



Snow Sports New Zealand Incorporated

Constitution

Adopted at a Special General Meeting on
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Snow Sports New Zealand Incorporated

Constitution

PART I – OBJECTS AND POWERS

1. Name

- 1.1 The name of the incorporated society is Snow Sports New Zealand Incorporated (“Snow Sports NZ”), commonly known as Snow Sports New Zealand.

2. Definitions

- 2.1 The words and phrases used in this Constitution shall mean as follows:

“**Act**” means the Incorporated Societies Act 1908.

“**Administrative Member**” means an Individual Member as described in Rule 7.5.

“**Alpine**” means alpine or downhill skiing and is the sport of sliding down snow-covered hills on skis with fixed-heel bindings. Alpine skiing can be contrasted with Nordic skiing, in which skiers use free-heel bindings.

“**Alpine Club**” means a group of individuals formed as an incorporated society to participate in, administer, promote or develop Alpine ski racing events in New Zealand.

“**AGM**” means the Annual General Meeting of Snow Sports NZ described in Rule 23.1.

“**Annual Report**” means the report described under Rule 26.

“**Appellant**” means any party to any decision of a Judiciary Committee who appeals such a decision to the Sports Tribunal as specified in Rule 28.7.

“**Associate Member**” means a member that is not a Club as described in Rule 10.

“**Board**” means the Board as defined in Rule 16.

“**Board Appointments Panel**” means the panel described in Rule 19.

“**Board Members**” means the people elected and appointed under Rule 16 and includes members of the Inaugural Board unless specified otherwise.

“**Chief Executive**” means the Chief Executive of Snow Sports NZ appointed under Rule 17.2a and described under Rule 21.

“**Club**” means a group of individuals formed as an incorporated society to participate in, administer, promote or develop one or more Snow Sports which can be either a Competitive Club or a Recreational Club.

“**Competitive Club**” means any Club (including an Alpine Club) that wishes to hold Snow Sport Competitive Events.

“Competitive Member” has the meaning specified in Rule 7.2.

“Constitution” means this constitution.

“Defendant” means the Member against whom an allegation is made or an appeal is brought under Rule 28.4.

“Delegate” means a person elected to represent a Club or an Associate Member at a General Meeting under Rule 23.14.

“Designated Snow Sports” means the Snow Sport designated by each Competitive Member and Recreational Member for the purposes of:

- a. determining the amount of the Membership Fee(s) payable;
- b. communication on a matter related to that Snow Sport;
- c. voting on members of their applicable Sport Committee in accordance with Rule 22.4b; and
- d. competing or participating in competitions, events and activities in that Snow Sport if eligible.

“Elected Board Member” means a person elected as a Board Member under Rule 20.

“FIS” means the International Ski Federation.

“FIS Licence” means a licence granted by the FIS to those individuals who register with the FIS as a competitive athlete in a FIS discipline which allows the individual to enter and compete in the FIS events covered by the licence.

“Former Affiliate Member” means The Canterbury Snowsports Association Incorporated and University Sport New Zealand Incorporated.

“Former Member Sport” means Ski Racing New Zealand Inc, New Zealand Cross Country Ski Association Inc, Disabled Snowsports New Zealand Inc, Free Skiing Association of New Zealand Inc, and the New Zealand Snowboard Union Inc.

“General Meeting” means an AGM or a SGM of Snow Sports NZ.

“Good Standing” has the meaning described in Rule 8.6.

“Inaugural Board” means the board of Snow Sports NZ as described in Rule 15.

“Individual Member” means an individual described in Rule 7.

“Intellectual Property” means all rights and goodwill in copyright works, names, trade marks, service marks, devices, logos, designs, patents, processes and confidential information relating to Snow Sports NZ or to any event, competition activity or programme conducted, promoted or administered by Snow Sports NZ.

“Judiciary Committee” means a committee of the Board as set out in Rule 28.

“Life Member of a Former Member Sport” means a person described in Rule 9.2.

“Life Members” means those individuals described in Rule 9.

“Life Members Committee” means the committee appointed by the Board which makes recommendations to the Board for Life Members under Rule 9.1. The composition, powers, responsibilities and procedures of the Life Members Committee shall be as set out in the Regulations.

“Members” means the members of Snow Sports NZ as described in Rule 6.

“Membership Fee(s)” means any fee(s) payable by Individual Members to Snow Sports NZ for membership of Snow Sports NZ including any amount related to those Members’ Designated Snow Sport and includes any fee payable for a FIS Licence, any levy or other fee payable by Members of the Designated Snow Sport to compete or participate in competitions, events or activities held by or under the auspices of Snow Sports NZ including Snow Sports Competitive Events, and also includes any fee(s) payable to Snow Sports NZ by any other membership category for its membership of Snow Sports NZ, as determined by the Board.

“New Zealand Citizen or Resident” means a citizen of or a resident of New Zealand as defined by the laws of New Zealand.

“Objects” means the objects of Snow Sports NZ described under Rule 4.

“Ordinary Resolution” means a resolution passed by a majority of the votes properly cast by those present and entitled to vote.

“Postal & Electronic Votes” means the methods of voting for General Meetings as described in Rule 24.6.

“Proxy” means a person who has been appointed to act as an agent for another Member eligible to vote at a General Meeting and to exercise that Member’s vote(s) on their behalf.

“Recreational Club” means any Club (including an Alpine Club) that does not hold Snow Sports Competitive Events.

“Recreational Member” has the meaning specified in Rule 7.4.

“Register” means the register of Members specified in Rule 13 and includes the registers of Members held by Snow Sports NZ and each Club.

“Regulations” means the regulations determined under Rule 32.

“Returning Officer” means the person described in Rule 24.7.

“Rule” means a rule of this Constitution.

“Snow Sports” means ski racing (also known as Alpine), cross-country skiing, free skiing, snowboarding, and adaptive/disabled ski racing, as described by FIS, and any other disciplines as approved by the Board from time to time.

“Snow Sport Competitive Event” means an event or competition that scores or ranks competitors in one or more Snow Sports that is owned or held by or under the auspices of Snow Sports NZ and/or is sanctioned by Snow Sports NZ, in accordance with the Regulations.

“Snow Sports NZ” means Snow Sports New Zealand Incorporated and includes its officers, employees, Board Members and agents.

“SGM” means a Special General Meeting of Snow Sports NZ described in Rule 23.8.

“Special Resolution” means a resolution passed by three-quarters of the votes properly cast by those present and entitled to vote.

“SPARC” means Sport and Recreation New Zealand, the crown agency established under the Sport and Recreation New Zealand Act 2002.

“Sport Committees” means a Sport Committee as defined in Rule 22.1.

“Sports Tribunal” means the Sports Tribunal of New Zealand established by SPARC and continued under the Sports Anti-Doping Act 2006.

“World Anti-Doping Agency” means the foundation constituted under the Swiss Civil Code in Lausanne on 10 November 1999.

2.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- e. a reference to persons includes bodies corporate;
- f. a reference to a “day” means any day of the week and is not limited to working days, unless specified otherwise;
- g. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- h. headings and the contents page are for reference only and are to be ignored in construing this Constitution; and
- i. if there is any inconsistency between any Rule in this Constitution and any rule of the FIS then, to the extent of that inconsistency, the FIS rule shall apply unless otherwise required by law.

3. Registered Office

- 3.1 The registered office of Snow Sports NZ shall be at such place as determined by the Board from time to time.

4. Objects

4.1 The objects of Snow Sports NZ are to:

- a. be the national body in New Zealand to promote, develop, enhance, and protect all the Snow Sports mainly as amateur sports for the recreation and entertainment of the general public in New Zealand;
- b. establish, promote, and stage international, national, and other Snow Sports competitions and events in New Zealand, including Snow Sport Competitive Events, and to determine the rules of such competitions and events;
- c. develop and maintain world class high performance programmes in Snow Sports;
- d. work in partnership with the providers in the Snow Sports industry, including (but not limited to) training providers, private operators, and Clubs, to ensure high standards of development and delivery for Snow Sports in New Zealand;
- e. encourage and promote Snow Sports to be undertaken in a manner which upholds the principles of fair play and is free from doping;
- f. encourage participation and achievement in Snow Sports in New Zealand and internationally;
- g. maintain and enhance the reputation of Snow Sports NZ and Snow Sports through the development and promotion of standards and practices which fulfil these Objects;
- h. give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Snow Sports or other services to the community;
- i. provide information, assistance and resources to its Members;
- j. be the member representing New Zealand on any international snow sports organisations, including the FIS and enforce the rules and regulations of such organisations in New Zealand;
- k. act in good faith and loyalty to ensure the maintenance and enhancement of Snow Sports NZ and all of the Snow Sports, its standards, quality and reputation for the collective and mutual benefit of the Members and Snow Sports;
- l. at all times operate with, and promote, mutual trust and confidence between Snow Sports NZ and the Members in pursuit of these Objects; and
- m. at all times to act on behalf of, and in the interests of, the Members and Snow Sports.

5. Powers

5.1 Subject to this Constitution, the powers of Snow Sports NZ are to:

- a. make, alter, rescind or enforce this Constitution, and any Regulations, rules, policies or procedures for the governance, management and operation of Snow Sports NZ;

- b. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell, or otherwise deal with property and other rights, privileges and licences;
- c. control and raise money including borrow, invest, loan or advance monies and to 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;
- d. sell, lease, mortgage, charge or otherwise dispose of any property of Snow Sports NZ and grant such rights and privileges over such property as it considers appropriate;
- e. 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;
- f. determine, raise and receive money by subscriptions, fees, levies, donations, entry or usage charges, sponsorship, government funding, community and/or trust funding, or otherwise;
- g. establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- h. enter into, manage, and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations;
- i. discipline Members and determine, implement, and enforce disciplinary procedures and Regulations, including imposing sanctions;
- j. produce, develop, create, own, licence and otherwise exploit, use and protect Intellectual Property;
- k. assign or delegate functions to and/or enter into agreements with government organisations and agencies;
- l. develop national and other programmes for Snow Sports and its Members;
- m. make and enforce rules of competitions and events for Snow Sports in New Zealand, including Snow Sport Competitive Events;
- n. establish, organise and control national and international Snow Sports competitions, events and activities in New Zealand, including Snow Sport Competitive Events;
- o. award, grant or otherwise honour achievement in, and service to, Snow Sports and Snow Sports NZ;
- p. select New Zealand and other representative Snow Sports athletes, teams and squads;
- q. undertake research of and about Snow Sports and related matters to fulfil the Objects of Snow Sports NZ;

- r. establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Snow Sports NZ and for that purpose, to utilise any of the assets of or held on behalf of Snow Sports NZ;
- s. print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that Snow Sports NZ may consider desirable for the promotion of its Objects;
- t. 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 Snow Sports NZ, or with which Snow Sports NZ is authorised to amalgamate or generally for any purpose designed to benefit Snow Sports NZ;
- u. be a member and contribute to the administration and promotion of the FIS and international Snow Sports generally;
- v. be a member of, affiliate of, or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of Snow Sports NZ; and
- w. do any other acts or things which further the Objects of Snow Sports NZ, provided that the above powers shall not limit the rights and powers of Snow Sports NZ as an incorporated society under the Act.

