



Athletics New Zealand (Incorporated)

Incorporated Society No. 216839

Constitution

Last amended at the Annual General Meeting on 31 August 2025

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Note – words used in this Constitution are defined at the end of the Constitution in Rule 38.

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Athletics New Zealand (Incorporated)

Constitution

PART I – OBJECTS AND POWERS

1. Name

- 1.1 The name of the incorporated society is Athletics New Zealand (Incorporated) known as Athletics New Zealand (referred to in this Constitution as “Athletics NZ”).

2. Registered Office

- 2.1 The registered office of Athletics NZ shall be at such place as determined by the Board from time to time.
- 2.2 The Board may determine to move the registered office of Athletics NZ from time to time. The Board must inform the Registrar of this change within the time frame required by the Act.

3. Contact Person

- 3.1 At its first Board meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of any change in the contact person or their Contact Details.

4. Status

- 4.1 Athletics NZ is an incorporated society established under the Incorporated Societies Act 2022 (“Act”).
- 4.2 Athletics NZ is the governing body in New Zealand for the sport of Athletics and is recognised as such by World Athletics, and is the member of World Athletics for New Zealand.
- 4.3 Athletics NZ is a member of World Athletics and the Oceania Athletics Association. Athletics NZ recognises, accepts, applies, observes and abides by the World Athletics Constitution, World Athletics Rules and World Athletics Regulations and rules of the Oceania Athletics Association, as applicable and as amended from time to time. This applies especially to the World Athletics Anti-Doping Rules and Regulations, the World Athletics Code of Ethics, and relations with Athletes’ Representatives. If any matter is not provided for in this Constitution but is provided for in the World Athletics Constitution, World Athletics Rules, or the World Athletics Regulations then the requirements of World Athletics shall apply to the extent permitted by the Act and otherwise consistent with this Constitution and the Regulations.

- 4.4 Notwithstanding anything to the contrary in this Constitution, if Athletics NZ implements, recognises, accepts, applies, observes or abides by the World Athletics Constitution, World Athletics Rules, World Athletics Regulations and / or the rules of the Oceania Athletics Association, as applicable and as amended from time to time, then that shall be deemed not to be a breach of this Constitution or any Rule or a breach of, or inconsistent with, any of the Objects.

5. Objects

5.1 The objects of Athletics NZ are to:

- a. be the national body in New Zealand to promote, develop, enhance and protect Athletics mainly as an amateur sport for the recreation and entertainment of the general public in New Zealand;
- b. assist and support Member Clubs to administer, promote, develop, and deliver Athletics throughout New Zealand;
- c. encourage the health and safety of all participants in Athletics;
- d. encourage participation in Athletics at all levels throughout New Zealand regardless of age, gender or race;
- e. strive to ensure that no gender, race, religious, political or other kind of unfair discrimination exists, continues to exist, or is allowed to develop in Athletics in New Zealand in any form, and that all Members may participate in Athletics regardless of their gender, race, religious or political views or any other irrelevant factor;
- f. establish and enforce rules and regulations governing Athletics in New Zealand;
- g. host International Competitions and organise and promote, develop and control national championships and any other Athletics championships, competitions or events as Athletics NZ considers desirable;
- h. ensure that all Athletics competitions in New Zealand are held in accordance with the World Athletics Constitution, World Athletics Rules and World Athletics Regulations, this Constitution, and any Regulations;
- i. maintain and enhance the reputation of Athletics NZ and Athletics through the development and promotion of standards and practices which fulfil these Objects;
- j. give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Athletics or other services to the community;
- k. promote and advocate for the provision of facilities for Athletics in New Zealand;

- l. develop and train officials, coaches, administrators and other personnel involved in Athletics;
- m. promote fair play in sport, and in particular play a leading role in New Zealand in the fight against doping within Athletics, including working with appropriate authorities in the development and maintenance of programmes of detection, deterrence and education which are aimed at the eradication of doping from Athletics;
- n. safeguard the authenticity and integrity of Athletics and to take measures to eliminate the corrupt conduct which might place the authenticity or integrity of Athletics in New Zealand at risk;
- o. ensure Disputes within Athletics in New Zealand are resolved by processes and hearing bodies that comply with the principles of natural justice;
- p. be the member representing New Zealand on World Athletics, abide by the World Athletics Constitution, World Athletics Rules, and World Athletics Regulations, as applicable, and liaise with the Oceania Athletics Association and other national Athletics organisations internationally;
- q. foster and support the development of Athletics in New Zealand and the dissemination of technical, medical, logistical, financial and other information which achieves this aim to its Members;
- r. be a member of the New Zealand Olympic Committee Incorporated and Paralympics New Zealand and support Athletics teams attending the Olympic Games, Paralympic Games and the Commonwealth Games;
- s. foster and develop links with other national sports federations and central and local governmental agencies in order to promote the interests of sport in general, and Athletics in particular, at all levels throughout New Zealand;
- t. act in good faith and loyalty to ensure the maintenance and enhancement of Athletics NZ and Athletics, its standards, quality and reputation for the collective and mutual benefit of the Members and Athletics in New Zealand;
- u. at all times operate with, and promote, mutual trust and confidence between Athletics NZ and the Members in pursuit of these Objects; and
- v. at all times to act on behalf of, and in the interests of, the Members and Athletics in New Zealand.

6. Powers

6.1 Subject to this Constitution, the powers of Athletics NZ are to:

- a. make, alter, rescind, and enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of Athletics NZ, its Members and other persons under the jurisdiction of Athletics NZ;
- b. discipline Members, Athletes, Athlete Support Personnel and other persons under the jurisdiction of Athletics NZ and resolve Disputes (including appointing, or delegating authority to, Hearing Bodies, undertaking investigations, and imposing sanctions);
- c. determine its membership including withdrawing, suspending or terminating Members;
- d. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- f. sell, lease, mortgage, charge or otherwise dispose of any property of Athletics NZ and grant such rights and privileges over such property as it considers appropriate;
- g. determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property;
- i. enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- j. make, alter, rescind and enforce rules of Athletics competition subject to the World Athletics Constitution and all applicable World Athletics Rules and World Athletics Regulations;
- k. establish, organise and control Athletics competitions, events, activities and programmes in New Zealand;
- l. select national and other representative teams, Athletes, selectors, coaches, managers and Athlete Support Personnel;
- m. assign or delegate functions to, and/or enter into agreements with, government organisations, anti-doping authorities, and other agencies;

- n. have a Board, commissions, committees and other groups and delegate powers of Athletics NZ to such groups or any other person in accordance with this Constitution;
- o. establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Athletics NZ and for that purpose to utilise any of the assets of or held on behalf of Athletics NZ;
- p. 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;
- q. award, grant or otherwise honour achievement in, and service to, Athletics and Athletics NZ;
- r. undertake research of and about Athletics and related matters to fulfil the Objects ;
- s. print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that Athletics 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 Athletics NZ, or with which Athletics NZ is authorised to amalgamate or generally for any purpose designed to benefit Athletics NZ;
- u. be a member and contribute to the administration and promotion of World Athletics, the Oceania Athletics Association, and international Athletics generally;
- v. be a member of, affiliate to, or otherwise be associated with, any organisation which has objects which are similar, in whole or in part, to the Objects; and
- w. do any other acts or things that are incidental or conducive to the attainment of the Objects, provided that the above powers shall not limit the rights and powers of Athletics NZ as an incorporated society under the Act.

PART II - MEMBERSHIP

7. Members

7.1 Membership: The Members of Athletics NZ are:

- a. **Individual Members:** as described in Rule 8;
- b. **Life Members:** as described in Rule 9;
- c. **Member Clubs:** as described in Rule 10.1; and

- d. **Associate Members:** as described in Rule 11.
- 7.2 **Status of Members:** Except where Rule 7.3 applies, all Member Clubs and Associate Members shall be either an incorporated society registered under the Act, or another incorporated entity.
- 7.3 **Exemption:** The Board may, following application by a Member (or application of a person wishing to be a Member), grant an exemption to the requirement in Rule 7.2 in accordance with the Regulations.
- 7.4 **Member consent:** A person or entity consents to become a Member by submitting a written application via the membership system provided or approved by Athletics New Zealand and paying the required membership fees, unless otherwise specified in this Constitution.
- 7.5 **Acknowledgement:** Members acknowledge and agree that:
- a. this Constitution constitutes a contract between each Member and Athletics 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 or at a General Meeting;
 - c. they are bound by, and shall comply with and observe, the World Athletics Constitution, the World Athletics Rules, and the World Athletics Regulations (to the extent they are applicable);
 - d. they are subject to the jurisdiction of Athletics NZ;
 - e. this Constitution and the Regulations are necessary and reasonable for promoting the Objects;
 - f. this Constitution and the Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of Athletics NZ, its Members and Athletics in New Zealand; and
 - g. they are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
- 7.6 **Conflict of Rules:** If there is any inconsistency between:
- a. any rule or regulation of a Member and the World Athletics Constitution, the World Athletics Rules, the World Athletics Regulations (each subject to any permissible domestic variations adopted by Athletics NZ) or any resolutions of World Athletics, the requirements of World Athletics shall prevail to the extent of the inconsistency;
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- b. any rule or regulation of a Member and this Constitution, the Regulations, or any resolutions of the Board, the requirements of Athletics NZ shall prevail to the extent of the inconsistency; and
- c. this Constitution, the Regulations, or any resolutions of the Board and the World Athletics Constitution, the World Athletics Rules, the World Athletics Regulations or any resolutions of World Athletics, the requirements of World Athletics shall prevail to the extent of the inconsistency.

