

Constitution of New Zealand Handball Federation

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1 Name

The name of the Federation will be the 'New Zealand Handball Federation Incorporated' ('the **Federation**').

2 Objects of the Federation

2.1 The objects of the Federation are:

- a to grow and develop handball throughout the New Zealand community;
- b to achieve national representation for New Zealand handball at World Championship Qualifiers and at the Olympic Games;
- c to organise local, regional, national, and international tournaments for competitive and social divisions;
- d to establish and support regional handball associations to more effectively facilitate these objectives; and
- e to be an accountable organisation which openly communicates with all of its members

Provided the objects shall be limited and restricted at all times to New Zealand and so that they shall be within the definition of charitable purposes as defined by the Charities Act 2005.

3 Powers of the Federation

The Federation has the following powers:

- 3.1 To use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers or staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- 3.2 To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objects of the Federation and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 3.3 To invest any moneys of the Federation in any way permitted by law for the investment of incorporated society funds and upon such terms as the Executive Committee thinks fit.
- 3.4 To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and like bodies calculated to benefit participants in the sport of Handball.
- 3.5 To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the Executive Committee thinks fit.
- 3.6 To enter into any contract or agreement for the purpose of furthering or attaining the objects of the Federation.

- 3.7 To construct, maintain, restore, repair, alter or replace any buildings or other structures necessary or convenient for the purposes of the Federation.
- 3.8 To receive and expend moneys in connection with all or any of the said objects and to operate in the name of the Federation an account or accounts with any bank, company, firm or person.
- 3.9 To accept, issue, endorse, buy, sell, discount and deal in cheques, bills of exchange, promissory notes, warrants, coupons, bank authorities of all kinds and other negotiable or transferable securities of all kinds.
- 3.10 To indemnify any person, organisation, firm, company or corporation against debts, liabilities, costs, losses, expenses, claims, demands, actions and proceedings of all kinds incurred on behalf of the Federation or in the course of the provision by such person, organisation, firm, company, corporation of any services to or for the Federation and in connection with the foregoing to charge all or any of the assets of the Federation.
- 3.11 To establish, co-operate with and maintain connections with organisations, agencies, persons, firms, companies and corporations in New Zealand and overseas who or which are interested in promoting, furthering, advancing or supporting all or any one or more of the objects in these Rules and Handball.
- 3.12 To make and amend any Rules, by-laws, policies, procedures and codes of conduct that may be formulated from time to time.
- 3.13 To delegate all or any of its powers, authorities, discretions, duties and functions to the Executive Committee or to any other committee which may be established from time to time.
- 3.14 To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Federation.

4 Common seal and contracting

- 4.1 The Common Seal of the Federation shall be kept in the custody and control of the Secretary.
- 4.2 The Common Seal is only required for documents the Executive Committee determines the Common Seal should be affixed to for ceremonial purposes and for documents that require executing by way of deed.
- 4.3 When required, the Common Seal will be affixed to a document following a resolution of the Federation and will be signed by the Secretary and one other person nominated by the Executive Committee.
- 4.4 Agreements and documents not required to be executed by deed may be signed on behalf of the Federation by any member of the Executive Committee, acting under the authority of the Executive Committee.

5 Membership

- 5.1 Any Club and/or an incorporated organisation which agrees with the objectives of the Federation may, subject to the Executive Committee's approval, become a member of the Federation by

application in writing and upon payment of the membership subscription set from time to time by the Executive Committee.

5.2 A Club is an organisation which:

- a has adopted the objectives of the Federation, or objectives the Executive Committee is satisfied are aligned with those of the Federation;
- b has adopted a constitution consistent with and in compliance with these Rules;
- c demonstrates handball oriented activity;
- d demonstrates clear democratic administrative processes; and
- e may be (but does not need to be) an incorporated organisation

5.3 An incorporated organisation is an organisation that is incorporated under the Incorporated Societies Act 1908 (or any replacement or similar legislation to that Act) and its amendments which has adopted the objectives of the Federation (or objectives the Executive Committee is satisfied are aligned with those of the Federation) and adopted a constitution consistent with and in compliance with these Rules.

