



## **RULES AND CONSTITUTION**

**OF**

## **CENTRAL REGION DRAGON BOAT ASSOCIATION INCORPORATED**

A Society incorporated under the Incorporated Societies Act 1908, No.2627291  
Registered as a charitable entity under the Charities Act 2005, No.CC53925

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# **RULES AND CONSTITUTION OF CENTRAL REGION DRAGON BOAT ASSOCIATION INCORPORATED**

## **1 DEFINITIONS**

**AGM** means Annual General Meeting

**Association** means the Central Region Dragon Boat Association Incorporated.

**Association Committee** means the Executive Officers and a representative from each member.

**Committee meeting** means an ordinary meeting of the Association Committee.

**Committee member** means an Executive Officer or a representative from a member of Central Region Dragon Boat Association Incorporated.

**CRDBA** means Central Region Dragon Boat Association Incorporated

**Executive Committee** means the Executive Officers.

**Executive Officers** means persons who hold a position of President, Vice-President, Secretary, or Treasurer.

**General meeting** means an Annual General Meeting or Special General Meeting.

**Member Club** means a legal entity ~~accepted at an AGM~~ as defined in Clause 5

**NZDBA** means New Zealand Dragon Boating Association

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

**Region** includes Hawke's Bay, Manawatu, Wanganui, Wairarapa, and Wellington

**SGM** means Special General Meeting

**Special Resolution** means a resolution passed by two-thirds of votes cast.

## **2 NAME**

The name of the Incorporated Society is "Central Region Dragon Boat Association Incorporated".

## **3 OBJECTS**

The objects of CRDBA are:

- To promote participation in Dragon Boat sport in all competition categories including youth, seniors, and cancer survivors specifically in the Region
- To increase knowledge, safety, and performance in Dragon Boat sport by increasing the number of trained coaches and sweeps (steerers), arranging training camps, and facilitating research
- To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of participants in Dragon Boat sport;
- To promote, develop and co-ordinate competitions for all sport-related activities of CRDBA
- To affiliate and co-operate with kindred and other organisations to further its goals in any way whatsoever that is in the interests of the Association.

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## **4 POWERS**

The Association has the power to:

- Make, alter, rescind, enforce by-laws, regulations, policies and procedures for the governance, management and operation of CRDBA;
- Determine, implement and enforce disciplinary disputes and appeal procedures (including drug testing and other policies), conduct hearings and impose sanctions and penalties;
- Consider and settle or mediate disputes between Members or complaints, in accordance with the CRDBA Complaints Policy that is current at the time;
- Determine who are its Members;
- Withdraw, suspend or terminate membership;
- Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- Sell, lease, mortgage, charge or otherwise dispose of any property of CRDBA and grant such rights and privileges over such property as it considers appropriate;
- Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of CRDBA;
- Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- Make, alter, rescind and enforce rules of competition;
- Organise and control competitions, events and programmes;
- Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the New Zealand Sports Disputes Tribunal and the New Zealand Sports Drug Agency;
- Delegate powers of CRDBA to any person, committee or sub-committee;
- Do any other acts or things which are incidental or conducive to the attainment of the objects of CRDBA.

## **5 MEMBERS**

The Association has 3 classes of Members:

- Registered Members: Paid up individuals registered on the RevSport site
- Member Clubs: Legal entities that have registered with the Association and have a minimum of 12 Registered Members. The said legal entity must reside or have its office located within the Whanganui-Manawatu, Hawkes Bay, Wairarapa, Horowhenua, or Wellington region
- Affiliated Members: individuals or organisations interested in forming a mutually beneficial relationship with CRDBA and want that relationship be recognised. Such relationships may be subject to formal agreements where deemed appropriate

~~Members of the Association are legal entities that are accepted as Members at an AGM or SGM of the Association. The said legal entity must reside or have its office located within the Region.~~

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Membership of the Association does not confer on any Member any privilege or any estate or proprietary right, interest, or share in the funds and property of the Association, nor shall any Member be personally liable for any of the liabilities of the Association.

## 6 MEMBER APPLICATIONS; ENTITLEMENTS AND REQUIREMENTS

An application for membership must in such format as may be required by the Association Committee from time to time. All applications for membership will be determined by the Association Committee.

Members are bound by these Rules and by the regulations, by-laws, policies and procedures of CRDBA.

