

**THE CONSTITUTION**

**OF**

**SKI RACING NEW ZEALAND**  
**(Incorporated)**

# THE CONSTITUTION OF SKI RACING NEW ZEALAND ("SRNZ")

## 1. NAME

- 1.1 The name of the organisation shall be "Ski Racing New Zealand (Incorporated)", referred to as Ski Racing New Zealand ("SRNZ")

## 2. OBJECTS

The objects for which SRNZ is established are:

- 2.1 To provide guidance, assistance and support for Members and foster cooperation amongst them to achieve and receive the benefits of the objectives of SRNZ.
- 2.2 To serve as the official voice and national governing body for the organisation, regulation and advancement of alpine ski racing in New Zealand;
- 2.3 To promote the growth of alpine ski racing by encouraging increased participation and public interest in the sport;
- 2.4 To establish, administer and promote, in cooperation with its Members, programmes dedicated to the training of athletes by means of a defined development path from entry level through to elite performance;
- 2.5 To develop, promote and implement an annual programme of alpine ski racing events including junior, senior and masters events, regional, national, international and such FIS sanctioned events awarded to New Zealand;
- 2.6 To maintain a record of the winners of New Zealand Championships and other national and international events and keep such other archives of interest to New Zealand alpine ski racing.
- 2.7 To develop, make and apply **bylaws**, Rules, Regulations and Policies to ensure the good management and control of New Zealand alpine ski racing.
- 2.8 To pursue such commercial arrangements, including sponsorship and marketing, opportunities as are appropriate to further these Objects;
- 2.9 To provide equal opportunities for all participants (including competitors, coaches, managers, administrators and Officials) to develop skills and allow them to advance to their highest personal potential.
- 2.10 To ensure that all alpine ski racing in New Zealand is carried on in a manner, which secures and enhances the safety of participants, Officials and spectators and which allows the sport to be competitive and fair;
- 2.11 To select New Zealand and other representative alpine ski teams and squads;
- 2.12 To facilitate the resolution of disputes involving any member of SRNZ or any other person associated with New Zealand alpine ski racing;

- 2.13 To co-operate or join with or support any association, organisation, society, or individual whose activities or purposes are similar to those of SRNZ or which advance ski racing in New Zealand.
- 2.14 To have regard to the public interest in all SRNZ's dealings
- 2.15 To undertake and do all such things or activities as are necessary, incidental or conducive to the advancement and achievement of these objects.

### 3 **POWERS**

The powers of SRNZ shall be to:

- 3.1 Make or alter Rules, Constitutions and bylaws by resolution in General Meeting;
- 3.2 Develop, promulgate, implement and enforce rules and regulations for the control of New Zealand alpine ski racing in conformity with and supplementary to the applicable rules and regulations of FIS and any such recognised authority;
- 3.3 Formulate or adopt and implement appropriate policies, including policies in relation to amateur status, sexual harassment, equal opportunity, equity, drugs in sport, health, safety and such other issues that may relate to alpine ski racing;
- 3.4 Determine, implement and enforce disciplinary procedures and impose sanctions and penalties;
- 3.5 Establish tribunals, conduct hearings and hear appeals;
- 3.6 Assign functions to and/or enter into an agreement with other organisations such as Drug Free Sport NZ ;
- 3.7 Establish, organise and control the conduct of regional, national and international race events and competitions in New Zealand;
- 3.8 Develop, organise and deliver national and other programmes of education, training and accreditation for those involved in ski racing including ski racers, race coaches and Officials of ski races;
- 3.9 Select, manage and control New Zealand and other New Zealand representative alpine ski racing teams competing within or outside of New Zealand;
- 3.10 Award, grant or otherwise honour achievement and services to ski racing and SRNZ;
- 3.11 Undertake research related to alpine ski racing to fulfil the Objects of SRNZ;
- 3.12 Produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property of SRNZ;
- 3.13 Appoint, withdraw, suspend or terminate memberships;
- 3.14 Determine, print and publish an annual New Zealand alpine ski racing calendar of events and any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that SRNZ may consider desirable for the

promotion of its Objects;

