

**CONSTITUTION OF
MOTUEKA WAKA AMA CLUB INCORPORATED**



Kotahitanga o nga maata waka

Motueka Waka Ama Club

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CONSTITUTION OF MOTUEKA WAKA AMA CLUB INCORPORATED

Section One: Core Provisions

1. Name and Club

- 1.1 The name of the Society is Motueka waka ama club also commonly referred to as Motueka waka ama club
- 1.2 In this Constitution the Society is as Motueka Waka ama club
- 1.3 Motueka Waka ama club has been established to assist and implement the objectives of Waka Ama Aotearoa NZ within the Waka te Waipounamu Region.

2. Registered Office

- 2.1 The registered office of Motueka Waka ama club shall be at such place as the Committee determines.
C/- David Gunter 205 Sandy Bay-Marahau Road, R.D. 2 Motueka.
- 2.2 The Committee shall appoint the contact person/s (**maximum of three**) from the Committee and advise the Registrar of Incorporated Societies of their contact details. The Committee must advise the Registrar of Incorporated Societies of any change in the Contact Person/s details

3. Definitions and Interpretation

- 3.1 In this Constitution:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under the Act;

Affiliated Individuals means people who are Members who are currently recorded as affiliated individuals on the Waka Ama Aotearoa NZ database;

Annual General Meeting or **AGM**; **General Meeting**; and **Special General Meeting** or **SGM** all mean as set out in Rule 11;

Club means the entity known as Motueka Waka ama club that is governed by this constitution

Committee Member mean as set out in Rule 10;

Committee means the Committee of Motueka waka ama club

Community means the local area that the Motueka Waka ama club operates in;

Financial Year means as set out in Rule 14;

Member means a Member of Motueka Waka ama club under Rule 7.1;

Membership Fee means the fee as determined by the Committee set out in Rule 14.2;

Ordinary Resolution means a resolution requiring a simple majority of valid votes for approval;

President means the President of the Committee;

Purpose means the purpose of Motueka waka ama club as set out in Rule 4.1;

WAANZ Region means the geographical area as determined by Waka Ama Aotearoa NZ to be the member region that has applied for and been approved as a member region by Waka Ama Aotearoa NZ, that Motueka Waka ama club is affiliated to; **Rules** means the rules in this Constitution or rules made pursuant to powers granted by it;

Special Resolution means a resolution requiring a two thirds majority of valid votes for approval;

Waka Ama means the sport and culture of Waka Ama also known in other parts of the world as Outrigger Canoe, Va'a, Oe Vaka and Wa'a;

Waka Ama Aotearoa NZ means (Waka Ama Aotearoa New Zealand) Incorporated, the National Body for Waka Ama in New Zealand;

Values means the values of Motueka Waka ama club as set out in Rule 4.3.

3.2 In this Constitution the following interpretations apply:

- a. the plural includes the singular and vice versa;
- b. any reference to any Act, regulation, by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- c. references to a person includes an individual, incorporated body, partnership, joint venture, association, marae committee, iwi, trust, national and local government and territorial authority and any other unincorporated group or entity; and
- d. any approval, decision, requirement or action by Motueka Waka ama club refers to an approval, decision, requirement or action of the Committee (and/or as appropriate to such persons to whom the Committee has delegated the authority to exercise such power).

4. Purpose and Values

4.1 The Purpose of Motueka Waka ama club:

- a. be affiliated to Waka Ama Aotearoa NZ as a member club within the Waka te Waipounamu
- b. lead the development, practice and promotion of Waka Ama within our community and to do so in a manner that is consistent with the requirements of Waka te Waipounamu and Waka Ama Aotearoa NZ;
- c. promote opportunities and facilities for participation, enjoyment and performance of members in Waka Ama;
- d. promote and enable diversity, equity and inclusion within Motueka Waka ama club
- e. educate those involved in Waka Ama (primarily) but also the general public about the Values of Waka Ama; the importance of water safety; and the unique culture of Waka Ama.
- f. promote, develop and coordinate competitions for all Waka Ama related activities in the community and to assist Waka te Waipounamu with the same regionally:
- g. establish and enforce regulations for Waka Ama racing competitions within the Club in a manner consistent with the requirements of Waka te Waipounamu) and Waka Ama Aotearoa NZ; and

- h. support the development of Members, including the relevant training, education and development of Members, including officials, coaches, team managers and volunteers.

