
CONSTITUTION

- of -

NEW ZEALAND ROWING FOUNDATION INCORPORATED



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NEW ZEALAND ROWING FOUNDATION INCORPORATED

CONSTITUTION

ARTICLE 1 - NAME

1.1 The name shall be **NEW ZEALAND ROWING FOUNDATION INCORPORATED.**

ARTICLE 2 - DEFINITIONS AND INTERPRETATION

2.1 **Definitions:** In this Constitution, unless the context otherwise requires:

- (a) **"Act"** means the Incorporated Societies Act 2022;
- (b) **"Board"** means the Board of NZRF as defined in Article 11;
- (c) **"Constitution"** means this Constitution which records the Articles of the NZRF;
- (d) **"Delegate"** means a delegate appointed to represent a Local Association at the Annual General Meeting of NZRF pursuant to Article 18;
- (f) **"Foundation"** means NZRF;
- (g) **"Life Member"** means a person accorded such status by the Board because of distinguished support of NZRF;
- (h) **"Member Association"** means a regional rowing association as defined in the constitution of RNZ;
- (i) **"Member"** means a member of NZRF as defined in Article 6;
- (j) **"NZRF"** means New Zealand Rowing Foundation Incorporated;
- (k) **"RNZ"** means Rowing New Zealand Incorporated;
- (l) **"Rowing"** means the sport of rowing;
- (m) **"Trustee"** means a Trustee of NZRF as defined in Article 10.
- (n) **"Commencement Date"** means the date this Constitution came into force, being the date of registration of this Constitution by the Registrar of Incorporated Societies.

2.2 **Interpretation:** In this Constitution unless the context otherwise requires:

- (a) Expressions defined in Article 2 hereof shall have the defined meaning in the

whole of this Constitution;

- (b) Clause headings and other headings are for ease of reference only and will not affect the interpretation of this Constitution;
- (c) Any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
- (d) Words importing the singular number will include the plural and vice versa;
- (e) References to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;
- (f) References to any gender includes all genders.

ARTICLE 3 - PURPOSES

- 3.1 The purposes of NZRF are to promote, foster and encourage the sport of rowing in New Zealand for the recreation and entertainment of the public and to obtain, hold and administer funds on trust for that purpose.

ARTICLE 4 – CONTACT PERSON

- 4.1 At its first meeting following each AGM, the Board must appoint or reappoint at least one (1), and a maximum of three (3), persons to be the Contact Person (as defined in the Act), subject to those persons meeting the eligibility criteria set out in the Act. The person is appointed at the Board's discretion and does not need to be an Officer of RNZ. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

ARTICLE 5 - CAPACITY/NO PECUNIARY GAIN

- 5.1 NZRF shall not permit any part of its funds to be used or be available to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt the term "private pecuniary profit" does not include:
- (a) a fair and reasonable reward for services performed;
 - (b) reimbursement for expenses properly incurred while pursuing NZRF purposes;
 - (c) usual professional business or trade charges,

and in accordance with prevailing commercial terms on which NZRF would deal with third parties not associated with the Foundation.

ARTICLE 6 - MEMBERSHIP

- 6.1 The membership of NZRF shall comprise:
- (a) The Trustees;
 - (b) Member Associations;
 - (c) Life members;
 - (d) Legacy Medal Life member; and
 - (e) Such other classes of membership as the Foundation may determine from time to time.
- 6.2 At all times, NZRF will maintain the minimum number of members required by the Act.
- 6.3 The Board shall keep a register of the Members of the NZRF and ensure the register is updated as soon as practicable after becoming aware of any changes to the information recorded in the register. At a minimum, the register will contain:
- (a) the name of each member; and
 - (b) the last known contact details of each member; and
 - (c) the date on which each person became a member; and
 - (d) all other information prescribed by regulations (if any).

ARTICLE 7 - ADMISSION OF MEMBERS

- 7.1 Persons or entities shall be admitted to membership of NZRF by appointment or election pursuant to the Constitution, by invitation (in the case of Life members or Legacy Medal Life members), or by fulfilling the eligibility requirements for a class of membership (for instance, Member Associations) as may be prescribed by the Board from time to time.
- 7.2 An applicant for membership must complete or do anything reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.
- 7.3 The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.
- 7.4 All Members, regardless of class of membership, must consent to becoming a Member. Each members consent and the manner of the consent will be retained in NZRF records.

