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Skateboarding New Zealand Incorporated Constitution

February 2026

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Foreword

About this document

This document replaces the previous, 2022, version of the Skateboarding New Zealand Incorporated Society Rules.

Agreed upon

Passed by Skateboarding New Zealand Incorporated members at a Special General Meeting on 23 February 2026.

Legal review

Legal review by Holland Beckett Law.

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1. Name

1.1. The name of the Society is Skateboarding New Zealand Incorporated (in this Constitution referred to as the '**SBNZ**').

2. Status

2.1. SBNZ shall be and maintain its status as a society incorporated under the Act.

2.2. SBNZ is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Registered Office and Contact Person

3.1. The registered office of SBNZ shall be at such a place in New Zealand as the Board from time to time determines. Changes to the registered office shall be notified to the Registrar of Incorporated Societies - at least 5 Working Days before the change of address for the registered office is due to take effect, and in a form and as required by the Act.

3.2. At its first meeting following each Annual General Meeting, the Board must appoint or reappoint at least one (1), and a maximum of three (3) persons to be the Contact Person for SBNZ under the Act, 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 their contact details.

4. Purposes

4.1. The primary purposes of SBNZ are to:

4.1.1. Promote, organise, administer, advance and represent skateboarding in New Zealand;

4.1.2. Manage, sanction, support, coordinate and conduct national and international skateboarding events;

4.1.3. Provide guidance and direction to support the development of skateboarding venues within New Zealand;

4.1.4. Develop and oversee training and instruction guidelines and courses in liaison with other organisations where appropriate; and,

4.1.5. Cooperate and affiliate with other local, national and international bodies with similar objectives.

4.2. SBNZ is a not for profit which means that SBNZ must not operate for financial gain where the purpose of, or with the effect of:

4.2.1. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or

4.2.2. having capital that is divided into shares or stock held by its Members; or

4.2.3. holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of SBNZ or otherwise).

4.3. But SBNZ will not be considered to be operating for the financial gain of Members simply if SBNZ:

4.3.1. engages in trade;

4.3.2. pays a Member for matters that are incidental to the purposes of SBNZ, and the Member is a not-for-profit entity;

4.3.3. distributes funds to a Member to further the purposes of SBNZ, and the Member—

a. is a not-for-profit entity;

b. is affiliated or closely related to SBNZ; and

c. has the same, or substantially the same, purposes as those of SBNZ.

4.3.4. reimburses a Member for reasonable expenses legitimately incurred on behalf of SBNZ or while pursuing SBNZ's purposes;

4.3.5. provides benefits to members of the public or of a class of the public and those persons include Members or their families;

4.3.6. provides benefits to Members or their families to alleviate hardship;

4.3.7. provides educational scholarships or grants to Members or their families;

4.3.8. pays a Member a salary or wages or other payments for services to SBNZ on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of SBNZ); or

4.3.9. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services).

4.4. The SBNZ may, from time to time, partner with third-party businesses or organisations to offer discounts, deals, or other benefits to specific categories of Members, particularly Junior Subscribed Members and Senior Subscribed Members.

4.4.1. Such benefits are considered "incidental benefits" under the 'Purposes' rule and are intended to provide added value to Membership and further the purposes of SBNZ.

4.4.2. The offering of such benefits, including the names of partner businesses, does not constitute a financial distribution or profit to Members and does not alter SBNZ's non-profit status.

4.4.3. The Board (or a sub-Board thereof) shall have the discretion to determine, manage, and terminate any third-party benefit schemes.

5. Te Tiriti o Waitangi

5.1. SBNZ is committed to upholding the mana and intent of Te Tiriti o Waitangi, honouring the enduring partnership between Tāngata Whenua and Tāngata Tiriti. SBNZ's work will reflect tikanga Māori values and ensure the purposes of the organisation are carried out in a manner that strengthens equity, rangatiratanga and mutual respect.

6. Act and Regulations

6.1. Nothing in this Constitution authorises SBNZ to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation. To the fullest extent possible, this Constitution must be interpreted consistently with the Act.

7. Membership

7.1. The Members of SBNZ are persons or entities who or which have an interest in SBNZ and become Members under this Constitution.

7.2. Application and Duration of Membership

7.2.1. An application to become a Member must be made in the form and manner required by the Board. All applications will be decided by the Board (or a sub-Board of it) which may accept or decline an application in its absolute discretion.

7.2.2. Membership of SBNZ is bi-annual and expires on 30 June every second year. Applications must be completed bi-annually by each Member prior to 30 June to have their membership of SBNZ renewed.

7.2.3. A person or entity consents to become a Member by making an application to become a Member, unless otherwise specified in this Constitution.

7.2.4. A person or entity is admitted as a Member when their application has been accepted by the Board, and they have paid the Membership fee (if any) under rule 7.7.