4.2 Motueka Waka ama club shall pursue its Purpose in a way that:

- a. recognises and acknowledges Maori are Tangata Whenua, the indigenous people of the land;
- b. honours the ancestral and contemporary connections between Māori and Pasifika peoples;
- c. fosters and maintains the principles of the Treaty of Waitangi (Te Tiriti o Waitangi);
- d. demonstrates, maintains and promotes our Values and cultural identity;
- e. creates and fosters friendship among the peoples who practice the sport of Waka Ama regardless of disability, culture, religion, political affiliation, age or gender; and
- f. promotes the well-being, health and safety of all paddlers and others involved in our sport.

4.3 **The Values of Motueka Waka ama club are:**

- a. Manaakitanga: We encourage the practice of reciprocity through sharing of ourselves and our resources, nurturing all people and accepting our differences;
- b. Whanaungatanga: Is our sense of belonging, identification and collective strength, not only through kinship but being related to all within the Waka Ama community;
- c. Hauora: We support and promote the physical, mental, emotional and spiritual wellbeing of all our participants; and
- d. Tu Tangata: We are accountable for our actions. We have respect for each other, our waka and our environment. We stand proud in our integrity and passion.

5. **Status**

5.1 Motueka Waka ama club is:

- a. incorporated (for example but not limited to a society incorporated under the Act);
- b. a club affiliated to the Waka te Waipounamu regional association and to Waka Ama Aotearoa NZ for Waka Ama and related activities in the community; and
- c. bound by, and must observe the rules of Waka te Waipounamu and Waka Ama Aotearoa NZ.

6. **Powers**

- 6.1 Motueka Waka ama club has 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.

Section Two: Members

7. Members

- 7.1 The Members of Motueka waka ama club are individuals who:
- a. have paid the required Membership Fee to Motueka waka ama club within the period required by Motueka waka ama club
 - b. has consented to become a Member of Motueka Waka ama club by submitting a membership form to Motueka Waka ama club
 - c. has been approved as a Member Motueka Waka ama club; and
 - d. are not suspended or expelled under Rule 8.
- 7.2 Any dispute about membership is determined by Motueka waka ama club

8. MOTUEKA WAKA AMA CLUB Rights and Obligations of Members

- 8.1 The benefits and obligations of a Member are determined by Motueka Waka ama club or by this Constitution (for example for voting rights see Rule 13). All Members:
- a. are bound by this Constitution and by all regulations, by-laws, policies, charters and procedures of Motueka Waka ama club and by decisions made by Motueka waka ama club
 - b. must promote and support the Purpose of Motueka Waka ama club and the activities of Motueka Waka ama club and
 - c. must not do anything that is detrimental to or inconsistent with the Purpose or brings discredit to any of: Motueka Waka ama club; its Members or the Committee.
- 8.2 Motueka Waka ama club shall keep and maintain a register of Members including the full name, address and date of entry of each Member. A Member must provide notice to Motueka waka ama club of any change to their Contact Details. The Member Register will be updated as soon as practicable after Motueka Waka ama club notice has been provided to Motueka waka ama club
- 8.3 Membership is applied for by completing the Motueka Waka ama club membership form which is available from the membership officer.
- 8.4 The annual Membership Fee of Motueka Waka ama club shall be set at the AGM of Motueka Waka ama club
- 8.5 A Member ceases to be a Member:
- a. by written resignation addressed to Motueka Waka ama club;
 - b. by death;

- c. by failure to meet the requirements of membership for a period of 3 months after any such obligation (for example payment of Membership Fee) is due; and
 - d. during the term of any suspension or expulsion subject to Rules 8.6, 8.7 and 8.8.
- 8.6 If at any time a Member in the opinion of the Committee, has breached any Rule in this Constitution or has acted contrary to any other requirement of Motueka Waka ama club referred to in Rule 8.1, the Committee must first notify the Member and endeavour to address the issue with the Member but if the matter is not resolved then the Committee may give notice in writing to the Member that the Member take actions as required by the Committee to cease or remedy the situation and/or that the Member respond with reasons as to why it should not be suspended from Membership.
- 8.7 Before deciding to suspend a Member, the Committee must give the Member a reasonable opportunity to be heard and must take into account any oral and/or written submissions received from the Member. Upon suspension the Member is suspended from membership of Motueka Waka ama club for such period not exceeding 6 months and on such other conditions as determined by the Committee.
- 8.8 A Member can be expelled but only by Special Resolution of a General Meeting where the issue of expulsion for that Member has been notified as a separate item of business.
- 8.9 A person who ceases to be a Member remains liable for any amounts owing to Motueka Waka ama club prior to cessation of membership.