PART II - MEMBERSHIP

6. Categories of Members

- 6.1 Subject to Rule 36 (Transitional Arrangements), the Members of Snow Sports NZ shall be:
- a. **Individual Members:** as described in Rule 7.
 - b. **Clubs:** as described in Rule 8.
 - c. **Life Members:** as described in Rule 9.
 - d. **Associate Members:** as described in Rule 10.

7. Individual Members

- 7.1 **Categories of Individual Members:** There are three (3) categories of Individual Members:
- a. **Competitive Members** as set out in Rule 7.2 of the Constitution.
 - b. **Recreational Members** as set out in Rule 7.4 of this Constitution.
 - c. **Administrative Members** as set out in Rule 7.5 of this Constitution.

- 7.2 **Competitive Member:** A Competitive Member is a New Zealand Citizen or Resident who:
- a. wishes to compete in Snow Sport Competitive Events; and/or
 - b. holds a FIS Licence.
- 7.3 An individual shall become a Competitive Member by specifying their Designated Snow Sport(s) and as follows:
- a. if their Designated Snow Sport is Alpine, the individual must be a member of an Alpine Club by completing the membership requirements of the Alpine Club (as determined by the Alpine Club) and completing the membership requirements of Snow Sports NZ (as set out in this Constitution and the Regulations); or
 - b. if their Designated Snow Sport is a Snow Sport other than Alpine the individual must either:
 - i. be a member of a Club by completing the membership requirements of the Club (as determined by the Club); or
 - ii. be a member of Snow Sports NZ directly;and in either case complete the membership requirements of Snow Sports NZ (as set out in this Constitution and the Regulations).
- 7.4 **Recreational Member:** A Recreational Member is an individual who wishes to be a Member of Snow Sports NZ in order to participate, compete and/or be involved in one or more Snow Sports, not as a Competitive Member. An individual shall become a Recreational Member by specifying their Designated Snow Sport(s) and as follows:
- a. the individual must become a member of a Club by completing the membership requirements of the Club (as determined by the Club) and become a Member of Snow Sports NZ by completing the membership requirements of Snow Sports NZ (as set out in this Constitution and the Regulations); or
 - b. the individual must become a member of Snow Sports NZ directly by completing the membership requirements of Snow Sports NZ (as set out in this Constitution and the Regulations).
- 7.5 **Administrative Member:** An Administrative Member is a member of the Board of Snow Sports NZ, a member of a Sports Committee, or any other person who is appointed by the Board (or a sub-committee on its behalf) to a position of responsibility in Snow Sports NZ in a voluntary capacity, including national selectors, coaches, managers, and other officials. A person shall become an Administrative Member upon their election, selection, or appointment by, and upon completion of the membership requirements of, Snow Sports NZ (as set out in this Constitution and the Regulations).
- 7.6 **Individuals under 18 years:** Any individual wishing to become a Competitive Member, a Recreational Member, or an Administrative Member who is under the age of 18 years as at the date of their application for membership, must have the approval of their parent/guardian to become a Member, in accordance with the Regulations.

7.7 **Process for Application:** Every application for membership of Snow Sports NZ shall be determined by the Board (or a sub-committee or person delegated by the Board) in accordance with this Constitution and the Regulations.

7.8 **Right and Obligations of Members:** In addition to the rights and obligations as a Member under Rule 11:

a. A **Competitive Member** is entitled to:

- i. if eligible and selected, compete in Snow Sports NZ Competitive Events and/or FIS events, and represent New Zealand, in their Designated Snow Sport(s);
- ii. vote on members of the Sport Committee of their Designated Snow Sport(s) in accordance with Rule 22.4b; and
- iii. vote at General Meetings of Snow Sports NZ in accordance with Rule 24.1.

b. A **Recreational Member** is entitled, if eligible, to:

- i. participate or compete in any Snow Sport event or activity in their Designated Snow Sport(s), or any competition held by or under the auspices of Snow Sports NZ that is not a Snow Sport Competitive Event;
- ii. vote on members of the Sport Committee of their Designated Snow Sport(s) in accordance with Rule 22.4b; and
- iii. vote at General Meetings of Snow Sports NZ in accordance with Rule 24.1.

c. An **Administrative Member** is entitled to:

- i. if elected, selected or appointed to do so, assist with, but not compete or participate in, any Snow Sports competition, event or activity held by or under the auspices of Snow Sports NZ including a Snow Sport Competitive Event; and
- ii. attend and speak at General Meetings of Snow Sports NZ but shall have no right to vote at such meetings.

7.9 A person who is not a Competitive Member in their Designated Snow Sport(s) is not entitled to, and shall not be permitted by any Member to, compete or participate in a Snow Sports NZ Competitive Event in that Designated Snow Sport(s).

8. Clubs

8.1 **Clubs:** Any group of individuals with an interest in any Snow Sport that is an incorporated society and wishes to be a Member of Snow Sports NZ as a Club (either as a Competitive Club or a Recreational Club), shall apply to the Board. Such application shall be made and determined by the Board as specified in the Regulations.

- 8.2 **Club Obligations:** In addition to the obligations as a Member under Rule 11, each Club that is a Member shall:
- a. administer, promote and develop one or more Snow Sports in the Club in accordance with the Objects of Snow Sports NZ, this Constitution and the Regulations;
 - b. be named as approved by the Board after consultation with the Club;
 - c. be, and maintain registration as, an incorporated society under the Act;
 - d. have as its members Individual Members and any other members it considers appropriate;
 - e. adopt the Objects of Snow Sports NZ and adopt a constitution which is not inconsistent with this Constitution and the Regulations;
 - f. apply its property and capacity in pursuit of the Objects of Snow Sports NZ, the objects of the Club and Snow Sports;
 - g. do all that is reasonably necessary to enable the Objects of Snow Sports NZ and the objects of the Club to be achieved;
 - h. act in good faith and with loyalty to Snow Sports NZ to ensure the maintenance and enhancement of Snow Sports NZ and Snow Sports, and its reputation, and to do so for the collective and mutual benefit of the Members and Snow Sports;
 - i. operate with, and promote, mutual trust and confidence between Snow Sports NZ and the Members; and
 - j. at all times act in the interests of the Members and Snow Sports.
- 8.3 **Merger:** Any Club that wishes to merge or otherwise amalgamate with another Club shall notify and consult with the Board prior to such merger or amalgamation.
- 8.4 **Club Constitution:** Each Club shall, on request, provide to Snow Sports NZ a copy of its constitution and all amendments to its constitution. After consultation with a Club, the Board may require such a Club to amend its constitution if it or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.
- 8.5 **Register of Club Members:** Subject to Rule 13 (Register of Members), each Club shall maintain a register of its members in the format determined by the Board. Each Club shall provide its register of members, and all details contained within it, to Snow Sports NZ as reasonably requested in accordance with the Regulations.
- 8.6 **Good Standing:** A Club must comply with all of its obligations as a Club and as a Member as set out in this Constitution and the Regulations in order to be of Good Standing. A Club that is not of Good Standing shall not be entitled to any of its rights, entitlements or privileges as a Member. The Board shall decide if a Club is not of Good Standing and notify the Club in writing of such decision. Before any decision under this Rule is made, the Club concerned shall:

- a. be given fourteen (14) days written notice by the Board of the alleged default(s) and the Board's proposed resolution that it is not of Good Standing; and
- b. have the right to be present, make submissions and be heard at the Board meeting in which the proposed resolution is to be considered.

9. Life Members of Snow Sports NZ

- 9.1 **Process for Life Membership:** A person shall become a Life Member of Snow Sports NZ by nomination and consideration by the Life Member Committee. Such nomination and consideration shall be carried out in accordance with the Regulations. The Life Member Committee will make the recommendation for Life Membership to the Board for its approval.
- 9.2 **Existing Life Members of Former Member Sports:** Any person who was a life member of a Former Member Sport immediately prior to the commencement of this Constitution shall be deemed to be a Life Member of Snow Sports NZ from the date this Constitution comes into force.
- 9.3 **Rights & Obligations:** A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a General Meeting. A Life Member may only vote at a General Meeting if the Life Member is appointed as a Delegate in accordance with Rule 23.14 (Delegates), or if s/he is also an Individual Member entitled to vote.

10. Associate Members

- 10.1 **Criteria:** Any organisation (including a society, trust or company which is incorporated), which is not a Club and which supports or promotes one or more Snow Sports, may upon application to the Board become an Associate Member of Snow Sports NZ.
- 10.2 **Process for Application:** Any organisation that wishes to be an Associate Member shall apply to the Board. The application shall be determined by the Board (or a sub-committee or person delegated by the Board) in accordance with the criteria in Rule 10.1 (Criteria) and the applicable Regulations.
- 10.3 **Obligations:** In addition to their rights and obligations as Members as set out in Rule 11 (Member Rights & Obligations), each Associate Member shall:
 - a. support and promote the Objects of Snow Sports NZ;
 - b. be incorporated (as an incorporated society, trust or company) including maintaining registration as such;
 - c. appoint a Delegate to represent it at General Meetings;
 - d. enter into, and comply with, a written agreement with Snow Sports NZ (including any fees payable) that sets out the rights and obligations of the Associate Member, which

agreement shall not derogate from the rights and obligations of the Clubs and Individual Members as set out in this Constitution and the Regulations;

- e. act in good faith and loyalty with Snow Sports NZ, the Clubs, and the Members and participants to ensure the maintenance and enhancement of Snow Sports for the collective and mutual benefit of the Associate Member, Snow Sports NZ, the Clubs, and the Members;
- f. use and protect the Intellectual Property of Snow Sports NZ in accordance with the Regulations and the agreement entered into with Snow Sports NZ;
- g. promote mutual trust and confidence among the Associate Members, Snow Sports NZ, the Clubs, and the Members and at all times act on behalf of, and in the interests of, its members, shareholders or beneficiaries as the case may be;
- h. use its best efforts to enable the objects of the Associate Member, the Objects of Snow Sports NZ, and the objects of the Clubs to be achieved;
- i. not do or permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of Snow Sports in New Zealand;
- j. not acquire a private advantage at the expense of Snow Sports NZ or the Clubs, unless otherwise agreed; and
- k. operate with mutual trust and confidence among Snow Sports NZ, the Clubs, the other Associate Members and their respective members, shareholders or beneficiaries.