5.4 If membership is declined it shall not be necessary for the Executive Committee to give or assign any reason for declining membership.

5.5 The Executive Committee may from time to time nominate any person to become a life member of the Federation.

5.6 A person may only be nominated as a life member if the Executive Committee is satisfied the person has made a significant contribution to the development, growth, or administration of Handball in New Zealand over an extended period of time.

5.7 A life membership will only be granted if approved by an ordinary resolution of members at an Annual General Meeting of the Federation. Life membership may only be revoked by the death of the member concerned or by a 2/3 majority vote of members at a General Meeting of the Federation, or at the request of the person concerned.

5.8 Any reference to a 'member' in these Rules includes, unless the context requires otherwise, a life member.

5.9 The Secretary shall maintain a register of members of the Federation in accordance with the provisions of the Incorporated Societies Act 1908, and any subsequent enactments.

6 Regional Associations

6.1 Any organisation which agrees to support the objectives of the Federation may, subject to the Executive Committee's approval, become a Regional Association of the Federation by application in writing and upon payment of the Regional Association affiliation fee (if any) set from time to time by the Executive Committee.

6.2 An organisation may only be approved as a Regional Association and retain that status if the Executive Committee is satisfied it represents the interests of handball in a particular region, and is

committed to supporting the objectives of the Federation. The Executive Committee has complete discretion to determine which organisations it will consider for this purpose.

7 Subscriptions

- 7.1 Every member shall pay to the Federation by way of an annual membership subscription such amount as may from time to time be fixed by the Executive Committee.
- 7.2 In fixing from time to time the annual membership subscriptions referred to in Rule 7.1, the Executive Committee shall not be bound to prescribe a uniform subscription in respect of all members.

8 Cessation of Membership

- 8.1 Any member may resign membership of the Federation by giving written notice to the Secretary at the physical, postal or electronic mail address of the Secretary, but such resignation shall not release the member from payment of any outstanding annual membership subscription. The Secretary will maintain a record of any resignation.
- 8.2 If a member has not paid an annual membership subscription or has failed to rectify non-payment within three (3) calendar months from the due date the Executive Committee may in its discretion terminate the member's membership to the Federation without further notice.
- 8.3 All annual memberships' subscriptions shall automatically lapse at the end of the calendar year. Therefore the due date for members wishing to renew their membership shall be the 1st day of January of every year.

9 Disciplinary action

- 9.1 The Executive Committee has jurisdiction to commence disciplinary actions over all:
- a members;
 - b players of member Clubs;
 - c former players of member Clubs, other than a former player who ceased his or her association with a Club prior to the 2021 Annual General Meeting of the Federation;
 - d affiliates of member Clubs; and
 - e affiliates of Regional Associations.
- 9.2 Any person who is under the jurisdiction of the Executive Committee pursuant to Rule 9.1 is referred to in these Rules as a **Stakeholder**. Clubs and Regional Associations have power to determine whether or not any individual should be recognised as one of their players or affiliated with them for the purposes of these Rules.
- 9.3 A Stakeholder may be subject to disciplinary action or expulsion from the Federation in the following circumstances:
- a If a complaint, allegation or information is made against a Stakeholder and internal investigations show that disciplinary action or expulsion is warranted: or

- b If a charge or allegation is proven against the Stakeholder before another body, when the proven charge or allegation may reflect upon the Stakeholder's ability to participate in the sport of Handball or the Federation or may tend to bring the Federation, the Executive Committee, the sport of Handball or those people, agents or organisations with links to the sport of Handball into disrepute: or
- c If the Stakeholder is guilty of any dishonourable or corrupt practice which is or may be discreditable to the Federation or reflect on the Stakeholder's ability to participate in the sport of Handball or may tend to bring the Federation, the sport of Handball or those people, agents or organisations with links to the sport of Handball into disrepute; or
- d If the Stakeholder is guilty of a breach or fails to observe any provision of these Rules, or any other Rules, by-laws, policies or codes that may be promulgated by the Federation from time to time.

