is set, at least [insert number e.g. 60] days before the AGM. [Guidance note: We recommend the form is sufficiently detailed and includes a requirement for disclosure of any actual or potential conflicts of interests or if the person is involved/closely connected with a person or activity which has or may bring the organisation or the sport/recreation into disrepute or which may be prejudicial to the purposes or the interests of the organisation and/or the sport/recreation if they become a Board Member.]

#### The Appointment Panel must undertake its responsibilities as set out in clause 6.11.

#### At least [insert number e.g. 30] days before the AGM, the Appointment Panel:

##### must notify the Board of the Appointed Board Member(s) who are to assume office; and

##### may notify the Board of any recommended applicants whom it considers would best suit the vacant positions of Elected Board Members for consideration at the AGM. [Guidance note: Optional to include a recommendation from the Appointments Panel if you feel it is appropriate. Amend as applicable if elections are not held at the AGM.]

#### In turn, the Board must, at least [insert number e.g. 21] days before the AGM, notify the Members of:

##### the Appointment Panel’s decision regarding any Appointed Board Members it has appointed;

##### recommendations (if any) of applicants that the Appointment Panel considers would best suit the vacant positions of Elected Board Members; and [Guidance note: Optional to include.]

##### the names of any other applicants for the vacant positions of Elected Board Members.

#### Elections of the Elected Board Members at the AGM will take place as follows:

##### if there is more than one nominee for any vacant positions of Elected Board Members, the election is by secret ballot or any other method of voting required by the Board;

##### those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected; [Guidance note: This is an example only, other voting options are possible.]

##### if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;

##### if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

Election of Board Members

### [Guidance note: Include this section if you only have Elected Board Members and delete ‘Appointment of Board Members’, ‘Election and Appointment of Board Members’ and ‘Appointment Panel’ sections. This is an example of elections being held at the AGM. Amend if your elections are held at a different time.]

### Board Members are elected as follows:

#### the Board must call for nominations for any Board Member positions that are to be vacated at an AGM by a date set by the Board and if no date is set, at least [insert number e.g. 90] days before the AGM; [Guidance note: You may wish to include the option for people to apply at the meeting if it is not uncommon for there to be an insufficient number of applicants.]

#### nominations are made in the form decided by the Board and must be received by the date set by the Board and if no date is set, at least [insert number e.g. 60] days before the AGM; [Guidance note: We recommend the form is sufficiently detailed and includes a requirement for disclosure of any actual or potential conflicts of interests or if the person is involved/closely connected with a person or activity which has or may bring the organisation or the sport/recreation into disrepute or which may be prejudicial to the purposes or the interests of the organisation and/or the sport/recreation if they become a Board Member.]

#### the Board must give notice of the nominations to all Members at least [insert number e.g. 21] days before the AGM;

#### at the AGM, if there are more nominees than number of positions available, the election is by secret ballot;

#### those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected; [Guidance note: This is an example only, other voting options are possible.]

#### if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;

#### if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

Appointment of Board Members

### [Guidance note: Include this section if you only have Appointed Board Members and delete ‘Election of Board Members’ and ‘Election and Appointment of Board Members’ sections. Amend if your appointments are not announced at the AGM.]

### Board Members are appointed as follows:

#### The Appointment Panel must call for applications for any vacant Board Member positions by a date set by the Board and if no date is set, at least [insert number e.g. 90] days before the AGM.

#### Applications are made in the form decided by the Appointment Panel and must be received by the Appointment Panel by the date set by the Board and if no date is set, at least [insert number e.g. 60] days before the AGM. [Guidance note: We recommend the form is sufficiently detailed and includes a requirement for disclosure of any actual or potential conflicts of interests or if the person is involved/closely connected with a person or activity which has or may bring the organisation or the sport/recreation into disrepute or which may be prejudicial to the purposes or the interests of the organisation and/or the sport/recreation if they become a Board Member.]

#### The Appointment Panel must undertake its responsibilities as set out in clause 6.11.

#### At least [insert number e.g. 30] days prior to the AGM, the Appointment Panel must notify the Board of the Appointed Board Member(s) who are to assume office. In turn, at least [insert number e.g. 21] days before the AGM, the Board must notify the Members of the Appointment Panel’s decision regarding any Appointed Board Members it has appointed.

Appointment Panel

### [Guidance note: Include this section if you have Appointed Board Members.]

### There will be a Board Appointment Panel (**Appointment Panel**) comprising of the following people (each a **Panel Member**):

#### the Chair, or if the Chair is not eligible or willing to serve on the Appointment Panel or is seeking reappointment or re-election to the Board, then another Board Member who is eligible to serve on the Appointment Panel and is not seeking re-appointment or re-election to the Board as determined by the Board;

#### a nominee who is independent of [organisation name] and is experienced in governance and the functions and appointment process of board members in New Zealand, as determined by the Board;

#### a nominee who is independent of the Board and has an interest and understanding of [sport/recreation/play] in New Zealand, as determined by the Board,

### and the Appointment Panel must be diverse and inclusive and as a minimum must always have diversity of gender among its people. [Guidance note: This is an example, amend to suit the number and composition of people on your panel. Gender diversity on the panel should be achievable.]

### A person will not be eligible to be a Panel Member or remain as a Panel Member if any of the circumstances listed in clause 6.22 apply to that person.