ARTICLE 8 - COMPLIANCE BY MEMBERS

- 8.1 All Members shall properly observe the Constitution failing which any such Member may be liable to suspension for a period, or expulsion.
- 8.2 All Members shall promote the interests and objects of NZRF and do nothing to bring the NZRF, RNZ, or rowing generally into disrepute.
- 8.3 Every Member shall provide the NZRF in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Board in writing of any changes to those details from time to time.

ARTICLE 9 - CESSATION OF MEMBERSHIP

- 9.1 Any Member may resign from that Member's class of membership by written notice to NZRF.
- 9.2 The Board may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member, or through non-compliance with Article 8 of the Constitution, or is convicted of any category 4 offence (as defined in the Criminal Procedure Act 2011) or any sexual or violence offence (whether Category 3 or otherwise) for which the maximum penalty is imprisonment for more than two (2) years, whether or not a sentence of imprisonment was imposed.

ARTICLE 10 - TRUSTEES

- 10.1 NZRF shall have a minimum of four (4) Trustees and no more than seven (7) Trustees who are qualified to be elected or appointed under section 47 of the Act.
- 10.2 The Trustees will be the Officers of the NZRF for the purposes of the Act.
- 10.3 Two (2) of the Trustees shall be the chairperson of the RNZ Board, or nominee of the chairperson who may not necessarily be a board member and one other member of the RNZ Board who shall be appointed annually by the RNZ Board. There is no maximum term for Trustees appointed under this clause.
- 10.4 Two (2) of the Trustees shall be appointed by the RNZ Board providing they shall not be current members of the RNZ Board.
- 10.5 Trustees appointed pursuant to Article 10.4 shall hold office for a term of three (3) years and shall be eligible for re-appointment for up to two (2) further terms of three (3) years.
- 10.6 Two (2) Trustees shall be elected at the Annual General Meeting by Local Associations by a simple majority of the Member Associations present and voting.
- 10.7 Trustees elected pursuant to Article 10.5 shall hold office for a term of three (3) years and

shall retire and be eligible for re-appointment for up to two (2) further terms of three (3) years.

- 10.8 The Board may appoint an additional Trustee in circumstances it considers appropriate, provided that before making any appointment under this clause, the Board seeks and receives the consent of the RNZ Board.

Removal of Trustees:

- 10.9 A Trustee ceases to hold office when they resign (by notice in writing to the Board), are removed by the Board, die, or otherwise vacate office in accordance with section 50(1) of the Act.

- 10.10 A Trustee shall be removed as a Trustee by resolution of the Board where in the opinion of the Board:

- (a) The Trustee elected to the Board has been absent from three (3) Board meetings without leave of absence from the Board.
- (b) The Trustee has brought the NZRF into disrepute.
- (c) The Trustee has failed to disclose a conflict of interest.
- (d) The Board passes a vote of no confidence in the Trustee.
- (e) Where the Trustee becomes disqualified from being an officer under section 47(3) of the Act.
- (f) Where a Trustee is mentally incapable (as that term is defined in clause 94 of the Protection of Personal and Property Rights Act 1988).

ARTICLE 11 - BOARD

- 11.1 The Board of NZRF shall consist of the Trustees.

- 11.2 From the end of each Annual General Meeting until the end of the next, the NZRF shall be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any Regulations made under the Act, and this Constitution.

- 11.3 The Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the NZRF, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

- 11.4 The Chief Executive of RNZ shall ex officio be entitled to attend all meetings of the Board but shall not vote on any matter before the Board.

ARTICLE 12 - INDEMNITY OF OFFICERS

- 12.1 Each Trustee, designated employee or other appointee of NZRF is indemnified by NZRF from and against all losses and expenses reasonably incurred in the proper discharge of that person's duties, except to the extent that the loss or expense arises from that person's wilful default or other conduct for which indemnification is not permitted under the Act.
- 12.2 The Board may ratify or approve the purported exercise of a power vested in NZRF by any person specified in Article 12.1. A power that is ratified under this Article is deemed to have been properly and validly exercised to the extent permitted by law.

