



**CONSTITUTION  
of the  
NEW ZEALAND ICE FIGURE SKATING ASSOCIATION INCORPORATED**

**5 April 2025**

## CONTENTS

1.	NAME	1
2.	PURPOSES	2
3	MEMBERSHIP	3
4.	GENERAL MEETINGS	7
5.	ELECTION AND APPOINTMENT OF OFFICERS	9
6.	ALTERATIONS TO CONSTITUTION, CODE OF ETHICS AND REGULATIONS	12
7.	DUTIES AND POWERS OF THE BOARD	13
8.	DUTIES OF THE OPERATIONS GROUP	14
9.	DUTIES OF THE DEVELOPMENT GROUP	16
10.	DUTIES OF OFFICERS	16
11.	AUTHORITY OF COMMITTEES AND SUBCOMMITTEES	16
12.	BOARD MEETINGS	17
13	MEETINGS OF THE OPERATIONS GROUP AND DEVELOPMENT GROUP	18
14	PAYMENT OF EXPENSES FOR MEETINGS	19
15.	CORRESPONDENCE	19
16.	METHOD OF CONTRACTING	19
17.	DISPOSITION OF PROPERTY ON WINDING UP	19
18.	FINANCIAL RECORDS	19
19.	PROFESSIONAL FEES AND BENEFITS	20
20.	NOTICES	20
21.	INTERESTS	20
22.	DISPUTE RESOLUTION	21

**CONSTITUTION  
of the  
NEW ZEALAND ICE FIGURE SKATING ASSOCIATION INCORPORATED**

**1. NAME**

1.1 The name of the Association shall be “**NEW ZEALAND ICE FIGURE SKATING ASSOCIATION INCORPORATED**” (“the Association” or “NZIFSA”).

1.2 The name of the Association may be abbreviated to NZIFSA in all correspondence and official documents of the Association except:

If the use of the abbreviation may cause any confusion by its use in the proposed context.

**1.3. Registered Office**

(a) The registered office of NZIFSA is at the place in New Zealand as the Board decides.

(b) Any change in the address of the registered office of the Association shall be given to the Registrar of Incorporated Societies.

**1.4 Definitions and Interpretation:**

In these Rules unless the context otherwise required:

“**the Act**” means the Incorporated Societies Act 2022.

“**Affiliated Club**” means a member club of NZIFSA.

“**Board**” means the elected Board of the NZIFSA.

“**CEO**” means the Chief Executive Officer of the Operations Group of the NZIFSA.

“**Code of Ethics**” means any Code of Ethics established by NZIFSA and altered from time to time according to the rules of this Constitution.

“**Committee**” means any group of Officers, members and/or employed consultants delegated with the responsibility by the Board or Development Group or NZIFSA in General Meeting to carry out any specific task or tasks on a one off or on a continuing basis. Committee includes subcommittees and ad hoc committees.

“**Delegates**” means a delegate appointed by an Affiliated Club to represent that Affiliated Club at any meeting.

“**Eligible person**” refers to any person not made ineligible by the ISU under the Rules of the ISU.

“**Financial year**” means the year commencing 1 January and concluding 31 December.

“**General Secretary**” means the elected General Secretary of the Operations Group of the NZIFSA.

“**Auditor**” means the auditor appointed by the Board of NZIFSA to act as auditor of NZIFSA affairs.

“**Honorary Solicitor**” means the solicitor elected by the Members of NZIFSA at the Annual General Meeting to act as a barrister and solicitor for NZIFSA .

“**ISU**” means the International Skating Union.

“**Meeting**” means a General Meeting, or Special Meeting or Annual General Meeting of NZIFSA or a Board meeting or a Committee meeting as the context may require.

“**Member**” means any Member Club or Association or Sub-Association of NZIFSA or a Board Member, Operations Group Member, Development Group Member, any member of a Member Club, any Honorary Life Member or any Coach Member as the context may require.

“**Official**” means any person appointed from time to time by the NZIFSA as a judge, referee, technical controller, technical specialist, data operator or replay operator

“**Officer**” means any or all of the following:

Any Board Member, Operations Group Member, Development Group Member, the Honorary Solicitor, any Committee member holding any office from time to time as the context requires.

“**President**” means the elected President of NZIFSA.

“**Registrar**” means the Registrar of the Incorporated Societies.

“**Regulations**” means any rules, policies, regulations or resolutions established from time to time by the Board pursuant to the Purposes of NZIFSA and this Constitution.

“**Sub-Association**” means any group of clubs recognized by NZIFSA as a member Sub-Association.

“**Special resolution**” means a resolution passed by a 75% majority of votes cast.

“**Sport**” means the sport of ice figure skating as defined by the ISU.

“**Treasurer**” means the elected Treasurer of the Operations Group of the NZIFSA.

“**Vice President**” means the elected Vice President of NZIFSA.

Words denoting any gender shall include all genders.

Words denoting the singular number shall include the plural and vice versa.

Words denoting individuals shall include bodies corporate and vice versa.

## 1.5 **Contact person:**

At its first meeting following an Annual General Meeting, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

## 2. **PURPOSES**

### 2.1 **The purposes of NZIFSA are:**

- (a) be the national body in New Zealand to promote, develop, foster and administer the Sport, mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand;
- (b) support and assist its Members to deliver the Sport throughout New Zealand;

- (c) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in the Sport in NZIFSA's activities;
- (d) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of NZIFSA and participation in the Sport;
- (e) promote, develop and co-ordinate ice figure skating competitions;
- (f) publish and enforce the rules of the Sport;
- (g) protect the integrity of the Sport and NZIFSA by developing and enforcing standards of conduct, ethical behaviour and implementing good governance;
- (h) maintain membership of, and co-operate with, ISU.

Each paragraph of these purposes shall be construed independently of each and every other purpose listed.

## **2.2 Capacity and powers**

NZIFSA has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

## **3 MEMBERSHIP**

### **3.1 Members:**

NZIFSA shall consist of:

- (a) Affiliated Ice Figure Skating Clubs and Sub-Associations whose Members are eligible persons,
- (b) Honorary Life Members,
- (c) Coach Members, and
- (d) Officials Members.