9.4 The procedure for disciplinary action will be as follows:

- a There shall be appointed by the Executive Committee at its first meeting after each Annual General Meeting an officer to be known as the Complaints Officer (**the Complaints Officer**) who shall receive complaints, allegations or information about a Stakeholder and who shall make sufficient enquiries to satisfy himself or herself as to the nature of any such complaint, allegation or information about a Stakeholder (**Complaint**).
- b All complaints, allegations or information about a Stakeholder shall be in writing and may be made by the Executive Committee, by any Stakeholder of the Federation, or by any person dealing with the Stakeholder of the Federation who is the subject of the complaint, allegation or information.
- c The Complaints Officer is required to follow any complaints procedure promulgated by the Federation from time to time, but otherwise is entitled to make any enquiries that he or she considers appropriate in relation to any such complaint, allegation or information, for the purpose of reporting back to the Executive Committee.
- d After carrying out enquiries into any complaint, allegation or information about a Stakeholder, if the Complaints Officer is satisfied that any such complaint, allegation or information is a Complaint that requires resolution, and is not frivolous or vexatious and is unable to be resolved through an informal process, then the Complaints Officer shall refer the Complaint, and all material in his or her possession relating to the complaint, to the Executive Committee within 21 days of receipt of the Complaint.
- e The Executive Committee will then invite the Stakeholder to attend a meeting of the Executive Committee and offer a written and/or oral explanation in respect of the Complaint.
- f The Stakeholder will be entitled to appear with or without counsel and in hearing the Complaint, the Executive Committee shall observe the rules of natural justice.
- g The Executive Committee will give the Stakeholder at least fourteen (14) days written notice of the meeting. The notice will:
 - i sufficiently inform the Stakeholder of the complaint so that the Stakeholder can offer a written or oral explanation of the Stakeholder's conduct; and

- ii inform the Stakeholder that they may appear with or without counsel; and
 - iii inform the Stakeholder that if the Executive Committee is not satisfied with the Stakeholder's explanation or no explanation is forthcoming, the Executive Committee may expel the Stakeholder from the Federation or make the Stakeholder subject to other disciplinary action.
- h The Executive Committee will make its decision within fourteen (14) days of the meeting and will inform the Stakeholder of its decision in writing.
- 9.5 If the Stakeholder decides to appeal the Executive Committee's decision the Stakeholder may do so in writing within fourteen (14) days of the date of the decision by notifying the Executive Committee in writing. The Executive Committee will then appoint a committee to be known as the Appeal Committee.
- 9.6 The Appeal Committee will consist of five (5) persons who may or may not be Stakeholders of the Federation, but who shall not be members of the Executive Committee, or directly related to any member of the Executive Committee or the Stakeholder making the appeal, and who must not have a direct involvement in the Complaint under appeal.
- 9.7 The Appeal Committee will determine its own procedure at all its meetings and may consult with the Executive Committee, the Complaints Officer, the Stakeholder and any other parties relevant to the complaint.
- 9.8 Within seven (7) days of making any determination or decision in respect of the Complaint, the Appeal Committee will advise the Stakeholder concerned in writing of the Appeal Committee's determination or decision.
- 9.9 Pending the Appeal Committee's determination or decision the Stakeholder's membership to the Federation will be suspended.
- 9.10 Any affected Stakeholder may appeal a decision of the Appeal Committee to the Sports Tribunal of New Zealand as the ultimate decision-making body.

10 Policies

- 10.1 The Executive Committee shall establish and maintain policies as to anti-doping, anti-match-fixing and integrity, and any other policies the Executive Committee considers necessary or desirable, having regard to applicable member protection policies and procedures published from time to time by Sport New Zealand.
- 10.2 All Stakeholders shall be bound by the policies of the Federation, established by the Executive Committee under rule 10.1, and must meet their obligations under such policies.
- 10.3 Prior to adopting or amending policies that are binding on Stakeholders, the Executive Committee shall give notice to those the Executive Committee consider will be directly affected by any proposed new policy or change of an existing policy.