7.2.5. Membership as a Member continues, subject to renewal (under rule 7.2.2) and payment of any Membership fee, (if any) (under rule 7.7) and cessation of Membership (under rule 7.3).

7.3. Cessation of Membership

7.3.1. A Member ceases to be a Member:

a. On expiry of their Membership under rule 7.2.2 unless they have completed an application to renew their Membership.

b. On their death; or

c. By giving the Board Notice in writing of their resignation as a Member; or

d. If they are expelled from Membership under rule 7.5; or

e. If they fail to pay a Membership Fee (if any) owing to SBNZ by the due date under rule 7.7.

7.4. Suspension of a Member

7.4.1. The Board may suspend, by Notice in writing, the membership of any Member for up to twelve (12) months:

a. Who it considers, acting reasonably, to have failed to comply with the rules as described in this Constitution or any other SBNZ rule, regulation, bylaw, code, standard, policy, procedure or decision of the Board applicable to them; or

b. Who it considers, acting reasonably, to have engaged in conduct unbecoming of a Member or prejudicial to the interests of SBNZ; or

c. Whose payment of Membership fees (if any) is in arrears (under rule 7.7).

7.4.2. Before any suspension is imposed by the Board, the Member concerned:

a. Must be given not less than seven (7) days' Notice of the proposal to suspend them from Membership; and

b. Has the right to be present, make submissions and be heard by the Board on the proposal to suspend them as a Member.

7.5. Expulsion of a Member

7.5.1. At a General Meeting of Members, Members may expel any Member of SBNZ by resolution of a majority of Members present and eligible to vote. Before a Member may be expelled, the procedures set out in rule 7.4 (Notice, right to be heard, and opportunity to make submissions) must be followed. However, for an expulsion, these rights apply in relation to the General Meeting rather than the Board. The Member must receive at least fourteen (14) days' Notice before the General Meeting at which the expulsion will be considered.

7.5.2. The process of expulsion of a Member may be imposed by the Board in the following circumstances and subject to rule 7.5.3:

a. Members who have received multiple suspensions of their membership;

b. Members who have been involved in Gross Misconduct or negligence leading to:

i. a significant impact related to health or wellbeing of any individual; or

ii. a significant impact to the operations of SBNZ whether this be an operational, reputational, financial or the safety and wellbeing of its members.

7.5.3. Before any expulsion is imposed by the Board, the Member concerned:

a. Must be given not less than seven (7) days' Notice of the proposal to expel them from Membership; and

b. Has the right to be present, make submissions and be heard by the Board on the proposal to expel them as a Member.

7.6. Consequences of Ceasing to be a Member

7.6.1. Any Member who ceases to be a Member for any reason:

a. Will remain liable to pay any fees (including Membership fees, if any) or other monies owing to SBNZ;

b. Must immediately return any property belonging to SBNZ which the Member may have acquired while a Member;

c. Must immediately return any property, including intellectual property developed in conjunction with the Member, except by written agreement with the Board; and

d. Is not entitled to any of the rights or benefits of Membership.

7.7. Fees

7.7.1. The Board may, from time to time, set Membership fees payable by Members including the amount, manner and due date for payment.

7.7.2. If a Member has not paid the Membership fee (if any) or any other fees or payments due to SBNZ by the due date:

a. SBNZ will give the Member notice of the payment(s) due with a further date for payment, being not less than thirty (30) days from the date of the notice; and

b. If payment is not made by the due date stated in the notice or other agreed date, the Member will be in default from that date and automatically cease to be a Member, unless the Board agrees to an alternative agreed payment plan. If the Member then defaults on any payment specified in the agreed payment plan, the Member will be in default and automatically terminated from Membership.

7.8. Obligations of Members

7.8.1. It shall be the obligation of each Member to:

a. Comply with this Constitution and any regulations, rules, bylaws, codes, standards, policies, procedures and decisions of the Board;

b. Comply with any codes, standards and rules of the NZ Sports Integrity Commission, NZ Sports Tribunal, Sport New Zealand and High Performance Sport New Zealand;

c. Submit to the jurisdiction of SBNZ and the Board including the dispute resolution procedures;

d. Promote the Purposes and interests of SBNZ and not do anything to bring it into disrepute; and

e. Only use the property (including intellectual property) of SBNZ with the prior written agreement of the Board.

7.9. Members Register

7.9.1. The Board will keep an up-to-date Members register, which includes each Member's name, contact details and the date they became a Member (and when they cease to be a Member).

7.9.2. A Member must provide notice to SBNZ of any change to their contact details.

7.9.3. The Members register will be kept up to date as soon as practicable after the SBNZ becomes aware of changes of the information recorded in the Members register.

7.9.4. The Board will keep a record of those who have ceased to be a Member within the previous seven (7) years and the date on which they ceased to be a Member.