### **3.2 Application for Membership:**

#### **(a) Club and Sub-Association Members**

- (i) Any Club or Sub-Association incorporated under the Act and whose main purpose or purposes is the promotion and participation by its own members in the Sport may apply to become an affiliated Member of the NZIFSA.
- (ii) Application for membership shall be made in writing to the General Secretary and be accompanied by a copy of the Club or Sub Associations Rules and Constitution and a list of the Club members. Every application shall be considered by the Board who shall have power to approve membership either unconditionally or conditionally upon any alteration of its rules which the Board may require, or to refuse any application. An entity consents to become a Member by submitting an application for membership.

- (iii) Prospective Clubs and Sub Associations shall be admitted to membership if elected unconditionally by a majority vote of the full Board or after complying with any conditions imposed by the Board and then being confirmed by a majority vote of the full Board.
  - (iv) If an applicant is refused membership of NZIFSA, the Board must advise the applicant in writing of the reason or reasons for this outcome.
  - (v) Every member of an Affiliated Club shall be deemed to be a member of the NZIFSA as consented by their membership application to their club.
- (b) Honorary Life Members
- (i) Any person, whether or not a skater or a member of an Affiliated Club or an ineligible person, may, on the recommendation of the majority of the full Board, be considered for Honorary Life Membership at a General Meeting and any such person shall be declared to be duly elected an Honorary Life Member if elected by a 75% majority of members present. A person consents to become a Life Member on acceptance of their life membership.
  - (ii) An Honorary Life Member shall not be required to pay an application fee or subscription.
- (c) Coach Members
- (i) Application for Coach Membership shall be made in writing to the General Secretary on a form provided. Such members must be engaged in coaching or have completed an approved training programme or have been employed as a coach overseas. A person consents to become a Coach Member by submitting an application for membership.
  - (ii) Prospective Coach Members shall be admitted to membership upon application unless the Board determines that the person is not eligible for membership under (i) above or through other provisions in the Constitution.
  - (iii) If an applicant is refused membership of NZIFSA, the Board must advise the applicant in writing of the reason or reasons for this outcome.
- (d) Official Members
- (i) Officials shall be admitted to membership on receipt of membership form and verification of current officials status by NZIFSA Officials' Director. A person consents to become a Official Member by submitting an application for membership.

### **3.3 Members Subject to Control:**

- (a) Every Member shall be subject to the control and discipline of NZIFSA but no such member shall have the right to take part in the management of the affairs of this Association except as hereinafter provided.
- (b) All Members shall be bound by this Constitution, the Code of Ethics, Policy Documents and the Regulations.

### **3.4 Affiliated Clubs' and Sub-Associations' Constitutions:**

- (a) Subject to the requirements of this Constitution, every Affiliated Club and Sub-Association shall be free to determine its own constitution and government. Every Affiliated Club must have in its constitution clauses stating that it is a condition of membership of the Club that its own individual members are also members of NZIFSA. A copy of any alteration in the Rules of any Affiliated Club or Sub-Association shall be sent to the General Secretary within twenty-eight (28) days of its adoption.
- (b) If any Affiliated Club or Sub-Association's constitution and or Rules do not meet with the approval of the Board for whatever reason and after being advised of the Board's requirements the Affiliated Club or

Sub-Association refuses or neglects within a reasonable time to make the necessary amendments to the same then the Board may expel such Affiliated Club or Sub-Association from membership of NZIFSA, such expulsion to be effective on the passing of a resolution by a majority of the full Board.

### **3.5 Annual Affiliation Subscriptions:**

- a. The annual affiliation subscription shall be set by the Board at its November meeting each year. Clubs and Sub-Associations shall be advised of the amount set no later than 30th November.
- b. Payment of the annual affiliation fee for the upcoming financial year shall be due by 31st March.
- c. Loss of NZIFSA Membership Rights: Any NZIFSA member in arrears for their annual affiliation subscription or other payments due to NZIFSA shall, after 1 April, lose all membership rights until full payment is made.
- d. Loss of membership rights under clause (c) shall not affect the results of club members who participated in tests or competitions, provided they held a valid Test & Competition Registration at the time of participation.
- e. The Board may, upon receiving a special application stating the circumstances, waive all or part of a member's fees or arrears at its discretion.

### **3.6 Resignations, Expulsions, Suspensions:**

- (a) A Member ceases to be a Member by giving written notice of their intention to resign to the General Secretary, or if an individual on death, or if a body corporate on liquidation.
- (b) If in the opinion of a majority vote of the full Board it is desirable in the interests of NZIFSA and/or the Sport that any Member should cease to be a member, the Board shall have the power to expel the Member and to require the Affiliated Club concerned to expel any member of that Affiliated Club subject to the following;
- (c) No Member or member of an Affiliated Club shall be expelled and no motion for that expulsion shall be considered until such Member has been informed in writing by the NZIFSA of the complaint against them and the Member has been given the opportunity of being heard in their defence. The Member shall have 30 days to respond to the complaint before expulsion is considered.
- (d) Any expelled member may be reinstated by a two thirds majority vote at a General Meeting.
- (e) No resignation or expulsion shall relieve or discharge any member from payment of any subscription or any moneys due to NZIFSA as at the date of the member's resignation or expulsion. The NZIFSA has power to take legal proceedings to recover any such moneys that may be owing to NZIFSA.
- (f) Actions which may bring expulsion include without limitation:
  - (i) the violation of any of the provisions of the Constitution, Code of Ethics or any Regulations,
  - (ii) the refusal to abide by any decision of NZIFSA, or the Board, or
  - (iii) any conduct (whether act or omission to act or written or verbal communication) which in the opinion of the Board is detrimental to the best interests of the sport or NZIFSA or the ISU.
- (g) The Board shall have the power to impose, in lieu of expulsion:
  - (i) a period of suspension not exceeding one year; and/or

- (ii) suspension of any or all rights afforded to a person under NZIFSA rules for a period not exceeding one year; and/or
- (iii) suspension from any elected office, including Board or any ad-hoc committee for the remainder of the elected term; and/or
- (iv) censorship of the member and publish such censure as may be required including advising any other sporting or sport funding organizations; and/or
- (v) a requirement for the member to undertake a course or courses of training or rehabilitation or as it may prescribe; and/or
- (vi) a fine or other financial penalty not exceeding \$250 or withdrawal of any honours, title or prizes awarded by NZIFSA to the individual involved.