9. Accountability

- 9.1 The Purpose of Motueka Waka ama club shall be assisted and implemented locally by the operations of its Members.
- 9.2 Each Member shall operate in a manner that is consistent with the requirements of Motueka Waka ama club
- 9.3 The Committee of Motueka Waka ama club reports to and is accountable for its performance to its Members.

Section Three: Governance

10. Committee

- 10.1 The governance of Motueka Waka ama club and the exercise of all powers of Motueka Waka ama club (except those that are restricted by this Constitution) are delegated without further restriction, to be undertaken by the Committee which may then delegate to others
- 10.2 The role and responsibilities of the Committee shall be to provide good governance to Motueka Waka ama club] including by the following (and any other matters covered by any policies set by the Committee):
 - a. ensuring that Motueka Waka ama club has a strategic plan and that it is consistent with the strategic plan of Waka te Waipounamu and Waka Ama Aotearoa NZ (as applicable);
 - b. monitoring and reviewing the performance of Motueka Waka ama club against its strategic plan;

- c. creating, reviewing and approving the annual business plan and financial budget;
- d. monitoring Motueka Waka ama club performance against the annual business plan and financial budget;
- e. approving annual financial statements;
- f. addressing the ongoing viability and sustainability of Motueka waka ama club;
- g. monitoring regulatory compliance for Motueka Waka ama club;
- h. establishing, reviewing, monitoring and amending policies for the good governance and guidance of Motueka Waka ama club ;
- i. fostering interaction and communication across those involved in or with Motueka Waka ama club and those involved in or with (WAANZ Region) and/or Waka Ama Aotearoa NZ;
- j. appointing, monitoring and reviewing the performance and payment (if any) for Motueka Waka ama club employees (if any);
- k. adopting and communicating a continual best practice performance culture and supporting programmes across the Region; and
 - l. having full insight and understanding of all significant transactions across Motueka Waka ama club

10.3 The Committee *“may be up to 12 members”* and comprise of the following:

President , Vice President , Secretary, Treasurer and up to eight (8) elected members

This is inclusive of - Health & Safety, Rangatahi Rep, Funding & Membership officers

10.4 The Committee members (*including the President*) shall be elected by show of hands at the AGM or if requested at the AGM by any candidate for election, then by secret ballot at the AGM. If an election is required under clause 10.8 the same pre-election and meeting process and ability to request a secret ballot shall be followed as if it was an election to occur at an AGM except that the Committee must call a SGM at which the election will take place. The results shall be announced at the General Meeting at which the election takes place. In the event of a tie for any position, a tie breaker ballot shall be held by those present at the AGM and eligible to vote

10.5 To be eligible for election as a Committee member

- a. the candidates for election must be nominated verbally or in writing by a Member and such nomination must:
 - i. record whether the person is standing for President or the other positions and if standing for President, do they wish to also be included in the nominations for the other positions so that they have another chance to be on the Committee if not elected President; and
 - ii. have a brief written personal statement from the nominee as required by Rule 13.6;
- b. candidates for election have to be a member of Motueka Waka ama club
- c. if the candidate is not present at the AGM, he/she must give written notice to Motueka Waka ama club of their willingness to accept the nomination;

- d. the nominations and the material in this Rule 10.5 must be received by Motueka Waka ama club not less than 40 days before the date set for the AGM; and
- e. nominations must be notified to Members by such means as determined by the Committee as for General Meeting notices (see Rule 12).

10.6 AN ELECTION SHALL TAKE PLACE EVERY YEAR

10.7 A Committee member is deemed to have vacated the Committee upon:

- a. being adjudicated Bankrupt;
- b. being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
- c. resigning or retiring from the Committee or their term of appointment expiring;
- d. being convicted of a criminal offence or being sentenced to imprisonment;
- e. dying;
- f. failing to attend 3 consecutive Committee meetings;
- g. is disqualified from being elected, appointed as an officer under section 47 of the Act; or
- h. where a Committee member has in the opinion of the other Committee members failed on more than one occasion to properly comply with their responsibilities as a Committee member (by way of example such failures may include but are not limited to: bad behaviour, breach of Committee confidentiality, lack of preparation for Committee meetings and failure to disclose conflicts of interest) and all the other Committee members vote in favour of a motion for removal of the Committee member from the Committee.