10.4 **Entitlements:** Associate Members are entitled to:

- a. receive notices and papers and, through their Delegate, be able to attend and speak, but not vote, at General Meetings (at their cost);
- b. use the Intellectual Property of Snow Sports NZ in accordance with a written agreement entered into with Snow Sports NZ;
- c. receive all general communications sent to Clubs and other Members; and
- d. any other rights and entitlements agreed by the Board.

11. Member Rights & Obligations

11.1 Members acknowledge and agree that:

- a. this Constitution constitutes a contract between each of them and Snow Sports NZ and they are bound by this Constitution and the Regulations;
- b. they shall comply with and observe this Constitution and the Regulations and any reasonable determination, resolution or policy, which may be made or passed by the Board;

- c. they are subject to the jurisdiction of Snow Sports NZ;
- d. this Constitution and Regulations are necessary and reasonable for promoting the Objects of Snow Sports NZ;
- e. this Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of Snow Sports NZ, its Members and Snow Sports; and
- f. they are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

11.2 **Duration of Membership:** Subject to 36 (Transitional Arrangements), membership of Snow Sports NZ is annual, and expires on 30 June in each year. The membership requirements, as set out in this Constitution and the Regulations, must be completed by each Member by 1 July in each year in order to have their membership of Snow Sports NZ renewed.

12. Membership & Other Fees

12.1 **Membership Fee(s):** The Board, upon the recommendation of the Sport Committees, may annually determine the nature and amount of any Membership Fee(s) payable by Members to Snow Sports NZ, including the due date for payment and the manner for payment of such fee(s) in accordance with the Regulations. All Members shall pay any Membership Fee(s) determined by the Board by the due date. The income received by Snow Sports NZ from Membership Fee(s) in respect of each Snow Sport shall be applied in accordance with Rule 27 (Application of Income).

12.2 **Differing Fees:** The Board may determine different levels of Membership Fee(s) and other fees for different types of Members within the categories membership of Competitive Members and Recreational Members, upon the recommendation of the Sport Committees.

12.3 **Other Fees:** The Board may also determine, any other fees, levies or payments in addition to those specified in Rule 12.1, that are payable by Members and other participants whether for competitions, events, and activities held by or under the auspices of Snow Sports NZ, including Snow Sport Competitive Events, or otherwise. Such other fees shall be determined in accordance with the Regulations.

13. Register of Members

13.1 **Snow Sports NZ:** The Chief Executive shall keep and maintain a Register in which shall be entered the full name, address, class of membership (including the name of the Club, if any), the date of entry of each Member and any other details about each Member as agreed by that Member.

13.2 **Changes:** All Clubs shall provide written notice of any change to its details in Rule 13.1, and of changes to the details of its Individual Members, to Snow Sports NZ within thirty (30) days of the change taking place (in the case of a Club), or within thirty (30) days of being notified of such change in the case of an Individual Member. All Individual Members who are

members of a Club shall provide written notice of any change to the details in Rule 13.1 to their Club within thirty (30) days of such change. All other Members shall provide written notice directly to Snow Sports NZ of any change to the details in Rule 13.1.

13.3 **Privacy Act:** Snow Sports NZ and the Clubs shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

13.4 **Inspection:** Any Member's entry on the Register shall be available for inspection by that Member and the Board Members, upon reasonable request and in compliance with the Privacy Act 1993.

14. Resignation & Termination of Membership

14.1 **Resignation of Membership:** A Member that is not in default of any payments as specified in Rule 14.2 (Default in Payments), may resign its membership of Snow Sports NZ by giving not less than thirty (30) days written notice to Snow Sports NZ in accordance with the procedure set out in the Regulations.

14.2 **Default in Payments:** A Member shall have its membership of Snow Sports NZ terminated if any payments, including but not limited to Membership Fee(s) and other fees, to Snow Sports NZ are due and outstanding. Before such termination can occur Snow Sports NZ must give the Member written notice specifying the payment(s) due and demanding payment by a due date, such due date being not less than seven (7) days from the date of the demand, if payment has not been received by the due date.

14.3 **Other Grounds:** In addition to Rule 14.2 (Default in Payments), a Member may have their membership of Snow Sports NZ terminated by the Board if:

- a. the Judiciary Committee recommends such action under Rule 28 (Judiciary Committee); or
- b. the Board, or any sub-committee of the Board, after reasonable enquiry, considers that the Member did not, or is unable to comply with this Constitution, the Regulations, any policies or any reasonable directions or decisions of the Board; or
- c. in the case of a Club, the Board considers that it is not of Good Standing in accordance with Rule 8.6 .

14.4 **Procedure:** Before any decision under Rules 14.3a to 14.3c (Other Grounds) is made, the Member concerned shall:

- a. be given fourteen (14) days written notice by the Board of the proposed resolution to terminate their membership, and
- b. have the right to be present, make submissions and be heard at the Board meeting in which the proposed resolution is to be determined.

14.5 **Appeal to SGM:** Any Member whose membership is terminated under Rules 14.3b or 14.3c (Other Grounds) may appeal the decision to a SGM called for that purpose. The appeal

shall be allowed if there is a Special Resolution in favour of such appeal. Where a Member appeals a decision of the Board under this Rule, the decision of the SGM shall be final and Rule 28.7 (Appeals) shall not apply.

14.6 **Reinstatement:** Membership which has been terminated under this Constitution may be reinstated at the discretion of the Members in a General Meeting, by a Special Resolution in favour of doing so.

14.7 **Consequences of Termination of Membership:** Where any Member, ceases to be a Member of Snow Sports NZ, that person shall forfeit all rights in and claims upon Snow Sports NZ and its property including its Intellectual Property, and shall not use any Snow Sports NZ property, including its Intellectual Property. These consequences shall survive the termination of membership. In particular:

- a. Where a Club or an Associate Member ceases to be a Member it shall not be entitled to any rights, entitlements, or privileges to which it would otherwise have been entitled including representation and/or participation in any competition, activity, event, function or meeting of Snow Sports NZ (including a committee of Snow Sports NZ), and the right to use any Intellectual Property.
- b. If an Alpine Club ceases to be a Member, then its Members shall cease to be Members of Snow Sports NZ upon such cessation and the consequences set out in Rule 14.7c shall apply. If any other Club ceases to be a Member, then any members of that Club that are Individual Members shall continue to be Members, subject to this Constitution and the Regulations.
- c. Where an Individual Member ceases to be a Member of Snow Sports NZ, or ceases to be a member of an Alpine Club in accordance with the Club's constitution, their Individual Membership of Snow Sports NZ shall automatically be terminated, and they shall:
 - i. not be entitled to continue to hold office in any position within Snow Sports NZ (including as an officer or Board Member) or within an Associate Member or a Club; and
 - ii. not be entitled to any other rights, entitlements or privileges to which they would otherwise have been entitled including representation and/or participation in any competition, activity, event, function or meeting of Snow Sports NZ (including a committee of Snow Sports NZ), an Associate Member or a Club.

PART III – GOVERNANCE

15. Inaugural Board

15.1 **Inaugural Board:** For the period from the date this Constitution comes into force until the conclusion of the AGM in 2011, the Inaugural Board of Snow Sports NZ shall comprise of:

- a. the five (5) Members who were elected to the Board (or continuing in office) at the 2010 AGM (or any other person elected or appointed to fill a vacancy of any such position); and
- b. two (2) Members appointed by the Board Appointments Panel in accordance with Rule 19 (Board Appointments Panel);

so that the Inaugural Board of seven (7) shall be in place no later than sixty (60) days after the 2010 AGM.

15.2 **Members of Inaugural Board:** For the purposes of this Constitution, the Members of the Inaugural Board shall be designated as Appointed Board Members or Elected Board Members as follows:

- a. the two (2) Board Members elected at the 2010 AGM (or any person elected to fill a vacancy of those positions) will be deemed to be Elected Board Members;
- b. one (1) of the remaining three (3) Board Members determined by the existing Board to be the third Elected Board Member;
- c. the remaining two (2) elected Board Members shall be deemed to be Appointed Board Members; and
- d. the two (2) new Board Members appointed by the Board Appointment Panel under Rule 15.1b shall be Appointed Board Members.

15.3 **Inaugural Chairperson:** For the period from the date this Constitution commences until the conclusion of the first Board meeting held after the appointment of the two (2) Appointed Board Members specified in Rule 15.1b, the incumbent chairperson of the Board shall continue in office. If the Chairperson vacates his/her office during this time the Board may appoint a person to fill the position of Chairperson until the conclusion of the 2011 AGM. Thereafter the Chairperson shall be appointed in accordance with Rule 16.3 (Chairperson).

15.4 **Term of Office:** The term of office of the Inaugural Board Members shall be as follows:

- a. the term of office of one (1) of the two (2) Elected Board Members in Rule 15.2a shall expire at the 2012 AGM and the other at the 2013 AGM;
- b. the term of office of the Elected Board Member in Rule 15.2b shall expire at the 2011 AGM;
- c. the term of office of one (1) of the two (2) Members deemed to be Appointed Board Members in Rule 15.2c shall expire at the 2011 AGM, and the term of office of the other deemed Appointed Board Member shall expire at the conclusion of the 2012 AGM; and
- d. the term of office of the two (2) newly Appointed Board Members in Rule 15.2d shall expire at the 2013 AGM.

15.5 **Application of Rules:** Unless specified otherwise, all Rules in this Constitution applicable to the Board shall apply to the Inaugural Board.