8. Board

8.1. The Board is the governing body of SBNZ.

8.2. Except as specified otherwise in the Act or in this Constitution, the Board:

8.2.1. is responsible for governing, managing and directing the operation and affairs of SBNZ and has all the powers necessary to carry out its role;

8.2.2. has the powers to do all things that are not expressly required to be undertaken at a General Meeting under this Constitution, except to the extent specified otherwise in the Act or this Constitution; and

8.2.3. Election and appointment of Officers shall occur every three years in accordance with the process set out in this rule 8.

8.3. Number of Board Members

8.3.1. The Board will consist of a maximum of seven (7) Officers being:

a. Two (2) to Four (4) Member-elected Officers; and

b. One (1) to three (3) Appointed Officers, selected through an Appointment Panel process set out in this Constitution.

8.3.2. The Board must at all times have no less than five (5) Officers in office.

8.3.3. A majority of the Officers on the Board must be either:

a. Members of SBNZ; or

b. representatives of corporate bodies that are Members of SBNZ.

8.4. Election Process

8.4.1. The four (4) Member-elected Officers shall be elected as set out in this rule 8.4, subject to ratification at an AGM as set out in rule 8.7.

8.4.2. At least thirty (30) Working Days prior to an AGM, the Board shall:

a. Set a date (**Election Date**) for elections to the Board, which must be a date that is no later than fifteen (15) Working Days prior to the AGM;

b. Set a date (**Nomination Date**) for nominations to the Board, which must be a date that is no later than eight (8) Working Days prior to the Election Date,

c. Set the date for the AGM;

d. Appoint the Appointment Panel in accordance with rule 8.6; and

e. Appoint an existing Officer to be responsible for managing those elections to the Board ("**Election Manager**"). The Election Manager shall be responsible for counting the votes and certifying the election result.

8.4.3. Within 2 Working Days of determining the Election Date, SBNZ shall give Notice to all financial Members calling for nominations for four (4) Board positions requiring to be filled, and such Notice shall include a nomination form and shall specify the Nomination Date, being the date such nominations must be in the hands of the Election Manager, and the Election Date.

8.4.4. A candidate's written nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule below) and may be accompanied by a signed biography not exceeding one A4 page.

8.4.5. If more than four (4) nominations are received for Board positions, within three (3) Working Days of the Nomination Date, the Secretary shall give Notice to all financial Members of the nominations received for Board positions and forwarding a voting paper accompanied by the biographies of the candidates for election. Such a voting paper shall specify the Election Date, being the latest date voting papers must be provided by Notice to the Election Manager to be counted as a valid vote. Within three (3) Working Days of the Election Date, the candidate/s polling the highest number of votes of financial Members shall be declared, by Notice to Members, elected subject to ratification at the AGM.

8.4.6. If four (4) or less nominations are received for Board positions, the nominated candidates shall be declared, by Notice to Members, elected subject to ratification at the AGM.

8.4.7. The failure for any reason of any financial Member to receive any Notice under this rule 8.4 shall not invalidate the election.

8.4.8. In the event of any vote being tied the tie shall be resolved at the AGM.

8.5. Appointment Process

8.5.1. Following completion of the Member-elected Officer elections, the Appointment Panel shall identify and assess candidates for the three (3) Appointed Officer positions.

8.5.2. The Appointment Panel shall complete its recommendations prior to the AGM so that all appointments may be ratified and announced at that meeting.

8.5.3. A person may be appointed as an Appointed Officer only if they:

a. Are not disqualified from being appointed or holding office as an Officer as described in the 'Qualification of Officers' rule below; and

b. have provided the written consent and certificate referred to in that rule.

8.5.4. The Appointment Panel shall provide written recommendations to the Board on preferred candidates.

8.5.5. The Board shall consider the Appointment Panel's recommendations and shall resolve, subject to ratification at an AGM as set out in rule 8.7, to appoint one or more Appointed Officers. In doing so the Board shall have regard to:

a. the overall skills, experience, and diversity of the Board; and

b. the purposes of SBNZ.

8.5.6. Appointed Officers hold office for the same term as Member-elected Officers.

8.5.7. The Board shall notify Members of all appointments as soon as reasonably practicable after the appointments are ratified at the AGM.

8.6. The Appointment Panel

8.6.1. The Appointment Panel shall comprise:

a. One Officer of the Board;

b. One member of the skateboarding community who is also a current Member of SBNZ; and

c. One independent member appointed by the Board.

8.6.2. The Appointment Panel shall:

a. operate independently of the Board in its assessment and recommendation process; and

b. act in accordance with any policy or skills-matrix adopted by the Board.

8.6.3. In performing its role, the Appointment Panel must:

a. seek to ensure that the Board collectively has the skills, experience, and diversity required to advance SBNZ's purposes;

b. follow a fair, transparent, and inclusive process when identifying and recommending candidates;

c. provide a written recommendation to the Board on preferred candidates at least five (5) Working Days prior to the AGM; and

d. The Board may accept or decline a recommendation but must record its reasons in the minutes if it does not follow a recommendation of the Appointment Panel.