11 High Performance

- 11.1 Any player affiliated with a member Club or Regional Association may be selected for a high performance team, subject to applicable eligibility criteria (including but not limited to New Zealand citizenship for teams representing New Zealand in certain international competitions).
- 11.2 The Executive may at any time appoint a selector, coach or team official for a high performance team and must follow a fair and transparent process in doing so, with any official position advertised to the New Zealand handball community before any appointment is made.
- 11.3 The Executive Committee must approve and publish the selection process and selection criteria of any high performance team.

12 Voting

- 12.1 Voting at any General Meeting of the Federation shall be carried out in accordance with Rules 12.2 – 12.18.
- 12.2 Each member shall be entitled to one (1) vote, either in person, by proxy, or by postal ballot.
- 12.3 The person casting a member's vote (other than a life member) will be determined by the member in accordance with the member's constitutional laws and by-laws.
- 12.4 A written notification of the selected person casting a member's vote pursuant to rule 12.2 must be given by the member to the Federation's Secretary at the Federation's Secretary's current physical and/or e-mail address at least four (4) days prior to the confirmed date and time of the Annual General Meeting or a Special General Meeting.
- 12.5 The Executive Committee shall be entitled to one (1) collective vote.
- 12.6 Voting at a general meeting shall be by voice, or if the Chairperson, or any three other members require, by a show of hands, which may include proxy votes.
- 12.7 Three or more members may demand a count immediately after the declaration by the Chairperson of the result of the voting. Otherwise the declaration shall be conclusive.
- 12.8 Unless otherwise provided, each question shall be decided by a majority of votes cast in person or by proxy.
- 12.9 In the case of an equality of votes, the Executive Committee shall have a casting vote.
- 12.10 Only members entitled to vote, who are absent from the meeting, may appoint a proxy for voting purposes.
- 12.11 Only a member entitled to vote may be appointed as a proxy holder.
- 12.12 A member can hold a maximum of two (2) proxies from two (2) members at a single meeting.
- 12.13 Appointment of proxy holders, on a form approved for the purpose, must be delivered in person, mailed, faxed or emailed to the Secretary of the Federation, twenty four (24) hours before the meeting commences.
- 12.14 Proxy voting is not permitted for procedural motions dealing with the conduct of the General Meeting.

- 12.15 A proxy may be appointed only for a specified period or a specified meeting.
- 12.16 A Club member will lose its right to vote at any General Meeting of the Federation and be regarded as inactive for the purposes of these Rules if:
- a it is in arrears with any financial commitments to the Federation; and
 - b it has not fielded at least one team to represent the member in a tournament or competitive league operated under the jurisdiction of the Federation in the 12 months prior to the General Meeting.
- 12.17 An inactive Club may still be represented and heard at a General Meeting but has no voting rights.
- 12.18 Any Regional Association recognised as such under these Rules will have standing to be consulted on key matters and to be represented and heard at General Meetings of the Federation, but has no voting rights.

13 Annual General Meeting

- 13.1 The quorum for the Annual General Meeting of the Federation will be five (5) members present in person (with 'in person' including by audio-visual, audio, or other electronic means).
- 13.2 The Executive Committee must decide on a date for the Annual General Meeting no less than forty-two (42) days before the Annual General Meeting, and publish that date on the Federation's website.
- 13.3 At least thirty (30) days' written notification of each Annual General Meeting will be given to members at the current physical and/or e-mail address for such members recorded in the register of members. It is the responsibility of the members to keep the office of the Federation informed of their contact details.
- 13.4 At least fourteen (14) days written notification of the proposed Annual General Meeting Agenda Items will be given to members at the current physical and/or e-mail address for such members recorded in the register of members. It is the responsibility of the members to keep the office of the Federation informed of their contact details.
- 13.5 Notification of an Annual General Meeting must include the following:
- a the date, time and venue where the Annual General Meeting is to take place;
 - b the manner in which the Annual General Meeting is to be conducted, including options for members and other Stakeholders and Regional Associations to join remotely;
 - c the names of any nominees for appointment to the Executive Committee;
 - d the matters for discussion at the Annual General Meeting and order in which matters are to be discussed; and
 - e full information concerning any proposed amendments to these Rules that will be put to the Annual General Meeting, or any of other matters that is the business of the Annual General Meeting.