16. Board Composition & Membership

- 16.1 **Role of the Board:** The Board is responsible for governing Snow Sports NZ and, subject to this Constitution, may exercise all the powers of Snow Sports NZ and do all things that are not expressly required to be undertaken at a General Meeting.
- 16.2 **Membership of the Board:** Except for the Inaugural Board (Rule 15.1), the Board shall comprise of:
- a. three (3) members appointed in accordance with Rule 20 (Appointment and Election of Board Members); and
 - b. four (4) members elected at the AGM, under Rule 20 (Appointment and Election of Board Members) or in the case of a casual vacancy (Rule 16.9) at an SGM.
- 16.3 **Chairperson:** Subject to Rule 15 (Inaugural Board), at its first meeting following each AGM, the Board shall appoint a Chairperson from amongst the Board Members by agreement, and failing agreement, by lot. The role of the Chairperson is to chair meetings of the Board and to represent the Board. The Chairperson, or his/her nominee, shall have the right to attend any meeting of any Board subcommittee and any Sport Committee. If the Chairperson is unavailable for any reason another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 16.4 **Ineligibility:** A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of a Club or Snow Sports NZ, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
- a. **Other Position:** a person who is an employee of, or contractor to, a Club or Snow Sports NZ.
 - b. **Bankrupt:** a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - c. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
 - d. **Disqualified Director:** a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
 - e. **Property Order:** a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 16.5 **Cessation of Office:** If any of the circumstances listed in Rules 16.4b to 16.4e (inclusive) (Ineligibility) occur to a Board Member, that Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against that Board Member of any of those circumstances. If a Board Member becomes or holds any

position in Rule 16.4a, then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member. This Rule does not limit the right to suspend a Board member under Rule 16.11 (Suspension of Board Member).

16.6 **Term of Office:** The term of office for all Board Members shall be three (3) years, commencing at the conclusion of the General Meeting at which their appointment or election is made or effective, and expiring at the conclusion of the third AGM after their appointment or election. This Rule is subject to Rule 15 (Inaugural Board), Rule 16.9 (Casual Vacancy), Rule 16.10 (Removal of Board Member), and the schedule of rotation under Rule 16.7.

16.7 **Schedule of Rotation:** Prior to each AGM, the Board shall advise the Chief Executive (who will in turn advise the Members) of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.

16.8 **Vacancies:** If a casual vacancy arises on the Board under Rule 16.9 (Casual Vacancy) it shall be filled in accordance with this Rule for the balance of the term of office of the vacating Board Member:

a. If the AGM for the year in which the vacancy arises is scheduled for a date being less than six (6) months from the date the vacancy arose, the remaining Board Members may either appoint a person of their choice to fill the vacancy, or leave the vacancy unfilled until the AGM for that year.

b. If the AGM for the year in which the vacancy arises is scheduled for a date being six (6) months or longer from the date the vacancy arose, the following process shall apply:

i. for a vacancy in an Appointed Board Member's position, it shall be filled by the Board Appointments Panel in accordance with the procedure in Rule 20 (Appointment and Election of Board Members) and the appointment shall take effect immediately upon notification by the Board Appointments Panel to the Board Member concerned; or

ii. for a vacancy in an Elected Board Member's position, it shall be filled in accordance with the procedure in Rule 20 (Appointment and Election of Board Members), with any modifications necessary as to timing as the Board considers appropriate provided that the Board shall notify the Members of any such modification(s).

16.9 **Casual Vacancy:** A casual vacancy arises if:

a. a Board Member resigns from office prior to the expiry of their term of office;

b. a Board Member dies;

c. a Board Member is removed under Rule 16.10 (Removal of Board Member);

d. a Board Member is absent from more than two (2) successive meetings unless leave of absence is granted by the Chairperson;

- e. a position on the Board is not filled by the Board Appointments Panel (in the case of an Appointed Board Member position) or by the Members at a General Meeting (in the case of an Elected Board Member position); or
- f. any of the circumstances in Rule 16.4 (Ineligibility) apply.

16.10 **Removal of Board Member:** The Members at an SGM called for this purpose may, by Special Resolution, remove any Board Member or the Board as a whole, before the expiration of their term of office. The following procedure shall apply:

- a. upon the Chief Executive receiving a request for a SGM to remove a Board Member, or the Board as a whole, the Chief Executive shall send the notice of the SGM to the Board Member concerned or the Board (as the case may be), and the persons specified in Rule 23.9 (Notice of SGM); and
- b. following notification under Rule 16.10a and before voting on the resolution to remove a Board Member, or the Board as a whole, the Board Member or the Board (as the case may be) affected by the proposed resolution to remove them shall be given the opportunity prior to and at the SGM to make submissions in writing to the persons entitled to be present at the General Meeting about the proposed resolution.

16.11 **Suspension of Board Member:** If any Board Member is alleged to have, or is charged with, or is given notice by the relevant authority of a proposal to make an order or finding against that Board Member of any of the circumstances described in Rule 16.4 (Ineligibility), the remaining Board Members may, after reasonable enquiry and giving the Board Member concerned the right to be heard, suspend the Board Member from the Board pending the determination of such allegation notice, or charge.

17. Duties & Powers of Board Members

17.1 **Duties of Board Members:** The duties of each Board Member are to:

- a. consider the interests of Snow Sports as a whole throughout New Zealand;
- b. at all times act in good faith and in the best interests of Snow Sports NZ;
- c. exercise the powers of the Board for proper purposes;
- d. act, and ensure Snow Sports NZ acts, in accordance with this Constitution and its Regulations;
- e. be bound by all Board decisions and act in accordance with the principle of collective responsibility;
- f. not agree to, nor cause or allow, the activities of Snow Sports NZ to be carried on in a manner likely to create a substantial risk of serious loss to Snow Sports NZ's creditors;
- g. not agree to Snow Sports NZ incurring any obligations unless the Board Member believes at that time, on reasonable grounds, that Snow Sports NZ will be able to perform the obligations when it is required to do so;

- h. exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances;
- i. disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest. For the purposes of this Rule, an interest in a transaction or proposed transaction shall have the same meaning as defined in section 139(1) of the Companies Act 1993, (or any equivalent provision under any replacement legislation). Such interest shall also be recorded in the Board's interests register;
- j. take such other steps as determined by the Board in respect of any interest specified in Rule 17.1i, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- k. not disclose information that the Board Member would not otherwise have available, other than in his/her capacity as a Board Member, to any person, or make use of or act on the information except:
 - i. as agreed by the Board for the purposes of Snow Sports NZ;
 - ii. as required by law; or
 - iii. to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- l. make reasonable efforts to attend all Board Meetings and General Meetings of Snow Sports NZ;
- m. use their best efforts to consult widely with Members and others in the Snow Sports community to keep abreast of the issues facing them provided that this Rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 17.1k; and
- n. participate in an annual review of the Board's performance.

17.2 Powers of the Board: The Board shall have the power to:

- a. appoint the Chief Executive;
- b. define delegations of authority from the Board to the Chief Executive and to the Sport Committees;
- c. adopt and review the strategic plan for all Snow Sports in New Zealand;
- d. adopt and review the annual plan and budget for Snow Sports NZ (which shall include specific plans and budgets for each of the Snow Sports);
- e. determine applications from individuals, clubs, and organisations wishing to be Members of Snow Sports NZ;
- f. hold national forums and meetings for the Members, including General Meetings;

- g. sanction competitions and events as Snow Sport Competitive Events;
- h. on the recommendation of each Sport Committee, approve rules and regulations for any Snow Sports NZ competitions or events including conditions of entry, and including Snow Sport Competitive Events;
- i. establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- j. employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for Snow Sports NZ national representative teams (upon the recommendation of the relevant Sport Committee and as set out in the Regulations), and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- k. delegate to selectors the power to select athletes and teams to be national representatives;
- l. determine the yearly calendar for international, national, and other Snow Sports competitions;
- m. discipline Members, including holding enquires or appointing others to hold enquires and imposing sanctions, hearing cases of misconduct by any Members or to delegate these functions to the Judiciary Committee as specified under Rule 14 (Resignation & Termination of Membership) and Rule 28 (Judiciary Committee);
- n. subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- o. control expenditure and raise funds to fulfil the Objects of Snow Sports NZ;
- p. open and operate in the name of Snow Sports NZ such bank accounts as deemed necessary;
- q. make, repeal or amend any Regulations in accordance with Rule 32 (Regulations), and any policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- r. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- s. establish such corporate and other entities to carry on and conduct all or any part of the affairs of Snow Sports NZ;
- t. appoint and administer the Judiciary Committee;
- u. resolve and determine any disputes or matters not provided for in this Constitution; and
- v. do all other acts and things which are within the powers and Objects of Snow Sports NZ and which the Board considers are appropriate.

- 17.3 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, the Regulations, or the policies or procedures of Snow Sports NZ, the matter will be determined by the Board.

18. Board Meetings & Procedures

- 18.1 **Board Meetings:** Board meetings may be called at any time by the Chairperson or two (2) Board Members but generally the Board shall meet at regular intervals as agreed by the Board. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 18.2 **Meetings using Technology:** Any one (1) or more Board Members (including the Board as a whole) may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. Such meetings may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 18.3 **Quorum:** The quorum for a Board meeting shall be four (4) Board Members, of which at least one (1) shall be an Elected Board Member.
- 18.4 **Voting:** Each Board Member shall have one (1) vote at Board meetings. In the event of an equality of votes the Chairperson shall have both a deliberative and a casting vote. Except for resolutions passed outside of a Board meeting under Rule 18.5 (Resolutions), voting at Board meetings shall be by voice, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not allowed at Board meetings.
- 18.5 **Resolutions:** A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by five (5) or more Board Members shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Board Members.
- 18.6 **Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the business of Snow Sports NZ. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses which must comply with Rule 27 (Application of Income).

19. Board Appointments Panel

- 19.1 **Establishment:** When the Board Appointments Panel needs to be convened for the purposes set out in this Constitution, the Chairperson (or his/her nominee as specified in Rule 19.2a) shall notify the Board, SPARC and a professional organisation determined by the Board (as described in Rule 19.2b), of this fact, and require them to submit the name(s) of their appointee(s) as specified in Rule 19.2 (Composition). Upon receipt of these names

the Chairperson (or the person described in Rule 19.2a) shall convene the Board Appointments Panel.

19.2 **Composition:** Subject to Rule 19.3, the Board Appointments Panel shall comprise the following three (3) people:

- a. one (1) person being the Chairperson of the Board (or his/her nominee), or if s/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board;
- b. one (1) nominee who is an independent professional who is experienced in governance and the functions and appointment processes of directors and/or trustees in New Zealand, as determined by SPARC; and
- c. one (1) nominee who is independent of the Board and who has an interest and understanding of Snow Sport(s) in New Zealand, as determined by the Board.

No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in 16.4a to 16.4e (inclusive) (Ineligibility) have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the Board Appointments Panel.

19.3 **Board Unable to Appoint:** If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint the persons described in Rule 19.2, they shall be appointed by SPARC.