- 3.15 Purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- 3.16 Lend, invest, borrow, raise or secure the payment of money. Incur liabilities. Apply funds to purposes in accordance with the Objects,
- 3.17 Raise or borrow money upon any mortgage or charge over all or part of its real or personal property or borrow any money whether by way of overdraft or otherwise without security at the discretion of and upon such terms as the Board may from time to time decide.
- 3.18 Insure property, employees, Officials, athletes or otherwise as considered expedient by the Board from time to time;
- 3.19 Sell, lease, mortgage, charge or otherwise dispose of any property of SRNZ and to grant such rights and privileges of such property as it considers appropriate;
- 3.20 Construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- 3.21 Determine, raise and receive money by subscriptions, donations, fees, levies, charges, sponsorship, government funding or otherwise;
- 3.22 Employ, determine and terminate staff and engage the services of personnel and organisations to work for or with SRNZ;
- 3.23 Contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of SRNZ;
- 3.24 Be a member of, affiliate, cooperate or be associated in any other way, with kindred or other organisations in or out of New Zealand;
- 3.25 Establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- 3.26 Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of SRNZ and for that purpose, to utilise any of the assets of or held on behalf of SRNZ;
- 3.27 Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of SRNZ, or with which SRNZ is authorised to amalgamate or generally for any purpose designed to benefit SRNZ;
- 3.28 Do any other acts or things as are incidental or conducive to the attainment of the Objects and the powers of SRNZ.

#### 4. **INTERPRETATION**

- 4.1 In this Constitution, unless a contrary intention appears:

**"Alpine Director"** means the person as may be appointed by the Board to carry out such functions as determined by the Board.

**"Associate Members"** means any person, school, company, ski industry organisation, service provider, statutory body, research or other organisation whose activities relate to those of SRNZ but are otherwise not able to be admitted to membership of SRNZ as a Member Training Organisation or Member Club. Associate Membership shall be subject to the approval of the Board and shall attract such privileges as the Board may from time to time decide.

**"Board"** means the Board Members for the time being elected or appointed under this Constitution and the General Manager and Alpine Director in "ex-Officio" capacities.

**"Board Members"** means those persons elected to the Board from time to time.

**"Chairman"** means the chairman of the Board and SRNZ for the time being.

**"General Manager"** means the General Manager as may be appointed by the Board having such functions as are set out under this Constitution.

**"Common Seal"** means the seal to be used by the Board to execute documents.

**"Constitution"** means this Constitution of SRNZ.

**"Delegate"** means a person appointed by a Member Club to be its representative at General Meetings.

**"Financial Year"** means the year ending 31 May in each year.

**"FIS"** means the International Ski Federation.

**"General Meeting"** means the Annual General Meeting or any Special General Meeting of SRNZ.

**"High Performance Alpine Committee"** means that committee of persons appointed by the Board to carry out such functions as determined by the Board.

**"Honorary Life Members"** means those persons elected for life at a General Meeting of SRNZ on the recommendation of the Board in recognition of services rendered to SRNZ and subject to such privileges as SRNZ may decide.

**"Individual Members"** means Registered Athletes, Officials and coaches of Member Clubs are individual registered Members of SRNZ; parents and guardians of Registered Athletes are deemed to be Individual Members of SRNZ.

**"Intellectual Property"** means all rights or goodwill in copyright, trade names, trade marks, signs, logos, designs, equipment, patents, images or service marks relating to SRNZ or any race, event, activity or programme of or conducted, promoted or administered by SRNZ.

**"Judicial Committee"** means a committee of SRNZ established by the Board to investigate and adjudicate on matters of Misconduct.

**"Members"** means and shall apply equally to "Member Clubs", "Individual Members", "Honorary Life Members" and "Associate Members".

**"Misconduct"** means conduct referred to in clause 12.3 of this Constitution.

**"Member Club"** means any incorporated society whose aims and purposes include alpine ski racing and has members actively engaged in alpine ski racing.

**"Objects"** means the Objects of SRNZ in clause 2 of this Constitution.

**"Official"** means any person who is appointed to positions of responsibility on behalf of or for SRNZ or who perform duties/functions at any SRNZ sanctioned race or event.

**"Panel of Selectors"** means those Selectors appointed by the Board to carry out such functions as determined by the Board.

**"Policies"** means any policies made or adopted by SRNZ or the Board.

**"Registered Athletes"** means those members of Member Clubs whose details have been provided to SRNZ (excluding masters racers) pursuant to Clause 5.5.13 of this Constitution. A Registered Athlete may only register with one Member Club in any one year.

**"Rules"** means any rules made or adopted by SRNZ or the Board.

**"Regulations"** means any regulations made or adopted by SRNZ or the Board.

**"SRNZ"** means Ski Racing New Zealand Incorporated.

#### 4.2 **In this Constitution:**

expressions referring to "writing" shall unless the contrary intention appears be construed as including references to printing and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;

words importing the singular include the plural and vice versa

words importing any gender include the other genders;

references to persons include corporations;

a reference to a statute or other law includes regulations under it and consolidations, amendments, re-enactments or replacement of any of them.

- 4.3 If a dispute arises at any time in respect of a matter which is not provided for in the Constitution or any doubt exists as to the interpretation of the Constitution or any other matter shall arise pertaining to SRNZ, its property or interests, the same shall be determined by SRNZ in general meeting and the decision shall be conclusive and binding on all members unless revoked at a Special General Meeting held no later than the next following Annual General Meeting.

## 5. **MEMBERSHIP**

### 5.1 **Categories of Membership**

The membership of SRNZ shall consist of:

5.1.1 Member Clubs

5.1.2 Individual Members

5.1.3 Honorary Life Members

5.1.4 Associate Members

### 5.2 **Application for Membership**

5.2.1 Those wishing to join SRNZ shall apply directly to SRNZ by making written application to the Board. All such applications shall be considered by the Board when exercising its discretion. The Board shall have regard to the current Member Clubs ability to operate effectively prior to accepting or refusing any application.

5.2.2 All clubs and associations seeking membership under Clauses 5.1.1 and 5.1.2 must be incorporated.

### 5.3 **Resignations of Membership**

A member having paid all arrears of subscriptions or debts due to SRNZ may give notice in writing of their resignation. Should any arrears or debts not be paid then any future application to re-enter membership of SRNZ may require that such arrears and debts be paid before acceptance of membership.

### 5.4 **Suspension or Termination of Membership**

Where a Member fails to comply with its financial or other obligations under this Constitution or any other Rules and Regulations of SRNZ, or acts in a manner considered to be injurious or prejudicial to the character or interests of SRNZ, the Board may determine that Member to be not of good standing. On determination that a Member is not of good standing, the Board shall give notice to the Member of the:

determination; and

grounds for the determination;

and request that the Member show cause within such time as is determined by the Board as to why further action should not be taken against the Member in accordance with this Constitution. The Member's failure to respond or act to the Board's satisfaction may result in the Board terminating or suspending the Member's membership or otherwise imposing such conditions on membership, as it sees fit.

## 5.5 **Membership Obligations and Entitlements**

Members acknowledge and agree that:

- 5.5.1 They shall comply with and observe the Constitution, any rules, regulations, policies, any determination or resolution that may be made or passed by SRNZ or the Board.
- 5.5.2 The Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Members, SRNZ and New Zealand alpine ski racing.
- 5.5.3 The Constitution and any other Rules, Regulations and Policies are necessary and reasonable for promoting the Objects and particularly the advancement and protection of alpine ski racing.
- 5.5.4 By submitting to the Constitution they are subject to the jurisdiction of SRNZ.
- 5.5.5 They are entitled to all benefits, advantages, privileges and services of membership in SRNZ.
- 5.5.6 They shall act in good faith and loyalty to ensure the attainment of the Objects and the promotion of the standards and quality of alpine ski racing in New Zealand.
- 5.5.7 They shall at all times operate with and promote mutual trust and confidence and act interdependently with each other in pursuit of the Objects.
- 5.5.8 They will not do or permit to be done any act or thing which might adversely affect the standards, quality and reputation of alpine ski racing or SRNZ.
- 5.5.9 They will make full and proper disclosure to each other of all matters of importance to SRNZ and each other.
- 5.5.10 Member Clubs shall be incorporated and shall act on behalf of SRNZ and shall be the local authority on behalf of SRNZ. The recognition by SRNZ of the Member Clubs shall be deemed to be an agreement binding upon the Member Clubs to enforce the Constitution and any other applicable Rules and Regulations of SRNZ and any breach of this agreement shall render the Member Club liable for such penalty as SRNZ shall decide.
- 5.5.11 Affairs pertaining exclusively to Member Clubs shall be under their control subject to the right of SRNZ to intervene in matters affecting SRNZ where it sees fit. Each Member Club shall ensure their Constitution or rules have been approved by SRNZ and that they do not conflict with the Constitution and Rules of SRNZ.
- 5.5.12 Each Member Club shall furnish to SRNZ a copy of its Annual report and duly audited Balance Sheet and the names and addresses of their officers when called upon to do so by SRNZ.

- 5.5.13 Member Clubs shall provide a return of Registered Athletes and other Members directly involved in Alpine Ski Racing in the form prescribed by SRNZ, including the full name, residential address and date of birth of each club member to the national office of SRNZ by 1 July each year.
- 5.5.14 For the purposes of principle 2 of the Privacy Act 1993 all members of Member Clubs will be deemed to be aware of clause 5.5.13 above relating to disclosure of personal information and to have given their authorisation to such disclosure.
- 5.5.15 All Member Clubs shall, for the purposes of compliance with the Privacy Act 1993, draw attention of prospective members to provisions of clause 5.5.13 above.

## 6. **MEMBERSHIP FEES**

- 6.1 SRNZ in Annual or Special General Meeting shall have power to fix as it thinks fit any membership fees or levies to be paid by the various categories of Membership. SRNZ may also fix such membership fee or levies based on the number of registered athletes within each Member Club or otherwise howsoever.
- 6.2 The membership fees or levies for each category of Member shall be payable by such time and in such manner as the Board shall from time to time determine.
- 6.3 Members whose membership fees or levies have not been paid and received by the time set by the Board in any year shall not be entitled to receive any of the entitlements, privileges, advantages or services of membership unless otherwise approved in writing by the Board. Membership shall lapse if any membership fees or levies are not paid within 12 months of the due date.

## 7. **GENERAL MEETINGS**

### 7.1 **Annual General Meetings**

SRNZ or the Board shall arrange for the Annual General Meeting to be held annually at such time and place as the Board may decide.

The Board shall send notices of Annual General Meeting by circular to those specified in clause 7.4 not less than 30 days prior to the date of the Annual General Meeting. Such notice shall state the time and place of the meeting and state all business proposed to be discussed.

## 7.2 **Special General Meetings**

The Board will call any Special General Meeting if requested in writing by three (3) Member Clubs or by three (3) Members of the Board. Such request shall set out the business proposed to be discussed at such meeting.

The Board shall send notices of any Special General Meeting within 14 days of any request, by circular to those specified in clause 7.4 not less than 30 days prior to the date of the Special General Meeting. Such notice shall state the time and place of the meeting and state all business proposed to be discussed. At any such meeting only the business set out in the notice shall be dealt with.

## 7.3 **Member Forums**

Each year prior to the Annual General Meeting, the Board shall convene a forum for Members to discuss matters of importance to Ski Racing NZ and formulate recommendations for future direction and development of the sport.

## 7.4 **Entitlement to Notices**

Notice of every General Meeting will be given in such manner authorised by this Constitution to:

Member Clubs;  
Honorary Life Members;  
Associate Members;  
Board Members;  
the auditor for the time being of SRNZ; and  
Snowsports New Zealand Incorporated.

No other person is entitled to receive notices of General Meetings.

## 7.5 **Giving of Notices**

SRNZ may give notice to any person entitled to notice:

- (a) personally; or
- (b) by sending it by post to their address last notified to the Board; or
- (c) by sending it to the last notified facsimile number or electronic address.

Any notice sent by post is taken to have been received three days after it is posted. Any notice sent by facsimile or other electronic means is taken to be received on the business day after it is sent.

## 7.6 **Chair at General Meetings**

At all General Meetings the chair will be taken by the Chairman of the Board. In the absence of the Chairman of the Board, a Chairman shall be elected from among the Board Members generally to remain in the chair until the arrival of the Chairman of the Board.

## 7.7 **Quorum at General Meetings**

- 7.7.1 The quorum at a General Meeting shall be at least ten persons entitled to vote and representing at least sixty percent of all Member Clubs.
- 7.7.2 No business shall be transacted at any General Meeting unless a quorum is present at the time.
- 7.7.3 If a General Meeting does not have a quorum present within thirty minutes after the time specified on the notice for the start of the meeting, then the meeting is adjourned to such other time and place as shall be determined.
- 7.7.4 If no quorum is present at the adjourned meeting within thirty minutes after the time appointed for the start of the meeting then:
  - if the meeting was convened at the request of the Board or Members, the meeting is dissolved;
  - in all other cases the members present shall be the quorum.

7.8 **Adjournments of General Meetings**

The Chair may at any General Meeting at which a quorum is present (and if so directed by the meeting) adjourn the meeting from time to time and from place to place. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of the original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be discussed at an adjourned meeting.

7.9 **Voting at General Meetings**

- 7.9.1 The only persons entitled to vote at any General Meeting are:  
Member Clubs
- 7.9.2 Proxy Voting: There must be at least one delegate present to carry the vote signed by a club office holder
- 7.9.3 Each Member Club shall have two votes plus any additional votes based on the number of Registered Athletes registered by it in that year with SRNZ under clause 5.5.13 in accordance with the following scale:
 

Less than 11-	Basic 2 votes only
11-20	one additional vote
21 – 30	two additional votes
31 – 60	three additional votes
61 – 90	four additional votes
91 plus	five additional votes
- 7.9.4 No person shall be entitled to be a Delegate for a Member Club unless that person belongs to that Member Club.
- 7.9.5 Unless otherwise provided by this Constitution, at every general meeting, except for votes to alter the Constitution, every question matter or resolution shall be decided by a simple majority of votes.
- 7.9.6 Voting shall be by a show of hands unless a majority demands a secret

ballot. Where a secret ballot is demanded it must be taken in such manner as the chair directs. A secret ballot may be demanded before or immediately after the voting results on a show of hands.

7.9.7 The Chairman of the meeting shall have a casting vote, only in the event of a tie on any voting issue.

7.10 **Entitlement to Vote**

No Member Club is entitled to vote or be represented at a General Meeting unless all sums presently payable by the Member in respect of membership fees and levies have been paid.

7.11 **Disallowance of Vote**

A challenge to a right to vote at a general meeting:

may only be made at the General Meeting; and

must be determined by the Chairman whose decision is final.

Every vote not so disallowed at the general meeting is valid for all purposes.

8. **THE BOARD**

8.1 Subject to the decisions of SRNZ in General Meeting and subject to this Constitution the management and control of SRNZ affairs shall be vested in the Board.

8.2 The Board shall consist of up to six Board Members as follows:

Four elected Board Members at large.

The Alpine Director, where appointed by the Board, shall be a non-voting "ex-Officio" member of the Board. Where there is no Alpine Director appointed an athlete or coach representative shall be elected as a member of the Board.

The General Manager, where appointed by the Board, shall be a non-voting "ex-Officio" member of the Board.

8.3 **Election of Board Members**

The Board shall call for nominations from Members for any vacant Board positions at least 90 days before the date of the Annual General Meeting. Nominations for elected Board Members shall be forwarded in writing to the Board no later than 40 days before the date of the Annual General Meeting and 30 days notice of such nominations shall be given to all Members. In the event of there being insufficient or no nominations for the positions, nominations from the floor shall be accepted by the General Meeting, provided any person whose nomination has been submitted in writing for any of the Board positions shall automatically be elected to that position. Nominations for elected Board Members may be made by any member and candidates from anywhere in New Zealand can be nominated. Nominees shall not be a President or Chairperson of a Member Club.

8.4 Elections of elected Board Members shall be conducted at Annual General Meetings in such manner as is prescribed by the Board.

8.5 All elected Board Members shall remain in office for a term of three years. Elected Board Members upon the expiration of their 3 year term are eligible for re-election. Elected board members may not hold office for more than two consecutive terms (six years).

8.6 **Voting at Board Meetings**

Each Board Member other than the Alpine Director and General Manager shall have one vote at Board Meetings. In the exercise of their vote members of the Board shall have regard to the interests of alpine ski racing in New Zealand as a whole, and where appropriate throughout the world.

8.7 A resolution of the Board must be passed by a majority of votes of the Board Members entitled to vote on the resolution. In the event of a tie in any voting issue the chair of the meeting shall also have a casting vote.

8.8 **Holding of Board Meetings**

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Meetings shall be called by the Chairman of the Board or alternatively two members of the Board by reasonable notice individually to each Board Member. A Board Member who is for the time being out of New Zealand is only entitled to receive notice of a meeting of the Board if the Board Member has given written notice to SRNZ of an address for the giving of notices of meetings.

8.9 The Board shall, at its first meeting following each Annual General Meeting, elect a Chairman of the Board from within the four voting Board Members.

8.10 The Chairman of the Board shall chair all meetings of the Board but in the absence of the Chairman, the Board shall elect a substitute to chair the Board.

8.11 The Board shall meet in person a minimum of three times during an annual term of office at such times and places as it may decide.

8.12 The quorum at a Board meeting shall be three Board Members.

8.13 **Manner of Holding Meetings**

A Board meeting may be called or held using any technology consented to by all the Board Members. The consent may be a standing one. A Board Member may only withdraw his consent within a reasonable period before the meeting.

8.14 **Written Resolution**

The Chairman of the Board may, at his discretion for the purpose of expedience, have the Board pass a resolution without a Board meeting being held if a majority of the Board Members entitled to vote on a resolution sign a document stating that they are in favour of the resolution set out in the document. Separate documents may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority of the Board Members in favour of the resolution sign the document and return their respective signed copies to the office of SRNZ.

8.15 **Holding of Other Office by Board Member**

Board Members are disqualified from holding any other office in SRNZ whether voluntary or otherwise other than those "ex-Officio" board members holding the positions of General Manager and Alpine Director. No Board Member shall be in a position of profit in SRNZ or any Member Club.

8.16 **Disclosure of Interests**

Where a Board Member has an interest in any contract or arrangement with SRNZ the interest must be declared by the Board Member at the meeting of the Board at which the contract or arrangement is first taken into consideration. If a Board Member becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Board Member becomes so interested. The Board shall record in the minutes the declaration of the interest.

8.17 **Interested Board Member May Not Vote**

A Board Member, notwithstanding the interest, may be counted in the quorum present at any meeting but can not vote in respect of any contract or arrangement in which the Board Member is interested.

8.18 **Execution of Documents**

SRNZ may execute a document without using a common seal if the document is signed by two Board Members of SRNZ.

8.19 A Board Member may NOT sign a document where the Board Member is interested in the contract or arrangement to which the document relates.

8.20 **Documents to be kept by Board**

The Board will cause books of SRNZ including minute books, books of account and a register of members to be kept and maintained and shall provide for their safe custody together with documents, instruments of title and securities.

8.21 **Vacation of Office of Board Members**

The office of a Board Member is automatically vacated upon the Board Member becoming bankrupt, of unsound mind, his resignation, his death or if removed by a resolution carried by a majority of votes recorded at any General Meeting.

8.22 **Board Vacancies**

In the event of any vacancy occurring on the Board during the year, the Board may appoint a person to fill such a vacancy until the following Annual General Meeting, unless there are insufficient members of the Board to form a quorum in which case a Special General Meeting shall be called to elect substitute Board members.

8.23 **General Manager**

The Board may appoint a General Manager and any such appointment may be on such terms and conditions as the Board may determine. Where such a person is appointed that person shall be an "ex-Officio" member of the Board but shall not be entitled to vote.

8.24 The General Manager shall manage and control, subject to the direction of the Board, the business and affairs of SRNZ and shall administer alpine ski racing in New Zealand in accordance with the rules and regulations of FIS, this Constitution and such other Rules, Regulations and Policies of SRNZ.

8.25 **Committees**

The Board shall have power to delegate such portion of its power to any sub committee or persons as the Board thinks fit. Any such committee or person must exercise the powers delegated to it in accordance with the directions of the Board.

8.26 **General Powers of the Board**

The Board shall manage, control and otherwise carry out the objects of SRNZ.

8.27 **Remuneration of Board Members**

Subject to this Constitution the Board Members (other than any General Manager or Alpine Director) are not entitled to be paid remuneration. The Board Members may be paid reasonable travelling and other expenses that they properly incur in:

attending Board meetings or any meetings of committees of the Board; and

attending any General Meetings; and

connection with SRNZ business.

8.28 **Protection of Board Members**

SRNZ will indemnify any person who is or has been a Board Member of SRNZ and, if so resolved by the Board, the auditor of SRNZ, out of the funds of SRNZ against the following:-

any liability to another person (other than SRNZ) unless the liability arises out of conduct involving a lack of good faith;

any liability for costs and expenses incurred by that person relating to defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted.

8.29 **Validity of Board Members' Acts**

All acts done by any meeting of the Board or of a committee or by any person acting as a Board Member are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

9. **FINANCE**

9.1 **Financial Year**

The financial year of SRNZ shall end on 31 May in each and every year.

9.2 **Audited Accounts**

The Board will cause a proper report of the year's financial activities and an audited Statement of Accounts to be prepared for presentation at each year's Annual General Meeting.

9.3 **Appointment of Auditor**

At the Annual General Meeting of SRNZ an Auditor shall be appointed to audit the accounts of SRNZ and to certify the annual balance sheet. In the event of the Auditor being unable to act the Board shall have power to appoint another Auditor until the next Annual General Meeting. No person shall be appointed to hold office as Auditor who is a Board Member of SRNZ.

9.4 **Banking**

The Board shall control and invest the funds of SRNZ. All funds shall be paid into a Bank and the signature of at least two members of the Board shall be necessary for withdrawal or the issuing of cheques unless otherwise delegated by the Board.

9.5 **Use of Funds**

No profit or other funds of SRNZ shall be used or made available to be used for private pecuniary profit of any person either during the life of SRNZ or on dissolution.

10. **PATRON**

10.1 A Patron may be appointed at any Annual General Meeting.

11. **SELECTORS**

11.1 Selectors shall be appointed annually by the Board to select athletes for such teams, events, training groups and any other selection requirements called on by the Board from time to time including selection of the most improved athletes.

- 11.2 Where an Alpine Director is employed he or she shall be the chairman of the Panel of Selectors and shall recommend to the Board the names of other selectors to be on any panel of selectors needed for any selection requirement.
- 11.3 The duty of the Panel of Selectors will be to select athletes for such teams, events, training groups and any other selection requirements called on by the Board from time to time including selection of the most improved athletes.
- 11.4 Selections made by the Panel of Selectors shall be reviewed by the High Performance Alpine Committee appointed by the Board on recommendations by the Alpine Director.
- 11.5 The High Performance Alpine Committee shall submit to the Board those athletes nominated for selection. Selection of athletes shall be ratified by the Board.
- 11.6 An athlete, who finds the selection decision to be unacceptable, may appeal such a decision to the Judicial Committee provided such appeal is based on either an allegation of actual bias or upon incorrect application of the Selection Guidelines.

## **DISCIPLINE**

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### **Jurisdiction**

All Members of SRNZ including athletes, parents of athletes, coaches and officials will be subject to and submit unreservedly to the jurisdiction, procedures and penalties whether under rules and regulations or otherwise under this constitution.

- 12.2 SRNZ shall also have absolute authority to hear and determine appeals by individuals from decisions made by Member Clubs as set out in this Constitution.

### **Misconduct**

Where an allegation is made (which in the opinion of the Board is not vexatious, trifling or frivolous) that a Member of SRNZ including any Registered Athlete, parent, coach or Official has:

breached, failed, refused or neglected to comply with a provision of this Constitution, any rule, regulation, policy, resolution or determination of the Board, or any duly authorised committee; or

acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of SRNZ and/or ski racing; or

brought SRNZ or ski racing into disrepute;

the Board shall refer the matter to SRNZ's Judicial Committee to hear and determine whether Misconduct has occurred. Where it is determined that Misconduct has occurred the Judicial Committee shall impose a penalty or penalties in accordance with this Constitution and any applicable policy, rule or regulation.

12.4 **Appeals**

Any person may appeal a decision of a Member Club, to SRNZ's Judicial Committee in accordance with this Constitution and any applicable policy, rule or regulation.

12.5 **Judicial Committee**

The Board shall annually appoint a Judicial Committee comprising of not less than three (3) persons. The members of the Judicial Committee should, if possible, comprise of:

a person with legal experience, preferably a lawyer;

a person with significant experience in disciplinary tribunals, preferably in relation to ski racing;

a person with extensive knowledge of ski racing.

12.6 The Board shall appoint a Chairperson on each occasion a Judicial Committee is convened from one of the members appointed to the Judiciary Committee. No Board Member, employee or person who has an interest in the matter before the Judicial Committee, is eligible to sit on the Judiciary Committee. In an emergency situation any two members of the Judicial Committee may constitute a quorum.

12.7 **Procedure of Judicial Committee**

The Judicial Committee shall hear and determine all allegations of Misconduct and any Appeals referred to under this Constitution, and shall follow the procedures and principles of natural justice.

12.8 **Decisions**

All decisions of the Judicial Committee shall be binding on all Members. The failure to adhere to a decision of the Judicial Committee constitutes Misconduct under this Constitution, and may result in the affected Member being suspended or expelled from SRNZ and/or such other steps being taken as set out in these Rules and/or any applicable rule or regulation.

12.9 **Appeals from Judicial Committee**

Any Member including any athlete, coach or official may appeal a decision of SRNZ's Judicial Committee to the New Zealand Sports Disputes Tribunal established by Sport and Recreation New Zealand, in accordance with the rules of that Tribunal. Save that in the event of any appeal concerning FIS rules and regulations appeals shall be made in accordance with FIS requirements and procedures.

12.10 **Control of Banned Substances**

The FIS regulations in respect of the control of banned substances, shall be upheld by SRNZ and its members.

12.11 The Board shall be responsible to ensure these regulations, as they apply in New Zealand remain consistent with the New Zealand Sports Drug Agency Act 1994.

- 12.12 Enforcement of such regulations shall be the responsibility of the Board utilising where appropriate New Zealand Sports Drug Agency facilities.

### 13. **ALTERATION TO THE CONSTITUTION**

- 13.1 The Constitution of SRNZ may be altered, repealed or replaced by a special resolution carried by a two-thirds majority of votes recorded at any General Meeting.
- 13.2 The notice of any such special resolution shall specify the proposed alteration, repeal or substitution and shall be circulated to all Members 30 days prior to the date of the General Meeting at which the special resolution will be considered.

### 14. **BY-LAWS RULES REGULATIONS and POLICIES**

- 14.1 The Board shall have power to make, adopt, alter or repeal such by-laws, rules and regulations for the proper advancement, management and administration of SRNZ, the advancement of the Objects and alpine ski racing as it may consider desirable. Any by-laws, rules or regulations must be consistent with this Constitution and as far as practicable be in conformity with the rules and regulations of FIS. The by-laws, rules and regulations are binding on all Members.
- 14.2 The Board shall bring to the notice of Members all by-laws, rules and regulations and any interpretation, amendment or repeal of them.
- 14.3 All by-laws, rules and regulations of SRNZ in force at the date of the approval of this Constitution insofar as such rules and regulations are not inconsistent with or have been replaced by this Constitution, shall continue in force under this Constitution.

### 15. **COMMON SEAL**

- 15.1 The Board shall provide a Common Seal for SRNZ. The Board will provide for the safe custody of the Common Seal. The Common Seal shall be used only when directed by the Board for the purpose of executing deeds. The Common Seal shall be affixed in the presence of two members of the Board.

### 16. **LIQUIDATION**

- 16.1 If upon the liquidation of SRNZ there remains, after the satisfaction of all its debts and liabilities, any property it shall not be paid to or distributed among the members of SRNZ but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of SRNZ or for some other charitable purpose within New Zealand.

SIGNED BY:

..... Member

..... Member

..... Member

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