ARTICLE 13 - EXTRAORDINARY VACANCY

- 12.3 An extraordinary vacancy arises if a Trustee resigns, is removed, or otherwise ceases to hold office as a Trustee of NZRF for any reason. Where an extraordinary vacancy arises, the RNZ Board may either appoint a Trustee to fill the vacancy or, having regard to the timing of the next Annual General Meeting, choose to leave the position unfilled, provided that, at all times, there is not less than four (4) Trustees.
- 13.1 Any person appointed to fill an extraordinary vacancy shall hold office until the next Annual General Meeting at which time the appointment may be confirmed by the RNZ Board in the case of an appointed Trustee, or by the Delegates in the case of an elected Trustee, for the remainder of the predecessor's term.
- 13.2 For the purpose of maintaining an appropriate Trustee rotation in the best interests of NZRF, the RNZ Board may determine whether the confirmed Trustee's term is to run from:
- (a) the next Annual General Meeting; or
 - (b) the date of the previous Annual General Meeting,
- whichever better preserves a balanced and effective rotation of Trustee terms.

ARTICLE 14 - AUDITOR

- 14.1 If required under the Act, the NZRF will annually appoint an auditor or reviewer of the accounts of NZRF. No RNZ Board member, Trustee, or company in which an RNZ Board member or Trustee is a related party (as defined in the Companies Act 1993) is eligible to be appointed as auditor or reviewer shall be eligible for appointment as auditor or reviewer.

ARTICLE 15 – METHOD AND TIMING OF ANNUAL GENERAL MEETING

- 15.1 An Annual General Meeting of NZRF shall be held prior to the 30th day of June each calendar year and shall usually be in conjunction with the Annual General Meeting of RNZ.
- 15.2 Subject to the Act, the Annual General Meeting may be held in any manner the Board considers appropriate, including by electronic means where reasonable.
- 15.3 The Board shall give the Members, by whatever means the Board considers appropriate, not less than four (4) weeks' notice of the date and place of the Annual General Meeting.
- 15.4 Not less than two (2) weeks before the date of the Annual General Meeting the Board shall forward an agenda to all Members by whatever means the Board considers appropriate.
- 15.5 The NZRF must keep minutes of all meetings.

ARTICLE 16 - THE BUSINESS OF THE ANNUAL GENERAL MEETING

- 16.1 The business of the Annual General Meeting shall be to:
- (a) confirm the Delegates, the quorum and the total votes available;
 - (b) receive and confirm the minutes of the previous Annual General Meeting;
 - (c) present the annual report on the operations and affairs of the NZRF from the most recently completed accounting period;
 - (d) present the financial accounts of the NZRF;
 - (e) give notice of any disclosures made under section 63 (disclosure of interests) of the Act during the period;
 - (f) elect Trustees as required under the Constitution;
 - (g) appoint an auditor or reviewer (if required);
 - (h) consider any motions of which prior notice has been given to Members with notice of the Meeting; and
 - (i) consider any matters of general business.

ARTICLE 17 -THE CHAIRPERSON AT THE ANNUAL GENERAL MEETING

- 17.1 The Chairperson of the Board shall be the Chairperson at the Annual General Meeting.
- 17.2 By absence or acquiescence of the Chairperson of the Board, a Chairperson shall be appointed by the Trustees in attendance at the meeting.

ARTICLE 18 - DELEGATES AT THE ANNUAL GENERAL MEETING

- 18.1 Each Member Association shall be entitled to appoint two Delegates to the Annual General Meeting who are entitled to speak and vote on behalf of their respective Member Association. The Delegates can be appointed/confirmed during the roll call for the meeting.

ARTICLE 19 - QUORUM AT THE ANNUAL GENERAL MEETING

- 19.1 Delegates representing not less than six (6) Local Associations, together with not less than three (3) Trustees, shall constitute a quorum at the Annual General Meeting.
- 19.2 If a Quorum is not present at the time for the meeting to start then the meeting will be adjourned for 30mins at which time, if there is still not a quorum present, the meeting will be adjourned until such new date as the Board considers appropriate. Notice of the new date will be provided to Members within 48 hours of the meeting being adjourned under this Article 19.2.

ARTICLE 20 - VOTING AT THE ANNUAL GENERAL MEETING

- 20.1 In the event of a vote, whether due to a ballot for the election of a Trustee pursuant to Article 10 or for any other matter requiring a vote, each Member Association shall be entitled to one (1) vote which may be taken on the voices, by show of hands or by poll, at the request of any Delegate.
- 20.2 In the case of an equality of votes, the Chairperson shall have a casting vote.