8. Individual Members

- 8.1 **Individual Members:** Every person who participates or has an interest in Athletics in New Zealand (whether as a member of a Member Club, casual participant, official, selector, coach, manager, officer of a Member, parent, or in any other capacity) who, in accordance with the Regulations, completes the Athletics NZ membership requirements and pays any applicable fee(s) shall be an Individual Member if their membership is accepted in accordance with this Constitution and the Regulations.
- 8.2 **Individual Club Members:** Subject to this Constitution, any person who is a member of a Member Club shall, by virtue of that membership and for the duration of their membership of the Member Club, also be an Individual Member of Athletics NZ.
- 8.3 **Duration of Membership:** Each Individual Member's membership of Athletics NZ shall:
- a. commence on:
 - i. the commencement date as specified in any prescribed Athletics NZ membership form or Regulation; or
 - ii. if no commencement date is specified then either:
 - iii. the date the individual's membership is accepted by Athletics NZ; or
 - iv. the date the individual's membership is accepted by their Member Club (if they are an Individual Member by virtue of their membership of a Member Club);
 - whichever is the earlier; or
 - v. 1 April for all Individual Members who renew their membership in accordance with Rule 8.4; and
 - b. **unless** the individual's membership is terminated early by their Member Club (if they are an Individual Member by virtue of their membership of a Member Club) or terminated in accordance with Rule 14 (Resignation, Suspension & Termination of Membership), the Individual Member's membership shall continue until:

- i. the end of membership date as specified in any prescribed Athletics NZ membership form or Regulation; or
- ii. if no end date is specified, then 31 March (as it occurs within the **twelve (12) month** period following commencement of membership).

8.4 **Renewal of Membership:** Subject to Rule 14 (Resignation, Suspension & Termination of Membership), an Individual Member may renew their membership of Athletics NZ in accordance with the Regulations.

8.5 **Rights & Obligations:** In addition to the obligations as a Member under Rule 7 (Members), the rights and obligations of Individual Members shall be specified in the Regulations. Individual Members have no voting rights at Athletics NZ General Meetings.

9. Life Members

9.1 **Life Members:** Life Members are persons elected as Life Members at a General Meeting of Athletics NZ in recognition of exceptional service rendered to Athletics NZ and/or to Athletics.

9.2 **Previous Members:** Every person who was a Life Member of Athletics NZ immediately prior to the commencement of this Constitution is deemed to be a Life Member of Athletics NZ from the date this Constitution comes into force.

9.3 **New Life Members:** A person shall become a Life Member in accordance with the following procedure:

- a. nomination by a Member;
- b. consideration by the Honours & Awards Sub-committee and, if approved, recommendation by the Honours & Awards Sub-committee to the Board;
- c. recommendation by the Board for consideration at a General Meeting;
- d. approval by Special Resolution at a General Meeting; and
- e. such nomination, consideration, and approval shall be carried out in accordance with the Regulations.

9.4 **Honours & Awards Sub-committee:** Athletics NZ shall establish a sub-committee to be known as the Honours & Awards Sub-committee in accordance with any applicable Regulations. The role of this sub-committee is to receive and assess nominations for life membership and to make recommendations on the appointment of Life Members to the Members. The composition, powers, responsibilities and procedures of the Honours and Awards Sub-committee shall be as set out in the Regulations.

9.5 **Duration of Membership:** Subject to Rule 14.4 (Termination - Other Grounds), Life Members shall be Members for their lifetime, commencing on the date their life membership is granted.

9.6 **Rights & Obligations:** Except to the extent specified otherwise in this Constitution and the Regulations, every Life Member has the same rights and obligations as an Individual Member (other than the obligation to pay membership fees). Life Members have no voting rights at General Meetings.

10. Member Clubs

10.1 **Member Clubs:** Any group of individuals formed as a club or organisation to participate in, administer, promote, or develop Athletics that satisfies the requirements in this Constitution and the Regulations and that wishes to be a Member of Athletics NZ as a Member Club shall apply to the Board. Such application shall be made to and determined by the Board in accordance with the Regulations.

10.2 **Duration of Membership:** The membership of Athletics NZ of each Member Club shall:

- a. commence on:
 - i. the commencement date as specified in any prescribed Athletics NZ membership form or Regulation; or
 - ii. if no commencement date is specified then the date the club's membership is accepted by Athletics NZ; or
 - iii. 1 April for any Member Clubs which renews their membership in accordance with Rule 10.3; and
- b. **unless** the Member Club's membership is terminated earlier in accordance with Rule 14 (Resignation, Suspension & Termination of Membership), the Member Club's membership shall continue until:
 - i. the end of membership date as specified in any prescribed Athletics NZ membership form or Regulation; or
 - ii. if no end date is specified, then 31 March (as it occurs within the **twelve (12) month** period following commencement of membership);

10.3 **Renewal of Membership:** Subject to Rule 14 (Resignation, Suspension & Termination of Membership), a Member Club may renew its membership in accordance with the Regulations.

10.4 **Member Club Obligations:** In addition to the obligations as a Member under Rule 7 (Members), each Member Club shall:

- a. administer, promote and develop Athletics in accordance with the Objects, this Constitution and the Regulations;
- b. be named as approved by the Board;
- c. have as its members individuals who shall, for the duration of their membership of the Member Club, also be Individual Members;
- d. maintain a register of its members in accordance with the law and the Regulations, and provide a copy of its register of members to Athletics NZ if requested to do so by Athletics NZ;
- e. adopt a constitution which is consistent and in accordance with this Constitution and the Regulations;
- f. on request from Athletics NZ, provide to Athletics NZ a copy of its constitution and any proposed amendments to its constitution;
- g. apply its property and capacity in pursuit of the Objects and the objects of the Member Club;
- h. do all that is reasonably necessary to enable the Objects and the objects of the Member Club to be achieved;
- i. act in good faith and with loyalty to Athletics NZ to ensure the maintenance and enhancement of Athletics, and its reputation, and to do so for the collective and mutual benefit of the Members, Athletics and Athletics NZ;
- j. operate with, and promote, mutual trust and confidence between Athletics NZ and the Members; and
- k. at all times act in the interests of the Members and Athletics in New Zealand.

10.5 Entitlements: Member Clubs are entitled to:

- a. receive notices and papers from Athletics NZ in accordance with this Constitution and the Regulations;
- b. appoint a Delegate or Proxy to attend General Meetings (at their cost) on behalf of the Member Club;
- c. vote at General Meetings in accordance with this Constitution and the Regulations;
- d. only use the Intellectual Property in accordance with the Regulations and any directions of Athletics NZ;
- e. receive any general communications sent to Members; and
- f. any other rights and entitlements agreed by the Board.

- 10.6 **Member Club Constitution:** The Board may require a Member Club to amend its constitution if it, or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.
- 10.7 **Good Standing:** Each Member Club shall comply with all of its obligations as a Member as set out in this Constitution and the Regulations in order to be of Good Standing (including payment of any fees). A Member Club that is not of Good Standing shall not be entitled to any rights, entitlements or privileges as a Member. The Board shall decide if a Member Club is not of Good Standing and notify the Member Club in writing of such decision. Before any decision under this Rule 10.7 is made, the Member Club concerned shall:
- a. be given **fourteen (14) Days** written notice by the Board of the reason why it considers it is not in Good Standing and its proposed motion that the Member Club is not of Good Standing, and
 - b. have the right to be present, make submissions and/or be heard at the Board meeting in which the proposed motion is to be considered.

11. Associate Members

- 11.1 **Membership as an Associate Member:** Any organisation which is not a Member Club but which supports or promotes Athletics in New Zealand and meets any other requirements specified in the Regulations, may apply to the Board to become an Associate Member.
- 11.2 **Process for Application:** An application to be an Associate Member shall be made to and determined by the Board in accordance with Rule 11.1 and the Regulations.
- 11.3 **Acceptance:** Within **twenty (20) Days** of an applicant applying to become an Associate Member, the Board will determine the outcome of the membership application, at its sole discretion. If no refusal is communicated within this timeframe, the application is deemed to have been accepted. Where the application is refused, the fees will be refunded. The Board must advise the applicant of its decision.
- 11.4 **Duration of Membership:** Unless otherwise specified in the Regulations, and subject to Rule 14 (Resignation, Suspension & Termination of Membership), the duration of membership of each Associate Member shall be determined by the Board and shall extend for a period not longer than **twelve (12) months** from the date membership is accepted by the Board. In the absence of any express end date determined by the Board, the duration of membership of each Associate Member shall extend for a period of **twelve (12) months** from the date membership is accepted by the Board.
- 11.5 **Renewal of Membership:** Subject to Rule 14 (Resignation, Suspension & Termination of Membership), an Associate Member may apply to the Board to renew its membership in accordance with the Regulations.