### If the Board as a whole has been removed, resigns en masse, or does not have a quorum and is unable to appoint the Appointments Panel, it will be appointed by Sport New Zealand Ihi Aotearoa.

### The convenor of the Appointment Panel is the person referred to in clause 6.6(a).

### Panel Members remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Appointment Panel was established. A person is not eligible to serve on the Appointment Panel following the fifth anniversary of their first appointment to the Appointment Panel.

### The Appointment Panel is independent of the Board and is responsible for:

#### advertising, identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;

#### receiving and assessing applications from candidates for appointment as Appointed Board Members, including undertaking such enquiries and holding interviews and meetings as it sees fit;

#### deciding the candidates to be appointed as Appointed Board Members;

#### receiving and assessing applications from candidates for election as Elected Board Members at an AGM, including undertaking such enquiries and holding interviews and meetings as it sees fit; [Guidance note: Include if the panel considers candidates for Elected Board Member positions. Amend if the election is not held at the AGM.]

#### recommending to the Members at, or prior to, an AGM at which any vacancy in the positions of Elected Board Member arises, the applicant(s) whom the Appointment Panel considers would best suit the positions. [Guidance note: Include if the panel recommends candidates for Elected Board Member positions to the AGM. Amend if the election is not held at an AGM. The panel has the right to not recommend a candidate standing for election, but all candidates must be included in the election ballot unless they are disqualified from being a board member.]

### In determining the Appointed Board Members, [and recommending persons to be Elected Board Members] [Guidance note: Include wording in square brackets if the panel recommends candidates for Elected Board Member positions], the Appointment Panel will do so based on merit and will consider the following factors about the candidate and the Board as a whole:

#### prior experience as a director, trustee, officer or experience in any other governance role;

#### knowledge of, and experience in [sport/recreation] organisations generally;

#### understanding of the legal, regulatory, fiduciary and ethical obligations of Board Members;

#### the desire for conflicts of interest on the Board to be minimised;

#### the desire for a wide range of knowledge, skills, and experience on the Board; and

#### the desire for diversity and inclusion on the Board.

### No Panel Member may seek to become a Board Member while a Panel Member.

### Unless otherwise set out in this Constitution, the Appointment Panel may decide its own process.

### The quorum for a meeting of the Appointment Panel is [insert number] Panel Members. [Guidance note: Adjust the quorum as appropriate to suit the number of panel members.]

### Any decision of the Appointment Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be [insert e.g. unanimous if panel consists of 3 people, or at least 75% if panel consists of 4 people].

### All information received by the Appointment Panel and its discussions must be kept confidential except to the extent required by law. Panel Members must notify the convenor of any potential conflict of interest in considering any candidate. If the convenor considers it appropriate to do so, they may require that Panel Member to vacate their position. If the convenor considers they may have a potential conflict of interest, they must notify the other Panel Members and the Board. If the Board considers it appropriate to do so, it may require that convenor to vacate their position.

### The Board may remove any Panel Member if the Board considers, in its sole discretion, that:

#### that Panel Member has a conflict of interest which has not been satisfactorily resolved to the satisfaction of the Board; or

#### there are circumstances which may give rise to a question of actual or apparent bias in the Appointment Panel’s composition and/or process. [Guidance note: Optional to include this clause 6.18 and 6.19.]

### Before removing any Panel Member, the Board must:

#### notify that Panel Member of its proposal to remove them;

#### give that Panel Member and the other Panel Members the opportunity to make submissions on the proposed removal and the opportunity to be heard.

### Any vacancy in the Appointment Panel will be replaced by the person or organisation that appointed the Panel Member for which the vacancy arises.

Qualification

### Every Board Member must, in writing:

#### consent to be a Board Member; and

#### certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act or under the Charities Act 2005. [Guidance note: Include wording in orange if your organisation is a charity. New sections 36B and 36C relating to the qualification of officers in the Charities Act 2005 were inserted by the [Charities Amendment Act 2023](https://www.legislation.govt.nz/act/public/2023/0034/latest/LMS757453.html). Section 47, Inc Soc Act sets out disqualifying factors such as being under 16 years old, an undischarged bankrupt, a person who is prohibited from being a director under other legislation, a person who is disqualified from being an officer of a charity etc.]

Disqualification

### The following persons are disqualified from being elected, appointed or holding office as a Board Member[, or in the case of clause 6.7, from being or remaining as a Panel Member]: [Guidance note: Include wording in blue if you have an Appointment Panel.]

#### A person who is an employee of, or contractor to [organisation name].

#### A person who holds office with a Member, where that Member is a [insert the next tier of direct membership e.g. Regional Body or Club], unless as a condition of becoming a Board Member they resign from office with the Member. [Guidance note: If a person holds office in a Member organisation and the national organisation, this may be a conflict of interest. It is good practice to require that a person resigns from office in the Member organisation before becoming a board member of the national organisation.]

#### A person who is disqualified from being elected, appointed or holding office as a Board Member under section 47 of Act or under section 36B of the Charities Act 2005. [Guidance note: Include wording in orange if your organisation is a charity.]

#### A person who has been removed as a Board Member following a process under this Constitution or any Bylaw.

### If an existing Board Member becomes or holds any position in clauses 6.22(a) or (b) then upon appointment to such a position, that Board Member is deemed to have vacated their office as a Board Member.