- 13.6 Each Annual General Meeting will be chaired by the current Chairperson of the Executive Committee, or in her/his absence, the meeting will elect a person to chair the meeting from among the members present.
- 13.7 Each Annual General Meeting will carry out the following business:
- a receive the Executive Committee's report on the activities of the Federation over the last year and the proposed priorities and directions for the Federation in the current year.
 - b receive the financial statements of the Federation for the past year and the estimate of income and expenditure for the current year.
 - c elect Executive Committee members in accordance with Rule 15.
 - d conduct any other business, which may properly be brought before the meeting.
- 13.8 Members have the power to overcome any procedural defect that arises at an Annual General Meeting if agreed by more than 50% of the members present at the Annual General Meeting.
- 13.9 If the number of the Executive Committee members elected following voting on those nominated ahead of the Annual General Meeting fails to meet the minimum required under Rule 15, members may nominate additional candidates for the Executive Committee from the floor of the Annual General Meeting. A replacement round of voting shall then take place, with the names of all those nominated ahead of the Annual General Meeting added to the names of those nominated from the floor, and any previous voting rendered void.
- 13.10 Any members recorded in the register of members may suggest changes to the proposed Annual General Meeting Agenda Items. A written notification of the suggested changes to the proposed Annual General Meeting Agenda Items must be given to the Federation's Secretary at the Secretary's current physical and/or e-mail address at least seven (7) days prior to the confirmed date and time of the Annual General Meeting, and notified to all members prior to the Annual General Meeting.
- 13.11 The minutes from any Annual General Meeting will be presented to and confirmed at the first meeting of the Executive Committee following the Annual General Meeting or such later meeting, as the Executive Committee shall agree.

14 Special General Meetings

- 14.1 The quorum for a Special General Meeting will be five (5) members present in person (with 'in person' including by audio-visual, audio, or other electronic means).
- 14.2 Special General Meetings may be called by the Executive Committee.
- 14.3 The call for a Special General Meeting under Rule 14.2 must give members and other Stakeholders and Regional Associations at least fourteen (14) days' written notice of the Special General Meeting, and include notification of the proposed Special General Meeting Agenda Items.
- 14.4 Notification of a Special General Meeting will include:
- a the date, time, venue where the Special General Meeting is to take place;

- b the manner in which the Special General Meeting is to be conducted, including options for Stakeholders and Regional Associations to join remotely; and
 - c the matters for discussion at the Special General Meeting and order in which matters are to be discussed.
- 14.5 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members.
- 14.6 The Special General Meeting will be chaired by the current Chairperson of the Executive Committee, or in her/his absence, the meeting will elect a person to chair the meeting from among the members present.
- 14.7 Members have the power to overcome any procedural defect that arises at a Special General Meeting if agreed to by more than 50% of the quorum present at the Special General Meeting.
- 14.8 The minutes from any Special General Meeting will be presented to and confirmed at the first meeting of the Executive Committee following the Special General Meeting or such later meeting, as the Executive Committee shall agree.

15 The Executive Committee

- 15.1 The Executive Committee will comprise of not less than three (3) and not more than seven (7) persons including a Chairperson, a Secretary, a Treasurer, and a life member appointee.
- 15.2 Executive Committee members will be elected at each Annual General Meeting or appointed by the life members (as applicable) in accordance with these Rules.
- 15.3 Outgoing elected Executive Committee members are automatically eligible for re-election at each Annual General Meeting.
- 15.4 Nominations for the Executive Committee shall be in writing, signed by one member and by the nominee, and shall be deposited at the address of the Secretary, by email, facsimile or by post or personal delivery not less than fifteen (15) days before the Annual General Meeting of the Federation. The signing of the nomination by the nominee shall be sufficient evidence of the acceptance of the nomination.
- 15.5 To be elected an Executive Committee member at an Annual General Meeting, a person must enjoy the support of at least 50% of the votes at the Annual General Meeting, with vacancies filled by the highest polling candidates who meet that criterion. For this purpose, each member is able to cast no more than one vote per candidate standing, but otherwise is able to cast as many votes as it likes without being restricted to the number of vacant positions. Unless otherwise agreed by the candidates in question, in the event of a tie in the number of votes the successful candidate(s) shall be determined by lot.
- 15.6 If the initial vote fails to result in a minimum of three (3) members of the Executive Committee holding office after the Annual General Meeting (excluding the life members' appointee, but counting any Executive Committee members who are continuing in office) then the meeting has the power to nominate additional candidates in accordance with Rule 13.9 and a new vote will be held.