10.8 If any vacancy arises on the Executive Committee other than under Rule 10.6, and

- a. the vacancy occurs less than 6 months after the last AGM, a new Committee member shall be elected as soon as reasonably possible in accordance with clause 10.4 (as applicable) to fill the vacant position; or
- b. the vacancy occurs 6 months or more after the last AGM the Committee shall carry on with a lesser number of Committee members until the next AGM at which a new Committee member shall be elected to fill the vacant position.

10.9 The President shall be the chairperson of the General Meetings of the Committee and in the President's absence one of the other Committee members shall do so.

10.10 The quorum for a Committee meeting is to be no less than half of its total committee MEMBERS

10.11 The Committee shall determine its own rules for its meetings in a policy adopted by the Committee which shall include that:

- a. there must be at least **Nine (9)** Committee meetings each year; committee meetings may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;

- b. a resolution in writing signed or consented to by email, facsimile or other forms of electronic communication by all Committee members is as effective as a resolution passed at a meeting;
- c. a Committee meeting may be called by the President or by request of 2 committee members;
- d. decisions shall be by Ordinary Resolution (unless otherwise required by these Rules) by voice or if requested by the chairperson by show of hands and if requested by any Committee member by secret ballot;
- e. each Committee member has one vote and the chairperson shall have an additional casting vote in the event of a tied vote; and
- f. the Committee shall ensure minutes are kept of all Committee meetings.

10.12 The role and expectations that Motueka Waka ama club has of a Committee member shall be set out in a Committee policy. Such policy shall include any additional criteria for eligibility to be a Committee member.

10.13 The Committee shall periodically review all Committee policies.

10.14 **Interests**

a) Register of interests:

The committee must keep a Register of Interest disclosures made by Officers.

b) Duty to disclose interest:

An Officer who is interested in a Matter relating to Motueka Waka ama club, 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 Register of Interests.

c) Consequences of being interested:

A Committee Member who is interested in a Matter:

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

d) Calling of SGM:

Despite clause 10.14 (c), if 50% or more Committee Members are Interested in a matter, an SGM must be called to consider and determine the matter.

e) Notice of failure to comply:

The Committee 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.

Section Four: General Meetings, Elections and Voting

11. General Meetings

- 11.4 A General Meeting of Motueka Waka ama club shall be either the AGM or an SGM. All Members are eligible to attend a General Meeting which shall be held at a date and time all as determined by the Committee. The Motueka Waka ama club AGM shall be held once every year and no later than the expiration of six months after the end of the Financial Year
- 11.5 The AGM shall consider the following business:
- a. the Committee's Annual Report, including the annual Financial Report;
 - b. the Statement of Accounts;
 - c. elections, and announcement of Committee members for the next year;
 - d. the appointment of the auditor if applicable
 - e. notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate) and
 - f. any other business that is properly notified by the Committee or a Member to the Committee as an item of business for the AGM.
- 11.6 SGM's may be called by the Committee. The Committee must call a SGM within 30 days of receiving a written request setting out the reasons for the SGM from not less than half the Members. The SGM shall only consider the items of business for which the SGM has been called
- 11.7 The quorum for a General Meeting shall be a requirement of **NO LESS than Seven (7)** from the Motueka waka ama club Committee and **NO LESS than Five (5)** Members of the Motueka Waka ama club provided that if a quorum is not achieved within half an hour the meeting shall be adjourned to another day, time and place and shall be notified to all persons who are to be given notice under Rule 12. If no quorum is present at the start of the re-convened meeting then the Members attending are deemed to constitute a valid quorum for the AGM but not for a SGM.
- 11.8 All General Meetings shall be chaired by the President.
- 11.9 All Members are entitled to speak at a General Meeting.
- 11.10 Any other matters not provided for that occur at or in relation to a General Meeting shall be determined in such manner or by such process as required by the chairperson of the General Meeting.
- 11.11 The Committee shall ensure that minutes are kept of each General Meeting.
- 11.12 Any irregularity, error or omission in notices, agendas and relevant papers for the General Meeting or the omission to give notices within the required timeframe or the omission to give notice to all Members

entitled to receive notice, and any other error in the organisation of the General Meeting shall not invalidate nor prevent the General Meeting from proceeding provided that:

- a. The chairperson in his or her discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; and
- b. A motion to proceed is put to the General Meeting and such motion is passed by Special Resolution.

12. Notices for General Meetings

12.4 Notices and other items referred to in this Rule 12 in relation to a General Meeting must be given to all Members, Committee Members and such other persons as determined by the Committee.

12.5 The notice of the date, time and place of a General Meeting must be given:

- a. for the AGM not less than **30** days prior to the date of the AGM; and
- b. for a SGM not less than **14** days prior to the date of the SGM.

12.6 The agenda for a General Meeting and the documents referred to in, or determined by the Committee to be necessary for consideration of the items of business at the General Meeting (including information referred to in Rule 13.6) must be given:

- a. for the AGM not less than **15** days prior to the date of the AGM; and
- b. for a SGM not less than **5** days prior to the date of the SGM.

12.7 Any notice to be given by Motueka Waka ama club in relation to a General Meeting may be given by such means (including but not limited to post, email, notification on a website or by any other means) as determined by the Committee.

12.8 Any item of business to be considered under Rule 11.2e must be notified to the Committee not less than **21** days prior to the AGM.

13. Elections and Voting

13.4 Members who have reached the age of 16 are entitled to vote on all items of business at a General Meeting for which a vote is called and are entitled to vote on the election of Committee members. Each Eligible Member shall have one vote.

13.5 Eligible Members are entitled to exercise their vote in person at a General Meeting.

13.6 Voting at a General Meeting shall generally be conducted by voices or by show of hands as determined by the chairperson of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution, or a secret ballot is requested by any candidate for election.

- 13.7 Motions are passed by Ordinary Resolution unless the motion is required by this Constitution to be passed by Special Resolution.
- 13.8 In the event of an equality of votes at a General Meeting, the chairperson of the meeting shall have a casting vote
- 13.9 Any person nominated under Rule 10.4 for election as a Committee member must forward (or their nominator must forward) to the Committee at least **20** days prior to the AGM a brief written personal statement about themselves and their reasons for seeking election.
- 13.10 The Committee shall adopt a policy to regulate the vote and proxy process, and such process must be notified to Members at or prior to the issue of voting or proxy instructions.

Section Five: Other

14. Finance

- 14.4 The financial year shall end on **31st March of each year**
- 14.5 The Committee may require Members to pay an annual Membership Fee determined by the Committee.
- 14.6 The Committee must keep proper records of Motueka Waka ama club's financial transactions and must prepare and have audited the annual statements of account in the form required by the Committee for notification to Members (and others as determined by the Committee) in accordance with Rule 12.
- 14.7 The Committee must adopt and implement appropriate policies as determined by it for management of Motueka Waka ama club finances.
- 14.8 The Committee must prepare income and expenditure budgets for Motueka Waka ama club
- 14.9 Motueka Waka ama club's funds shall be invested in such manner as determined by the Committee.
- 14.10 If an auditor is appointed, he or she must be a member of the New Zealand Institute of Chartered Accountants and must be appointed at the AGM.
- 14.11 The Committee shall ensure that Motueka Waka ama club files its annual statements with the Registrar of Incorporated Societies and/or Charities Commission (as applicable).

15. **Common Seal (*Optional not required*)**

- 15.4 Motueka Waka ama club must have a common seal which shall be kept in the custody of the President or such other person as appointed by the Committee. The common seal shall only be used as directed by the Committee and if affixed to documents this shall occur only in the presence of and accompanied by the signature of the President and another Committee member.

16. **Alteration to Rules**

- 16.4 Subject to Rule 16.3 these Rules can be changed by Special Resolution at a General Meeting.
- 16.5 Notice of any proposed change of Rules must be given by the Committee or by a Member in writing to the Committee at least 45 days before the General Meeting at which it is intended to propose such change.
- 16.6 No change to the Purpose (Rule 4), prohibition of personal benefit (Rule 19) or the winding up or dissolution Rules (Rule 18) shall be approved if it would have the effect of causing Motueka Waka ama club to cease to retain its preferential tax status under New Zealand Law (including Section CW 46 of the Income Tax Act 2007 or any replacement of it).

17. **Disputes**

- 17.4 The Committee must adopt a disputes resolution process.
- 17.5 In this clause 17:
- a. **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and Motueka Waka ama club], that relates to an allegation that:
 - i. A Member or 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. Motueka Waka ama club 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 16.6 to 16.19;
 - 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.

Application of other legislation to a Dispute

- 17.6 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.

Application of other procedures under this Constitution or in a Bylaw

- 17.7 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 Committee in its discretion so that the Other Procedure is consistent with the rules of natural justice.
- 17.8 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.

Application of the Disputes Procedure

- 17.9 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.

Disputes Procedure

Raising a complaint

- 17.10 A Member or an Officer may start the Disputes Procedure (a Complaint) by giving written notice to the Committee setting out:
- a. the allegation to which the dispute relates and who the allegation is against; and
 - b. any other information reasonably required by Motueka Waka ama club
- 17.11 Motueka Waka ama club 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.
- 17.12 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.

Investigating and Determining Disputes

- 17.13 Unless otherwise provided, Motueka Waka ama club must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined
- 17.14 Disputes must be dealt with in a fair, efficient, and effective manner.

Decision to not proceed with a matter

- 17.15 Despite the contents of the Disputes Procedure, Waka Ama Aotearoa NZ 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.

Complaint may be referred

17.16 Motueka Waka ama club may refer a Complaint to

- a. a hearing body or person authorised, delegated or appointed by the Committee to hear and resolute Disputes; 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.

Hearing Body

17.17 The Committee 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 Committee to resolve, or assist to resolve, Complaint.

Bias

17.18 An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Committee 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.

Complainant's right to be heard

17.19 The Member of Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If Motueka Waka ama club makes a Complaint, Motueka Waka ama club has a right to

be heard before the Complaint is resolved or any outcome is determined, and a Committee member may exercise that right on behalf of Motueka Waka ama club

17.20 A Member or Officer of Motueka Waka ama club must be taken to have been given the right if:

- a. the Member or Officer or Motueka Waka ama club has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
- b. an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing;
- c. an oral hearing, if any, is held before the Hearing Body; and
- d. the Member's or Officer's or Motueka Waka ama club's written statement or submission, if any, are considered by the Hearing Body.

Respondent's right to be heard

17.21 The Member or Officer who or Motueka Waka ama club 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 Motueka Waka ama club a Committee member may exercise that right on behalf of Motueka Waka ama club

17.22 A Respondent must be taken to have been given the right if:

- a. 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
- b. the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
- c. an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing;
- d. an oral hearing, if any, is held before the Hearing Body; and
- e. the Respondent's written statement or submission, if any, are considered by the Hearing Body.

Appeals

17.23 Unless this Constitution or any Bylaw provides otherwise, any Member wishing to appeal a decision of Motueka Waka ama club regarding; expulsion from the club, exclusion from competition where they have exhausted their rights of appeal within this Constitution and/or any Bylaw, may appeal to the Waka Ama Aotearoa New Zealand

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

18. Winding Up or Dissolution

18.4 Motueka Waka ama club must be wound up or dissolved if, at a General Meeting a Special Resolution is passed requiring Motueka Waka ama club to be wound up or dissolved and the resolution is confirmed by a further Special Resolution passed at a subsequent General Meeting called for that

purpose and held not earlier than 60 days nor later than 90 days after the date on which the original resolution was passed.

- 18.5 If, upon the winding up or dissolution of Motueka Waka ama club , there remains after the satisfaction of all Motueka Waka ama club debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members but shall be given or transferred to one or more not for profit organisations having purposes similar to its Purpose or to some other charitable organisation or purpose within New Zealand provided that in every such case the recipient has either the same preferential tax status referred to in Rule 16.3 or is charitable under New Zealand Law.

19. Prohibition of Personal Benefit

- 19.4 All income, benefit or advantage shall be applied to the Objects of Motueka Waka ama club.
- 19.5 No Member or any person associated with a Member shall participate in or materially influence any decision made by Motueka Waka ama club in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 19.6 Any payments made must be for goods or services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.

20. Limitation of Liability and Indemnity

- 20.4 No current or former member of the Committee shall have any liability of any nature whatsoever to Motueka Waka ama club or the Members for any act or omission in their capacity as a Committee member except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law.
- 20.5 Each current or former member of the Committee is hereby indemnified by and out of the assets of Motueka Waka ama club against:
- a. Any liability of any nature whatsoever arising out of any act or omission in their capacity as a member of the Committee excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
 - b. Costs incurred by them in any proceeding relating to such liability.
- 20.6 This Rule is intended to be enforceable by each current or former member of the Committee.

21. Matters Not Provided For:

- 21.4 If any matter arises in relation to Motueka Waka ama club] that is not provided for in these Rules, the matter shall be dealt with as required by the Committee.