19.4 **Convenor:** The convenor of the Board Appointments Panel shall be the Chairperson or his/her nominee, as specified in Rule 19.2a (Composition).

19.5 **Term of Office:** The members of the Board Appointments Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.

19.6 **Responsibilities:** The Board Appointments Panel shall be independent of the Board and, subject to Rule 15 (Inaugural Board), shall be responsible for:

- a. identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
- b. advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
- c. 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);
- d. deciding the candidates to be appointed as Appointed Board Members;
- e. receiving and assessing applications from candidates for election as Elected Board Members at a General Meeting, (including undertaking such enquiries and holding interviews and meetings as it sees fit);

- f. recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicants(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration and vote by those present and entitled to vote at a General Meeting; and
 - g. such other related matters as set out in any applicable Regulations.
- 19.7 **Relevant Factors:** In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board Appointments Panel shall appoint or recommend based on merit and in so doing shall take into account the following factors about the applicant and the Board as a whole:
- a. their prior experience as a director, trustee, or experience in any other governance role;
 - b. their knowledge of, and experience in, a Snow Sport, or Snow Sports generally, at international, national, and/or local level;
 - c. their occupational skills, abilities, and experience;
 - d. their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - e. the need for conflicts of interest on the Board to be minimised;
 - f. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;
 - g. the need for gender balance on the Board; and
 - h. the need for the Board as a whole to have sufficient knowledge of or experience in Snow Sports.
- 19.8 **Restrictions on Activity:** No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
- 19.9 **Meetings:** The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 19.10 **Quorum:** The quorum for a meeting of the Board Appointments Panel shall be three (3) members.
- 19.11 **Decisions:** Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be unanimous.
- 19.12 **Conflicts and Confidentiality:** All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the

convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.

- 19.13 **Vacancies:** Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in Rule 19.2 - Composition).
- 19.14 **Removal:** The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- a. the member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor;
 - b. there are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel's composition and/or process;
 - c. the member has been found by the Judiciary Committee to have brought Snow Sports or Snow Sports NZ (including any employee, official or Member) into disrepute; or
 - d. any of the circumstances listed in Rule 16.4a to 16.4e (inclusive) (Ineligibility) have occurred to the member.
- 19.15 **Procedure:** Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

20. Appointment & Election of Board Members

- 20.1 Subject to Rule 15 (Inaugural Board):
- a. The Board Appointments Panel shall call for applications for all Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least ninety (90) days prior to the AGM, or that have arisen as a result of a casual vacancy arising under Rule 16.9 (Casual Vacancy). If the casual vacancy is in the position of an Elected Board Member and arises under Rule 16.8b.ii (vacancy for longer than 6 months) the call for applications shall be made at least thirty (30) days prior to the SGM. If the casual vacancy is in the position of an Appointed Board Member and arises under Rule 16.8b.i (vacancy for longer than 6 months) the call for applications shall be at least thirty (30) days prior to the date on which the Board Appointments Panel makes its appointment (which appointment shall take effect immediately).
 - b. Applications for Board Member positions shall be made by applicants in the approved form set out in the Regulations (indicating whether they seek to be an Appointed Board Member or an Elected Board Member or either) and received at the registered office of Snow Sports NZ not less than sixty (60) days before the date set for the AGM or not less than twenty-one (21) days before the date set for the SGM.

- c. Upon receipt of any applications for vacancies for Board Member(s) positions, the Chief Executive shall refer all the applications to the Board Appointments Panel.
- d. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 19.6 (Responsibilities) and notify the Chief Executive of the Appointed Board Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the General Meeting:
 - i. by no later than thirty (30) days prior to an AGM (in the case of a vacancy arising due to the expiry of term of office at the AGM); or
 - ii. as soon as practicable (in the case of a casual vacancy arising under Rule 16.8b.ii).
- e. Upon receipt of the notification from the Board Appointments Panel in Rule 20.1d the Chief Executive shall, as soon as practicable, notify the Members of the decision of the Board Appointments Panel's regarding any Appointed Board Members it has appointed together with any recommendations of applicants it considers would best suit the vacant positions of Elected Board Members, at the General Meeting.
- f. Having considered the Board Appointments Panel's recommendations, if any, the Elected Board Members shall be determined by those entitled to vote from amongst all the valid applications for Elected Board Member positions received by Snow Sports NZ (including any applications recommended by the Board Appointments Panel), by Ordinary Resolution at the General Meeting at which the vacant position or positions are to be filled.

20.2 **Other Positions:** Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of, or contractor to, a Club or Snow Sports NZ if they are appointed or elected as a Board Member. For avoidance of doubt, a person may be a Board Member and a member of a Sport Committee at the same time.

21. Chief Executive

- 21.1 **Role:** There shall be a Chief Executive of Snow Sports NZ who shall be employed for such term and on such conditions as the Board may determine. The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of Snow Sports NZ in accordance with the Regulations, policies, and procedures of Snow Sports NZ and within such limitations as may be imposed by the Board.
- 21.2 **Attendance at Board Meetings:** The Chief Executive shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

PART IV – SPORT COMMITTEES

22. Sport Committees

- 22.1 **Sport Committees:** For the purposes of ensuring each of the Snow Sports is promoted, developed, enhanced, and protected there shall be a Sport Committee for each Snow Sport.
- 22.2 **Status:** Each Sport Committee shall report to the Chief Executive and shall have authority delegated to it by the Chief Executive and as set out in this Constitution and the Regulations.
- 22.3 **Functions:** The role and functions of each Sport Committee are to:
- a. provide experience and expertise in relation to matters affecting its Snow Sport;
 - b. recommend coaches, managers, selectors, officials, judges and other support personnel for appointment to national representative Snow Sports teams and competitions as set out in the Regulations;
 - c. provide input on the national strategy of Snow Sports in New Zealand both generally and in respect of its particular Snow Sport;
 - d. revise and update the rules and regulations relating to its Snow Sport, including competitions or events, conditions of entry, and including Snow Sport Competitive Events;
 - e. assist Snow Sports NZ staff to develop programmes, competitions, events and activities for its Snow Sport including Snow Sport Competitive Events and to implement them;
 - f. develop and recommend to the Chief Executive an annual plan (including a calendar of events) and budget for its Snow Sport which is aligned to the Snow Sports NZ strategic plan;
 - g. recommend to the Board the amount(s) of the Membership Fee(s) and any other fees payable by Members that have designated the Snow Sport of the Sport Committee as their Designated Snow Sport; and
 - h. hold at least one (1) forum each year for those Members who designated the Snow Sport as their Designated Snow Sport to hear their views, keep them up to date with developments in their Snow Sport, and to elect members of the Sport Committee.
- 22.4 **Composition:** Subject to Rule 36.8 (Inaugural Sport Committees), each Sport Committee shall comprise of a minimum of a three (3) and maximum of seven (7) people, as follows:
- a. an employee of Snow Sports NZ allocated by the Chief Executive with responsibility for that Snow Sport, who shall be required to attend all meetings of the Snow Sports Committee (unless otherwise directed by the Chief Executive) but shall have no voting rights; and
 - b. two (2) to six (6) other people (who must be Members of Snow Sports NZ) elected by the Members who designated that Snow Sport as their Designated Snow Sport. This

election shall be held in accordance with the Regulations at the annual forum held by each Sport Committee (as specified in Rule 22.3h) on a date approved by the Chief Executive or if filling a vacancy under Rule 22.8b, at a forum called by the Sport Committee for this purpose. Each Individual Member shall be entitled to one (1) vote at each such forum held for their Designated Snow Sport(s), in accordance with the Regulations.

In addition, the Chief Executive shall be an ex-officio member of each Sport Committee and may attend any meeting of a Sport Committee.

- 22.5 **Chairperson:** The chairperson of each Sport Committee shall be a person appointed by the members of each Sport Committee at the first meeting of the Sports Committee held after the annual forum for its Snow Sport each year and in accordance with the Regulations.
- 22.6 **Term of Office:** Subject to Rule 36.8 (Inaugural Sport Committees), the term of office for all members of a Sport Committee (other than the employee allocated by the Chief Executive in Rule 22.4a) shall be two (2) years, commencing at the conclusion of the forum at which their election is effective, and expiring at the conclusion of the second forum after their election. Each member of a Sport Committee shall have the right to be re-elected for further terms of office.
- 22.7 **Rotation:** Each Sport Committee shall determine a schedule of rotation so that the term of office of at least one-third of the members of the Sport Committee expires each year at the conclusion of the annual forum of the Sport Committee. In the event a Sport Committee only has two (2) elected members, at least one (1) such member's term of office shall expire at the conclusion of the annual forum each year.
- 22.8 **Vacancies:** If a casual vacancy (as defined in Rule 16.9) arises on a Sport Committee it shall be filled in accordance with this Rule for the balance of the term of office of the vacating Sport Committee Member:
- a. If the annual forum for the year in which the vacancy arises is scheduled for a date being less than six (6) months from the date the vacancy arose, the remaining Sport Committee members may either appoint a person of their choice to fill the vacancy, or leave the vacancy unfilled until the annual forum of the Sport Committee for that year.
 - b. If the annual forum for the Sport Committee for the year in which the vacancy arises is not scheduled, or is scheduled for a date being six (6) months or longer from the date the vacancy arose, the Sport Committee shall hold a forum in the manner set out in Rule 22.3h at which the election of the replacement member shall be made.
- 22.9 **Duties of Sport Committee Members:** The duties of each Sport Committee members are to:
- a. consider the interests of its Snow Sport and Snow Sports generally;
 - b. at all times act in good faith and in the best interests of Snow Sports NZ;
 - c. exercise the powers of the Sport Committee for proper purposes;
 - d. act, and ensure the Sports Committee acts, in accordance with this Constitution and the Regulations;

- e. be bound by all Sport Committee decisions and act in accordance with the principle of collective responsibility;
- f. exercise the care, diligence and skill that a reasonable Sport Committee member would exercise in the same circumstances;
- g. disclose to the Sport Committee and the Chief Executive the nature and extent of any interest in a transaction or proposed transaction as soon as the Sport Committee member becomes aware of the fact that s/he has such an interest. For the purposes of this Rule, an interest in a transaction or proposed transaction shall have the same meaning as defined in section 139(1) of the Companies Act 1993 (or any equivalent provision under any replacement legislation);
- h. take such other steps as determined by the Sport Committee and the Chief Executive in respect of any interest specified in Rule 22.9g, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. not disclose any information that the Sport Committee would not otherwise have available other than in his/her capacity as a Sport Committee member, to any person, or make use of or act on the information except:
 - i. as agreed by the Sport Committee for the purposes of Snow Sports NZ;
 - ii. as required by law; or
 - iii. to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- j. make all reasonable efforts to attend all forums and other meetings of the Sport Committee;
- k. use their best efforts to consult widely with Members who designated the Snow Sport of the Snow Sport Committee as their Designated Snow Sport and others in the community to keep abreast of the issues facing them, provided that this Rule shall not waive the duty of confidentiality in respect of information disclosed to them as Sport Committee members under Rule 22.9i; and
- l. positively promote Snow Sports NZ and not bring it into disrepute.