### **3.6.1 Disciplinary Committee:**

- (a) The Board shall have the power to appoint and/or disband and re-appoint from time to time a Disciplinary Committee. The appointees, subject to Section 3.6.1(b), need not be members of the Board or NZIFSA but whom appear to the Board best qualified to impartially deal with any disciplinary matter or matters. The Disciplinary Committee shall have full power to receive evidence, compel attendance at any disciplinary hearing of any member and to hear and act upon complaints under this rule in the name of the Board. Any action taken or decision made by such Disciplinary Committee shall be binding on the parties involved and shall be deemed to be a decision or action of the Board and must be implemented by the Board.
- (b) The Disciplinary Committee shall comprise not less than five appointees or more than seven and shall always include the following persons:
  - (1) The President
  - (2) The Honorary Solicitor
  - (3) Up to three Board or Development Group Members.
- (c) The Disciplinary Committee shall set its own procedure having regard to ensuring that all parties receive a fair opportunity to be heard and if they wish to be legally represented.

### **3.7 Member Register:**

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

- (a) each Member's name;
- (b) each Member's Contact Details;
- (c) the date each person became a Member.

A Member must provide notice to NZIFSA of any change to their Contact Details. Affiliated Clubs and Sub-associations must forward individual membership information and changes thereto as soon as practicable. The Member Register will be updated as soon as practicable after the Operations Group becomes aware of changes of the information recorded in the Member Register.

NZIFSA will keep a record of the name of each person who has ceased to be a member of NZIFSA within the previous 7 years and the date on which they ceased to be a member.

## 4. GENERAL MEETINGS

### 4.1 Annual General Meeting:

- (a) **Date and Purpose:** The Annual General Meeting (AGM) of NZIFSA shall be held no more than 15 months after the previous AGM on a date not later than 30 April in each year to be fixed by the Board for the purpose of:
- (i) Receiving the Board's report for the past year.
  - (ii) Approving the accounts for the past financial year.
  - (iii) Presentation of the budget for the current financial year
  - (iv) Electing Officers for the ensuing year.
  - (v) Electing an Honorary Solicitor
  - (vi) Considering any other business of which at least 60 days' notice shall have been given in writing to the General Secretary for inclusion in the Annual General Meeting agenda.
  - (vii) Any other matter the Board may desire to raise at a General Meeting of NZIFSA.
- (b) The Annual General Meeting shall be alternately held in a North Island and a South Island venue.

### 4.2 Notice of Annual General Meetings

Annual General Meetings shall be convened by emailing notices specifying the time, date and the place of the meeting. Such notices shall be emailed to every Affiliated Club, every Officer, Honorary Life Member and Coach Member at the last address given by them to the General Secretary at least 70 clear days before the meeting and shall be deemed to have been duly delivered if emailed to that address. The omission to give due notice to any member shall not, of itself, invalidate any meeting.

Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least twenty-eight clear days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.

### 4.3 Special General Meeting:

- (a) A Special General Meeting may be called by the Board at any time.
- (b) Requisition of a Special General Meeting
- (i) A Special General Meeting shall be called by the General Secretary on receipt of a requisition stating the purposes of such meeting signed by the Secretaries of not less than fifty per cent (50%) of the Affiliated Clubs.
  - (ii) Special General Meetings shall be held no more than five weeks after the day on which the requisition was received by the General Secretary. Every Affiliated Club, Officer, Honorary Life Member and Coach Member must be given at least two weeks' notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.
- (c) A Special General Meeting may only consider and deal with the business specified in the request for the Special General Meeting.

#### **4.4 Attendees at General Meetings:**

- (a) Those entitled to attend General Meetings of NZIFSA shall consist of the following:
  - (i) Up to three (3) Delegates may be appointed by each of the Affiliated Clubs. All such delegates shall have speaking rights but voting rights shall only be in accordance with Section 4.5 (b).
  - (ii) Members of the Board, Operations Group and the Development Group, other Officers and Honorary Life Members who shall have speaking rights, but shall not be entitled to vote unless they are the nominated delegate of an Affiliated Club, and then only in accordance with Section 4.5 (b).
  - (iii) Any invitees of the President but such invitees shall not be entitled to speak at the Meeting unless requested or permitted by the President to do so.
  - (iv) All Club Members of Affiliated Clubs but such persons shall not be entitled to speak unless requested or authorized to do so by the Chairperson or unless such member is a Delegate properly appointed in accordance with these Articles.
  - (v) Coach Members who shall have speaking rights, but shall not be entitled to vote.

#### **4.5 Voting and Election of Officers:**

- (a) Only Delegates properly notified to the General Secretary pursuant to Section 4.6 (d) shall be entitled to vote.
- (b) Each Affiliated Club shall only be entitled to one vote regardless of the number of Delegates who have been properly appointed. A resolution of 50% of Affiliated Clubs entitled to vote is sufficient to pass a resolution, except as specified in the Act or this Constitution.
- (c) No Sub-Association shall be entitled to vote.
- (d) Voting at meetings shall be by a show of hands, unless a secret ballot is called for by a majority of the Affiliated Clubs entitled to vote.
- (e) On any election of Officers of NZIFSA:
  - (i) Each election shall be voted on separately by secret ballot. Two scrutineers must be appointed at the General Meeting to count the votes.
  - (ii) To be successful, a candidate must receive the largest number of the votes cast.
  - (iii) In the event of a tie, a separate ballot shall be held between the candidates who have polled equally. Where a tie still exists the result will be determined by lot.

#### **4.6 Delegates:**

- (a) A Delegate must be a member of an Affiliated Club, but need not be a member of the Affiliated Club for which the Delegate has been appointed to act as Delegate.
- (b) Delegates shall have the right to consider and pass or reject motions relating to any matters before the meeting in respect of which proper notice in accordance with this Constitution has been given. Such decisions shall be binding upon NZIFSA and the Board, Operations Group and Development Group notwithstanding the provisions of any Policy document, Regulation or resolution.
- (c) No Delegate shall represent more than one Affiliated Club.

- (d) All Affiliated Clubs must notify the General Secretary in writing of the names of their appointed Delegates at least seven days prior to the date of the General Meeting or any other meeting at which the Delegate is to act.

#### 4.7 Proxies:

If a Delegate is unable to attend a General Meeting, a proxy may be appointed by the Affiliated Club which the Delegate was to represent. The General Secretary must be notified of the appointment in writing prior to the commencement of the meeting.

#### 4.8 Chairperson:

- (a) The President shall act as Chairperson of all NZIFSA meetings. In the President's absence the Vice-President shall act or, in their absence the longest serving Board Member present shall act. In the absence of any of the foregoing then the meeting may agree upon another attendee to act as Chairperson. In the event of disagreement a majority vote of the meeting shall decide.
- (b) The Chairperson shall not be a voting delegate or represent a proxy vote.

#### 4.9 Quorum:

At General Meetings, not less than fifty per cent (50%) of the Affiliated Clubs represented by their Delegates or Proxy present and eligible to vote shall form a quorum. No business is to be transacted at any General Meeting unless a quorum is present.

#### 4.10 Minutes:

Full minutes must be kept of all General Meetings.

### 5. ELECTION AND APPOINTMENT OF OFFICERS

- (a) The affairs of the Association and its business shall be managed by Officers elected by the Delegates or appointed by the Board. Every Officer must consent to being an Officer and certify that they are not disqualified from holding office under section 47 of the Act.
- (b) **Officers of the Board** shall be the President, Vice President and three Board members.
- (c) **Officers of the Operations Group** shall be the CEO (appointed), Treasurer, General Secretary, Test and Competition Secretary, Marketing and Promotion Officer (appointed), Grants Officer (appointed), Anti-Doping Officer (appointed), and Safeguarding Officer (appointed), Administrative Support Officer, (appointed), Privacy Officer (appointed), Technical Support Officer (appointed).
- (d) **Officers of the Development Group** shall be the Skater Development Director, Coaching Director, Officials Director, Technical Director, and High Performance Director (appointed).
- (e) A Privacy Officer shall be appointed by the Board from among existing Officers.

#### 5.1 Nominations

- (a) No later than two months before the AGM in each year, the General Secretary shall invite all Affiliated Clubs to submit nominations for election to all the positions of the Board, the Operations Group and Development Group, as set out below in (5.2).
- (b) The names of each nominee, accompanied by appropriate curriculum vitae, must be forwarded to the General Secretary no later than one month prior to the AGM.

- (c) The names and curriculum vitae of all nominees will be forward to all Affiliated Clubs no later than three weeks before the AGM.
- (d) Candidates may not be nominated for any position if their term (as specified in section 5.9) will not be completed at the time of the AGM for which their nomination is being considered.
- (e) Officers of NZIFSA may only hold one office at any given time however candidates may be nominated for more than one position, but shall cease to be a candidate for any other positions once elected to an office at that AGM.

**5.2 Election of Officers**

- (a) At the Annual General Meeting, the Officers and Committees listed below shall be elected by the Delegates in the order listed for a two-year term:

<b>In Odd Years or when vacant</b>	<b>In Even Years or when vacant</b>
A President.	A Vice-President.
Two Board Members.	One Board member.
A Treasurer.	A General Secretary.
Skater Development Director	Technical Director
Coaching Director	Officials Director.
Test and Competition Secretary.	An Honorary Solicitor who may, but need not be, a member of an Affiliated Club
Any of the positions normally elected in even years if the person elected to that position by the last AGM vacated the position prior to the call for nominations.	Any of the positions normally elected in odd years if the person elected to that position by the last AGM vacated the position prior to the call for nominations.
Any ad hoc Committees, whether composed of members of the Board, Operations Group or Development Group or not, from members of affiliated Clubs, to deal with specific matters.	Any ad hoc Committees, whether composed of members of the Board, the Operations Group or the Development Group or not, from members of affiliated Clubs, to deal with specific matters.

- (b) All Officers and Committees shall assume their office and commence their duties immediately after the closing of the General Meeting at which they were elected.
- (c) When the position is vacant the Delegates will elect a Patron of NZIFSA.

**5.3** No person who holds office on the Board, Operations Group or Development Group shall be appointed as NZIFSA's Honorary Solicitor.

**5.4** A person holding any of the offices except that of Patron and Honorary Solicitor, shall cease to hold such office or membership of any committee if that person ceases to be a member of an Affiliated Club.

**5.5** The President shall be the Chairperson of the Board and a member of all other subcommittees appointed by the Board. The President and General Secretary are also entitled to be present, but without voting rights, at meetings of all ad hoc committees appointed by the Annual General Meeting.

## 5.6 Appointments by the Board

- a) The Board shall appoint persons to the following additional offices taking into account the advice of the CEO, however, no person who already holds an office on the Board, Operations Group or Development Group shall be appointed to any of the following: with the exception of the Privacy Officer who shall be appointed from among existing NZIFSA Officers.

In Odd Years or when vacant	In Even Years or when vacant
Anti-Doping Officer	A Chief Executive Officer
Grants Officer	Marketing & Promotions Officer
Safeguarding Officer	High Performance Officer
Administrative Support Officer	Privacy Officer
	Technical Support Officer

- b) The Board shall appoint an Auditor if requested to by more than 40% of Affiliated Clubs at the preceding AGM. No person who holds office on the Board, Operations Group or Development Group shall be appointed as NZIFSA's Auditor.

## 5.7 Board can fill Vacancy:

- (a) The Board shall by a majority vote have the power to appoint from among members of Affiliated Clubs, Coach Members, or Members to fill casual vacancies and elected offices not filled at an AGM in the Board, Operations Group and Development Group to hold office until the next Annual General Meeting.
- (b) The continuing members of the Board, Operations Group or Development Group may act despite any vacancy in their body so long as their number is not reduced below the number fixed as the necessary quorum. However, if the Board is reduced below the number required for quorum, the continuing members of the Board may act for the purpose of summoning a General Meeting of the Association but for no other purpose.

## 5.8 Appointments by Development Group and Operations Group

- (a) The Development Group may appoint, by resolution, a subcommittee consisting of additional Officers, members of Affiliated Clubs, Coach Members or Officials to assist an Officer with their portfolio. Members of such subcommittees must not have a substantial conflict-of-interest or be Members of the Board.
- (b) The Operations Group may appoint members of Affiliated Clubs, Coach Members or Officials in their individual capacity or to form part of a committee to assist with any portfolio or task. Any such committees shall operate as a subcommittee of the NZIFSA. Members appointed pursuant to this section must not have any substantial conflict-of-interest or be Members of the Board.

## 5.9 Term of Appointment

- (a) All Officers of NZIFSA shall be elected for a term of two years, expiring at the end of the relevant AGM unless backfilling a Vacancy in which case the appointment is until the next AGM. Officers shall be eligible to seek re-election to the same office or any other office after completion of the term of office.
- (b) The President, CEO, General Secretary and Treasurer shall not be elected or appointed to the same position if they have held it for the previous six consecutive years.

- (c) The Patron shall hold their position until vacated.

**5.10 Defect in Appointment shall not invalidate:**

If it is discovered that there has been a defect in the appointment of any Officer or Committee or Committee member or that any Officer or Committee or Committee member were acting while disqualified, all actions undertaken by any Board, Operations Group or Development Group members shall be valid as if every Officer or Committee or Committee member had been duly appointed.

**5.11 Ceasing to hold Office:**

Any Officer ceases to be an Officer if:

- (a) Their term expires; or:
- (b) The person becomes disqualified from being an officer under section 47(3) of the Act: or
- (c) The person is removed from Office under this Constitution; or
- (d) The person resigns by delivering a signed notice of resignation to the Board; or
- (e) The person dies.

**6. ALTERATIONS TO CONSTITUTION, CODE OF ETHICS AND REGULATIONS**

**6.1** This constitution shall not be substituted, altered, added to or rescinded, except with the consent of a two-thirds majority of members present and entitled to vote at a General Meeting.

**6.2** No motion to alter, add to, or rescind this constitution shall be deemed to be in order unless the proposed alteration, addition or deletion shall have been set out at length among the business to be transacted in the notice convening the General Meeting.

**6.3** Any proposed amendment to the Constitution shall be furnished to the General Secretary no later than 60 days prior to the General Meeting at which it is to be considered

- a) All proposed amendments must be forwarded to the General Secretary for submission to the General Meeting agenda and should be fully set out in writing. The proposed amendments shall be submitted to the meeting without alteration unless the member proposing such amendment agrees to any alteration as may be suggested by the General Secretary or by those present at the General Meeting (accidental errors and omissions excepted).
- (b) Amendments may only be submitted by an Affiliated Club, the Board or the Directors of the Development Group. No addition to, deletion from or alteration of this Constitution may be made which would allow financial gain to any individuals.

**6.4** Alterations, additions or deletions to Regulations

- (a) Unless specifically stated, any alterations, additions or deletions to any Regulations not contained in this Constitution may be made, amended, rescinded or added to by a majority vote of Board Members only after due consultation with Members.
- (b) When a Regulation is due to be reviewed the Board will seek submissions from Members on what changes or policy issues they would like the Board to consider. Notice will be placed on the NZIFSA website at least 40 clear days before submissions close.

- (c) A draft of the proposed amendments to any Regulations will be prepared by the Board taking into consideration any feedback received from Members. Notice calling for final submission on the proposed amendments will be posted on the NZIFSA website at least 21 days before the Board is due to vote on the adoption of such amendments.
- (d) The Regulations are effective immediately following the meeting at which they were adopted unless specifically stated they are to become effective at a later date.
- (e) In order to effectively treat new or unexpected situations, the Board may act urgently to change Policy by:
  - (i) drafting new policy and distributing it to members; and,
  - (ii) passing a resolution consistent with the distributed draft policy by a majority vote of the Board.

**6.5** Alterations, additions, and deletions of the Code of Ethics may only be made in accordance with the rules governing alterations to the Constitution.

**6.6** The Constitution, Code of Ethics and Regulations shall be available to any Member upon request and all such documents shall be published on any website of the NZIFSA.

**6.7** The General Secretary shall,

- (a) following adoption of amendments to the Constitution and Code of Ethics at a Board Meeting or any General Meeting as the case may be forward copies to all Affiliated Clubs as soon as practicably possible after such meeting.
- (b) following adoption of Regulations notify members of changes to Regulations and, if so directed by the Board, make copies available to Affiliated Clubs

## **7. DUTIES AND POWERS OF THE BOARD**

### **7.1 Duties:**

The Board shall:

- (a) Engage in strategic planning and defining the organisation's values;
- (b) Create, review, change and make available Policy Documents;
- (c) Ensure that the risks associated with any programme are managed;
- (d) Ensure that the NZIFSA has the capacity to implement its Policies;
- (e) Ensure that the budget meets its strategic planning and Policy goals;
- (f) Enforce and construe the Constitution and Regulations and impose penalties for violation thereof.
- (g) Keep stakeholders informed;
- (h) Deal with the Operations Group and Development Group only as a whole Board through the CEO.

### **7.2 Powers of the Board:**

- (a) The governance of the business of NZIFSA shall be vested in the Board. The Board may exercise all such powers to achieve the purposes as set out in Section 2.1 or otherwise authorised by Statute or

required by NZIFSA in General Meeting subject to the provisions of the Act and of this Constitution and to any Regulations and Policies consistent with this Constitution.

- (b) The Board may delegate any of its powers to subcommittees consisting of such Board members and/or other persons whether or not members of NZIFSA or any Affiliated Club as they think fit and may from time to time remove such delegation. Any subcommittee shall conform to any Regulations or conditions that may be imposed upon it by the Board. The meetings and proceedings of the sub-committee shall be governed by Section 12 of this Constitution.
- (c) **Policy Documents:** The Board shall work to place as much governance of the organisation into Policy Documents as practical to improve the administration and affairs of NZIFSA and to define the rights and responsibilities of the Board, Board Members, the Operations Group, the Development Group, Members and other stakeholders of NZIFSA. However, no such Policy Documents shall be inconsistent with the rules in this Constitution or with the ISU Constitution or ISU General Rules. No Policy Document may contain provisions that allow a resolution of the Board to override the policy, except as provided in this rule.

No resolution of the Board or any Committee shall be inconsistent with a Policy Document and no action of the Board or any Committee shall be inconsistent with a Policy Document.

### 7.3 Interpretation of Constitution and Regulations:

The decision of Board on the construction or interpretation of this Constitution or any Policy Document or Regulation or any matter or thing not contained in this Constitution but pertaining to NZIFSA, its property or interests shall be conclusive and binding on all members provided that should any matter not be covered within this Constitution then the Board shall make reference to the ISU and its Regulations.

## 8. DUTIES OF THE OPERATIONS GROUP

### 8.1 Duties of the Operations Group:

The (CEO) shall have authority over and be responsible for the Operations Group, which shall:

- (a) Operate at all times within the Constitution, Code of Ethics, Policy Documents and Regulations of the NZIFSA;
- (b) Not cause or allow any practice, activity, decision or organisational circumstance that is any way unethical, unlawful or imprudent, or which violates any Policy Document or expressed NZIFSA values;
- (c) Keep the Board informed of the status of existing programmes, of matters which are affecting or have the potential to affect the NZIFSA, and present information in a manner which enhances Members' understanding of the issues;
- (d) Develop procedures to ensure Policy is carried out;
- (e) Make recommendations on Policy to the Board;
- (f) Deal with the Board only as a whole.
- (g) Have full control and jurisdiction over all National challenge trophies which may be are the property of the Association and may impose penalties against any member entrusted with said trophies or any of them who fails to exercise reasonable care for the same.

## 8.2 Operations Group Members' Authorities:

Operations Group Members shall have full authority to act on behalf of the NZIFSA within their own areas, provided that their actions are explicitly supported by a resolution of the Board or by an existing Policy Document. The Regulations shall not be considered to provide any authority for individuals to act on behalf of the NZIFSA, even where such authority may be indicated.

## 8.3 Control and Investment of Funds

- (a) All sums received on behalf of the NZIFSA by any person shall forthwith be transmitted to an NZIFSA Bank Account. The Treasurer shall keep such Banking Accounts herein called "the Association's Banking Accounts" as may be sanctioned by the Board.
- (b) All payments on behalf of the NZIFSA shall be made out of the Association's Banking Account; and the Treasurer shall arrange that such Banking Accounts shall not be drawn upon except by such manner as the Board may from time to time determine.
- (c) The Treasurer shall keep full account of all moneys received or paid to the Treasurer. The Treasurer shall close Accounts on the 31<sup>st</sup> day of December in each year, and, if requested by more than 40% of Affiliated Clubs (per 5.6 (b)), as soon as possible, submit same for audit with all proper documents and vouchers connected therewith. The Board appointed Auditor shall complete the audit of each Account as soon as possible, and the Account duly audited, shall be circulated to members with the agenda for and notice convening the Annual General Meeting, or alternatively, no later than two (2) weeks before the Annual General Meeting.
- (d) For the purpose of conducting audit the Auditor shall be supplied with:
  - (i) a copy of the accounts and statements and any other relevant document, and
  - (ii) a list delivered to them of all books kept by NZIFSA and shall at all reasonable times have access to the books and documents of NZIFSA
- (e) The Auditor shall make a report to the members in which they will state if the accounts provided are a full and fair set of accounts and statements containing the particulars required by the rules of NZIFSA and properly drawn up so as to exhibit a true and correct view of NZIFSA's affairs and such report shall be read together with the report of the Board at the Annual General Meeting.
- (f) There shall be no requirement for the Auditor to submit an unqualified Audit Report to the Annual General Meeting.
- (g) The Officers and Members may not receive any distributions of profit or income from NZIFSA. This does not prevent Officers or Members:
  - (i) receiving reimbursement of actual and reasonable expenses incurred, or
  - (ii) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,provided no Officer or Member is allowed to influence any such decision made by NZIFSA in respect of payments or transactions between it and them, their direct family or any associated entity.

## **9. DUTIES OF THE DEVELOPMENT GROUP**

### **9.1 Duties of the Development Group**

The Development Group is responsible for those areas of which a high-degree of knowledge of the competition and test rules, coaching methods, and judging is required, and shall:

- (a) Be responsible for managing the Rules and Regulations change process;
- (b) Be responsible for the development of skaters, officials, and coaches;
- (c) Be responsible for the assessment procedures for skaters, officials, and coaches;
- (d) Obtain Board approval for all actions not expressly permitted by a Policy Document;
- (e) Keep the Board informed on status and progress of all programmes;
- (f) Make recommendations on applicable Policy to the Board;
- (g) Deal with the Board only as a whole.

## **10. DUTIES OF OFFICERS**

### **10.1 Duties of Officers of the Board, Operations Group and Development Group**

The duties of the Officers of the Board, Operations Group and Development Group are contained in the NZIFSA Governance and Management Policy and Job Descriptions document.

### **10.2 No Public Statements:**

With the exception only of the President and CEO, no Officer of NZIFSA shall make any public statements regarding Policy, team selection or any other business directly connected with the running and administration of NZIFSA without the prior consent of the Board. However, the CEO, and President may delegate another Officer to make public statements on their behalf.

### **10.3 Indemnity of Officers:**

No Officer shall be liable for the acts, receipts, neglects or defaults of any other Officer of NZIFSA or for any loss occasioned by any error of judgement or oversight on their part or for any other loss damage or misfortune whatever which shall happen in the execution of duties of their Office or in relation thereto unless the same shall happen through his or her own wilful default or dishonesty.

## **11. AUTHORITY OF COMMITTEES AND SUBCOMMITTEES**

**11.1** The Board, Operations Group and Development Group may appoint committees or subcommittees consisting of such persons (whether or not members of the Association) and for such purposes as it sees fit.

**11.2** Unless otherwise resolved by the Board; Committees, including ad-hoc committees appointed at the Annual General Meetings and all subcommittees appointed by the Board, Operations Group or Development Group:

- a) shall have a quorum of 51% of the members of the committee or subcommittee,
- b) shall not have the power to co-opt additional members,
- c) shall not act on behalf of the Association without an express authority provided by the Regulations, Policy Documents, or a resolution of the Board, and

d) shall not delegate any of its powers.

**11.3** The votes of members of any Committee may be taken by any electronic means including, but not limited to email and telephone, under procedures outlined in the Electronic Meetings Policy.

## **12. BOARD MEETINGS**

### **12.1 Notice and Calling of Meetings:**

- (a) Board Meetings may be called at any time by the Chair or by three Board Members, but generally the Board meets monthly.
- (b) Business other than Special business may, with the consent of the majority of Board Members present, be transacted at a meeting of the Board, even if that business was not mentioned in the notice convening the meeting.
- (c) Meetings of the Board may be open to Members of Affiliated Clubs, or any other individual or group, at the invitation of the President. Such invitees shall have observer status only and no speaking rights unless invited by the Chairperson.

### **12.2 Special Business**

Special Business shall be:

- (a) Dealing with the Capital Funds of the Association
- (b) Deciding on the correct construction or interpretation of this Constitution or any Regulation or any Policy Document or any matter or thing not contained in this Constitution or any Regulation but pertaining to NZIFSA, its property or interests.
- (c) Any disciplinary matter.

No Special Business shall be dealt with at any meeting unless fourteen (14) days notice of such business has been given to each member of the Board.

### **12.3 Quorum:**

The quorum of the Board will be four (4). In Electronic Meetings, all members of the Board are deemed to be present.

### **12.4 Voting:**

- (a) Subject to any special provisions contained elsewhere in this Constitution, all questions arising at a meeting of the Board shall be decided by a majority of the votes cast.
- (b) On any such vote each of the Officers entitled to vote shall have one vote.
- (c) The Chairperson does not have a casting vote.

### **12.5 Unauthorised Absences:**

Any Board Member absent from two Board meetings without a prior apology may be called upon by a majority vote of all other Board Members to give up that Member's office and a casual vacancy shall be deemed to have arisen.

### **12.6 Attendance of the Chief Executive Officer, General Secretary and Honorary Solicitor:**

- (a) The CEO shall be expected to attend all Board Meetings and shall be entitled to speak on all issues but not to vote.

- (b) The General Secretary shall be expected to attend all Board Meetings and take minutes, but shall not be entitled to vote.
- (c) The Honorary Solicitor shall be entitled to attend all Board Meetings at the invitation of the Board. They shall be entitled to speak on all issues but not to vote.

#### **12.7 Meetings:**

- (a) Meetings in Person or by audiovisual link:

The Board, may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

- (b) Electronic Meetings:

Between Board meetings to facilitate urgent matters. Votes may be taken by any electronic means including, but not limited to web forum, email and telephone, in accordance with the procedures outlined in an Electronic Meetings Policy as adopted by the Board.

Any motion put to a vote shall be recorded in the minutes of electronic meetings and shall be presented at the next meeting in person for confirmation.

#### **12.8 Minutes**

The Board shall ensure minutes are taken recording:

- (a) the names of those present at each meeting of the Board and of any other Committee or subcommittee;
- (b) All resolutions and proceedings at all meetings of NZIFSA and of the Board and of Committees and subcommittees.
- (c) The names of any Members who dismissed themselves from the room prior to the discussion and vote on a motion.
- (d) Draft minutes of each meeting of the Board shall be notified to Affiliated Clubs within 28 days of the date of the meeting.

Any such minutes of any meeting if purporting to be signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

### **13 MEETINGS OF THE OPERATIONS GROUP AND DEVELOPMENT GROUP**

- (a) A meeting of the Operations Group and/or the Development Group may be called by the CEO at any time. The CEO may also call a meeting of the Operations Group and/or the Development Group if so requested by any Officer of these Groups, if the CEO deems a meeting is advisable and clearly specifying the business for which the meeting is requested. At least fourteen (14) clear days must be given when a meeting is called.
- (b) In between meetings, group members may meet electronically to deal with matters requiring attention.
- (c) Minutes shall be taken to record the proceedings of such meetings in order for a report to be compiled and furnished to the Board.

#### **14 PAYMENT OF EXPENSES FOR MEETINGS**

Members of the Operations Group, Development Group and other approved Officers from time to time and so authorized by the Board, shall be entitled to be reimbursed for travel and accommodation expenses incurred or likely to be incurred in attending meetings of the Board, Operations Group, Development Group, other Committees and subcommittees of NZIFSA as per the NZIFSA Travel and Reimbursement Policy.

#### **15. CORRESPONDENCE**

- 15.1** All correspondence to NZIFSA should be addressed to the General Secretary, whose duty it is to pass such correspondence of substantial matters to the next Board meeting and where appropriate in respect of day to day management matters to pass such correspondence to the appropriate parties within NZIFSA without undue delay.
- 15.2** As well as the Board, the Operations Group and the Development Group shall also have power to receive and send correspondence.
- 15.3** Copies of all correspondence sent by the Board, Operations Group, Development Group or any other Committee must also be immediately copied to the General Secretary.
- 15.4** Once an item of correspondence has been referred by the General Secretary to the Board and has been considered by the Board then copies of the same may be requested by any Board Member. The Board may place any correspondence or other material under an embargo by a resolution of the Board preventing the further distribution other than to Board Members of the item or items of correspondence except in accordance with any such resolution or amending resolution.

#### **16. METHOD OF CONTRACTING**

A contract or other enforceable obligation may be entered into by NZIFSA:

- (a) by deed by 2 or more Officers; or
- (b) by agreement by a person acting under NZIFSA's express or implied authority.

#### **17. DISPOSITION OF PROPERTY ON WINDING UP**

If any property remains after the winding up or dissolution of the Association and the settlement of all the Association's debts and liabilities, that property must be given or transferred to a not-for-profit entity that has purposes similar to those of the Association.

#### **18. FINANCIAL RECORDS**

- 18.1** NZIFSA shall maintain accurate and complete financial records, ensuring that all assets and transactions are documented in a secure accounting system.
- 18.2** Before each Board meeting and at the close of each Financial Year and at such other times as the Board may require, the Treasurer shall prepare an income and expenditure account and a statement of assets and liabilities of NZIFSA. The Treasurer shall also make available the bank statements and a reconciliation report.
- 18.3** NZIFSA shall deliver annually to the Registrar (pursuant to Section 23 of the said Act) in such form and at such times as he or she requires a statement containing the following particulars:

- (a) The income and expenditure of NZIFSA during NZIFSA's last financial year.
- (b) The assets and liabilities of NZIFSA at the close of the said year.
- (c) All mortgages, charges and securities of any description affecting any of the property of NZIFSA at the close of the said year.

The said statement shall be accompanied by a Certificate signed by the General Secretary or in their absence some other Officer of NZIFSA authorized by the Board to the effect that the statement has been submitted to and approved by the members of NZIFSA at a General Meeting.

## **19. PROFESSIONAL FEES AND BENEFITS**

- 19.1** The Honorary Solicitor shall be entitled to charge reasonable fees for their professional services required by this Constitution or any Policy or any Regulation or direction of the Board from time to time. Their fees will be approved in advance by the Board.
- 19.2** Any income, benefit, or advantage must be used to advance the charitable purposes of the Association.
- 19.3** No member of the Association or member of a Member Club, or anyone associated with any such member, is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- 19.4** Any payments made to a member of the Association or to a member of a Member Club, or person associated with any such member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

## **20. NOTICES**

- 20.1** Every notice to be given to any member pursuant to any of these Rules shall be deemed to be sufficiently given to and served on the member if posted, emailed or delivered to them at their last known address appearing in NZIFSA's Register of members.
- 20.2** The loss, delay or non-delivery of any notice sent or delivered to any member of NZIFSA or any Officer whether through email or otherwise shall not invalidate or prejudice any resolution passed or election made or other thing done by NZIFSA or the Board, Operations Group or Development Group.

## **21. INTERESTS**

**21.1** An Officer is Interested in a Matter if the Officer:

- (a) may obtain a financial benefit from the Matter; or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

but an Officer is not interested in a Matter:

- (e) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (f) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of NZIFSA due to the membership of those members; or
- (g) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

**21.2** The Board must keep an Interests Register.

**21.3** An Officer who is Interested in a Matter relating to NZIFSA must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register.

**21.4** A Board Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
- (c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

**21.5** Despite clause 21.4, if 50% or more Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.

**21.6** The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure in the manner set out in the Regulations.

## **22. DISPUTE RESOLUTION**

### **22.1 Definitions**

In this clause 22:

- (a) Dispute means a disagreement or conflict between and among any one or more Members, any one or more Officers and NZIFSA, that relates to an allegation that:
  - (i) a Member or an Officer has engaged in misconduct; or
  - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iii) NZIFSA has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
- (b) Disputes Procedure means the procedure for resolving a Dispute set out in clauses 22.6 to 22.19;
- (c) a Member is a reference to a Member acting in their capacity as a Member;

- (d) an Officer is a reference to an Officer acting in their capacity as an Officer.

## **22.2 Application of other legislation to a Dispute**

The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

## **22.3 Application of other procedures under this Constitution or in a Bylaw**

If the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.

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

## **22.5 Application of the Disputes Procedure**

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

## **22.6 Disputes Procedure - Raising a complaint**

- (a) A Member or an Officer may start the Disputes Procedure (a Complaint) by giving written notice to the Board setting out:
  - (i) the allegation to which the dispute relates and who the allegation is against; and
  - (ii) any other information reasonably required by NZIFSA.
- (b) NZIFSA may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
- (c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

## **22.7 Investigating and determining Disputes**

- (a) Unless otherwise provided, NZIFSA must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.
- (b) Disputes must be dealt with in a fair, efficient, and effective manner.

## **22.8 Decision not to proceed with a matter**

Despite the contents of the Disputes Procedure, NZIFSA may decide not to proceed with a matter if:

- (a) the Complaint is trivial; or
- (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) any material misconduct; or
  - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or

- (iii) any material damage to a Member's rights or interests or Members' rights or interests generally;  
or
- (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the Complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
- (f) there has been an undue delay in making the Complaint; or
- (g) the Complaint involves two Members who are also members of an organisation (Organisation X) which is also a Member of NZIFSA and the Complaint has either been dealt with by Organisation X or is required to be, pursuant to the dispute resolution procedures of Organisation X.

### **22.9 Complaint may be referred**

NZIFSA may refer a Complaint to:

- (a) a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (Hearing Body); or
- (b) a subcommittee or an external person to investigate and report; or
- (c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

### **22.10 Hearing Body**

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

### **22.11 Bias**

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

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

### **22.12 Complainant's right to be heard**

- (a) The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If NZIFSA makes a Complaint, NZIFSA has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of NZIFSA.
- (b) A Member or Officer or NZIFSA must be taken to have been given the right if:
  - (i) the Member or Officer or NZIFSA has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
  - (ii) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iii) an oral hearing, if any, is held before the Hearing Body; and

- (iv) the Member's or Officer's or NZIFSA's written statement or submission, if any, are considered by the Hearing Body.
- (c) The Member or Officer who, or NZIFSA which, is the subject of the Complaint (Respondent) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is NZIFSA, a Board Member may exercise the right on behalf of NZIFSA. A Respondent must be taken to have been given the right if:
  - (i) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
  - (ii) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
  - (iii) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iv) an oral hearing, if any, is held before the Hearing Body; and
  - (v) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

### 22.13 Appeals

There is no right of appeal or right of review of a decision unless specified.

Revised Constitution adopted at the 2025 NZIFSA Annual General Meeting

DATED 5<sup>th</sup> day of April 2025



Robyn Morris (President)



Jeanette King (Secretary)



Bei Cao (CEO)