CRDBA recognises three different types of members:

- **Normal Members** – clubs/teams that are eligible to affiliate to NZDBA as defined in the NZDBA constitution –
- **Individual Members** – paddlers, sweeps, coaches that are not members of Normal Members but seek some of the benefits of associating with CRDBA, for example receive sweeps training from CRDBA members, and agree to abide by CRDBA and NZDBA rules –
- **Affiliated Members** – individuals or organisations interested in forming a mutually beneficial relationship with CRDBA and want that relationship be recognised. Such relationships may be subject to formal agreements where deemed appropriate.

In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in these Rules or as otherwise set by the Association Committee, including payment of any membership or other fees within a required time period.

The failure by a member to comply with the requirements outlined in the paragraph above may result in withdrawal of membership entitlements but shall not excuse such member from being bound by these Rules.

**Members Clubs Normal Members** are entitled to:

- Participate in CRDBA's activities, subject at all times to complying with any additional requirements that are specified;
- Receive notices and papers and be able to attend, speak and exercise one vote at CRDBA's Association General Meetings;
- Nominate any Registered Member of a **Member Club Normal Member** for election as an officer of CRDBA;
- Attend and/or participate at a NZDBA approved and/or sanctioned event with Registered Members that meet NZDBA requirements.

**Registered Individual Members** are entitled to:

- Receive notices and papers relevant to their particular interest – Receive notices and papers and be able to attend, speak and exercise one vote at CRDBA's General

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Meetings;

- Be considered for specific roles relevant to their area of expertise such as sweeps coordinator, coaches coordinator etc
- Participate in CRDBA forums relevant to their area of expertise

**Affiliated Members are entitled to:**

- Any privileges, services, or information as may be agreed in writing from time to time

## **7 DURATION OF MEMBERSHIP**

**Any** Member may resign their membership at any time by notice in writing to the Secretary and on receipt of this notice shall cease to be a Member.

Membership may also be withdrawn, suspended or terminated by the Association Committee if a member fails to comply with these Rules including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of CRDBA or if a member acts in a manner which is considered by the Association Committee to be harmful to CRDBA or inconsistent with the standards of behaviour expected of a member.

A Member shall forfeit their Membership if representation on their behalf is absent without leave from three (3) consecutive meetings, and may only be reinstated by an Ordinary Resolution of the Association Committee if it is opined that the non-attendances were justified.

A withdrawal, suspension or termination of membership shall not relieve the Member from payment of any monies due to the Association.

If a membership is suspended or terminated, or a Member resigns, then no fees paid shall be refunded.

## **8 MEMBERSHIP FEE**

The Association Committee shall, ~~at its AGM, annually~~ determine:

- Any membership fee or other fees payable by ~~Normal and Individual~~ Members. Registered Members and Member Clubs.
- The due date for such fees; and
- The manner for payment of such fees.
- Any penalties or sanctions for late payment.

Any Member whose fees are outstanding will not be recognised as a Member of the Association until such time as the member has paid all fees due.

## **9 ASSOCIATION COMMITTEE**

### **9.1 Role of the Association Committee**

The governance and management of CRDBA shall be vested in the Association Committee, which may exercise all the powers of CRDBA.

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## **9.2 Membership of the Association Committee**

The Association Committee comprises the Executive Officers and one (1) representative from each Member Club.

The Executive Officers of the Association are elected at the Annual General Meeting and shall comprise of:

- President
- Vice President (up to two persons can hold the position of Vice President)
- Secretary
- Treasurer

The Association Committee may also include co-opt additional persons to fill any other positions created by the Association. Such co-opted Association Committee members can attend and speak at meetings but do not have any voting rights.

## **9.3 Association Committee meetings and duties**

Committee meetings shall be chaired by the Chairperson, normally the President. The Vice-President shall chair the General Meeting if the President is not present. The Committee Members present shall choose a Chairperson from amongst themselves if the President and Vice-President are not present.

The duty of each committee member is to pursue the objects of CRDBA and to exercise the powers of CRDBA for fulfilment of the objects and in so doing a committee member must:

- Regularly attend Committee meetings and General Meetings of CRDBA;
- Provide good governance for CRDBA;
- Regularly monitor and review the performance for CRDBA;
- Act in the best interests of CRDBA at all times;
- Formulate such by-laws, regulations, policies and procedures as are appropriate for CRDBA;
- Where appropriate, engage in activities to promote, market, represent and fundraise for CRDBA;
- Do such other things within these rules as the Committee agrees to promote the objects of CRDBA

### **Officers shall:**

- Act in good faith and in the best interests of the society
- Exercise powers for proper purposes only
- Comply with the Act and the constitution
- Exercise reasonable care and diligence
- Not create a substantial risk of serious loss to creditors
- Not incur an obligation the officer doesn't reasonably believe the society can perform

Except to the extent specified in these rules, the committee shall regulate its own procedures.

Committee meetings may be called at any time by the executive officers but generally the

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committee shall meet at least once a quarter, at a time and place agreed by the committee.

No business shall be transacted at a meeting unless there is a quorum. At any meeting at least two (2) must be Executive Officers. The quorum for a committee meeting shall be no less than five (5) committee members if the total number of paid up member **Clubs** is fifteen (15) or more. If there are less than fifteen (15) paid up member **Clubs** in CRDBA, four (4) committee members shall be a quorum if there are less than fifteen (15) and more than ten (10) paid up member **Clubs**. At all other times three (3) committee members shall constitute a quorum. The meeting shall lapse if there is no quorum after 30 minutes of the specified time for the meeting.

Each committee member shall have one (1) vote. In the event of a deadlock, the chairperson shall have an additional casting vote. Voting shall be by voices or upon request of any Committee member by a show of hands or by ballot.

Unless otherwise specified, an ordinary resolution shall be sufficient to pass a resolution.

A resolution in writing, signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Committee shall be valid as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form each signed by one or more members of the committee.

Any committee member or may participate in any meeting of the committee and vote on any proposed resolution at a meeting of the committee without being physically present. This may occur at meetings by telephone, through conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all committee members and all persons participating in the meeting are able to communicate effectively. Participation by a committee member in this manner at a meeting shall constitute the presence of that committee member at that meeting. If an Association Committee member is unable to be present in person, that member may appoint another person to attend and represent the ~~member organisation~~ Member Club.

### **9.4 Role of the Executive Committee**

The Executive Committee shall be responsible for the day-to-day management of the affairs and routine business of CRDBA in accordance with the Rules, regulations, by-laws, policies and procedures of CRDBA and within such constraints as may be imposed by the Association Committee.

The Executive Committee shall control all finance raised in the name of the Association and authorise payments of accounts incurred by the Association. All payments from the Association's funds exceeding \$500 shall only be made by order of the Association Committee. Payments may be made electronically. ~~Payments made by cheques or withdrawals shall be duly signed~~ must be approved by the Treasurer and ~~co-signed~~ by an Executive Officer. All monies received shall be paid into the bank accounts of the Association.

The Secretary – in consultation with the Executive Committee – shall prepare an agenda setting forth the business to be transacted at Committee Meetings.



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## **9.5 Removal of an Executive Officer**

The Association Committee may suspend, penalise or terminate an Executive Officer if the person has acted in a way contrary or prejudicial to the aims and/or interests of the Association. In all such cases, such persons shall be given full opportunity of having their case heard before the Association Committee.

## **9.6 Abandonment of Position**

The Secretary shall note and record the names of those present at the meetings of the Association.

An Executive Officer shall forfeit his/her position if he/she is absent without leave from three (3) consecutive meetings, and may only be reinstated by an ordinary resolution of the Association Committee if it is opined that the non-attendances were justified.

## **9.7 Acting Executive Officer**

Where the position of an Executive Officer is vacant and occurs before the Annual General Meeting, the Association Committee may appoint a person from a Member to act in the role vacated.

## **10 FINANCE**

The financial year of the Association shall commence on the first day of July and end on the last day of June the following year.

Statements of financial position and financial performance shall be reviewed each year by an agreed reviewer and the reviewed accounts shall be presented to the AGM.

The Treasurer is responsible for the receipt and banking of all monies received by CRDBA. All funds of CRDBA shall be paid to a bank account in the name of CRDBA and the bank account must be operated in accordance with the policies determined by the Committee.

The Treasurer must ensure correct accounting records are kept. The accounting records of CRDBA must be kept at such place as the Committee may determine and must be open to inspection by members at such reasonable times as agreed by the Committee.

## **11 GENERAL MEETINGS**

The Committee shall give the Members written notice of General Meetings no less than 14 days before the proposed meeting. The notice can be given by such methods as the Committee may determine.

Full minutes shall be kept of all General Meetings and made available upon request by Members.

### **11.1 Annual General Meeting**

The Association must hold an Annual General Meeting (AGM) once every year at such time, date and place as the Association Committee determines but not more than ~~15 months after~~ 6 months of the society's financial year end.

The AGM shall be called for the following purposes:

1. To receive the President's report for the previous financial year;

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2. To receive a report and statement of financial position and statement of financial performance for the previous financial year, reviewed as prescribed in Clause 10;
3. To elect the Executive Officers of CRDBA for the ensuing year;
4. To set the membership fees;
5. To decide on any motion affecting the rules or policy of the Association.

Newly elected Executive Officers shall assume responsibilities at the close of the current Annual General Meeting. Outgoing officers of the Association must hand over all minute books and accounting records to the newly appointed officers at the Annual General Meeting.

The Association shall hold a Committee Meeting as soon as possible after the Annual General Meeting of the Association.

### **11.2 Special General Meetings**

The Association Committee must call a Special General Meeting (SGM) upon a request from:

- The Committee itself; or
- Not fewer than three (3) financial Members of the Association; or
- A Member or former Member who, in the absence of other available procedures, is seeking a review of a decision of the Committee in relation to withdrawal, termination or suspension of such Member or former Members.

The request for an SGM must state the purpose for which the SGM is requested.

The SGM must only deal with the business for which the SGM is requested

The Committee must give Members at least thirty (30) days' notice for the SGM unless the Committee in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

### **11.3 Quorum**

A quorum for a General Meeting is obtained by the presence of those persons who are entitled to exercise half of the voting rights in CRDBA.

If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Association Committee and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

### **11.4 Control of General Meetings and Voting**

General meetings shall be chaired by the President. The Vice-President shall chair the General Meeting if the President is not present. The Members present shall choose a Chairperson from amongst themselves if the President and Vice-President are not present at the General Meeting.

Unless otherwise specified, an Ordinary Resolution shall be sufficient to pass a resolution.

Any member of a member is allowed to attend a General Meeting but only the members' representatives Registered Members are allowed to vote and will be counted as one (1) vote.

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Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is called for and approved by ordinary resolution. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

All persons standing for office in the Association must be associated to a financial Member. If the person is not present at the Annual General Meeting, he/she must give notice of their willingness to accept the nomination.

Nominations for officers may be made by any Member of a Member and the committee and shall be received at the registered office of CRDBA not less than 10 days before the date set for the AGM. Where nominations have been received, they shall be publicised to all Members.

Elections of officers at an AGM must be undertaken by secret ballot except where:

1. There are the same number of nominations as positions available; or
2. There are insufficient nominations for officers and after calling for further nominations at the AGM there are still insufficient or the same number of nominations for positions available. Then those persons who have been nominated shall be declared elected.
3. No person shall hold more than one executive officer position at any one time.
4. Any officer shall not hold any one position for more than six (6) consecutive terms.
5. Proxy voting is available for Annual General Meetings. The proxy forms can be requested from the Secretary of the Association. Proxy voting will only be counted if the completed forms are delivered to the Secretary of the Association five (5) days before the Annual General Meeting.

In the event of inequality of votes, the chairperson shall have an additional or casting vote.

### **12 COMMON SEAL**

The Executive Committee shall provide a common seal for the Association and may from time to time replace it with a new one.

The common seal of the Association shall be kept in the custody and control of the Secretary and may be used only by the authority of the Executive committee. Every document to which the seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Executive Committee.

### **13 REGISTERED OFFICE**

The registered office of the Association shall be the Secretary's residence or at any other physical address as the Executive Committee may from time to time appoint. Notice of any change to the Association's registered office shall be given to the Registrar of Incorporated Societies.

### **14 ALTERATION OF RULES**

These Rules may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting

Written notice of motions affecting the Rules of the Association must be submitted to the

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Secretary no less than twenty-one (21) days before the Annual General Meeting or Special General Meeting.

No alteration, addition to or revision of the Rules of the Association shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding up rules of CRDBA. This Rule must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

### **15 PROHIBITION ON PERSONAL BENEFITS**

No member or person associated with a member may participate in or materially influence any decisions by CRDBA in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage.

Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

### **16 WINDING UP**

The Association must be wound up if CRDBA, at a General Meeting of its members, passes a Special Resolution requiring CRDBA to be wound up.

If a decision is made to wind up or dissolve the organisation and any property remains after the settlement of the organisation's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

### **17 INTERPRETATION**

If at any time any matter shall arise which is not provided for in these rules, or in the interpretation of the rules, the same shall be determined where appropriate by resolution of the members which decision shall be final.