8.7. Ratification at AGM

8.7.1. Officers elected or appointed in accordance with rules 8.4 and 8.5 shall not hold office unless the appointment or election is ratified by a majority vote of Members at an AGM.

8.7.2. If there are insufficient Officers elected or appointed in accordance with rules 8.4 and 8.5, further nominations may be received from the floor and voted on at the AGM.

8.8. Term

8.8.1. The term of office for all Officers elected or Appointed to the Board shall be three (3) year(s), expiring at the end of the third Annual General Meeting following an election.

8.8.2. No Officer shall serve for more than three (3) consecutive terms.

8.8.3. No Chairperson shall serve for more than two (2) consecutive terms as Chairperson.

8.9. Additional Officers

8.9.1. In addition to Officers elected under the foregoing provisions, subject to rule 8.3, following the AGM the Board may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Election Date. Unless otherwise specified by the Board any person so appointed shall have full speaking and voting rights as an Officer of SBNZ. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule below).

8.10. Vacancies

8.10.1. Casual vacancies may be filled by appointment by the Board in its sole discretion. Officers appointed to fill casual vacancies shall hold office for the balance of the three year term during which they take office or any other term specified by the Board in its sole discretion.

9. Powers and Duties of Board Members (Officers)

9.1. Qualifications of Officers

9.1.1. Every Officer must be a natural person who:

a. has consented in writing to be an officer of SBNZ; and

b. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of SBNZ.

9.1.2. Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of SBNZ, namely:

a. A person who is under 16 years of age;

b. A person who is an undischarged bankrupt;

c. 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, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;

d. A person who is disqualified from being a member of the governing body of a charitable entity under section 36C of the Charities Act 2005;

e. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:

   i. An offence under subpart 6 of Part 4 of the Act;

   ii. A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);

   iii. An offence under section 143B of the Tax Administration Act 1994;

   iv. An offence under section 22(2) of the Act;

   v. An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3); or

   vi. A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.

f. A person subject to:

   i. A banning order under subpart 7 of Part 4 of the Act;

   ii. An order under section 108 of the Credit Contracts and Consumer Finance Act 2003;

   iii. A forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or

   iv. A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

g. A person who is subject to an order that is substantially similar to an order referred to in the previous paragraphs under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act;

h. A person who does not comply with any qualifications for officers contained in this Constitution; or

i. A person may not be an Officer of SBNZ if they have been convicted of any criminal offence (other than an infringement offence) within the previous five (5) years.

9.1.3. Prior to election or appointment as an Officer a person must:

a. consent in writing to be an Officer; and

b. certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

9.1.4. Note that only a natural person may be an Officer and each certificate shall be retained in SBNZ's records.

9.2. Officers' Duties

9.2.1. At all times each Officer:

a. shall act in good faith and in what he or she believes to be the best interests of SBNZ;

b. must exercise all powers for a proper purpose;

c. must not act, or agree to SBNZ acting, in a manner that contravenes the Act or this Constitution;

d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

i. the nature of SBNZ;

ii. the nature of the decision; and

iii. the position of the Officer and the nature of the responsibilities undertaken by him or her.

e. must not agree to the activities of SBNZ being carried on in a manner likely to create a substantial risk of serious loss to SBNZ or to SBNZ's creditors, or cause or allow the activities of SBNZ to be carried on in a manner likely to create a substantial risk of serious loss to SBNZ or to SBNZ's creditors; and

f. must not agree to SBNZ incurring an obligation unless he or she believes at that time on reasonable grounds that SBNZ will be able to perform the obligation when it is required to do so.

9.3. Removal of Officers

9.3.1. An Officer shall be removed as an Officer by resolution of the Board or SBNZ where in the opinion of the Board or SBNZ:

a. The Officer elected to the Board has been absent from 3 Board meetings without leave of absence from the Board;

b. The Officer has brought SBNZ into disrepute;

c. The Officer has failed to disclose a conflict of interest; or

d. The Board passes a vote of no confidence in the Officer.

9.3.2. Removal will take effect from (as applicable) the date specified in a resolution of the Board or Society.

9.4. Ceasing to Hold Office

9.4.1. An Officer ceases to hold office upon expiry of their term or when they resign (by Notice in writing to the Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

9.4.2. Each Officer shall within ten (10) Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of SBNZ held by such former Officer.

9.5. Conflicts of Interest

9.5.1. An Officer or member of a sub-Board who is an Interested Member in respect of any Matter being considered by SBNZ, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

a. to the Board and or sub-Board; and

b. in an Interests Register kept by the Board.

9.5.2. Disclosure must be made as soon as practicable after the Officer or member of a sub-Board becomes aware that they are interested in the Matter.

9.5.3. An Officer or member of a sub-Board who is an Interested Member regarding a Matter may take part in any discussion of the Board and/or sub-Board relating to the Matter and be present at the time of the decision of the Board and/or sub-Board (unless the Board and/or sub-Board decides otherwise), however, the Officer or member of a sub-Board:

a. must not vote or take part in the decision of the Board and/or sub-Board relating to the Matter unless all members of the Board who are not interested in the Matter consent; and

b. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent.

9.5.4. An Officer or member of a sub-Board who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

9.5.5. Where fifty per cent (50%) or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

9.5.6. Where fifty per cent (50%) or more of the members of a sub-Board are prevented from voting on a Matter because they are interested in that Matter, the Board shall consider and determine the Matter.

9.5.7. The Board must notify Members of a failure to comply with rule 9.5, and of any transactions affected, as soon as practicable after becoming aware of the failure.

10. Insurance and Indemnities

10.1. SBNZ indemnifies its current and former Board Members, Officers, Members and employees for the matters set out in section 96 of the Act.

10.2. SBNZ may effect insurance for its current and former SBNZ Board Members, Officers, Members and employees as permitted by section 97 of the Act, if approved by the Board.

11. Staff

11.1. The Board may employ or engage such staff or other personnel as it considers necessary for such period and on such terms and conditions as the Board decides.

11.2. Staff must act in accordance with this Constitution, any regulations, rules, bylaws, codes, standards, policies, procedures and decisions of the Board and any authority, limitations, or directions delegated by the Board, including in any contract they have with SBNZ.

12. General Meetings

12.1. Any General Meeting of Members except the Annual General Meeting is a Special General Meeting. Reference in this Constitution to General Meetings includes both Special General Meetings and Annual General Meetings.

12.2. Annual General Meeting (AGM)

12.2.1. SBNZ shall hold an AGM not later than six (6) months after the end of each financial year and not later than fifteen (15) months after the previous AGM, at a date, time, place and method decided by the Board.

12.3. Notice for AGM to be Given

12.3.1. SBNZ shall give at least thirty (30) days Notice for an AGM to all Officers and Members in writing, which shall state the place, date, time, and method of meeting. Any such Notice will also be posted on the SBNZ website.

12.4. Items for AGM

12.4.1. The Board or a Member may propose resolutions for an AGM. A Member desiring to bring any proposed resolutions (including proposed amendments to this Constitution) shall give at least twenty-one (21) days written Notice of them to the Board prior to the notified date for the AGM.

12.4.2. SBNZ shall give Notice of the agenda for each AGM, including the business of the AGM (under rule 10.5), at least ten (10) days prior to each AGM.

12.5. Business of the AGM

12.5.1. The business of each AGM shall be to:

a. Confirm the minutes of the last AGM and any other General Meeting of Members held since that meeting;

b. Receive from the Board the Annual Report (under rule 13.4) (including the annual financial statements for the preceding financial year);

c. Appoint an auditor, if required under rule 13.3.3;

d. Receive any auditor's report on the financial statements made available since the previous AGM;

e. Notify any disclosures of conflicts of interest made by Officers as required by the Act; and

f. Consider and vote on any business of which Notice is given in accordance with this Constitution including any notified proposed resolutions and election or appointment of Officers in accordance with rule 8.

12.5.2. No business other than that set out in the Notice convening the AGM shall be considered, unless it is only for discussion and not for decision.

12.6. Special General Meetings

12.6.1. The Board may convene a Special General Meeting whenever it considers it necessary to do so, by giving not less than fifteen (15) Working Days written Notice, unless it is urgent in which case not less than five (5) Working Days written Notice must be given.

12.6.2. The Board must convene a Special General Meeting if requested, in writing, by ten percent (10%) of the Members. Such a request must state the purpose of the Special General Meeting and the proposed resolutions to be considered and be signed by all the Members making the request. The Board must convene the requested Special General Meeting within twenty (20) Working Days of receiving the request and give Notice of it in accordance with rule 12.6.1.

12.6.3. The Notice in rule 12.6.1 must be given to all Officers and Members and state the place, date, time, method of the meeting and the proposed resolutions to be considered. Any such Notice will also be posted on the SBNZ website.

12.6.4. No business other than that set out in the Notice convening the Special General Meeting shall be considered.

12.7. Quorum

12.7.1. The quorum for a General Meeting shall be ten (10) Members present and entitled to vote. No business may be transacted at a General Meeting unless a quorum is present. If a quorum is not present within thirty (30) minutes of the time notified for the commencement of a meeting, then:

a. if the meeting was convened at the request of Members, the meeting is automatically dissolved; or

b. in any other case, the meeting is automatically adjourned to the same time and day in the following week and shall be held in the same place and by the same method unless this is not reasonably possible in which case the Board will specify another place or method by notice to the Members to be issued not less than two (2) days before the date of the adjourned meeting.

12.8. Conditions for Members to Attend a General Meeting

12.8.1. General Meetings may be held (as decided by the Board) by a quorum of Members:

a. being physically present together at the time and place appointed for the meeting (In Person); or

b. participating in the meeting by means of video conference or other electronic means (Online); or

c. by a combination of both the methods (Hybrid).

12.8.2. Participation of a Member at a General Meeting held by any of the methods in rule 12.8.1 shall constitute the presence of that person at the meeting for the purposes of this Constitution.

12.8.3. Members attending a General Meeting online or in a hybrid meeting may do so, so long as the following conditions are met:

a. throughout the meeting each participant must be able to hear each of the other participants taking part;

b. at the beginning of the meeting each participant must acknowledge their presence for the purpose of that meeting to all the others taking part;

c. a participant may not leave the meeting by disconnecting their device or other means of communication without first obtaining the chair's express consent;

d. a participant shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless they leave the meeting with the chair's express consent; and

e. a minute of the proceedings at a meeting shall be sufficient evidence of those proceedings, and of the observance of all necessary formalities, if certified as a correct minute by the chair of that meeting.

12.9. Chair

12.9.1. The Chair of the Board will preside as the chair at each General Meeting of SBNZ. In their absence the Co-Chair or Deputy Chair (as applicable) shall be the chair. In the case that both are absent, the Members present at the

meeting must elect one (1) of their number to preside as chair at that meeting.

12.10. Attendees

12.10.1. Members are entitled to attend, speak and vote at all General Meetings, unless stated otherwise in this Constitution. If a Member is an entity, a person duly authorised by that entity, and notified to SBNZ prior to the meeting, may attend the meeting as its representative. Other persons entitled to attend (but not vote) are Board Members, Officers and any other person invited by the Board to attend.

12.11. Adjournment of General Meetings

12.11.1. The chair of a General Meeting at which a quorum is present may adjourn the meeting with the agreement of at least a majority of the Members present and entitled to vote at that meeting. If a meeting is adjourned for fourteen (14) days or more, Notice of the adjourned meeting must be given in the same manner as the original meeting. No business may be transacted at the meeting when it is reconvened except business left unfinished at the original meeting.

12.12. Votes

12.12.1. Each Member who is entitled to vote has one (1) vote at a General Meeting. Proxies are not permitted for voting at General Meetings.

a. A Member is not entitled to speak or vote at any General Meeting unless all fees and monies due and payable to SBNZ, if any, have been fully paid.

b. If votes on any resolution are tied, the chair of the meeting is entitled to exercise a second or casting vote.

c. Unless specified otherwise in this Constitution, all resolutions proposed at a General Meeting will be adopted if there is a majority (i.e. 50% plus 1) in favour.

d. A declaration by the chair that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of SBNZ, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

12.13. Voting by Voice or Show of Hands

12.13.1. A resolution to be decided at a General Meeting is to be decided by voice or on a show of hands, unless a secret ballot is demanded in accordance with this Constitution.

12.14. Secret Ballot

12.14.1. If at least three (3) Members entitled to vote at a General Meeting demand a secret ballot on any resolution to be decided at the meeting, the chair must comply with that demand. The demand must be made before any voting is

undertaken on the resolution. For Members attending a General Meeting by either of the online or hybrid methods voting by secret ballot will be undertaken by electronic vote (which may include email).

12.15. Errors

12.15.1. Any irregularity, error or omission in Notices or papers for a General Meeting will not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

a. the chair, in their discretion, decides it is appropriate for the meeting to proceed despite the irregularity, error or omission; and

b. a resolution to proceed is approved by a seventy-five percent (75%) majority of the Members present and entitled to vote.

12.16. Minutes

12.16.1. Minutes of all General Meetings shall be kept and posted on the SBNZ website. They shall also be available upon request by any Member in accordance with the Act.

12.17. Regulation of Procedure

12.17.1. The chair regulates the proceedings at each General Meeting and makes any decisions on the procedure of the meeting, subject to this Constitution.

12.18. Resolution Passed in Lieu of Meeting

12.18.1. A resolution in writing signed or consented to by email or other electronic means by a seventy-five percent (75%) majority of Members entitled to vote is valid as if it had been passed at a General Meeting, provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents (counterparts) in the same form each signed by one (1) or more Members.

13. Finances

13.1. Control and Management of Finances

13.1.1. The funds and property of SBNZ are controlled, invested and disposed of by the Board, subject to this Constitution and devoted solely to the promotion of the purposes of SBNZ set out in rule 4.

13.2. Financial Year

13.2.1. The financial year of SBNZ shall commence on 1st July and end on 30 June (balance date) in the following year and may be altered from time to time by the Board.

13.3. Financial Accounts

13.3.1. The Board shall cause proper books of account to be kept of income and expenditure and of all dealings with the assets and liabilities of SBNZ.

13.3.2. The Board shall prepare and present to the Annual General Meeting each year a set of financial statements for the most recent financial year prepared in accordance with current best practice.

13.3.3. Where the Board by majority decision determine to have the financial statements audited, or the Board is required by law to have the financial statements audited, the auditor shall be appointed by the Members at the Annual General Meeting in accordance with rule 12.5.1, such auditor to be a chartered accountant who is independent of SBNZ.

13.4. Annual Report

13.4.1. The Board shall prepare an annual report for presentation to the Annual General Meeting which contains:

a. The annual financial statements or the audited annual finance statements (if rule 13.3.3 applies) as required under the Act; and

b. An annual report on the previous financial year's activities;

(collectively known as the Annual Report).

13.5. No Personal Benefit

13.5.1. The Officers and Members may not receive any distributions of profit or income from SBNZ. This does not prevent Officers or Members:

a. Receiving reimbursement of actual and reasonable expenses incurred; or

b. Entering into any transactions with SBNZ 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 SBNZ in respect of payments or transactions between it and them, their direct family or any associated entity.

14. Liquidation and Removal

14.1. Notice

14.1.1. The Board must give at least twenty-eight (28) days' Notice to all Members of a proposed resolution:

a. To appoint a liquidator; or

b. To remove SBNZ from the Register of Incorporated Societies; or

c. For the distribution of SBNZ's surplus assets.

14.1.2. The Notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed resolution is to be considered.

14.2. Special Resolution

14.2.1. Any notified resolution set out in rule 14.1.1 must be passed by seventy-five percent (75%) of the Members present and entitled to vote at the General Meeting.

14.3. Surplus Assets

14.3.1. The surplus assets of SBNZ after the payment of all costs, debts and liabilities, must be disposed of to any organisation(s) with charitable status or any other not-for-profit entity(s) which are exclusively charitable and that share similar purposes to SBNZ.

15. Amendment to this constitution

15.1. This Constitution may only be amended or replaced by seventy-five percent (75 %) majority of the Members present and entitled to vote at a General Meeting.

15.2. No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any Members.

15.3. If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give Notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within thirty (30) days of the date on which the Notice is sent, or any longer period of time that the Board decides, then the Board may make that amendment. If it does receive an objection, then the Board may not make the amendment.

16. Regulations, Bylaws and Policies Etc

16.1. The Board may make regulations, rules, bylaws, codes, standards, policies and procedures and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such regulations, rules, bylaws, codes, standards, policies, and procedures shall have the same force and effect as this Constitution but shall not in any way oppose or be in conflict with this Constitution. Any such regulations, rules, bylaws, codes, standards, policies, and procedures which apply to Members shall be published on SBNZ's website and made available to Members on request.

17. Disputes

17.1. Any dispute or complaint by or involving Members or any Officer arising in respect of the governance, management and operation of SBNZ (including any dispute or complaint referred to in section 38 of the Act) will be dealt with:

17.1.1. In accordance with any applicable procedures prescribed by law, this Constitution, any regulations, rules, bylaws, codes, standards, policies, procedures and decisions of the Board, provided they are consistent with the rules of natural justice and are interpreted and implemented accordingly; or

17.1.2. In the absence of any applicable procedures in rule 17.1.1, in accordance with the procedures set out in Schedule 2 of the Act.

17.2. There is no internal right of appeal beyond the procedures set out in this Constitution and the Act.

17.3. All rules and procedures applicable to Members and Officers for complaints, disputes, disciplinary or other related matters in this Constitution, regulations, bylaws, policies or otherwise decided by the Board, shall survive the cessation of Membership in respect of any matter which occurred prior to the Member's or Officer's cessation of Membership.

17.4. Matters not Provided for

17.4.1. If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any SBNZ regulations, rules, bylaws, codes, standards, policies or procedures or if any dispute arises out of the interpretation of this Constitution or any SBNZ regulations, rules, bylaws, codes, standards, policies, or procedures, the matter or dispute will be decided by the Board.

18. Transition

18.1. Constitution Effective on Registration

18.1.1. This Constitution comes into effect upon SBNZ's registration under the Act following its approval in accordance with the Act or SBNZ's previous constitution, and it repeals and replaces that previous constitution.

18.2. Board Transition

18.2.1. Individuals who were appointed to the Board and in office immediately prior to the commencement of this Constitution, will continue as Board Members (for the term set out in the previous SBNZ constitution) under this Constitution, provided they each consent to being or remaining as a Board Member. Except as specified, this Constitution applies to the existing Board Members.

18.3. Existing Regulations & Policies Etc

18.3.1. Any rules, regulations, bylaws, codes, standards, policies and procedures of SBNZ made under the previous Constitution will continue in force to the extent that they are not inconsistent with this Constitution, until such time as they are varied, revoked or replaced by the Board.

18.4. Membership

18.4.1. The persons who are included in the Membership of SBNZ as at the date of adoption of this Constitution will be deemed to be included in the Membership of SBNZ under this Constitution despite any other provision of this Constitution.

18.5. Other Positions/Roles

18.5.1. Any person elected or appointed to any other position or role under SBNZ's previous constitution where an equivalent position or role is provided for or permitted under this Constitution continues to have the equivalent position or role, as if they had been elected or appointed under this Constitution at the

time that they were elected or appointed under the previous constitution, if applicable subject to the person providing to SBNZ any required confirmation of their consent and eligibility to hold office as an Officer of SBNZ.

18.6. Other Matters

18.6.1. All other things done, including all contractual and other arrangements entered into, all decisions and appointments made, any bylaws, regulations, guidelines or policies adopted, and any proceedings commenced under SBNZ's previous constitution remain valid and effective and, as applicable, may be continued and completed under this Constitution, provided that any bylaws, regulations, guidelines or policies adopted must be consistent with this Constitution and the Act.

19. Contracting

19.1. Deeds

19.1.1. Any contract or other enforceable obligation that is to be entered into by way of a deed may be entered into on behalf of SBNZ in writing signed under the name of SBNZ by two (2) or more Board Members or other Officers.

19.2. Other Contracts

19.2.1. Any contract or other enforceable obligation that is not to be entered into by way of a deed may be entered into on behalf of SBNZ by any Board Member or other Officer or person acting under SBNZ's express or implied authority.

20. Definitions and Interpretation

20.1. In this Constitution, unless the context requires otherwise:

20.1.1. headings appear as a matter of convenience and are not to affect this construction of this Constitution;

20.1.2. in the absence of an express indication to the contrary, references to clauses are to clauses of this Constitution;

20.1.3. a reference to any statute, statutory regulation or other statutory instrument includes the statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;

20.1.4. the singular includes the plural and vice versa and one gender includes any other;

20.1.5. the words "written" and "in writing" include electronic communications and any other means of communication resulting in permanent visible reproduction;

20.1.6. the word "person" includes any associations of persons whether corporate or unincorporate, and any state or government or agency therefore, whether or not having separate legal personality;

20.1.7. the words "day" and "days" mean calendar days;

20.1.8. words or expressions defined in the Act have the same meaning where they are used in this Constitution.

20.2. The following words and phrases in this Constitution have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting (**AGM**)' means a meeting of the Members of SBNZ held once per year which, among other things, will receive and consider reports on SBNZ's activities and finances.

'Appointed Officer' means an Officer appointed by the Board following a recommendation of the Appointment Panel in accordance with the 'Appointment of Appointed Officers' rule.

'Appointment Panel' means the panel established under the 'Appointment Panel' rule to identify and recommend candidates for appointment as Appointed Officers.

'Board' means SBNZ's governing body.

'Chair' means the Officer responsible for chairing General Meetings and Board meetings, and who provides leadership for SBNZ.

'Constitution' means the rules in this document.

'Contact Person' has the meaning given to in section 5 of the Act.

'Deputy Chair' means the Officer elected or appointed to deputise in the absence of the Chair.

'Election Date' has the meaning set out in rule 8.4.1.

'Election Manager' has the meaning set out in rule 8.4.2.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of SBNZ.

'Gross Misconduct' means extremely serious behavior eg. like theft, violence, fraud, harassment or major safety breaches that fundamentally destroys trust and harm members, Board, participants and/or SBNZ's reputation.

'Interested Member' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

'Interests Register' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

'Matter' means—

- SBNZ's performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by SBNZ.

'Member' means a person who has consented to become a Member of SBNZ and has been properly admitted to SBNZ who has not ceased to be a Member of SBNZ.

'Member-elected Officer' means an Officer elected by the Members in accordance with the 'Election of Member-elected Officers' rule.

'Nomination Date' has the meaning set out in rule 8.4.2.

'Notice' to Members includes any notice given by email, post, or courier.

'Officer' means a natural person who is:

- a member of the Board, or
- occupying a position in SBNZ that allows them to exercise significant influence over the management or administration of SBNZ, including any Chief Executive or Treasurer.

'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.

'Secretary' means the Officer responsible for the matters specifically noted in this Constitution.

'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

'Working Days' mean as defined in the Legislation Act 2019, but excluding a day in the period commencing with 25 December in a year and ending with 5 January in the following year, and excluding the day observed as the anniversary of any province in which the registered office of SBNZ is located. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

20.3. Severance

20.3.1. If any provision of this Constitution is or becomes unenforceable, illegal or invalid for any reason, it will be deemed to be severed from this Constitution without affecting the validity of the remainder of this Constitution and will not affect the enforceability, legality, validity or application of any other provision of this Constitution.

20.4. Determination of Interpretation Issues

20.4.1. If any difference of opinion arises in relation to the meaning or interpretation of this Constitution or any of its rules, or any bylaw, the matter will be determined by the Board or, if any such difference of opinion occurs at a General Meeting, by the chair of the meeting.