ARTICLE 21 -ALTERATION OF ARTICLES

- 21.1 The Constitution may be amended or replaced by resolution of the Board passed by a majority of not less than two-thirds of those present and voting. Such amendments shall take effect immediately, or as specified, and shall be registered as may be required under the Act.

ARTICLE 22 - BOARD MEETINGS

- 22.1 At the first meeting of the Board after the Annual General Meeting the Board shall elect one of the Trustees to be the Chairperson of the Board.
- 22.2 Further meetings of the Board shall be held at such times and places as the Board may determine.
- 22.3 A meeting of the Board may be conducted by contemporaneous audio or audio-visual link by which all Trustees participating and contributing to a quorum can simultaneously hear and communicate.
- 22.4 A meeting of the Board shall be convened at the request of any three (3) Trustees.

- 22.5 At all meetings of the Board, a minimum of four (4) Trustees shall form a quorum.
- 22.6 Matters at issue shall be determined by majority vote of the Trustees present and voting.
- 22.7 The Chairperson shall have a deliberative vote, and, in the case of an equality of votes, shall also have a casting vote.

ARTICLE 23 - SPECIAL GENERAL MEETINGS

- 23.1 A Special General Meeting may be called at any time by the Board.
- 23.2 The Board shall give all Member Associations not less than four (4) weeks' notice of the date and purpose of the Special General Meeting. Only the business stated in the notice may be considered.
- 23.3 Delegates and quorum requirements for a Special General Meeting shall be the same as those for an Annual General Meeting.
- 23.4 Voting procedures at a Special General Meeting shall follow the same rules as those applying at an Annual General Meeting.

ARTICLE 24 – DISPUTES AND DISCIPLINARY MATTERS

- 24.1 Any dispute or complaint by or involving Members or any Trustee arising in respect of the governance, management and operation of NZRF (including any dispute or complaint referred to in section 38 of the Act) will be dealt with:
- (a) in accordance with any applicable procedures prescribed by law, the RNZ Constitution, the RNZ Regulations, or this Constitution provided they are consistent with the rules of natural justice and are interpreted and implemented accordingly; or
 - (b) in the absence of any applicable procedures referred to in Article 24.1(a), in accordance with the procedures set out in Schedule 2 of the Act.

ARTICLE 25 - FINANCIAL PROVISIONS

- 25.1 The Board shall have responsibility for the seeking and raising of funds, the administration thereof, and for the accumulation or distribution of such funds in furtherance of the objects of NZRF as it shall deem appropriate.
- 25.2 In the exercise of its powers of management and having due regard to any directives or commitments attaching to capital funds received, the Board shall always maintain a capital fund sufficient to enable NZRF to meet such directives or commitments.

ARTICLE 26 - WINDING UP

- 26.1 NZRF may be wound up by resolution in accordance with the Act.
- 26.2 In the event of the winding up of NZRF any surplus after payment of all liabilities shall be transferred to RNZ (incorporated society number 217284), an incorporated society with similar purposes to NZRF, and is to be applied by RNZ in furtherance of the purposes of the NZRF.

ARTICLE 27 - REGISTERED OFFICE

- 27.1 The registered office of NZRF shall be situated at a place in New Zealand as decided by the Board from time to time.

ARTICLE 28 - SAVING PROVISION

- 28.1 If any matter should occur which in the opinion of the Board is not provided for in the Constitution such matter shall be determined by the Board in accordance with the Constitution of RNZ or in such other manner as it may deem appropriate.

ARTICLE 29 – TRANSITION

- 29.1 *Transition of Existing Members:* The current Members of the NZRF immediately before adoption of this Constitution will continue as Members in the same category of membership subject to this Constitution.
- 29.2 *Transition Board:*
- (a) The Trustees who were elected or appointed to the Board under the previous constitution and remain in those positions immediately prior to the Commencement Date, will continue in office in the same position for the balance of their term of office as specified in the previous constitution.
 - (b) Any term of office as a Trustee under the previous constitution will be counted in determining a Trustee's maximum term of office under Article 10.

This Constitution was adopted at a meeting of the New Zealand Rowing Foundation Incorporated on the 24th day of February 2026.

Officer:

