

CONSTITUTION OF
Motueka Waka Ama Club
Kotahitanga O Ngā Maata Waka
INCORPORATED

Section One: Core Provisions

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CONSTITUTION OF MWAC INCORPORATED

Section One: Core Provisions

1. Name and Club

- 1.1 The name of the Society is Motueka Waka Ama Club Kotahitanga O Ngā Maata Waka Incorporated also commonly referred to as Motueka Waka Ama Club.
- 1.2 In this Constitution the Society is referred to as **MWAC**.
- 1.3 MWAC has been established to assist and implement the objects of Waka Ama NZ within the Te Waka o Aoraki Region

2. Registered Office

- 2.1 The registered office of MWAC shall be at such place as the Committee determines.

3. Definitions and Interpretation

- 3.1 In this Constitution:

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

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

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 MWAC that is governed by this constitution

Committee Member mean as set out in Rule 10;

Committee means the Committee of MWAC;

Community means the local area that the Club MWAC operates in

Financial Year means as set out in Rule 14;

Member means a Member of MWAC under Rule 7.1;

Objects means the objects of MWAC set out in Rule 4.1;

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

Postal Vote means a vote made and transmitted by post, email, electronic or other method of communication as determined by the Committee in each case;

President means the President of the Committee;

Region means the geographical area as determined by Waka Ama NZ to be the Region that MWAC is affiliated to. Te Waka o Aoraki (TWoA)

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

Values means the values of MWAC 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 MWAC 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. Objects and Values

4.1 The Objects of MWAC are to:

- a. Be affiliated to Waka Ama NZ as a member club within the Te Waka o Aoraki (TWOA) Region;
- 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 TWOA and Waka Ama NZ;
- c. Promote opportunities and facilities for participation, enjoyment and performance of members in Waka Ama;
- d. 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.
- e. Promote, develop and coordinate competitions for all Waka Ama related activities in the Community and to assist TWOA with the same Regionally;
- f. Establish and enforce regulations for Waka Ama racing competitions within the Club in a manner consistent with the requirements of TWOA and Waka Ama NZ;
- g. MWAC Support the development of Members, including the relevant training, education and development of their members, including officials, coaches, team managers and volunteers.

4.2 MWAC shall pursue its Objects in a way that:

- a. Recognises and acknowledges Maori are Tangata Whenua, the indigenous people of the land;
- b. Fosters and maintains the principles of the Treaty of Waitangi;
- c. Demonstrates, maintains and promotes our Values and cultural identity;
- d. Creates and fosters friendship among the peoples who practice the sport of Waka Ama regardless of culture, religion, political affiliation, age or gender; and
- e. Promotes the well-being, health and safety of all paddlers and others involved in our sport.

4.3 The Values of MWAC 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 MWAC is:

- a. Is incorporated (for example but not limited to a society incorporated under the Incorporated Societies Act);
- b. A club affiliated to the TWoA regional association and to Waka Ama NZ for Waka Ama and related activities in the community;
- c. Bound by, and must observe the rules of Te Waka o Aoraki and Waka Ama NZ.

6. Powers

6.1 MWAC has full powers, jurisdiction and authority and (except as restricted by this Constitution), may do all and any things to carry out its Objects and the objects of Te Waka o Aoraki and Waka Ama NZ. By way of example of some specific powers, but not by limitation, MWAC has power to:

- a. Acquire, obtain or in any way receive the benefit of any property and to deal with property in any way;
- b. Acquire or have interests in incorporated entities, trusts or other entities and to utilise the assets of MWAC in, through or with them;
- c. Control and raise money, including borrow, invest, loan or advance monies and secure the payment of such money by way of security obtained over the property of others or given over all or part of its property and give or receive the benefit of guarantees;
- d. Determine, raise and receive money by subscriptions, donations, fees, levies, grants, bequests, entry or user charges, sponsorship, government funding, community funding or otherwise;
- e. Produce, develop, create, licence and otherwise exploit, use and protect intellectual property;
- f. Determine who are its Members and others involved in MWAC and their entitlements, and withdraw, suspend, terminate or otherwise restrict membership and other benefits on any terms;
- g. Determine the methods and structures to deliver local benefits and to obtain national, regional and local coverage;
- h. Assist Waka Ama NZ to establish and maintain a drug and dope testing programme in accordance with the applicable requirements of the World Anti-Doping Code, Drug Free Sport New Zealand and the International Va'a Federation;
- i. Make, alter, rescind and enforce by-laws, regulations, policies, charters and procedures of every type and subject matter for the governance, management and operation of the affairs of MWAC and those involved (or seeking to be involved) in it;
- j. Determine, implement and enforce disciplinary, disputes and appeal procedures and including to make decisions and conduct hearings and impose sanctions and penalties and to refer matters to Te Waka o Aoraki or Waka Ama NZ;
- k. Engage and dismiss employees and contractors and put in place agreements with them;
- l. Delegate powers of MWAC to any person, committee or sub-committees (the composition of which is not limited to persons involved in Members) and for that purpose to establish, fund and set the terms of reference and structure;

- m. Contract, engage or otherwise make any arrangements with any person (including for example Marae Committees in relation to Regatta water courses) to fulfil the Objects of MWAC;
 - n. Produce, publish and distribute any communications, newsletters or publications; and
 - o. Do any other acts or things which are incidental to or conducive to the attainment of the Objects.
- 6.2 The powers of MWAC must never be exercised in a manner which is contrary to this MWAC Constitution or the Constitution of Te Waka o Aoraki or the Constitution of Waka Ama NZ.

Section Two: Members

7. Members

7.1 The Members of MWAC are individuals who:

- a. Have paid the required Membership Fee to MWAC within the period required by MWAC;
- b. Conduct their activities in compliance with the Rules of MWAC, TWoA and Waka Ama NZ;
- c. Are not suspended or expelled under Rule 8; and

7.2 Any dispute about membership is determined by MWAC.

8. MWAC Rights and Obligations of Members

8.1 The benefits and obligations of a Member are determined by MWAC 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 MWAC and by decisions made by MWAC; and
- b. Must promote and support the Objects of MWAC and the activities of MWAC; and
- c. Must not do anything that is detrimental to or inconsistent with the Objects or brings discredit to any of: MWAC, its Members or the Committee.

8.2 MWAC shall keep and maintain a register of Members including the full name, address and date of entry of each Member.

8.3 Membership is applied for by completing the MWAC membership form which is available from the membership officer

8.4 The Annual membership fee of MWAC shall be set at the AGM of MWAC

8.5 A Member ceases to be a Member:

- a. By written resignation addressed to MWAC;
- 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;
- d. Subject to Rules 8.4, 8.5 and 8.6, during the term of any suspension or expulsion;

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 MWAC 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 MWAC 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.

9. **Accountability**

- 9.1 The Objects of MWAC 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 MWAC.
- 9.3 The Committee of MWAC reports to and is accountable for its performance to its Members

Section Three: Governance

10. **Committee**

- 10.1 The governance of MWAC and the exercise of all powers of MWAC (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 under Rule 6.
- 10.2 The role and responsibilities of the Committee shall be to provide good governance to MWAC including by the following (and any other matters covered by any policies set by the Committee):
 - a. Ensuring that MWAC has a strategic plan and that it is consistent with the strategic plan of TE Waka o Aoraki and Waka Ama NZ (as applicable);
 - b. Monitoring and reviewing the performance of MWAC against its strategic plan;
 - c. Creating, reviewing and approving the annual business plan and financial budget;
 - d. Monitoring MWAC performance against the annual business plan and financial budget;
 - e. Approving annual financial statements;
 - f. Addressing the ongoing viability and sustainability of MWAC;
 - g. Monitoring regulatory compliance for MWAC;
 - h. Establishing, reviewing, monitoring and amending policies for the good governance and guidance of MWAC;
 - i. Fostering interaction and communication across those involved in or with MWAC and those involved in or with Te Waka o Aoraki and/or Waka Ama NZ;
 - j. Appointing, monitoring and reviewing the performance and payment (if any) for MWAC 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 MWAC.

10.3 The Committee Comprises of the following persons:

-President , Vice President , Secretary, Treasurer and elected members (at least 4)

- 10.4 The Committee members shall be elected as determined by the membership from two choices, being either a Postal Vote prior to the AGM or a secret ballot conducted at the AGM and in each case the results announced at the AGM, or following any election under Rule 10.8 The result of the election for President shall be determined first. 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 regardless of whether the tied vote occurred in a Postal 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 MWAC;
 - c. If the candidate is not present at the AGM, he/she must give written notice to MWAC of their willingness to accept the nomination; and
 - d. The nominations and the material in this Rule 10.5 must be received by MWAC not less than 40 days before the date set for the AGM.
 - 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 for a New Committee 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; or
 - g. Where an 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 5 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 10 Committee meetings each year;
 - b. Committee meetings may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;
 - c. 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;
 - d. A Committee meeting may be called by the President or by request of 2 committee members;
 - e. 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;
 - f. Each Committee member has one vote and the chairperson shall have an additional casting vote in the event of a tied vote;
 - g. The Committee shall ensure minutes are kept of all Committee meetings; and
- 10.12 The role and expectations that MWAC 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.

Section Four: General Meetings, Elections and Voting

11. General Meetings

- 11.4 A General Meeting of MWAC shall be either the AGM or a 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. MWAC The AGM shall be held once every year and no later than the expiration of four 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; and
 - e. 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 10 Members of MWAC 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 MWAC 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 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 Member shall have one vote.
- 13.5 Members are entitled to exercise their vote:
- a. In person at a General Meeting (but not where another form of vote is required under Rule 13.2 b); or
 - b. Where a Postal Vote is required by these Rules or is allowed by the Committee, then by Postal Vote in accordance with such requirements as may be set out in this Constitution and/or in a policy adopted by the Committee; or
 - c. By proxy which must comply with the requirements set by the Committee.
- 13.6 Voting at a General Meeting except for elections (which shall be by Postal Vote or by secret ballot) 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.
- 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 40 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 Postal Vote and proxy process and such processes must be notified to Member's at or prior to the issue of Postal Voting or proxy instructions.

Section Five: Other

14. Finance

- 14.4 The financial year shall end on 30th June
- 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 MWAC'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 MWAC finances.
- 14.8 The Committee must prepare income and expenditure budgets for MWAC.
- 14.9 MWAC'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 MWAC files its annual statements with the Registrar of Incorporated Societies and/or Charities Commission (as applicable).

15. Common Seal

- 15.4 MWAC 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 Objects (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 MWAC 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 may (but is not required to) adopt a policy to require adherence by Members to processes that it considers will assist with the fair, efficient and timely resolution of disputes that:
 - a. Arise between Members; and
 - b. Involve an important activity or responsibility of MWAC; and

- c. The Committee considers in its discretion that the matter is of such importance or is causing such a level of disruption to Members or to the activities of MWAC that it must be addressed.
- 17.5 If provided for in the Dispute Policy of Waka Ama NZ a Member who is a party to one of the following disputes may appeal to Waka Ama NZ:
 - a. A dispute between Members that has been determined by a decision of MWAC;
 - b. A decision by MWAC that the Member wishes to dispute.

The appellant must comply with the Dispute Policies (if any) of both MWAC and Waka Ama NZ and must pay any fee as required in such policy/ies (if any). Any decision of Waka Ama NZ is final and binding and is not subject to any further right of appeal.

18. Winding Up or Dissolution

- 18.4 MWAC must be wound up or dissolved if, at a General Meeting a Special Resolution is passed requiring MWAC 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 MWAC, there remains after the satisfaction of all MWAC 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 objects similar to the Objects 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 MWAC.
- 19.5 No Member or any person associated with a Member shall participate in or materially influence any decision made by MWAC 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 MWAC 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 MWAC 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 MWAC that is not provided for in these Rules, the matter shall be dealt with as required by the Committee.