11.6 **Obligations:** In addition to their rights and obligations as Members as set out in Rule 7 (Members), each Associate Member shall:

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

11.7 **Entitlements:** No right or entitlement of an Associate Member may derogate from the rights of Member Clubs as set out in this Constitution and the Regulations. Associate Members are entitled to:

- a. receive notices and papers from Athletics NZ in accordance with this Constitution and the Regulations;
- b. appoint a Delegate to attend and speak at General Meetings (at their cost) but such Delegate shall have no right to vote;
- c. only use the Intellectual Property in accordance with a written agreement entered into with Athletics NZ;

- d. receive any general communications sent to Members; and
 - e. any other rights and entitlements agreed by the Board.
- 11.8 **Good Standing:** Each Associate Member shall comply with all of its obligations as a Member as set out in this Constitution and the Regulations in order to be of Good Standing (including payment of any fees). An Associate Member that is not of Good Standing shall not be entitled to any rights, entitlements or privileges as a Member. The Board shall decide if an Associate Member is not of Good Standing and notify the Associate Member in writing of such decision. Before any decision under this Rule 11.8 is made, the Associate Member concerned shall:
- a. be given **fourteen (14) Days** written notice by the Board of the reason why it considers it is not in Good Standing and its proposed motion that the Associate Member is not of Good Standing, and
 - b. have the right to be present, make submissions and/or be heard at the Board meeting in which the proposed motion is to be considered

12. Fees

- 12.1 The Board may determine:
- a. any membership or other fee(s) payable to Athletics NZ by any category of Member (or any group of Members within a particular category of membership of Athletics NZ):
 - b. the due date(s) for payment of any fee(s); and
 - c. the manner of payment of any fee(s).

13. Register of Members

- 13.1 Athletics NZ shall keep and maintain a Register of Members in accordance with the law and the Regulations.

14. Resignation, Suspension & Termination of Membership

- 14.1 A Member shall have their membership of Athletics NZ end by:
- a. expiry of the duration of their membership;
 - b. resignation under Rule 14.2;
 - c. if an Individual Member by virtue of their membership of a Member Club, then by termination of their membership of the Member Club; or
 - d. termination for default in payments under Rule 14.3; or

- e. termination under Rule 14.4
- 14.2 **Resignation of Membership:** A Member who is not in default of any payments as specified in Rule 14.3 (Default in Payments), may resign as a Member of Athletics NZ by giving not less than **forty (40) Days** written notice to Athletics NZ in accordance with the Regulations.
- 14.3 **Default in Payments:** A Member's membership of Athletics NZ may be terminated by majority vote of the Board if any payments (including membership or other fees) due to Athletics NZ are outstanding. Before such termination can occur, Athletics NZ shall give the Member notice specifying the payment(s) due and demanding payment by a due date, being not less than **ninety (90) Days** from the date of the notice. Nothing in this Rule 14.3 prevents a Member Club or Associate Member from being found not to be in Good Standing
- 14.4 **Termination - Other Grounds:** In addition to Rule 14.3 (Default in Payment), a Member may have their membership of Athletics NZ terminated by majority vote of the Board if:
- World Athletics, CAS, the Sports Tribunal or any other Hearing Body recommends such action; or
 - the Board, or any sub-committee of the Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Board decision or direction, this Constitution, the Regulations, or any policies or reasonable directions of the Board; or
 - in the case of a Member Club or Associate Member, the Board considers that it is not of Good Standing in accordance with Rule 10.7 or Rule 11.8.
- 14.5 **Procedure:** Before any decision under Rules 14.4a or 14.4b (Other Grounds) is made, the Member concerned:
- shall be given **fourteen (14) Days** written notice by the Board of the proposed motion to terminate their membership, and
 - have the right to be present, make submissions and be heard at the Board meeting in which the proposed motion is to be determined.
- 14.6 **Appeal to SGM:** Any Member whose membership is terminated under Rules 14.4b or 14.4c (Other Grounds) may appeal that decision to an SGM called for that purpose in accordance with Rule 23.10 (SGM). The decision of the Board may be overturned if there is a Special Resolution at the SGM in favour of doing so but pending such appeal the person/organisation concerned shall not be a Member.
- 14.7 **Reinstatement:** Any membership which has been terminated under this Constitution (except as described in Rule 14.8g.iii) may be reinstated at the discretion of the Members

in a General Meeting held no earlier than **twelve (12) months** after the date of termination, by a Special Resolution at the meeting in favour of doing so.

14.8 Consequences of Termination of Membership: Where any Member ceases to be a Member of Athletics NZ, that person:

- a. remains responsible to pay all their outstanding membership fees and other fees to Athletics NZ;
- b. continues to be bound by, and remains subject to, this Constitution, the Regulations and any other applicable policies and procedures of Athletics NZ with respect to such Member's activities that occurred during the term of their membership of Athletics NZ;
- c. ceases to be entitled to any rights of a Member;
- d. shall forfeit all claims upon Athletics NZ and its property including Intellectual Property; and
- e. shall not use and must return any Athletics NZ property including Intellectual Property.

These consequences shall survive the termination of such membership. In particular:

- f. where an Individual Member or a Life Member ceases to be a Member, he or she shall not be entitled to any of the rights, entitlements or privileges to which he or she would otherwise have been entitled from Athletics NZ including participating in any competition, activity, event, function or meeting of Athletics NZ (including a committee of Athletics NZ);
- g. where a Member Club or Associate Member ceases to be a Member:
 - i. it shall not be entitled to call, attend, be represented at, speak or (if a Member Club) vote at any General Meeting;
 - ii. it shall not be entitled to any of the rights, entitlements or privileges to which it would otherwise have been entitled including representation and/or permitting any of its members to participate in any competition, activity, event, function or meeting of Athletics NZ (including a committee of Athletics NZ), and any rights of the Member Club or Associate Member to use any Intellectual Property; and
 - iii. its individual members shall cease to be Individual Members. However any such persons may apply directly to Athletics NZ for membership in accordance with this Constitution at any time.

PART III – GOVERNANCE

15. CEO

- 15.1 **Role:** There shall be a Chief Executive Officer (“CEO”) of Athletics NZ who shall be employed by the Board for such term and on such conditions as the Board may determine. The CEO shall be under the direction of the Board and shall be responsible for the day-to-day management of Athletics NZ in accordance with the Regulations, policies, and procedures of Athletics NZ and with such delegated authority as may be authorised by the Board.
- 15.2 **Attendance at Board Meetings:** The CEO shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

16. Patron

- 16.1 **Election:** A patron of Athletics NZ may be elected annually at the AGM in accordance with this Constitution.
- 16.2 **Nominations:** Nominations for the position of Patron may be made by any Member or Board Member provided that any such nominations are submitted to Athletics NZ not later than **forty (40) Days** before the date fixed for the AGM. If no nominations are received, or if a Patron is not elected at the AGM, the position of Patron may be left vacant until the next AGM
- 16.3 **Term of Office:** The Patron shall hold office for **one (1) year** from the conclusion of the AGM at which they are elected until the conclusion of the following AGM unless there is a Casual Vacancy, in which case Rule 16.5 (Casual Vacancy) shall apply. A person may be elected for further terms of office as Patron, without limitation.
- 16.4 **Role:** The Patron:
- a. may, at the invitation of the Board, attend and speak at Board meetings but shall have no right to vote; and
 - b. is entitled to attend and speak at General Meetings, but shall have no right to vote.
- 16.5 **Casual Vacancy:** If there is a Casual Vacancy in the position of Patron, the position shall remain unfilled until the next AGM.

17. President & Vice-President

- 17.1 **Election:** A President and Vice-President of Athletics NZ shall be elected at every second AGM in accordance with this Constitution unless Rule 17.5 (Casual Vacancy) applies. If no nominations are received for either of these positions, or if either or both positions are not filled at the AGM, either or both positions may be left vacant until the next AGM or the Board may, in its discretion, call an SGM in accordance with this Constitution to fill either or both positions.

- 17.2 **Nominations:** Nominations for the positions of President and Vice-President may be made by any Member or Board Member provided that any such nominations are submitted to Athletics NZ not later than **forty (40) Days** before the date fixed for the AGM (or by the date specified by Athletics NZ for any SGM if a Casual Vacancy arises and the Board decides the position(s) should be filled by election at an SGM).
- 17.3 **Term of Office:** The President and Vice-President shall hold office for **two (2) years** from the conclusion of the AGM at which they are elected until the conclusion of the following AGM **two (2) years** later unless Rule 17.5 (Casual Vacancy) applies. A person may be elected for further terms of office as President or Vice-President, without limitation.
- 17.4 **Role:** The President and Vice-President:
- a. the President shall be ex-officio a Member of the Board and may attend and speak at Board Meetings, but shall have no right to vote.
 - b. are entitled to attend and speak at General Meetings, but shall have no right to vote.
- 17.5 **Casual Vacancy:** If there is a Casual Vacancy in the position of President and there is a Vice-President, then the Vice-President shall become the President until the next AGM and a Casual Vacancy shall arise in the position of Vice-President. If there is a Casual Vacancy in the position of the President and there is no Vice-President, and/or if there is a Casual Vacancy in the position Vice-President the Board may, in its discretion, either:
- a. appoint a person of its choice to fill the position(s) until the next AGM; or
 - b. call an SGM and seek nominations to fill the position(s) until the next AGM; or
 - c. leave the Casual Vacancy unfilled until the next AGM.

18. Board

- 18.1 **Board Composition:** Except where a Casual Vacancy arises, the Board shall comprise of:
- a. three (3) people appointed in accordance with Rule 20 (Appointment and Election of Board Members);
 - b. four (4) people elected at a General Meeting in accordance with Rule 20 (Appointment and Election of Board Members);
 - c. ex-officio the President as elected in accordance with Rule 17.1, and
 - d. ex-officio any World Athletics Council Member.

A majority of the Board Members must be made up of Members (or representatives of bodies corporate that are Members).

- 18.2 **Chairperson:** At its first meeting following each AGM, the Board shall appoint a Chairperson from amongst the Board Members by agreement, and failing agreement, by majority. The role of the Chairperson is to chair meetings of the Board and to represent the Board and Athletics NZ. The Chairperson, or his or her nominee, shall have the right to attend any meeting of any Board sub-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.
- 18.3 **Role:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution, the Board is responsible for governing Athletics NZ including managing, directing or supervising the operation and affairs of Athletics NZ and may exercise all the powers of Athletics NZ and do all things that are not expressly required to be undertaken at a General Meeting.
- 18.4 **World Athletics Council Member:** All Rules in this Constitution which are expressed to relate to Board Members include any World Athletics Council Member except Rule 18.6 (Term of Office), Rule 18.7 (Eligibility), Rule 18.8 (Cessation of Office), Rule 18.10 (Casual Vacancies), Rule 18.11 (Removal of Board Member(s) at an SGM), and Rule 18.12 (Removal of a Board Member by the Board). Any person who holds office by virtue of Rule 18.1d may not simultaneously hold office as an Appointed Board Member or an Elected Board Member. If any Appointed Board Member or Elected Board Member becomes a World Athletics Council Member during their term of office their existing position on the Board shall be deemed vacant and may be filled in accordance with this Constitution.
- 18.5 **President:** All Rules in this Constitution which are expressed to relate to Board Members include the President except Rule 18.6 (Term of Office), Rule 18.7 (Eligibility), Rule 18.8 (Cessation of Office), Rule 18.10 (Casual Vacancies), Rule 18.11 (Removal of Board Member(s) at an SGM), and Rule 18.12 (Removal of a Board Member by the Board).
- 18.6 **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 becomes effective, and expiring at the conclusion of the third AGM after the commencement of their term. This Rule is subject to Rule 18.4 (World Athletics Council Member), Rule 18.5 (President), Rule 18.9 (Schedule of Rotation), Rule 18.10 (Casual Vacancies) and Rule 18.11 (Removal of Board Members) and. A person may be elected or appointed for further terms of office as a Board Member, without limitation.
- 18.7 **Eligibility:** 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 Athletics 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 2006;
 - c. **Under 18 Years:** a person who is under the age of 18 years;
 - d. **Dishonesty Offences:** a person who has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last **seven (7) years**;
 - e. **Disqualified Director:** a person who is prohibited from being a director or promoter of, or being concerned or taking part in, the management of, an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005; and
 - f. **Property Order:** a person who is subject to a property order made that the person is lacking in competence to manage their own affairs or whose property is managed by a trustee corporation under the Protection of Personal and Property Rights Act 1988.
- 18.8 **Cessation of Office:** If any of the circumstances listed in Rules 18.7 (Eligibility) occur to a Board Member, that Board Member shall be deemed to have vacated his or her office upon their appointment as an employee (under Rule 18.7a) or upon the relevant authority making an order or finding against that Board Member of any of the circumstances in Rule 18.7b to f. This Rule does not limit the right to suspend a Board member under Rule 18.13 (Suspension of Board Member) nor to remove a Board Member under Rule 18.11 (Removal of Board Member(s) at an SGM) or under Rule 18.12 (Removal of a Board Member by the Board).
- 18.9 **Schedule of Rotation:** At the conclusion of each AGM, one (1) Elected Board Member and one (1) Appointed Board Member shall vacate their office but shall be eligible for re-appointment or re-election. This is with the exception of each third AGM, where two (2) Elected Board Members and one (1) Appointed Board Member shall vacate their office but shall be eligible for re-appointment or re-election. Prior to each AGM, the Board shall determine a schedule of rotation to facilitate this requirement and advise the CEO (who shall in turn advise the Members) of the schedule of rotation and the vacancies arising in Board Member positions. The term of office of any Board Member (other than any World Athletics Council Member) may be reduced by agreement by the Board, or failing agreement, by vote by the Board, in order to facilitate this requirement. This Rule is subject to Rule 18.8 (Cessation of Office), Rule 18.10 (Casual Vacancies), and Rule 18.11 (Removal of Board Members).
- 18.10 **Casual Vacancies:** If a Casual Vacancy arises on the Board, then the Board, in its discretion, may:
- a. appoint an eligible person (pursuant to clause 18.7) by majority vote to fill the Casual Vacancy; or

- b. call an SGM and seek nominations to fill the Casual Vacancy if it is a vacancy of a position held by an Elected Board Member; or
- c. direct the Board Appointments Panel to fill the vacancy if it is a vacancy of a position held by an Appointed Board Member; or
- d. leave the Casual Vacancy unfilled until the next AGM, provided that there are sufficient remaining Board Members to enable Rule 22.3 (Quorum) to be complied with.

18.11 Removal of Board Member(s) at an SGM: The Delegates at an SGM called for this purpose may, by Special Resolution, remove any Board Member(s) or the Board as a whole, before the expiry of their term of office. The following procedure shall apply:

- a. upon the CEO receiving a request (provided it has been made in accordance with Rule 23.10) to call an SGM to remove any Board Member(s), or the Board as a whole, the CEO shall send the notice of the SGM to the Board Member(s) concerned or the Board (as the case may be), and the persons specified in Rule 23.11 (Notice of SGM);
- b. following notification under Rule 18.11a and before voting on the motion to remove any Board Member(s), or the Board as a whole, the Board Member(s) or the Board (as the case may be) affected by the proposed motion to remove them from the Board shall be given the opportunity prior to the SGM to make submissions in writing to the Members about the proposed motion; and
- c. any vacancy that arises as a result of such an SGM shall be deemed to be a Casual Vacancy and may be filled in accordance with Rule 18.10 (Casual Vacancies) except where the Board as a whole is removed, in which case an SGM shall be held as soon as practicable to enable a new Board to be formed;

18.12 Removal of a Board Member by the Board: The Board may, with the approval of a motion by no less than seventy-five percent (75%) of the Board, remove any one of its number, except for any World Athletics Council Member, before the expiry of the term of office of the Board Member concerned, if that Board Member has seriously breached their duties as specified in Rule 21.1 (Duties of Board Members) such that immediate removal is considered appropriate. Before considering such a motion the following procedure shall apply:

- a. the Board Member concerned shall be notified that a Board meeting is to be held to discuss the Board Member's removal from office; and
- b. the Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

- 18.13 **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 Rules 18.7b to 18.7f inclusive (Eligibility), 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.

19. Board Appointments Panel

- 19.1 **Composition:** Subject to Rule 19.5 (Eligibility), the Board Appointments Panel shall comprise of the following three (3) people:
- a. a nominee of the Board, appointed from amongst the Board Members, who is not seeking re-appointment or re-election to the Board (unless the circumstances in Rule 19.6 (Board Unable to Appoint) arise, in which case Rule 19.6 shall apply);
 - b. an independent professional who is experienced in governance and the functions and appointment processes of directors in New Zealand, appointed by the Board (unless the circumstances in Rule 19.6 arise, in which case Rule 19.6 shall apply); and
 - c. a person elected by the Delegates at each AGM ("Club Appointee").
- 19.2 **Club Appointee:** The process for the election of the Club Appointee on the Board Appointments Panel shall be:
- a. **Nominations:** Nominations may be made by any Member Club and shall be submitted to Athletics NZ not later than **forty (40) Days** before the date fixed for the AGM;
 - b. **Election:** There will be an election for the Club Appointee at each AGM. If there are no nominations for the Club Appointee or a Club Appointee is not elected, the vacancy of the position shall be deemed to be a Casual Vacancy and filled in accordance with Rule 19.2c.iii;
 - c. **Casual Vacancy:** If there is a Casual Vacancy in the position of Club Appointee:
 - i. the President will be the Club Appointee; or
 - ii. if the President is unable or unwilling to fill the Casual Vacancy, then the Vice-President will be the Club Appointee; or
 - iii. if the Vice-President is unable or unwilling to fill the Casual Vacancy, then the position of Club Appointee shall be filled by an independent professional experienced in governance appointed by Sport NZ.

- 19.3 **Term of Office:** The members of the Board Appointments Panel described in Rule 19.1a shall hold office from the date they are appointed until the conclusion of the next AGM. A person may be elected or appointed to the Board Appointments Panel for further terms of office, without limitation.
- 19.4 **Convening the Board Appointments Panel:** The Board Appointments Panel shall be convened by Athletics NZ as and when required to carry out its functions in accordance with this Constitution.
- 19.5 **Eligibility:** No person is eligible to be, or remain as, a member of the Board Appointments Panel if any of the circumstances listed in Rule 18.7 (Eligibility) apply, or have occurred, or do occur, to that person as if every reference to a “Board Member” in that Rule 18.7 is to a person seeking to be a member of the Board Appointments Panel. If such circumstances occur during the term of office of a member of the Board Appointments Panel, that member shall be deemed to have vacated his or her office as a member of the Board Appointments Panel upon the relevant authority making an order or finding against that member. This Rule does not limit the right of the Board to remove a member of the Board Appointments Panel under Rules 19.14 (Removal) and 19.15 (Procedure). In addition, no person who is seeking appointment or election to the Board may serve on the Board Appointments Panel.
- 19.6 **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 Rules 19.1a and 19.5, those persons shall be replaced with persons who shall be appointed by an independent professional experienced in governance appointed by Sport NZ.
- 19.7 **Responsibilities:** The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- a. appointing, from amongst their number, a convenor of the Board Appointments Panel;
 - b. consulting with the Chairperson and the CEO regarding the composition of the Board in terms of potential needs or skill gaps on the Board;
 - c. identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - d. advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - e. receiving and assessing applications from candidates seeking appointment as an Appointed Board Member, (including undertaking such enquiries and holding interviews and meetings as it sees fit);
 - f. deciding the candidates to be appointed as Appointed Board Members;

- g. receiving and assessing the applications from candidates for election as Elected Board Members, (including undertaking such enquiries and holding interviews and meetings as it sees fit);
- h. recommending to any 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 Elected Board Member position(s); and
- i. such other related matters as set out in any applicable Regulations.

19.8 **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, or trustee, or their experience in any other governance role;
- b. their knowledge of, and experience in, Athletics;
- c. their occupational skills, abilities and experience;
- d. their knowledge of community based programmes and work with central and local government agencies;
- e. their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
- f. the need for conflicts of interest on the Board to be minimised;
- g. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;
- h. the need for diversity (including of gender, race, age and ethnicity) on the Board; and
- i. the need for the Board as a whole to have sufficient knowledge of, or experience in, Athletics.

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 shall be agreed by at least two (2) of the three (3) members.

- 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 he or she 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, he or she may require that member to vacate their position on the Board Appointments Panel. If the convenor considers he or she may have a potential conflict of interest, he or she shall notify the Chairperson and if the Chairperson considers it appropriate to do so, he or she may require that member to vacate their position on the Board Appointments Panel.
- 19.13 **Vacancies:** Any vacancy that arises in the positions described in Rules 19.1a or 19.1b 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 19.1 - Composition). Rule 19.2c.iii (Club Appointee - Casual Vacancy) shall apply for any vacancy that arises for the position described in Rule 19.1c.
- 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 resolved to the Board's satisfaction by the Board Appointments Panel;
 - b. there are circumstances which may give rise to a question of bias in the Board Appointment Panel's decision-making and/or process;
 - c. the member has been found, in accordance with this Constitution and the Regulations, to have brought Athletics or Athletics NZ (including any employee, official, or Member of Athletics NZ) into disrepute; or
 - d. any of the circumstances listed in Rules 18.7b to 18.7f (inclusive) have occurred to the member, as if every reference to a "Board Member" in those Rules 18.7b to 18.7f (inclusive) is a reference to a person on the Board Appointments Panel.
- 19.15 **Procedure:** Before removing any member from the Board Appointments Panel, the Board shall 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 For the appointment and election of Board Members:
- a. the CEO or the Board Appointments Panel shall call for applications for all Board Member positions that are vacant or are to be vacated either:

- i. at least **ninety (90) Days** prior to the AGM if the vacancy will arise due to the expiry of any Board Member's term of office at an AGM; or
 - ii. as soon as practicable prior to the next General Meeting in the event of a Casual Vacancy on the Board;
- b. applications for Board Member positions shall be made by the person seeking to hold office in the approved form set out in the Regulations (indicating whether they seek to be an Appointed Board Member, an Elected Board Member, or either) and received at the registered office of Athletics NZ:
 - i. not less than **sixty (60) Days** before the date set for an AGM; or
 - ii. by a date specified by the Board for an SGM;
- c. the Board Appointments Panel shall undertake its responsibilities as set out in Rule 19.7 (Responsibilities) and notify the CEO of the names of the persons who are to assume office as Appointed Board Member(s) at the conclusion of the General Meeting at which the vacancy is to be filled and the names of any recommended applicant(s) whom it considers would best suit any vacant position(s) of Elected Board Member(s):
 - i. no later than **forty (40) Days** prior to an AGM; or
 - ii. in the event of a Casual Vacancy, as soon as practicable prior to an SGM;
- d. upon receipt of the notification from the Board Appointments Panel in Rule 20.1c the CEO shall, as soon as practicable, notify the Members of the decision of the Board Appointments Panel to appoint an Appointed Board Member together with any recommendations of the applicants it considers would best suit any vacant position(s) of Elected Board Member(s); and
- e. the Elected Board Members shall be elected from amongst all the valid applications for Elected Board Member positions received by Athletics NZ (including any applications recommended by the Board Appointments Panel), by Ordinary Resolution at the General Meeting at which the vacant position(s) are to be filled.

21. Duties & Powers of the Board

21.1 Duties of Board Members: The duties of each Board Member are to:

- a. at all times act in good faith and in the best interests of Athletics NZ;
 - b. exercise the powers of the Board for proper purposes;
 - c. act, and ensure Athletics NZ acts, in accordance with this Constitution and its Regulations;
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- d. not agree to, nor cause or allow, the activities of Athletics NZ to be carried on in a manner likely to create a substantial risk of serious loss to Athletics NZ's creditors;
- e. not agree to Athletics NZ incurring any obligations unless the Board Member believes at that time on reasonable grounds that Athletics NZ will be able to perform the obligations when it is required to do so;
- f. exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances;
- g. disclose to the Board the nature and extent of any interest in a matter relating to Athletics NZ as soon as the Board Member becomes aware of the fact that s/he has such an interest. For the purposes of this Rule, an interest in a matter shall have the same meaning as defined in section 62(1) of the Act. Such interest shall also be recorded on the Board's interests register;
- h. A Board Member interested in a matter must not
 - i. take part or vote in any Board discussion relating to the matter; and
 - ii. sign any document relating to the entry in to a transaction connected to or initiated by the matter,unless all non-interested Board Members consent. Notwithstanding this, unless the Board determines otherwise, the relevant Board Member may take part in discussions of the Board relating to the matter and be present at the time decision-making by the Board takes place in relation to the matter. ;
- i. not disclose information that the Board Member would not otherwise have available other than in his or 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 Athletics 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 reasonable efforts to attend all Board Meetings and General Meetings of Athletics NZ;
- k. use their best efforts to consult widely with Members and others in the Athletics 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 21.1i; and
- l. participate in an annual review of the Board's performance.

21.2 **Powers of the Board:** In addition to any powers set out in this Constitution or the Act, the Board shall have the power to:

- a. develop and implement strategies, policies and procedures for the administration, promotion and development of Athletics in New Zealand;
- b. appoint a CEO and enter into a contract on such terms and conditions as the Board thinks fit, and, if necessary, terminate such appointment;
- c. delegate such powers as it considers appropriate from the Board to the CEO;
- d. establish such other commissions, sub-committees and groups as it considers appropriate to assist it to carry out its responsibilities;
- e. subject to this Constitution, fill vacancies of the Board, any commissions, committees and other groups which are established by it;
- f. develop and implement prudent policies to protect and enhance Athletics NZ's finances and property;
- g. control expenditure and raise funds to fulfil the Objects;
- h. open and operate in the name of Athletics NZ such bank accounts as deemed necessary;
- i. make, repeal and amend Regulations in accordance with Rule 31 (Regulations), and any policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- j. appoint or nominate such persons as it considers appropriate to committees, positions and roles within Athletics NZ, Oceania Athletics Association, and World Athletics and where appropriate determine the terms and conditions of such appointment (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- k. delegate any of its powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- l. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- m. establish such corporate and other entities to carry on and conduct all or any part of the affairs of Athletics NZ;
- n. develop national programmes for Athletics in New Zealand;
- o. determine the yearly calendar for international and national competitions and events in New Zealand;

- p. publish and enforce competition rules for Athletics in New Zealand;
- q. determine the conditions and rules of national competitions and events held by or under its auspices;
- r. select Athletes, Athletics teams, and/or squads;
- s. employ, engage or otherwise appoint officials, managers, coaches, selectors and other support personnel and determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- t. remove a Board Member in accordance with Rule 18.12 (Removal of a Board Member by the Board);
- u. discipline Members, Athletes, Athlete Support Personnel and other persons under the jurisdiction of Athletics NZ and resolve Disputes (including imposing sanctions) by way of Regulation or otherwise, including delegating such powers to any person, the Sports Tribunal, CAS and/or any other Hearing Body in accordance with this Constitution, the World Athletics Constitution, any applicable World Athletics Rules or World Athletics Regulations and the Athletics NZ Regulations; and
- v. do all other acts and things which are within the powers of Athletics NZ and the Objects, and which the Board considers are appropriate.

21.3 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in this Constitution, the Regulations, or the policies or procedures of Athletics NZ, the matter shall be determined by the Board in the manner it sees fit.

22. Board Meetings & Procedures

22.1 **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.

22.2 **Meetings using Technology:** Any Board Member may participate in any meeting of the Board and vote on any proposed motion at a meeting of the Board without being physically present. This may occur by means of audio, or audio and visual, communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting and constituting a quorum can simultaneously hear each other throughout the meeting. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

22.3 **Quorum:** The quorum for a Board meeting shall be four (4) Board Members.

- 22.4 **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 22.5 (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 voting is not allowed at Board meetings.
- 22.5 **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.
- 22.6 **Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Athletics NZ's business. Prior to doing so the Board shall establish a policy to be applied to the reimbursement of any such expenses which shall comply with Rule 27 (Application of Income).

Part IV – GENERAL MEETINGS

23. Meetings of Members

- 23.1 **AGM:** Athletics NZ shall hold an AGM once every year in the month of July, or at such other time as determined by the Board, but not more than 6 months after each Balance Date and not more than **fifteen (15) months** after the previous AGM.
- 23.2 **SGMs:** Athletics NZ may also hold SGMs in accordance with this Constitution.
- 23.3 **Methods of General Meetings:** A General Meeting may be held by a number of persons who constitute a quorum as set out in Rule 23.16 where such persons are assembled physically at the time and place appointed by the Board and/or by means of audio link, audio-visual link or any other form of communication approved by the Board such that those participating in the General Meeting can simultaneously hear each other throughout the meeting. Participation by a Delegate entitled to vote at a General Meeting via audio link, audio-visual link or such other Board approved form of communication shall constitute the presence of the relevant Member at that meeting.
- 23.4 **Chairperson:** The Chairperson or their nominee shall chair and regulate procedure at all General Meetings unless he or she is unavailable for any reason, in which case another person appointed by the Board shall chair and regulate proceedings at the General Meeting(s) during the period that the Chairperson is unavailable.
- 23.5 **Attendees:** General Meetings may be attended by any of the following persons, at their cost unless otherwise agreed by the Board:
- a. Delegates;
 - b. Life Members;

- c. Individual Members, upon notification to the Chairperson prior to the General Meeting;
- d. Board Members;
- e. employees, contractors, and advisors to Athletics NZ; and
- f. any other person(s) upon invitation of the Chairperson or with the agreement of a majority of the Delegates present and entitled to vote at the General Meeting.

23.6 **Notice of AGM:** Athletics NZ shall give at least **ninety (90) Days** written notice of an AGM to all Member Clubs, Associate Members, Life Members and Board Members which shall include:

- a. the date, time and venue and/or the manner in which the AGM is to be held;
- b. the date(s) and time(s) by which:
 - i. the names of the Delegates shall be notified to Athletics NZ;
 - ii. any Individual Members wishing to attend the AGM are required to register to attend the AGM;
 - iii. any proxy forms (as described in Rule 24.5 – Proxy Voting) shall be submitted to Athletics NZ; and
 - iv. any Remote Votes shall be submitted to Athletics NZ;
- c. the closing date(s) for nominations for the position(s) of Patron, President, Vice-President, and Club Appointee;
- d. the number of vacancies in Board Member positions for which applications are sought, and the date by which any applications for those positions shall be submitted;
- e. the date(s) by which any proposed motions (including alterations to the Constitution) and other items of business shall be submitted to the CEO; and
- f. the name of the Returning Officer for that meeting.

23.7 **Deadlines for Items of AGM Business:** The following deadlines shall apply for an AGM:

- a. any nominations for the positions of Patron, President, Vice-President and Club Appointee shall be received by the CEO, in writing, at least **forty (40) Days** before the date set for the AGM;
- b. any nominations for life membership of Athletics NZ or for merit awards or long service awards shall be received by the CEO, in writing, at least **forty (40) Days** before the date set for the AGM;

- c. any proposed motions (including proposed alterations to the Constitution and other items of business) shall be received by the CEO, in writing, at least **forty (40) Days** before the date set for the AGM;
- d. any applications for positions on the Board which are to be filled at the AGM (including both Appointed Board Member and Elected Board Member positions) shall be received by Athletics NZ, in writing, not less than **sixty (60) Days** before the date set for the AGM.

23.8 Business of AGM: The following business shall be discussed at each AGM:

- a. confirmation of the minutes of the previous AGM;
- b. the Annual Report;
- c. if relevant, notice of any disclosures of conflicts of interest made by Board Members during the period relevant to that AGM (including a brief summary of the matters, or types of matters, to which those disclosures relate);
- d. the appointment of scrutineers for the meeting;
- e. the election of the Patron, President and Vice President;
- f. the election of any vacancies arising in the positions of Elected Board Members;
- g. the election of the Club Appointee for the Board Appointments Panel for the following year;
- h. consideration of any nominations for Life Membership of Athletics NZ, any announcements of recipients of Merit Awards or Long Service Awards;
- i. any motion(s) proposing to alter this Constitution; and
- j. any other items of business that have been properly submitted for consideration at the AGM.

23.9 AGM Agenda: An agenda containing the business to be discussed at an AGM together with forms to facilitate Proxy and Remote Voting shall be sent by the CEO to all Member Clubs, Associate Members and Board Members by no later than **thirty (30) Days** before the date of the AGM. Additional items of business not listed on the agenda cannot be voted on but may be discussed with the agreement of a two-thirds majority of the Delegates present and entitled to vote at the AGM (voting once on behalf of their Member Club and, if applicable, exercising any Proxy votes they hold).

23.10 SGM: The CEO shall call an SGM upon a written request (which shall state the purpose for which the SGM is requested including the proposed motion(s)) from:

- a. the Board; or

- b. twenty-five percent (25%) or more Member Clubs which are of Good Standing.
- 23.11 **Notice of SGM:** Not less than **fifty (50) Days** written notice shall be given by the CEO to Member Clubs, Associate Members, Life Members and Board Members for an SGM, which notice shall 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(s) and time(s) by which:
 - i. the names of Delegates shall be notified to Athletics NZ;
 - ii. any Individual Members wishing to attend the SGM are required to register to attend the SGM;
 - iii. any nominations for any vacant positions to be filled at the SGM shall be submitted to Athletics NZ;
 - iv. any proxy forms (as described in Rule 24.5 – Proxy Voting) shall be submitted to Athletics NZ;
 - v. any Remote Votes shall be submitted to Athletics NZ;
 - c. the proposed motion(s) that have been properly submitted for consideration; and
 - d. the name of the Returning Officer for that meeting.
- 23.12 **Minutes:** Full minutes shall be kept of all General Meetings and made available to any Member upon written request by the Member.
- 23.13 **Notices:** Any notices or other communication given pursuant to this Constitution shall be in writing and may be served personally or sent by post, facsimile or e-mail or other technological means of communication in writing.
- 23.14 **Errors:** Subject to Rule 23.15 (Failure to Disclose), any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or any other error in the organisation of a General Meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. the Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - b. a motion to proceed is put to the meeting and carried by Special Resolution.
- 23.15 **Failure to Disclose:** The failure to send the Annual Report, a notice or any other document related to a General Meeting to a Member in accordance with this Constitution

does not affect the validity of proceedings at a General Meeting if the failure to do so was accidental. Rule 23.14 (Errors) shall not apply to such situations.

- 23.16 **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 shall be present at all times during the meeting. The quorum for a General Meeting shall be no less than twenty-five percent (25%) of the Member Clubs which are of Good Standing in attendance in accordance with Rule 23.3. If a quorum is not obtained within **thirty (30) minutes** of the intended 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 and notified to the Members. 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.
- 23.17 **Delegates:** Each Member Club that is of Good Standing and each Associate Member of Good Standing is entitled to (but does not have to) elect or appoint a Delegate to represent it at General Meetings at its cost, as follows:
- each Member Club and Associate Member's Delegate must be a member of the Member Club or Associate Member that elects or appoints them;
 - no person may be a Delegate for more than one Member Club or Associate Member, unless that person is appointed as a Proxy;
 - the following persons are not entitled to be a Delegate at a General Meeting: a Board Member, the Patron, the President, the Vice-President, any Board Appointments Panel Members, or any Athletics NZ employees;
 - each Member Club and Associate Member that chooses to appoint a Delegate is required to forward the name of the chosen Delegate in writing to the CEO not less than **forty-eight (48) hours** prior to the commencement of each General Meeting; and
 - a Delegate can also be appointed as a Proxy in accordance with Rule 24.5 (Proxy Voting).

24. Voting at General Meetings

- 24.1 **Voting Entitlement:** At a General Meeting every Member Club that is of Good Standing is entitled to one (1) vote provided that their membership was accepted by Athletics NZ at least **sixty (60) Days** prior to the General Meeting. The World Athletics Council Member is also entitled to one (1) vote at General Meetings. No other persons have voting rights at General Meetings, except where Rule 24.4 (Casting Vote) applies.
- 24.2 **Voting by Member Clubs:** Each Member Club may vote at a General Meeting in one of the following ways:
-

- a. through its Delegate (Rule 23.17) who may be physically present or present via audio link, audio-visual link or any other form of communication approved by the Board; or
 - b. by its Proxy (Rule 24.5) who may be physically present or present via audio link, audio-visual link or any other form of communication approved by the Board; or
 - c. by Remote Voting (Rule 24.6).
- 24.3 **Methods of Voting at General Meetings:** Voting by those present and entitled to vote at General Meetings may be conducted by voices, show of hands, ballot, or by secret ballot if requested by two (2) Delegates of Member Clubs.
- 24.4 **Casting Vote:** In the event of an equality of votes at a General Meeting, the chairperson of the meeting shall have a casting vote (unless the matter being voted on directly involves the chairperson in which case the Board shall unanimously agree on another Board Member to have a casting vote).
- 24.5 **Proxy Voting:** Where a Member Club or an Associate Member chooses to appoint a Proxy to attend a General Meeting on its behalf, the following general principles shall apply together with any specific requirements set out in Regulations:
- a. the Proxy shall be appointed by notice in writing on the Athletics NZ prescribed proxy form which shall be signed by the Member Club's or Associate Member's president, chairperson or secretary;
 - b. the proxy form shall reach the Returning Officer not less than **forty-eight (48) hours** before the time scheduled for the commencement of the General Meeting;
 - c. subject to Rule 23.17c, any person who is of Good Standing and otherwise entitled to be present at a General Meeting 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 four (4) Member Clubs.
- 24.6 **Remote Voting:** Where a Member Club chooses to exercise its vote by casting a Remote Vote the following general principles shall apply together with any specific requirements set out in Regulations:
- a. a Member Club may cast a Remote 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 for that meeting. The voting form shall reach the Returning Officer not less than **forty-eight (48) hours** before the time scheduled to commence the General Meeting; and
 - b. the Remote Vote shall be counted in accordance with Rule 24.7 (Returning Officer).
- 24.7 **Returning Officer:** For each General Meeting:

- a. The CEO shall appoint a Returning Officer.
 - b. No Board Member or Delegate may be the Returning Officer.
 - c. The Returning Officer shall undertake the following duties and may be assisted by the scrutineers appointed at the meeting:
 - i. collect together any Remote Votes and proxy forms received in accordance with this Constitution and the Regulations;
 - ii. in relation to each motion voted on at the meeting, count all the valid votes cast (including the Remote Votes); and
 - iii. 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 of the meeting accordingly.
- 24.8 **Scrutineers:** Two (2) scrutineers shall be appointed by Ordinary Resolution 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 motion 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, 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 shall be undertaken by secret ballot by those present and entitled to vote and by taking into account Remote Voting. Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour shall 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 position may remain vacant or it may be filled by the Board as a Casual Vacancy.

PART V – FINANCIAL MATTERS

25. Financial Year

- 25.1 The financial year of Athletics NZ shall commence on 1 April and end on 31 March in the following year, and may be altered from time to time by the Board (the last day of such period, the **Balance Date**).

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;
 - b. the auditor's report; and
 - c. an annual report of the year's activities,
- (collectively known as the "Annual Report").
- 26.2 The annual financial statements 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 Athletics NZ are controlled, invested and disposed of by the Board and shall be applied towards the promotion of the Objects.
- 27.2 Without limiting section 24 of the Act, except as provided in this Constitution:
- a. no portion of the income or property of Athletics 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 Athletics NZ to any Member or Board Member; and
 - c. no Board Member or Member shall derive any income, benefit or advantage from Athletics NZ where that person can materially influence the awarding of the income, benefit or advantage.
- 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 Athletics NZ whether as an employee or otherwise;
 - b. goods supplied to Athletics NZ in the ordinary and usual course of operation;
 - c. interest on money borrowed from any Member or Board Member;
 - d. rent for premises demised or let by any Member or Board Member; or
 - e. any out-of-pocket expenses incurred by the Member or Board Member on behalf of Athletics NZ for any other reason

provided no Board Member or Member is allowed to influence any such decision made by Athletics NZ in respect of payments or transactions between it and them, their direct family or any associated entity.

PART VI – ANTI-DOPING AND DISPUTES

28. Anti-Doping Requirements

- 28.1 The World Athletics Anti-Doping Rules and Regulations are expressly incorporated into this Constitution. Members, Athletes, Athlete Support Personnel and other persons who agree to be bound, are bound by them to the extent they are applicable.
- 28.2 In addition, Members, Athletes, Athlete Support Personnel and other persons under the jurisdiction of Athletics NZ are bound by the Sports Anti-Doping Rules and any other requirements in any Regulation(s).
- 28.3 To the extent of any inconsistency between the World Athletics Anti-Doping Rules and Regulations, the Sports Anti-Doping Rules and/or any Regulations, the World Athletics Anti-Doping Rules and Regulations shall prevail.

29. Disputes

- 29.1 **Generally:** All Disputes involving Members, Athletes, Athlete Support Personnel or other persons under the jurisdiction of Athletics NZ, shall be resolved in accordance with Regulations determined by the Board, which Regulations may include the referral of Disputes to a hearing before a Hearing Body. Decisions of a Hearing Body shall be deemed to be decisions of Athletics NZ.
- 29.2 **Board to Determine Process:** The Board shall determine the composition, jurisdiction, functions, procedures, and any sanctions which can be imposed by, a Hearing Body which is delegated authority by the Board to resolve, or assist to resolve, Disputes.
- 29.3 **Hearings:** All hearings held under this Constitution, the Regulations, or any other applicable rules (including those delegated under Rule 29.2), shall respect the following principles:
- a. a timely hearing before a fair and impartial hearing body;
 - b. the right of the individual to be informed of the charge against him or her;
 - c. the right to present evidence, including the right to call and question witnesses; and
 - d. the right to be represented by legal counsel and an interpreter (at the individual's expense) and to a timely and reasoned decision in writing,

and in all cases must not be inconsistent with clauses 2 to 6 of Schedule 2 of the Incorporated Societies Act 2022.

- 29.4 **Appeals:** If there is any right of appeal against a decision of any Hearing Body, it must be specified in the applicable Rule or Regulations.
- 29.5 **Existing Policies:** The existing regulations, policies and directions of Athletics NZ regarding the matters described in this Rule 29 (Disputes) shall continue to apply (to the extent applicable) until such time as the Board indicates otherwise.

PART VII – ADMINISTRATIVE

30. Alterations to this Constitution

- 30.1 Subject to Rule 30.2, this Constitution may only be amended, added to, or repealed by Special Resolution at a General Meeting.
- 30.2 Notice of an intention to alter this Constitution shall be given by a Member or the Board to the CEO no later than **forty (40) Days** prior to a General Meeting.
- 30.3 Where any amendments to this Constitution are approved at a General Meeting then, prior to the registration of those amendments with the Registrar, the Board, without altering the intent in any way, may amend the numbering, punctuation, and formatting in this Constitution and make any necessary consequential changes resulting from such amendments.

31. Regulations

- 31.1 **Regulations:** Subject to Rule 31.2 (Notification to Members), the Board may determine and amend such Regulations as it considers necessary or desirable to give effect to this Constitution or to regulate the matters provided for in this Constitution. Such Regulations shall be consistent with the Objects, the Act and this Constitution.
- 31.2 **Notification to Members:** Subject to Rule 31.3 (Urgency) and Rule 31.4 (Non-Notifiable), any proposed new Regulation, repeal of a Regulation, or amendment to a Regulation shall be notified to all Life Members, Member Clubs, and Associate Members at least **fifty (50) Days** prior to the Board meeting at which the amendment is proposed to be voted on.
- 31.3 **Urgency:** The Board is not required to comply with Rule 31.2 if there is unanimous agreement by the Board that it is reasonable and necessary to vote on a Regulation as a matter of urgency. If this occurs, the Board shall notify all Life Members, Member Clubs, and Associate Members of any Regulations addressed in urgency within **three (3) Days** following the decision to vote on such Regulation.
- 31.4 **Non-Notifiable Regulations:** In addition to Rule 31.3, the Board is not required to comply with Rule 31.2 if it considers that the Regulation is needed in order for Athletics NZ to comply with a requirement of applicable law, Sport NZ, the New Zealand Olympic Committee, World Athletics, or any other third party. If the Board makes or amends a Regulation for this reason, the Board shall notify all Life Members, Member Clubs, and

Associate Members of any such Regulation within **three (3) Days** following its decision to make or amend such Regulation.

31.5 **Status of Regulations:** All Regulations shall be binding on Athletics NZ and all Members.

31.6 **Priority:** To the extent of any inconsistency between any Regulations and this Constitution, this Constitution shall prevail.

32. Liquidation

32.1 **Voluntary Liquidation:** Athletics NZ may voluntarily be put into liquidation if:

- a. a Special Resolution is passed at a General Meeting:
 - i. appointing a liquidator; and
 - ii. requesting that the Registrar remove the Club from the Register of Incorporated Societies pursuant to section 175 of the Act; and
- b. such resolution is confirmed by Special Resolution at a subsequent General Meeting, called for that purpose, and held not earlier than **thirty (30) Days** after the date on which the resolution was passed,

and that decision shall be effective from the date that resolution under Rule 32.1b is passed (or such later date specified in that resolution).

32.2 Athletics NZ may also be put into liquidation in accordance with the Act.

32.3 Upon appointment of a liquidator, the relevant provisions of the Act shall apply to the liquidation of Athletics NZ.

32.4 Upon liquidation of Athletics NZ or its proposed removal from the Incorporated Societies Register, any surplus assets of Athletics 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 other not for profit body or bodies having objects similar to the Objects or with an interest in Athletics within New Zealand.

32.5 The body or bodies in Rule 32.4 shall 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 Athletics NZ under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.

32.6 The body or bodies in Rules 32.4 and 32.5 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.

33. Indemnity & Insurance

33.1 Indemnity for liability: Athletics NZ shall indemnify its Board Members and its employees in respect of:

- a. liability to any person other than Athletics NZ for any act or omission in their capacity as Board Member or employee, not being criminal liability or a liability that arises out of a failure to act in good faith and in what the Board Member or employee believes to be the best interests of Athletics NZ when acting in their capacity as a Board Member or employee of Athletics NZ; and
- b. costs incurred by the Board Member or employee in defending or settling any claim or proceeding relating to that liability.

33.2 Indemnity for costs: Athletics NZ shall indemnify its Board Members and its employees for any costs incurred by them in defending or settling a proceeding that relates to liability for any act or omission in their capacity as Board Member or employee of Athletics NZ if:

- a. judgment is given in their favour or if they are acquitted; or
- b. the proceeding is discontinued.

33.3 Indemnity for breach of duty: Athletics NZ shall indemnify each Board Member in respect of:

- a. liability, not being criminal liability, for a failure to comply with a duty (as specified in Rule 21.1 or the Act); and
- b. costs incurred by the Board Member for any claim or proceeding relating to the liability referred to in 33.3a.

33.4 Insurance: Athletics 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 their 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; and
- c. costs incurred by that Board Member or employee in defending any criminal proceedings:
 - i. that have been bought against the Board Member or employee in relation to any act or omission in their capacity as a Board Member or employee; and
 - ii. where they are acquitted.

Board Members who vote in favour of authorising insurance under this clause 33.4 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to Athletics NZ.

34. Matters Not Provided For

- 34.1 If any matter arises which is not provided for in this Constitution or the Regulations, the World Athletics Constitution, World Athletics Rules, and World Athletics Regulations shall apply, and such matter shall be referred in writing to the Board, whose decision shall be final and binding.

PART VIII – ATHLETE ELIGIBILITY, ATHLETES’ REPRESENTATIVES & COMPETITIONS

35. Athlete Eligibility

- 35.1 The rules of World Athletics regarding Athlete eligibility shall apply to Athletics NZ and all Members in accordance with the World Athletics Constitution, World Athletics Rules, World Athletics Regulations and the Athletics NZ Regulations.

36. Athletes’ Representatives

- 36.1 The rules of World Athletics regarding Athletes’ Representatives shall apply to Athletics NZ and all Members in accordance with the World Athletics Constitution, World Athletics Rules, World Athletics Regulations and the Regulations.

37. Competitions

- 37.1 The applicable rules of World Athletics regarding participation in national and International Competitions shall apply to Athletics NZ and all Members in accordance with the World Athletics Constitution, World Athletics Rules, World Athletics Regulations and the Regulations subject to any approved domestic variations.

PART IX – DEFINITIONS & INTERPRETATION

38. Definitions & Interpretation

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

“Act” means the Incorporated Societies Act 2022, including any amendments to it.

“AGM” means the Annual General Meeting of Athletics NZ as described in Rule 23.1.

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

“Appointed Board Member” means a person appointed as a Board Member in accordance with Rule 20.

“Associate Member” has the meaning specified in Rule 11.

“Athlete” means any person who, by agreement, or by virtue of membership, affiliation, authorisation, accreditation or participation, participates in the activities or competitions of Athletics NZ or its Members.

“Athlete Representative” means a person that represents an Athlete as defined by World Athletics.

“Athlete Support Personnel” means any coach, trainer, manager, Athlete Representative, agent, team staff, official, medical or para-medical personnel, parent or any other person working with, treating or assisting an Athlete participating in, or preparing for, competition in Athletics.

“Athletics” means track and field, road running, race walking, cross-country running and mountain running as defined by World Athletics.

“Athletics NZ” means Athletics New Zealand (Incorporated).

“Balance Date” means the last day of the applicable financial year, as determined pursuant to Rule 25.1.

“Board” and **“Athletics NZ Board”** mean the board of Athletics NZ as defined in Rule 18.

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

“Board Members” means the current members of the Board as constituted under Rule 18.1 (Board Composition).

“CAS” means the Court of Arbitration for Sport.

“Casual Vacancy” means a vacancy which arises:

- a. due to the office holder resigning from office prior to the expiry of their term of office;

- b. due to the death of the office holder;
- c. where the office holder has been removed from office in accordance with this Constitution;
- d. where the office holder is no longer eligible to remain in office as specified in this Constitution;
- e. for Board Members only, due to the Board Member being absent from more than two (2) consecutive meetings without having their absence approved by the Chairperson.

“CEO” means the Chief Executive Officer of Athletics NZ appointed in accordance with Rule 15.

“Chairperson” means the person appointed under Rule 18.2.

“Club Appointee” means the Club Appointee on the Board Appointments Panel as specified in Rule 19.2.

“Constitution” means this constitution.

“Day” means any day of the week (including Saturday, Sunday, and public holidays). Where an action is required to be done within a specified time (such as **forty (40) Days**) this means clear Days, so it is to be calculated by excluding the date of notice (or other relevant action) and the date of the meeting (or other relevant activity).

“Delegate” means a person elected or appointed by a Member Club or an Associate Member to represent that Member Club or Associate Member at a General Meeting under Rule 23.17.

“Dispute” means (unless expressly specified otherwise in this Constitution, any Regulation, or in the World Athletics Constitution, World Athletics Rules or the World Athletics Regulations) any dispute or complaint involving an Athlete, Athlete Support Personnel, a Member, the Board, and/or any other person under the jurisdiction of Athletics NZ that involves:

- a. the application or interpretation of any Rule, Regulation, policy, or decision of Athletics NZ, the Board, or any sub-committee or person appointed by Athletics NZ;
- b. an allegation of misconduct (as defined in the Regulations) involving any person under the jurisdiction of Athletics NZ;
- f. an alleged breach of any Rule, Regulation, policy, or decision of Athletics NZ, the Board, or any sub-committee or person appointed by Athletics NZ;
- g. an alleged breach of the World Athletics Constitution, the World Athletics Rules or any World Athletics Regulations; and/or

h. an appeal of a decision of Athletics NZ including a decision of a Hearing Body.

“Sport Integrity Commission” means Sport Commission Te Kahu Raunui, an independent crown entity originally established by the New Zealand Integrity Sport and Recreation Act 2023 and includes any successor organisation.

“Elected Board Member” means a person elected as a Board Member in accordance with Rule 20.

“General Meeting” means an AGM or SGM.

“Good Standing” has the meaning described in Rule 10.7 and Rule 11.8.

“Hearing Body” means a hearing body authorised or appointed by the Board to hear and resolve Disputes and includes the Sports Tribunal, an arbitrator appointed under the Arbitration Act 1996 or any other hearing body appointed by the Board or authorised by Athletics NZ. For avoidance of doubt, it includes any hearing body under the World Athletics Anti-Doping Rules and Regulations or the Sports Anti-Doping Rules.

“Honours and Awards Sub-committee” means the sub-committee appointed by the CEO which makes recommendations to the Board for Life Members under Rule 9.3b.

“Incorporated Societies Register” means the register of incorporated societies established under the Act.

“Individual Member” means a person accepted or approved as an individual member of Athletics NZ in accordance with Rule 8.

“Intellectual Property” means all rights and goodwill in copyright works, names, trade marks, service marks, devices, logos, designs, patents, domain names, know-how, ideas, processes, and confidential information, and all other intellectual property rights capable of ownership or protection at law relating to Athletics NZ or relating to any event, competition, activity or programme conducted, promoted or administered by Athletics NZ.

“International Competition” means an international competition as defined in the World Athletics Rules.

“Life Members” means those individuals described in Rule 9 and **Life Membership** shall have a corresponding meaning.

“Member Club” means a group of individuals formed as a club or organisation to participate in, administer, promote, or develop Athletics which has been accepted as a member club of Athletics NZ in accordance with Rule 10.

“Members” means the members of Athletics NZ as described in Rule 7.

“New Zealand Olympic Committee” means the New Zealand Olympic Committee Incorporated being an incorporated society which is the National Olympic Committee in New Zealand as recognised by the International Olympic Committee.

“Objects” means the objects of Athletics NZ described in Rule 5.

“Oceania Athletics Association” means the Oceania Athletics Association Incorporated of Queensland, Australia which is an World Athletics area association.

“Ordinary Resolution” means a resolution passed at a General Meeting by a majority of the votes properly cast at the General Meeting.

“Patron” means the individual appointed under Rule 16.1.

“President” means the person elected as president as described in Rule 17.1.

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

“Register” means the register of Members specified in Rule 13.

“Registrar” means the Registrar of Incorporated Societies.

“Regulations” means the regulations of Athletics NZ developed in accordance with Rule 31 and include any code of ethics.

“Remote Vote” means a vote cast by postal or electronic means as described in Rule 24.6 and **“Remote Voting”** means voting by means of a Remote Vote.

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

“Rule” means a rule of this Constitution.

“SGM” means a Special General Meeting of Athletics NZ as described in Rule 23.2.

“Special Resolution” means a resolution passed at a General Meeting by a two-thirds majority of the votes properly cast at the General Meeting.

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

“Sports Anti-Doping Rules” means the Sports Anti-Doping Rules issued under section 23 of the Integrity Sport and Recreation Act 2023 by Sport Integrity Commission in compliance with the World Anti-Doping Code, as amended from time to time.

“Sports Tribunal” means the Sports Tribunal of New Zealand empowered under the Sports Tribunal Act 2006.

“Vice-President” means the person elected as vice-president as described in Rule 17.1.

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

“World Athletics” means the international organisation governing Athletics (formerly the International Association of Athletic Federations).

“World Athletics Anti-Doping Rules and Regulations” means the rules and regulations regarding anti-doping.

“World Athletics Code of Ethics means the code of ethics of the World Athletics containing principles of ethical conduct and related rules and procedures.

“World Athletics Constitution” means the constitution of the World Athletics.

“World Athletics Council Member” means any person who is member of the World Athletics council and who is also a New Zealand citizen.

“World Athletics Regulations” means the regulations of the World Athletics.

“World Athletics Rules” means the rules of the World Athletics including the World Athletics competition rules (which include the technical rules), the World Athletics Code of Ethics, the rules of World Athletics congress procedure and such other rules as approved from time to time in accordance with the World Athletics Constitution.

38.2 Construction: In this Constitution:

- a. a reference to a gender includes both genders;
- b. the singular includes the plural and vice-versa;
- c. unless expressly specified otherwise, a requirement in this Constitution to notify, or to give notice to, a person (including Athletics NZ) or persons in this Constitution, means notice in writing delivered to that person or persons by any of the following means:
 - i. by hand, including courier;
 - ii. by email transmission;
 - iii. by post; or
 - iv. for any notification or notice to be given by Athletics NZ to all Members or to all Member Clubs, Associate Members and Life Members, then by posting the notice on the Athletics NZ website;
- d. 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;
- e. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- f. any obligation not to do anything will include an obligation not to suffer, permit, or cause that thing to be done;

- g. a reference to persons includes bodies corporate;
- h. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person; and
- i. headings and the contents page are for reference only and are to be ignored in construing this Constitution.