### If any of the circumstances listed in clause 6.22(c) occur to an existing Board Member, that Board Member is deemed to have vacated their office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

Term of office

### The term of office for all Board Members is [insert number] years, expiring at the end of the relevant AGM. A Board Member may be [re-elected] [or] [reappointed] to the Board for a maximum of [insert number] consecutive terms of office. [Prior to each AGM, the Board will advise the Appointment Panel of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.] [**MANDATORY CLAUSE:** The term of office of officers is required to be in your constitution – section 26(1)(f)(iii), Inc Soc Act.] [Guidance note: Amend depending on when the terms expire and whether Board Members are elected/appointed. Best practice indicates not more than 2 or 3 consecutive terms are served. A person could serve at a later date if they don’t serve consecutive terms.]

### The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total terms served.

Rotation

[Guidance note: A rotation provision is useful to minimise the risk of too many Board Members having terms that end at the same time and to support continuity of governance and stability of your organisation by retaining some experienced people on Board.
If you are starting a new organisation with, e.g. 7 Board Members where the term of office is 3 years, you can say that 2 Board Members have terms of 1 year, 2 Board Members have terms of 2 years and 3 Board Members have terms of 3 years (or other mix of years as you wish).
Where your organisation already exists you can start a rotation process in the same manner as above, but with assistance of a transition clause that specifies that the persons on the Board who have time to run on their terms have their existing terms of office amended so that (using a similar example as above) 2 Board Members end their terms at the first AGM after adoption of the new Constitution, 2 Board Members end their terms at the second AGM after adoption and 3 Board Members end their terms at the third AGM after adoption (or whatever combination of existing and/or new terms provides the desired rotation outcome).
Consider whether initial terms of 1 or 2 years served by Board Members when establishing a rotation cycle might be excluded in calculating the total terms served. If so, amend clause 6.26 to include this.]

Vacancies

### If there is a Casual Vacancy on the Board of an Appointed Board Member and: [Guidance note: Include if you have Appointed Board Members.]

#### the Casual Vacancy arose six (6) months or more after the last AGM, the remaining Board Members may:

##### refer the appointment to the Appointment Panel to fill under [insert clause 6.3 or 6.5] with such modifications as to timing and process as it considers appropriate to fill the Casual Vacancy as soon as reasonably practicable;

##### appoint a person of their choice to fill the Casual Vacancy; or

##### leave the Casual Vacancy unfilled until the next AGM;

#### the Casual Vacancy arose less than six (6) months after the last AGM, the remaining Board Members must refer the appointment to the Appointment Panel to fill under [insert clause 6.3 or 6.5] with such modifications as to timing and process as it considers appropriate to fill the Casual Vacancy as soon as reasonably practicable

### A person appointed to fill a Casual Vacancy of an Appointed Board Member continues until the expiry of the term of the person they replace. [Guidance note: Include if you have Appointed Board Members. Best practice is for the person appointed to fill the casual vacancy until the end of the term of the person they are replacing so that the Board rotation is maintained.]

### If there is a Casual Vacancy on the Board of an Elected Board Member, the remaining Board Members may: [Guidance note: This clause maintains the rotation of Board Members even where there is a Casual Vacancy.]

#### appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;

#### appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected under [insert clause 6.3 or 6.4] to fill the remainder of the term of the Casual Vacancy;

#### may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected under [insert clause 6.3 or 6.4] to fill the remainder of the term of the Casual Vacancy.

Suspension of Board Member

### If a Board Member is or may be the subject of an allegation or notice relating to a matter described under clause 6.22 or any other circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may, by Special Resolution, suspend the Board Member from the Board and set conditions it requires pending the final determination of the allegation, notice or circumstances. Before imposing any suspension, the Board Member must be given notice of the suspension.

Removal of Board Member

### The Board may, by Special Resolution, remove a Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:

#### has seriously breached duties under this Constitution or the Act; or

#### is no longer a suitable person to be a Board Member; or

#### is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring [organisation name] or [sport/recreation] into disrepute or which may be prejudicial to the Purposes or the interests of [organisation name] and/or [sport/recreation] if they remain as a Board Member.

### The Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

### Before considering a motion for removal, the Board Member who is the subject of the motion must be given:

#### notice that a Board Meeting is to be held to discuss the motion to remove the Board Member; and

#### adequate time to prepare a response; and

#### the opportunity prior to the Board Meeting to make written submissions; and

#### the opportunity to be heard at the Board Meeting.

Board Member ceasing to hold office

### A person ceases to be a Board Member if: [**MANDATORY CLAUSE:** Grounds for removal from office of officers is required to be in your constitution – sections 26(1)(f)(v) and 50(1)(b), Inc Soc Act.]

#### their term expires;

#### the person resigns by delivering a signed notice of resignation to the Board;

#### the person is removed from office under this Constitution;

#### the person becomes disqualified from being an officer under section 47(3) of the Act;

#### the person becomes disqualified from being an officer under section 36B of the Charities Act 2005; [Guidance note: Include if your organisation is a charity.]

#### the person dies; or

#### the Member who had the right to appoint the person to be a Board Member, ceases to be a Member. [Guidance note: Include if specific members may appoint board members.]

# Board Meetings

### Board Meetings may be called at any time by the Chair or by [insert number] Board Members, but generally the Board meets [insert frequency]. [**MANDATORY CLAUSE:** The procedure for board meetings is required to be in your constitution – section 26(1)(f)(vii), Inc Soc Act.]

### Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure. [**MANDATORY CLAUSE****:** The procedure for board meetings is required to be in your constitution – section 26(1)(f)(vii), Inc Soc Act.]

Quorum

### The quorum for a Board Meeting is [insert number] Board Members. [**MANDATORY CLAUSE:** The quorum for board meetings is required to be in your constitution – section 26(1)(f)(vii), Inc Soc Act.]

### Any Board Member may be counted for the purposes of a quorum, participate in any Board Meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Board Meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Board Meeting can hear each other effectively and simultaneously.

Chair

### At its first meeting following an AGM, the Board must elect a Chair. [**MANDATORY CLAUSE:** How the chair (if any) is elected or appointed is required to be in your constitution – section 26(1)(f)(vi), Inc Soc Act.]

### The role of the Chair is to chair meetings of the Board. If the Chair is unavailable, another Board Member must be appointed by the Board to undertake the Chair’s role during the period of unavailability.

Voting

### Each Board Member has one vote. Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. [**MANDATORY CLAUSE:** The voting procedures for Board Meetings is required to be in your constitution – section 26(1)(f)(vii), Inc Soc Act.]

### *Option A:* The Chair does not have a casting vote in the event of a tied vote on any Board resolution. *Option B:* The Chair has a casting vote in the event of a tied vote on any Board resolution. [**MANDATORY CLAUSE:** Whether the Chair has a casting vote if there is an equality of votes is required to be in your constitution – section 26(1)(f)(vi), Inc Soc Act.] [Guidance note: It is best practice for the Chair not to have a second or casting vote on the basis that if something does not gain the required support to pass, then it should not pass.]

Resolution in writing

### A resolution in writing signed or consented to by email or other electronic means by the required majority of Board Members is valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed by one or more Board Members.

# Officers’ Duties

### [Guidance note: This clause includes a succinct statement of the officers’ duties in sections 54 – 59, Inc Soc Act. It is optional to include, but it is worthy of inclusion as a ready reference for officers without them needing to look at the Act or other guidance material. If there are other officers duties, roles or responsibilities, it is recommended these are set out in a Board Charter, so that changing these does not require an amendment to the Constitution at a General Meeting.]

### An Officer:

#### when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of [organisation name];

#### must exercise a power as an Officer for a proper purpose;

#### must not act, or agree to [organisation name] acting, in a manner that contravenes the Act or this Constitution;

#### when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of [organisation name], the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

#### must not agree to the activities of [organisation name] being carried on in a manner likely to create a substantial risk of serious loss to [organisation name]’s creditors or cause or allow the activities of [organisation name] to be carried on in a manner likely to create a substantial risk of serious loss to [organisation name]’s creditors;

#### must not agree to [organisation name] incurring an obligation unless the Officer believes at that time on reasonable grounds that [organisation name] will be able to perform the obligation when it is required to do so; and

#### when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

##### an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

##### a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person’s professional or expert competence; or

##### any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer’s or subcommittee’s designated authority,

#### if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

# Interests

### An Officer is **Interested** in a Matter if the Officer: [Guidance note: This definition is taken from section 62(1) and (2), Inc Soc Act. Alternatively, you can refer to the Act’s definition. The Act focuses on financial conflicts of interest but the Act allows an organisation to extend the definition of “Interested” by including additional circumstances which are conflicts of interest in its constitution. In sport/recreation there can be other conflicts of interest e.g. non-financial benefits such as holding/seeking appointment to another position within or related to the sport (including locally, regionally, nationally, internationally) which comes with remuneration/prestige/other benefits, a relative being selected for a team/event, allocation of events to a particular venue/region, complimentary travel to events. Ensure these are adequately covered in your Board charter/policies e.g. see [Sport NZ Anti-Corruption Policy](https://sportnz.org.nz/resources/anti-corruption-policy-member-protection/#:~:text=These%20policies%20are%20part%20of,national%2C%20regional%20and%20community%20organisations.) and [Sport NZ Conflicts of Interest Policy](https://sportnz.org.nz/resources/conflicts-of-interest-policy-member-protection/).]

#### may obtain a financial benefit from the Matter; or

#### is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or

#### may have a financial interest in a person to whom the Matter relates; or

#### is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

#### but an Officer is not interested in a Matter:

#### merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or

#### if the Officer’s interest is the same or substantially the same as the benefit or interest of all or most other Members of [organisation name] due to the membership of those members; or

#### if the Officer’s interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

### [Guidance note: The following clauses 9.2 to 9.6 relate to the interests obligations under the Inc Soc Act. They are not required to be in the constitution. The Inc Soc Act permits the constitution to negate, limit or modify sections 63, 64, 65(1) and 73. Amend as required.]

### The Board must keep an Interests Register.

### An Officer who is Interested in a Matter relating to [organisation name] must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register. [Guidance note: This is the default position under section 63 Inc Soc Act.]

### A Board Member who is Interested in a Matter:

#### must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent; [Guidance note: This is the default position under section 64(1)(a) and 64(2), Inc Soc Act.]

#### must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent; [Guidance note: This is the default position under section 64(1)(b) and 64(2), Inc Soc Act.]

#### must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent; [Guidance note: The default position in section 64(1)(c), Inc Soc Act is that an Interested Board Member may take part in discussions unless the Board decides otherwise. This clause modifies that position so an Interested Board Member cannot take part in discussions unless the Board agrees.]

#### may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered. [Guidance note: This is the default position under section 64(2)(a), Inc Soc Act.]

### Despite clause 9.4, if 50% or more BoardMembers are Interested in a Matter, an SGM must be called to consider and determine the Matter. [Guidance note: This is the default position under section 64(3), Inc Soc Act, but it can be modified or negated. It may be a rare occurrence for more than half of Board Members to be interested, so the requirement to call a SGM in those circumstance would be appropriate.]

### The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure. [Guidance note: This is the default position under section 65(1), Inc Soc Act.]

# Patron

### A Patron may be invited by the Board to be the Patron. The Patron is entitled to attend and speak at General Meetings but has no right to vote. [Guidance note: A Patron does not have to be approved by the membership at a General Meeting, although traditionally this has been the practice amongst many societies. A Patron must accept this position so it is preferable for the Board to be empowered to invite a person to fill this role.]

# Chief Executive

### [Guidance note: Include if applicable, amend the position title as appropriate.]

### A Board may engage a Chief Executive.

### The Chief Executive is under the direction of the Board and is responsible for the day-to-day management of the affairs of [organisation name] under this Constitution and the Bylaws and within any delegated authority from the Board.

### The Chief Executive may attend Board Meetings on and when required by the Board but has no voting rights. [Guidance note: It is best practice that a Chief Executive is not part of the Board to ensure the separation of governance and management.]

# Indemnity and Insurance

### [Guidance note: The Inc Soc Act regulates indemnities and insurance for officers, members and employees. Consider carefully *who* you choose to provide an indemnity to. The Board may wish to consider the use of specific indemnity insurance and seek specialist advice on the suitability and extent of insurance cover.]

### *Option A*: [organisation name] may indemnify its current and former [Officers], [Members] [and employees] as permitted by section 96 of the Act.

### *Option B*: [organisation name] indemnifies its current [and former] [Officers], [Members] [and employees] as permitted by section 96 of the Act. [Guidance note: Granting an indemnity means your organisation is agreeing to provide protection against, or compensation for, a loss or liability incurred by the person receiving the indemnity.Option A: This clause provides that your organisation may indemnify a class of persons if it chooses to, and it may do so on a case by case basis. An additional step will need to be taken by your organisation to enter into a deed of indemnity with the persons that you are indemnifying in order for the indemnity to take effect. Option B: This clause provides that your organisation is indemnifying a class of persons. Once your constitution is registered, the indemnity will be in effect.You may not indemnify for criminal liability or a liability that arises out of a failure to act in good faith and in what the officer, member, or employee believes to be the best interests of the organisation.]

### With the prior approval of its Board, [organisation name] may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act. [Guidance note: Section 97 requires that the officers who vote in favour of authorising the insurance must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the organisation.]

### [organisation name] is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

#### liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and

#### costs incurred by the Officer for any claim or proceeding relating to that liability. [Guidance note: Consider carefully if you want the Board to have the authority to indemnify or effect insurance for officers for a failure to comply with their officers’ duties under sections 54 to 61. If you want the Board to have the authority, it must be expressly authorised by your constitution.]

# Finances

### The funds and property of [organisation name] are:

#### controlled, invested and disposed of by the Board, subject to this Constitution; and

#### devoted solely to the promotion of the Purposes. [**MANDATORY CLAUSE:** How the society will control and manage its finances is required to be in your constitution – section 26(1)(h), Inc Soc Act.]

### [organisation name]’s balance date is [insert date] or on the date as the Board decides.

### [organisation name]’s financial statements must be [audited/reviewed] each year and the [audited/reviewed] financial statements must be submitted to the AGM. The [auditor/reviewer] will be appointed [insert how the auditor will be appointed e.g. at each AGM or by the Board]. [Guidance note: See guidance note at clause 5.3(b)(iii) regarding whether financial statements are required to be audited or reviewed at law. Include this clause if financial statements are to be audited/reviewed and amend how the auditor/reviewer is appointed as applicable. Delete clause 5.3(e) if the auditor is not appointed at the AGM.]

No personal benefit

### The Officers and Members may not receive any distributions of profit or income from [organisation name]. This does not prevent Officers or Members:

#### receiving reimbursement of actual and reasonable expenses incurred, or

#### entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms’ length, relative to what would occur between unrelated parties,

### provided no Officer or Member is allowed to influence any such decision made by [organisation name] in respect of payments or transactions between it and them, their direct family or any associated entity. [Guidance note: This clause is required by the IRD for sports clubs and charities seeking an income tax exemption. See [IRD Guidance](https://www.ird.govt.nz/roles/not-for-profits-and-charities/before-you-start/rules-wording). This clause prevents officers and members from receiving distributions of profit or income from your organisation. An incorporated society cannot be carried on for the financial gain of its members (section 22, Inc Soc Act). Sections 23 and 24 of the Inc Soc Act set out circumstances which would and would not be considered as having a purpose of being carried on for the financial gain of its members.]

# Method of contracting

### A contract or other enforceable obligation may be entered into by [organisation name]:

#### by deed by:

##### 2 or more Officers; or

##### an Officer, or other person or class of persons, whose signature or signatures must be witnessed; or

#### by agreement by a person acting under [organisation name]’s express or implied authority. [Guidance note: This section reflects the position in section 123, Inc Soc Act. If you wish to appoint an attorney either generally or in relation to a specified matter, your constitution must expressly allow for this – section 124, Inc Soc Act. Note that if you do this, an act of the attorney will bind your organisation. An organisation is not required to have common seal under the Inc Soc Act, so this template does not provide for one. If you wish to have one, insert this.]

# Amendments

Amendment

### This Constitution may only be amended or replaced by [insert Ordinary or Special] Resolution at a General Meeting.[**MANDATORY CLAUSE:** The method by which the constitution may be amended is required to be in your constitution – sections 26(1)(i), 30 and 31, Inc Soc Act.] [Guidance note: Amendments to a constitution usually require either 75% or 66.6%. It would be unusual to only require an ordinary resolution (51%), as a constitution is a contract between your organisation and your members, so it shouldn’t easily be changed by an ordinary resolution.]

### No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals. [Guidance note: This clause is required by the IRD for sports club and charities seeking an income tax exemption. See [IRD Guidance](https://www.ird.govt.nz/roles/not-for-profits-and-charities/before-you-start/rules-wording).]

### If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment. [Guidance note: Section 31, Inc Soc Act, sets out a process that allows your organisation to amend the constitution if the amendment would have no more than a minor effect or is to correct errors or makes similar technical alterations. You can choose to include this clause, or rely on the ability to make minor/technical amendments under the Inc Soc Act.]

# Bylaws

### The Board may make and amend Bylaws for the conduct and control of [organisation name]’s activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Purposes, the Act and any other laws. All Bylaws are binding on [organisation name] and the Members. [Guidance note: Section 28(2), Inc Soc Act provides that a Bylaw purportedly made by a society has no effect to the extent that it contravenes, or is inconsistent with, the Act, any other legislation or the society’s constitution.]

### The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

# Integrity

Anti-doping

### [organisation name] adopts the Sports Anti-Doping Rules (**SADR**) made by the Sport Integrity Commission under the Integrity Sport and Recreation Act 2023 as its Bylaws on anti-doping and agrees to be bound by SADR. All Members:

#### agree to the application of SADR; and

#### must require in their constitutions that their members agree to the application of SADR.

Integrity Code

[Guidance note: The [Integrity Sport and Recreation Act 2023](https://legislation.govt.nz/act/public/2023/0048/latest/whole.html#LMS787103) (**ISRA**) has established the Sport Integrity Commission Te Kahu Raunui. The Sport Integrity Commission has issued the Code of Integrity for Sport and Recreation (**Integrity Code**) available here: [Integrity Code](Integrity%20Code).
Their recommendation is that national level organisations adopt the Integrity Code first. National organisations can then take a phased approach to support adoption and implementation by their regional and local organisations. See further guidance [Adopting the Integrity Code](https://sportintegrity.nz/the-integrity-code/adoption-process).
Clauses 17.2 to 17.4 are provided as an example of how a national organisation might enable the effective application of the Integrity Code across a sport or recreation. The clauses do not predetermine that the organisation will adopt the Integrity Code, but provide a framework for consistent application if they do adopt it. To formally adopt the Integrity Code your organisation could amend its constitution to explicitly state that the Integrity Code is adopted, or if enabled in advance by facilitating clauses such as clauses 17.2 to 17.4, it could adopt at any point by passing a formal resolution.]

### In this clause 17, **Integrity Code** means the Code of Integrity for Sport and Recreation issued by the Sport Integrity Commission under section 19 of the Integrity Sport and Recreation Act 2023.

### If [organisation name] adopts the Integrity Code, the Members of [organisation name] are bound by the Integrity Code. [Guidance note: Section 21(2)(b)(i), ISRA.]

### All Regional Bodies must include in their constitution that if [organisation name] adopts the Integrity Code the members of the Regional Bodies agree to the application of the Integrity Code to them and agree to be bound by it and must require that its members include a similar clause in their constitutions. [Guidance note: Include and amend as required for your membership structure. If you are part of a federated structure (or a hybrid structure where some members of the regional bodies, clubs or other tiers are not directly members of the national organisation), include clause 17.4 to allow for a cascading regime of clauses which bind each membership level in your structure. Clauses relating to the Integrity Code will need to be included in the constitutions of your regional organisations and clubs that have members who are not directly members of the national organisation.A unitary structure (or a hybrid structure where all organisations and individuals are directly members of the national organisation) will not require the inclusion of clause 17.4 because all individuals are directly members of the national organisation, so they will all be bound by the Integrity Code adopted by their national organisation.]

# Dispute resolution

[**MANDATORY CLAUSE:** Procedures for resolving disputes, including providing for how a complaint may be made, are required to be in your constitution – sections 26(1)(j), 38 to 44, Inc Soc Act.] [Guidance note: Such procedures must be consistent with the rules of natural justice. Sch 2, Inc Soc Act contains an optional dispute resolution procedure.

The following clauses provide an example of how an organisation might manage disputes and other matters arising that are dealt with under policies or regulations, while ensuring that it complies with the Inc Soc Act requirements, as well as providing a dispute resolution procedure which is largely based on Sch 2 of the Act. The flow chart below helps to determine the correct procedure for handling a certain dispute or other matter.

You will need to think carefully through all the policies and regulations that sit outside your constitution that contain dispute elements and consider how these flow through your membership structure. This may be an opportunity to set up an aligned and integrated disputes resolution procedure within a sport or recreation’s network. Consider whether your organisation can assist your regional organisations and clubs with guidance or appropriate dispute resolution procedures as they prepare to re-register.

There is a wide range of disputes to consider that can arise both on and off field in sport (such as doping, selection, match fixing etc.), as well as the interaction between disputes and integrity matters. If your organisation adopts the Integrity Code, minimum standard 3 of the Integrity Code requires an organisation to implement an effective and fair dispute resolution process in relation to threats to integrity. See guidance from the Sport Integrity Commission: [How to comply with minimum standard 3](https://sportintegrity.nz/the-integrity-code/adoption-process/minimum-standard-3-checklist).]



Definitions

### In this clause 18:

#### **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and [organisation name], that relates to an allegation that:

##### a Member or an Officer has engaged in misconduct; or

##### a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or

##### [Organisation name] has breached, or is likely to breach, a duty under this Constitution or the Act; or

##### a Member’s rights or interests as a member have been damaged or Members’ rights or interests generally have been damaged; [Guidance note: Section 38(1), Inc Soc Act.]

#### **DisputesProcedure** means the procedure for resolving a Dispute set out in clauses 18.6 to 18.19;

#### a **Member** is a reference to a Member acting in their capacity as a Member; [Guidance note: Section 38(3)(a), Inc Soc Act.]

#### an **Officer** is a reference to an Officer acting in their capacity as an Officer. [Guidance note: Section 38(3)(b), Inc Soc Act.]

Application of other legislation to a Dispute

### The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation. [Guidance note: Section 42(2), Inc Soc Act. As examples, the Employment Relations Authority has exclusive jurisdiction to make determinations about employment relationships problems; the Sports Tribunal hears appeals against decisions of national sporting organisations if that organisation’s constitution provides for it; and the Sport Integrity Commission’s disciplinary panel may determine breaches of the Integrity Code and sanctions that might be imposed if a breach is found to have occurred.]

Application of other procedures under this Constitution or in a Bylaw

### If the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice. [Guidance note: For example, there is a separate procedure in this Constitution for removing a Board Member at clauses 6.31 and 6.32. You must make it clear to your Members where these Other Procedures are found and ensure that they are easy to access. Bylaws is an umbrella term used to cover bylaws, policies, regulations and codes that your organisation might have e.g. policies on competition manipulation, selection appeals, corruption and fraud, member protection, code of conduct and rules of the game.]

### If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

Application of the Disputes Procedure

### If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

*Disputes Procedure*

### **Raising a complaint** [Guidance note: Section 38(2) and cl 2, Sch 2, Inc Soc Act.]

### A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:

#### the allegation to which the dispute relates and who the allegation is against; and

#### any other information reasonably required by [organisation name].

### [Organisation name] may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.

### The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

### **Investigating and determining Disputes** [Guidance note: Cl 5, Sch 2, Inc Soc Act.]

### Unless otherwise provided, [organisation name] must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.

### Disputes must be dealt with in a fair, efficient, and effective manner.

### **Decision to not proceed with a matter** [Guidance note: Cl 6, Sch 2, Inc Soc Act, modified.]

### Despite the contents of the Disputes Procedure, [organisation name] may decide not to proceed with a matter if:

#### the Complaint is trivial; or

#### the Complaint does not appear to disclose or involve any allegation of the following kind:

##### any material misconduct; or

##### any material breach or likelihood of material breach of a duty under this Constitution or the Act; or

##### any material damage to a Member’s rights or interests or Members’ rights or interests generally; or

#### the Complaint appears to be without foundation or there is no apparent evidence to support it; or

#### the person who makes the Complaint has an insignificant interest in the matter; or

#### the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or

#### there has been an undue delay in making the Complaint; or

#### the Complaint involves two Members who are also members of an organisation (**Organisation X**) which is also a Member of [organisation name] and the *C*omplaint has either been dealt with by Organisation X or is required to be, pursuant to the dispute resolution procedures of Organisation X. [Guidance note: Optional to include sub-clause (g). This sub-clause covers a situation in a hybrid federated model where, for example, 2 members of a club, who are also both members of the national organisation, have a Dispute. This sub-clause allows the Dispute to be dealt with at the appropriate level.]

### **Complaint may be referred** [Guidance note: Cl 7, Sch 2, Inc Soc Act, modified.]

### [Organisation name] may refer a Complaint to:

#### a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or

#### a subcommittee or an external person to investigate and report; or

#### any type of consensual dispute resolution with the consent of all parties to the Complaint. [Guidance note: Examples are mediation, facilitation or a tikanga-based practice.]

### **Hearing Body**

### The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

### **Bias** [Guidance note: Cl 8, Sch 2, Inc Soc Act.]

### An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:

#### impartial; or

#### able to consider the matter without a predetermined view.

### **Complainant’s right to be heard** [Guidance note: Cl 3, Sch 2, Inc Soc Act.]

### The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If [organisation name] makes a Complaint, [organisation name] has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of [organisation name].

### A Member or Officer or [organisation name] must be taken to have been given the right if:

#### the Member or Officer or [organisation name] has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

#### an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and

#### an oral hearing, if any, is held before the Hearing Body; and

#### the Member’s or Officer’s or [organisation name]’s written statement or submission, if any, are considered by the Hearing Body.