22.10 **Meeting Procedure:** Sport Committee meetings may be called at any time by the chairperson of the Sport Committee, or two (2) Sport Committee members, or by the Chief Executive on reasonable notice, but generally the Sport Committee shall meet at regular intervals as agreed by the Sport Committee. Except to the extent specified in this Constitution, the Sport Committee shall regulate its own procedure.

22.11 **Meetings using Technology:** Any one (1) or more Sport Committee members (including the Sport Committee as a whole) may participate in any meeting of the Sport Committee and vote on any proposed resolution at a meeting of the Sport Committee without being physically present. This may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Sport Committee members and all persons participating in the meeting are able to hear each other effectively and

simultaneously. Participation by any Sport Committee member in this manner at a meeting shall constitute the presence of that Sport Committee member at that meeting.

- 22.12 **Quorum:** The quorum for a Sport Committee meeting shall be one-third of the total number of Sport Committee members of the Sport Committee, and in the event there are three (3) members, the quorum shall be no less than two (2) members.
- 22.13 **Removal of Sport Committee Member:** The Chief Executive may suspend any Sport Committee member who has failed to fulfil or comply with this Constitution, the Regulations, any policies or procedures of Snow Sports NZ, or any reasonable directives of the Chief Executive. Before doing so, the Chief Executive shall provide the Sport Committee member and the Sport Committee concerned with a reasonable opportunity to make submissions to the Chief Executive and, if the Chief Executive thinks appropriate, to remedy any failings. The Members who designated the Snow Sport of the Sport Committee as their Designated Snow Sport may at the annual forum remove any Sport Committee member from office.
- 22.14 **Voting:** Each Sport Committee member (including the person allocated by the Chief Executive in Rule 22.4a) shall have one (1) vote at Sport Committee meetings. In the event of an equality of votes the chairperson of the Sport Committee shall have both a deliberative and a casting vote. Except for resolutions passed outside of a Sport Committee meeting under Rule 22.15 (Resolutions), voting at Sport Committee meetings shall be by voice, or upon request of any Sport Committee member, by a show of hands or by a ballot. Proxy and postal or electronic voting is not allowed at Sport Committee meetings.
- 22.15 **Resolutions:** A resolution in writing signed or consented to by email, facsimile or other form of visible or other electronic communication by one-third or more Sport Committee Members shall be valid as if it had been passed at a meeting of the Sport Committee. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Sport Committee members.
- 22.16 **Expenses:** The Sport Committee may, by majority vote, reimburse its Sport Committee members for their actual and reasonable expenses incurred in the conduct of Snow Sports NZ's business in accordance with the Regulations.

PART V – GENERAL MEETINGS

23. Meetings of Members

- 23.1 **AGM:** Snow Sports NZ must hold an AGM once every year not later than one hundred and twenty (120) days after the end of the financial year.
- 23.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 23.3 **Methods of General Meetings:** A General Meeting may be held either:
- a. by a number of Individual Members entitled to vote who constitute a quorum as set out in Rule 23.13 (Quorum) being present in person at the place, date and time appointed for the meeting; or

- b. subject to this Constitution, by means of audio, or audio and visual, communication by which all persons participating and constituting a quorum can simultaneously hear each other throughout the meeting, as determined by the Board. Participation by a person entitled to vote at a General Meeting held in this manner shall constitute the presence of that person at that meeting.
- 23.4 **Notice of AGM:** The Chief Executive must give at least one hundred and twenty (120) days written notice of an AGM to all Board Members and all Members. The notice shall set out:
- a. the date, time and venue and/or the manner in which the AGM is to be held;
 - b. the date and time by which notification of the Delegate(s) (as specified in Rule 23.14), any Individual Members attending, proxy forms (as specified in Rules 23.7 and 24.5b), and Postal and Electronic Votes for the AGM (as specified in Rules 23.7 and 24.6a) must be received by the Chief Executive;
 - c. the number of vacancies, if any, in any Board Member positions for which applications are sought, and the closing date(s) for any applications for Appointed Board Members and Elected Board Members (as specified in Rules 20.1a and 20.1b);
 - d. the date and time of by which any of the proposed motions (including alterations to the Constitution, as specified in Rule 31.2) and other items of business to be submitted to the Chief Executive (as specified in Rule 23.5); and
 - e. the name of the Returning Officer for that meeting.
- 23.5 **Items of AGM Business:** Not less than thirty (30) days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Chief Executive from the Members and/or the Board. Applications for Appointed Board Members and Elected Board Members must be received not less than sixty (60) days before the date set for the AGM as specified in Rule 20.1b.
- 23.6 **Business of AGM:** The following business shall be discussed at each AGM:
- a. the receipt from the Board of an audited annual financial report for the preceding financial year in accordance with Rule 26 (Annual Report);
 - b. the election of any vacancies arising in the positions of Elected Board Members;
 - c. the removal of any Board Members;
 - d. the appointment of scrutineers for the meeting;
 - e. any motion(s) proposing to alter this Constitution; and
 - f. any other items of business that have been properly submitted for consideration at the AGM.
- 23.7 **AGM Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 23.6 – Business of AGM) together with the Postal and Electronic Voting form and proxy form shall be sent by the Chief Executive to the Board and the Members by no later than twenty-one (21) days before the date of the AGM. No additional items of business not listed

on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

23.8 **SGM:** The Chief Executive must call a SGM upon a written request (which must state the purpose for which the SGM is requested including any proposed motion(s)) from:

- a. the Board; or
- b. subject to Rule 36.10 (SGMs During Transition) five percent (5%) of those Members entitled to vote.

23.9 **Notice of SGM:** Not less than twenty one (21) days written notice must be given by the Chief Executive to the Board and the Members for a SGM (except where in the view of the Chief Executive such notice period is not practicable due to the urgency or nature of the matters to be dealt with at the SGM, provided not less than seven (7) days written notice is given), which notice must only deal with the business for which the SGM is requested and shall include:

- a. the date, time and venue and/or the manner in which the meeting is to be held;
- b. the date and time by which notification of the Delegate(s) (as specified in Rule 23.14), any Individual Members attending, proxy forms (as specified in Rule 24.5b), and Postal and Electronic Voting forms for the SGM (as specified in Rule 24.6a) must be received by the Chief Executive;
- c. the proposed motion or motions that have been properly submitted for consideration;
- d. the name of the Returning Officer for that meeting; and
- e. the proposed motions to appoint scrutineers.

23.10 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.

23.11 **Notices:** Any notices or other communication given pursuant to this Constitution must be in writing and may be served personally or sent by post, facsimile or e-mail or other technological means of communication in writing.

23.12 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 23.4 (Notice of AGM), 23.6 (Business of AGM), 23.7 (AGM Agenda) and 23.9 (Notice of SGM) and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a. the Chairperson in his/her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- b. a motion to proceed is put to the meeting and carried by Special Resolution.

23.13 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of

meeting. The quorum for a General Meeting shall be no less than five percent (5%) of Members entitled to vote. Proxies and votes by Electronic Voting do not count towards the quorum. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the scheduled commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, (being not less than seven (7) days following the adjournment), time and place as determined by the Board. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum.

- 23.14 **Club and Associate Member Delegates:** Each Club that is of Good Standing and each Associate Member may elect or appoint a Delegate to represent it at General Meetings at its cost. No Board Member may act as a Delegate. Delegates shall have the right to speak but not to vote at General Meetings. The names of the Delegates shall be forwarded in writing to the Chief Executive by a date and time determined by the Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Club or Associate Member as applicable may appoint an alternate Delegate, provided that the name of such alternate Delegate is notified in writing to the Chief Executive at least twenty four (24) hours prior to the time scheduled for the commencement of the General Meeting.
- 23.15 **Individual Members:** All Individual Members are entitled to be present at General Meetings at their cost but only Competitive Members and Recreational Members have the right to vote (in accordance with Rule 24).
- 23.16 **Chairperson & Attendees:** The Chairperson shall chair all General Meetings unless he/she is unavailable for any reason in which case another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability. In addition to Board Members and members of each Sport Committee any other persons including employees, contractors and advisors to Snow Sports NZ, and a representative from any Club that is not of Good Standing may, upon invitation by the Chairperson of a General Meeting, attend and speak at the meeting with the permission of the Chairperson.
- 23.17 **Standing Orders:** The Board may determine standing orders to prescribe the procedure for General Meetings. In the absence of any such orders, the Chairperson shall determine the procedure for General Meetings subject to this Constitution and the Regulations.

24. Voting at General Meetings

- 24.1 **Eligibility to Vote:** The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:
- a. Competitive Members;
 - b. Recreational Members; and
 - c. the Chairperson, but solely for the purposes of a casting vote in accordance with Rule 24.3 (Casting Vote).

If a Competitive Member or Recreational Member is under 18 years of age, their parent/guardian is entitled to be present and vote on behalf of that Member.

24.2 **Voting Entitlement:** The voting entitlement for each Member eligible to vote shall be as follows:

- a. **One vote:** When voting on any matter, other than alterations to this Constitution (Rule 31) and/or Liquidation (Rule 33), each Member eligible to vote, as specified in Rule 24.1, is entitled to one (1) vote, provided that all fees and payments due to Snow Sports NZ have been paid. The value of this vote is the same for all Members who are eligible to vote.
- b. **Proportional vote:** When voting on alterations to this Constitution (Rule 31) and/or Liquidation (Rule 33), each Member eligible to vote as specified in Rule 24.1, provided all fees and payments due to Snow Sports NZ have been paid, is entitled to one (1) vote the value of which is determined by the following calculations:

$$(A \div B) = C$$

Where:

A = 1.

B = the total number of Snow Sports.

C = the total voting entitlement of a Snow Sport.

For example: If there are five Snow Sports, each Snow Sport would be entitled to a total voting entitlement of 0.2 (i.e. $1 \div 5 = 0.2$).

AND

$$C \times (D \div E) = F$$

D = 1.

E = the total number of Members of a Snow Sport who are entitled to vote.

F = the value of the vote of each Member entitled to vote.

For example: If the total voting entitlement of each Snow Sport is 0.2, and the total number of Members of a Snow Sport who are entitled to vote is 200, the value of the vote of those Members is 0.001 (i.e. $0.2 \times (1 \div 200) = 0.001$).

- c. Administrative Members, Life Members, Delegates of Clubs and Associate Members, and members of Sport Committees have no entitlement to vote at General Meetings, unless they are voting in their capacity as a Competitive Member or Recreational Member.

24.3 **Casting Vote:** In the event of equality of votes at a General Meeting the Chairperson shall have a casting vote (unless the resolution directly involves the Chairperson in which case the Board shall unanimously agree on a Board Member to have a casting vote).

24.4 **Method of Voting:** Voting at General Meetings may be conducted by voices, show of hands, ballot, or secret ballot if requested by two (2) Members eligible to vote and present at the

meeting. Each Member eligible to vote must be present at a General Meeting to vote. Individual Members may exercise their vote, and shall be regarded as being present at the meeting, in one of the following ways:

- a. present either in person or by audio/teleconference; or
- b. through a Proxy (Rule 24.5) provided that a Proxy shall not be regarded as present for the purposes of the quorum; or
- c. by Postal or Electronic Voting (Rule 24.6);

provided that if voting is requested to be held by secret ballot and the meeting is being held by audio, or audio and visual communication, voting shall be held electronically or by facsimile during the meeting or within a period of time after the meeting, and in the manner specified by the Chairperson.

24.5 Proxy Voting: Where a Member eligible to vote chooses to exercise their vote by appointing a Proxy to attend a General Meeting, the following general principles shall apply together with any specific requirements set out in Regulations:

- a. the Proxy must be appointed by notice in writing on the prescribed proxy form signed by the Member eligible to vote and the Proxy;
- b. the Proxy form must reach the Chairperson of the meeting not less than one (1) hour before the time scheduled for the commencement of the General Meeting;
- c. Any Individual Member who is entitled to be present and vote at a General Meeting, other than the Chairperson, may hold a Proxy; and
- d. a person may hold more than one (1) Proxy but no person may be a Proxy for more than two percent (2%) of the Members eligible to vote.

24.6 Postal & Electronic Voting: Where a Member eligible to vote chooses to exercise his/her vote by casting a Postal or Electronic Vote the following general principles shall apply together with any specific requirements set out in Regulations:

- a. a Member eligible to vote may cast a Postal or Electronic Vote on all or any of the motions to be voted on at the General Meeting by returning the prescribed voting form to the Returning Officer (Rule 24.7) for that meeting. The voting form must reach the Returning Officer not less than forty-eight (48) hours before the time scheduled to commence the General Meeting; and
- b. the Postal or Electronic Votes shall be counted in accordance with Rule 24.7 (Returning Officer) prior to or at the General Meeting.

24.7 Returning Officer: For each General Meeting:

- a. The Chief Executive shall appoint a Returning Officer. No Board Member or Delegate may be the Returning Officer.
- b. The Returning Officer shall undertake the following duties and may be assisted by any scrutineers appointed at the meeting:

- i. collect together any Postal and Electronic Votes and proxy forms received by him or her or by Snow Sports NZ;
 - ii. in relation to each motion to be voted on at the meeting, count the total number of Postal and Electronic Votes cast (which may be done prior to or at the General Meeting);
 - iii. in relation to each motion voted on at the meeting, count the valid votes cast; and
 - iv. determine whether the motion is carried, lost or there is an equality of votes (in accordance with the requisite majority under this Constitution) and inform the Chairperson accordingly.
- 24.8 **Scrutineers:** Two (2) scrutineers may be appointed by the Members present at each General Meeting to assist the Returning Officer to count the votes.
- 24.9 **Resolutions:** An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified otherwise in this Constitution.
- 24.10 **Chairperson's Declaration:** Where a vote for a motion is cast by a show of hands (whether or not additional votes are cast by other means), a declaration by the Chairperson of the meeting of the number of votes cast by show of hands is conclusive evidence of that number, unless a secret ballot is requested.
- 24.11 **Tally of Votes:** The Chairperson of the meeting may in his or her discretion state the number or proportion of the votes recorded in favour and against a motion.
- 24.12 **Process for Election of Board Members:** Elections for Elected Board Members at an AGM or a SGM (where a vacancy is being filled under Rule 16.8b.ii) must be undertaken by secret ballot by those Members present and entitled to vote at the General Meeting and by Postal and Electronic Voting. Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected. If the number of votes for one or more of the applicants is equal to another applicant, the chairperson of the meeting shall have a casting vote. If there are insufficient nominations for positions available then the vacancy shall be filled by the Board in accordance with Rule 16.8a as if the vacancy were one arising under that Rule.

PART VI – FINANCIAL MATTERS

25. Financial Year

- 25.1 The financial year of Snow Sports NZ shall commence on 1 April and end on 31 March in the next year, and may be altered from time to time by the Board.

26. Annual Report

- 26.1 The Board shall prepare an annual report for presentation to the AGM which contains:
- a. the audited annual financial statements as required under the Act; and
 - b. an annual report of the year's activities:
- (collectively known as the "Annual Report").
- 26.2 The annual financial statement in Rule 26.1 shall be audited by an auditor appointed by the Board. The auditor shall be a practising chartered accountant.

27. Application of Income

- 27.1 The income and property of Snow Sports NZ shall be applied solely towards the promotion of the Objects.
- 27.2 Except as provided in this Constitution:
- a. no portion of the income or property of Snow Sports NZ shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Board Member;
 - b. no remuneration or other benefit in money or money's worth shall be paid or given by Snow Sports NZ to any Member or Board Member; and
 - c. the Membership Fee(s) paid to Snow Sports NZ by a Member (as specified in Rule 12.1) shall be applied solely towards purposes associated with that Member's Designated Snow Sport.
- 27.3 Nothing in Rule 27.2 shall prevent payment in good faith of, or to any, Member or Board Member for any of the following provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction:
- a. any services actually rendered to Snow Sports NZ whether as an employee or otherwise; or
 - b. goods supplied to Snow Sports NZ in the ordinary and usual course of operation; or
 - c. interest on money borrowed from any Member or Board Member; or
 - d. rent for premises demised or let by any Member or Board Member to Snow Sports NZ; or
 - e. any out-of-pocket expenses incurred by the Member or Board Member on behalf of Snow Sports NZ for any other reason.

PART VII – DISCIPLINE OF MEMBERS

28. Judiciary Committee

- 28.1 **Judiciary Committee:** The Board shall appoint (as and when required) an independent Judiciary Committee to carry out judicial and disciplinary functions of Snow Sports NZ in accordance with this Constitution and Regulations.
- 28.2 **Composition of the Judiciary Committee:** The Judiciary Committee shall consist of not less than three (3) persons. The Board shall appoint a chairperson of a Judiciary Committee from one of the members appointed to a Judiciary Committee. No Board Member is eligible to sit on a Judiciary Committee.
- 28.3 **Matters which may be Referred to Judiciary Committee:** Without limiting the Board's powers under Rule 17 (Duties and Powers of Board Members), the following matters may be referred for investigation and determination by a Judiciary Committee in the sole discretion of the Board:
- a. An allegation by an individual or organisation that a Club, Associate Member, Sport Committee (or Sport Committee Member), Individual Member or Life Member, has:
 - i. breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations (other than the Snow Sports NZ Anti-Doping Regulation), any other policy, resolution or determination of the General Meeting, Board or any policy, regulation or determination of any committee of Snow Sports NZ, or any other event, competition or activity held by or under the auspices of Snow Sports NZ, or under any rules of, or in connection with, a Snow Sport Competitive Event; or
 - ii. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of Snow Sports NZ and/or any Snow Sport or Snow Sports; or
 - iii. brought Snow Sports NZ or any Snow Sport or Snow Sports into disrepute;

provided that this Rule 28.3a shall not apply to an allegation against an Individual Member arising out of circumstances where they were representing their Club, in which case the allegation shall be referred for investigation and/or determination by that Individual Member's Club in accordance with its constitution and/or any applicable rules.
 - b. An appeal by an Individual Member from a decision of a Club who has received a penalty or an adverse finding in disciplinary proceedings conducted by the Club, provided that the Individual Member has first exhausted all avenues of appeal available under the constitution of the Club.
- 28.4 **Jurisdiction:** Any Member referred to in Rule 28.3 ("Defendant") will be subject to the jurisdiction, procedures, penalties and appeal mechanisms Snow Sports NZ set out in the Regulations.

- 28.5 **Board Referral:** The Board may commence investigatory or disciplinary proceedings (“Proceedings”) against a Defendant by referring any matter described in Rule 28.3 to a Judiciary Committee in the manner set out in the Regulations.
- 28.6 **Procedure:** Any referral to a Judiciary Committee shall be made and determined in accordance with the Regulations.
- 28.7 **Appeals:** Any party to any decision of a Judiciary Committee under Rule 28.3a may appeal (“Appellant”) such decision to the Sports Tribunal in accordance with the rules of the Tribunal. There is no right of appeal from decisions of a Judiciary Committee made under Rule 28.3b (i.e. where the appeal is from a decision of a Club).
- 28.8 **Grounds:** An appeal may only be made on one (1) or more of the following grounds:
- a. that natural justice was denied;
 - b. that the Judiciary Committee acted outside of its powers and/or jurisdiction (i.e. acted ultra vires);
 - c. that substantially new evidence has become available after the decision, which is being appealed, was made; or
 - d. in respect of a decision relating to misconduct involving the Appellant, that the penalty was either excessive or inappropriate.
- 28.9 **Procedure:** Appeals shall be filed with the Sports Tribunal within ten (10) days from the date the Appellant was notified of the decision of a Judiciary Committee and in all other respects shall be in accordance with the rules of the Sports Tribunal. The decision of the Sports Tribunal shall be final and there shall be no further right of appeal.

29. Anti-Doping

- 29.1 The Board shall determine a regulation governing anti-doping matters in accordance with any applicable legislation and in compliance with any requirements of the FIS and the World Anti-Doping Agency.
- 29.2 Any alleged anti-doping violation shall be dealt with in accordance with the Regulation referred to in Rule 29.1, which shall include the determination of any alleged anti-doping violation by the Sports Tribunal and if any appeal, by the Court of Arbitration of Sport or the FIS as specified in the Regulation.

PART VIII – ADMINISTRATIVE

30. Common Seal

- 30.1 Snow Sports NZ shall have a common seal.

- 30.2 The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Act.

31. Alteration to the Rules

- 31.1 Subject to Rule 31.2, this Constitution may only be amended, added to or repealed by Special Resolution at a General Meeting.
- 31.2 Notice of an intention to alter this Constitution must be given by a Member or the Board to the Chief Executive no later than thirty (30) days prior to a General Meeting, in accordance with Rule 23.5 (Items of AGM Business) or Rule 23.9 (Notice of SGM).

32. Regulations

- 32.1 The Board may determine and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Objects of Snow Sports NZ and any directives given by General Meeting. The Board shall consult with the Sport Committees regarding any proposed Regulations.
- 32.2 All Regulations shall be binding on Snow Sports NZ and the Members.
- 32.3 All Regulations, and any amendments to the Regulations, shall be advised to all Members in writing or electronically as approved by the Board.
- 32.4 The Snow Sports NZ Regulations which were in force prior to the commencement of this Constitution shall (unless otherwise revoked) continue in force until revoked or otherwise altered by the Board.
- 32.5 To the extent of any inconsistency between the Snow Sports NZ Regulations and this Constitution, this Constitution shall prevail.

33. Liquidation

- 33.1 Snow Sports NZ may voluntarily be put into liquidation if:
- a. a Special Resolution of those present and entitled to vote at a General Meeting passes a resolution appointing a liquidator; and
 - b. such resolution is confirmed by further Special Resolution in a subsequent SGM, called for that purpose, and held not earlier than thirty (30) days, after the date on which the resolution was passed.
- 33.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of Snow Sports NZ.

- 33.3 Any surplus assets of Snow Sports NZ, after payment of all costs, debts, and liabilities, shall subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to some charitable body or bodies having objects similar to the Objects.
- 33.4 The body or bodies in Rule 33.3 must prohibit the distribution of its or their income and property among its or their members to at least the same or greater an extent as is imposed on Snow Sports NZ under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.
- 33.5 The body or bodies in Rules 33.3 and 33.4 shall be determined by the Members in a General Meeting at or before the time of liquidation. If the Members are unable to decide the body or bodies shall be determined by the liquidator.

34. Indemnity & Insurance

- 34.1 Snow Sports NZ shall indemnify its Board Members and its employees for any costs incurred by any of them in any proceeding:
- a. that relates to the liability for any act or omission in his or her capacity as a Board Member, or employee; and
 - b. in which judgment is given in its favour, or in which it is acquitted, or which is discontinued.
- 34.2 Snow Sports NZ shall indemnify each Board Member or its employees in respect of:
- a. liability to any person other than Snow Sports NZ for any act or omission in their capacity as a Board Member, or employee; or
 - b. costs incurred by that Board Member, or employee in defending or settling any claim or proceeding relating to any such liability; or
 - c. liability, not being criminal liability, arising from a breach, in the case of a Board Member, of duty (as specified in Rule 17.1), or in the case of an officer or employee, of any fiduciary duty owed to Snow Sports NZ.
- 34.3 Snow Sports NZ shall, with the prior approval of the Board, effect insurance for each Board Member and its employees in respect of:
- a. Liability not being criminal liability for any act or omission in his or her capacity as a Board Member, or employee.
 - b. Costs incurred by that Board Member or employee in defending or settling any claim or proceeding relating to any such liability.
 - c. Costs incurred by that Board Member or employee in defending any criminal proceedings:

- i. that have been brought against the Board Member or employee in relation to any act or omission in its capacity as a Board member, officer or employee; and
- ii. in which it is acquitted.

35. Disputes & Matters Not Provided For

- 35.1 Subject to Rules 35.2 and 35.3, if any dispute arises out of the interpretation of this Constitution or the Regulations (other than the Snow Sports NZ Anti-Doping Regulation), or any matter arises which is not provided for in this Constitution or the Regulations, then such dispute or matter shall be referred in writing to the Board, whose decision shall be final and binding.
- 35.2 Subject to Rule 35.3, if the dispute or matter in Rule 35.1 is between the Board and a Member, or between any one (1) or more Board Members, (“the parties”) the dispute or matter shall be resolved by the following process:
- a. by the parties acting in good faith to seek an agreement; or
 - b. failing agreement in Rule 35.2a, by a party or the parties appointing an independent third person to mediate the dispute or matter; or,
 - c. failing agreement to mediate or agreement at mediation, by arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the New Zealand Law Society. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.
- 35.3 If the dispute or matter in Rule 35.1 is between a Sport Committee and the Board, or between any one (1) or more Sport Committees and/or Sport Committee Members (“the parties”) the dispute or matter shall be resolved by the following process:
- a. by the parties acting in good faith to seek an agreement; or
 - b. failing agreement in Rule 35.3a, by the parties appointing an independent third person to facilitate a mediation between them; or
 - c. failing agreement to mediate or agreement at mediation, by determination of the Board. The decision of the Board shall be final and binding.

36. Transitional Arrangements

- 36.1 **Status of Individual Members of Former Sports During Transition:** For the period from the commencement of this Constitution until 30 June 2010, individual members of Former Member Sports, and individuals who are members of member clubs of Former Sports shall be deemed to be Members of Snow Sports NZ subject to this Constitution and the

Regulations, and have the rights and obligations of Members set out in Rule 11. All individuals seeking to be Members of Snow Sports NZ from 1 July 2010 must complete a Snow Sports NZ membership application, pay any applicable Membership Fee(s), and complete any other requirements of membership as set out in this Constitution and the Regulations in order to be considered for admission as a Member.

- 36.2 **Status of Former Affiliate Members During Transition:** For the period from the commencement of this Constitution until 30 June 2011, Former Affiliate Members shall be deemed to be Associate Members. Thereafter a Former Affiliate Member must complete a Snow Sports NZ membership application, pay any applicable Membership Fee(s), and complete any other requirements of membership as set out in this Constitution and the Regulations in order to be considered for admission as a Member.
- 36.3 **Status of Former Member Sports During Transition:** For the period from the commencement of this Constitution until 30 June 2011, unless otherwise agreed by the Board under Rule 36.4, Former Member Sports shall continue to be Members of Snow Sports NZ subject to this Constitution and the Regulations, and have the rights and obligations of Members set out in Rule 11 and as otherwise provided for in Rule 36. Thereafter, subject to Rule 36.4, they shall cease to be Members.
- 36.4 **Former Member Sports to Wind Up:** The Former Member Sports shall, unless otherwise agreed with the Board, as soon as reasonably practicable and by no later than 30 June 2011, or any other date agreed in writing with the Board, wind up, dissolved or be liquidated, and transfer any surplus assets to Snow Sports NZ in accordance with their constitutions, or their equivalent legal instruments, and the Regulations.
- 36.5 **Failure to Wind Up:** If any Former Member Sport fails to wind up, or be dissolved or liquidated, and/or transfer any surplus assets to Snow Sports NZ in accordance with Rule 36.4 its membership of Snow Sports NZ shall terminate with immediate effect (or on the date agreed by the Board under Rule 36.4 whichever is the latter) and the consequences of termination of membership set out in Rule 14.7 shall apply as if the Former Member Sport were a Club. In addition any members of a Former Member Sport shall also cease to be Members of Snow Sports NZ, unless accepted as a Member under Rule 7 or Rule 8.
- 36.6 **Former Member Sport Transitional Rights & Obligations:** For the period from the commencement of this Constitution until the date the Former Member Sport is wound up, dissolved, or liquidated and by no later than 30 June 2011 or such other date agreed by the Board, the Former Member Sport shall:
- a. have such rights and entitlements sets out in this Constitution and the Regulations;
 - b. not be entitled to vote at any General Meeting but may have a representative to speak on its behalf with the prior approval of the Chairperson; and
 - c. be subject to Part VII of this Constitution (Discipline of Members) as if every reference to a Club, is to a Former Member Sport.
- 36.7 **Status of Existing Clubs of Former Member Sports:** All clubs which were current financial members of a Former Member Sport and are incorporated under the Act immediately prior to the commencement of this Constitution shall be deemed to be Members

of Snow Sports NZ as Clubs and shall be bound by and subject to this Constitution until 30 June 2011. Thereafter, any clubs seeking to be admitted as Members must complete a Snow Sports NZ membership application, pay any applicable Membership Fee(s), and complete any other requirements of membership as set out in this Constitution and the Regulations, in order to be considered for admission as a Member. A club which is not a current financial member of a Former Member Sport and/or is not incorporated under the Act immediately prior to this Constitution coming into force, shall not be a Member as a Club of Snow Sports NZ and must make a new application for membership in accordance with Rule 8.1, and the Regulations if it wishes to be a Member.

- 36.8 **Inaugural Sport Committees:** The existing groups elected by the Former Member Sports prior to this Constitution coming into force (known as steering groups) shall be the inaugural Sport Committees until the annual forum of the Sport Committee which must be held no later than 31 October 2010. Thereafter the Sport Committees shall be elected in accordance with Rule 22.4. If any Snow Sport does not have a steering group elected by the members by the Former Member Sport prior to this Constitution coming into force, it shall be elected by 1 July 2010 by those Members who designated that Snow Sport as their Designated Snow Sport by electronic vote, and shall remain in office until the annual forum of that Snow Sport to be held in 2011. The process for voting for such Sport Committee shall be determined by the Chief Executive and notified to the Members who have designated that Snow Sport as their Designated Snow Sport.
- 36.9 **Clubs Transitional Rights & Obligations:** Each Club shall, as soon as reasonably practicable, and by no later than 30 June 2011 or any other date agreed in writing with the Board, adopt a constitution that is not inconsistent with this Constitution and in accordance with Rule 8.2 (Club Obligations). If any Club fails to comply with this Rule by 30 June 2011, or any other date agreed in writing with the Board, its membership of Snow Sports NZ shall terminate with effect from 1 July 2011 and the consequences of termination in Rule 14.7 shall apply. During the period from the commencement of this Constitution to the date on which each Club adopts a constitution in accordance with this Rule or 30 June 2011 (whichever is the latter), each Club shall appoint a Delegate to attend General Meetings in accordance with Rule 23.14 (Delegates) and in this regard to the extent of any inconsistency between the constitution of the Club and this Constitution, this Constitution shall prevail.
- 36.10 **SGMs During Transition:** During the period from the commencement of this Constitution to 31 December 2010, if an SGM is requested under Rule 23.8 (SGM) the percentage of those Members required to request an SGM shall be 5% of those Members entitled to vote provided that at least 2.5% of that 5% are from three (3) or more Snow Sports.