### **Respondent’s right to be heard** [Guidance note: Cl 4, Sch 2, Inc Soc Act.]

### The Member or Officer who, or [organisation name] which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is [organisation name], a Board Member may exercise the right on behalf of [organisation name]. A Respondent must be taken to have been given the right if:

#### the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and

#### the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and

#### an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and

#### an oral hearing, if any, is held before the Hearing Body; and

#### the Respondent’s written statement or submissions, if any, are considered by the Hearing Body.

### **Appeals**

### [Guidance note: Your constitution may provide for whether and, if so, how a decision made under the procedures for resolving disputes may be subject to an appeal or review, section 44, Inc Soc Act. Consider what rights of appeal or review are available (if any) and to what body they may be appealed to or reviewed by. In short, a right of appeal allows a party to apply to a different or higher body to determine whether the original decision was correct. A right of review is a more confined right where a reviewer looks at whether the way the original decision was made was lawful, reasonable and procedurally correct. The reviewer usually won’t decide whether the decision was the ‘right decision’.]

### Unless this Constitution or any Bylaw provides otherwise, any Member wishing to appeal a decision of [organisation name] regarding [insert which matters have appeal rights to the Sports Tribunal] where they have exhausted their rights of appeal within this Constitution and/or any Bylaw, may appeal to the Sports Tribunal of New Zealand. The rules of the Sports Tribunal of New Zealand apply to any such appeal. [Guidance note: The Sports Tribunal can hear an appeal against a decision of a national sporting organisation if their constitution specifically provides for an appeal to the Tribunal in relation to that matter. You will need to include this clause if you wish this to occur and to specify which matters can be appealed to the Tribunal. Where an organisation has adopted the Integrity Code, the Tribunal can also determine disputes arising from the application of the Integrity Code, hear an appeal against a decision of a disciplinary panel established by the Sport Integrity Commission under subpart 4 of Part 4 of ISRA and hear an appeal against a decision of a disciplinary body established by an organisation that has adopted the Integrity Code. Refer section 38, Sports Tribunal Act 2006.]

### There is no right of appeal or right of review of a decision unless specified. [Guidance note: Optional to include.]

# Liquidation and removal

### The Board must give notice to all Members at least 20 Working Days of a proposed motion:

#### to appoint a liquidator;

#### to remove [organisation name] from the Register of Incorporated Societies; or

#### for the distribution of [organisation name]’s surplus assets.

### The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

### Any resolution for a motion set out in clauses 19.1(a) to (c) must be passed by [insert an Ordinary / a Special] Resolution of Members. [Guidance note: Under the 1908 Act resolutions passed at two meetings were required to wind up the organisation – the 2022 Act only requires one. Given the serious nature of this decision, consider whether this should be a Special Resolution.]

### The surplus assets of [organisation name], after the payment of all costs, debts and liabilities, must be disposed of to [insert not-for-profit entity(ies) name(s)] or any other not-for-profit entity that shares similar purposes to [organisation name]. [**MANDATORY CLAUSE****:** The nomination of a not-for-profit, or class/description of not-for-profit entities to which surplus assets should be distributed to on a wind-up is required to be in your constitution – section 26(1)(i), Inc Soc Act.] [Guidance note: A not-for-profit entity is defined in section 5(3), Inc Soc Act as: (a) a society incorporated under the Inc Soc Act; (b) a charitable entity (as defined in section 4(1) of the Charities Act 2005); (c) any other society, institution, association, organisation or trust that is not carried on for the private benefit of an individual and whose funds are applied entirely or mainly for benevolent, philanthropic, cultural, charitable, sporting or public purposes in NZ and whose rules require that on winding up, any surplus assets must be given to other not-for-profits within the meaning of section 5(3), Inc Soc Act. Include this clause if your organisation is not a charity and delete clause 19.5.This clause is also required by the IRD for sports clubs and charities seeking an income tax exemption. See [IRD Guidance](https://www.ird.govt.nz/roles/not-for-profits-and-charities/before-you-start/rules-wording).]

### The surplus assets of [organisation name], after the payment of all costs, debts and liabilities, must be disposed of to [insert organisation(s) with charitable status] or any other not-for-profit entity or entities in New Zealand which are exclusively charitable and which share similar purposes to [organisation name]. [Guidance note: Include if your organisation is a charity and delete clause 19.4.]

# Matters not provided for

### If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Board.

# Transition

[Guidance note: You may need to include a customised transition clause depending on the extent of your changes. The below areas are examples only.]

### This clause 21 applies to facilitate transition of [organisation name] from the previous [rules/constitution] to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.

### Subject to the Act, the Board may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for a period of [insert time] and is solely to enable flexibility in the transition of [organisation name] from the previous [rules/constitution] to this Constitution and to correct any unintended consequences occurring through different wording being used. [Guidance note: Specify the transition period during which this clause applies.]

Transition of Board Members

### [detail whether the Board Members under the previous rules/constitution will continue]

### [to maintain rotation of Board Members, or to set up a rotation, state the number of Board members that must retire at the first AGM, and at the second AGM etc.]

### [state whether the number of terms served under the previous rule/constitution count towards any maximum number of terms stipulated in this constitution]

Transition of Members

### Subject to this Constitution, every Member which was a member of [organisation name] and recorded on the Member Register immediately prior to the commencement of this Constitution, continues as a Member.

Transition of Bylaws

### All bylaws, policies, regulations of [organisation name] which were in force immediately prior to this Constitution or any previous [rules/constitution] coming into force continue in force, until such time as they are revoked by the Board. If any of those bylaws, policies, regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.