- 15.7 The life members have the power appoint one person (whether or not a life member themselves) to the Executive Committee each year as the life members' appointee.
- 15.8 Life members' appointees are only voted on by the life members, and once appointed hold office until reappointed or replaced by a subsequent life members' appointment after the next Annual General Meeting.
- 15.9 The life members must announce their appointee to the Executive Committee as soon as reasonably practicable after an Annual General Meeting.
- 15.10 The Executive Committee will have the power to co-opt any individual Stakeholder onto the Executive Committee to hold positions or be ordinary members of the Executive Committee at any time.
- 15.11 The Executive Committee will at its first meeting after an Annual General Meeting elect from amongst its number a Chairperson who will hold office until the next Annual General Meeting of the Federation. If the Chairperson shall cease to be a member of the Executive Committee then he or she will cease to be the Chairperson.
- 15.12 Each member of the Executive Committee will hold a term of office for two (2) years, except for the life member's appointee who must be reappointed or replaced as soon as reasonably practicable following each Annual General Meeting. Tenure of any Executive Committee member is, however, subject to rule 15.15.
- 15.13 At each Annual General Meeting, at least three Executive Committee member positions (other than the life members' appointee) must be available for replacement. If there are not at least three (3) vacant positions available for election at an Annual General Meeting, the longest serving Executive Committee member or members shall step down to enable three vacancies to be voted on. In the event of a tie for Executive Committee member tenure, the Executive Committee member or members to stand down will be determined by drawing lots, unless otherwise agreed by the Executive Committee.
- 15.14 Meetings of the Executive Committee:
- a The Executive Committee will determine its own procedure at all its meetings and three (3) of its members will constitute a quorum.
 - b Notice of every such meeting shall be given by the Secretary or an appointed person of the Executive Committee to every member of the Executive Committee not less than three (3) days prior to the time appointed for the said meeting.
 - c If a member of the Executive Committee, does not attend three (3) consecutive meetings without leave of absence that member may, at the discretion and on decision of the Executive Committee, be removed from the Executive Committee.
 - d All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.
 - e If the voting is tied, the Chairperson will not exercise a casting vote.

- f Each meeting will be chaired by the Chairperson of the Executive Committee. In the absence of the Chairperson, the Executive Committee will elect a person to chair the meeting from among its members present.
- g The contemporaneous linking together by telephone or electronic mail or other means of communication of a number of the members of the Executive Committee or of any committee being not less than the quorum required in respect of the Executive Committee or that committee as the case may be, whether or not any one or more of the members of the Executive Committee or the committee is or are out of New Zealand, shall be deemed to constitute a meeting of the Executive Committee or the committee as the case may be, and all the provisions in these Rules as to meetings shall apply to such meetings.
- h The Executive Committee will meet at least four (4) times every year.
- i The Secretary will ensure that a minute book is maintained which is available to any member of the Federation and which, for each meeting of the Executive Committee, records:
 - i the names of those present;
 - ii all decisions which are required by the Rules, by-law or codes to be made by the Federation; and
 - iii any other matters discussed at the meeting.

15.15 Disqualification of Executive Committee Members

The office of an Executive Committee Member will be vacated if that member:

- a Becomes bankrupt or makes any arrangement or composition with their creditors generally; or
- b Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her property or affairs; or
- c Resigns his or her office by written notice to the Federation; or
- d Is directly or indirectly interested in any contract with the Federation and fails to declare the nature of their interest.

16 Management

- 16.1 It shall be the duty of the Executive Committee generally to manage conduct and control the affairs of the Federation and for those purposes the Executive Committee shall have vested in it all such necessary powers as are not expressly by these Rules, any by-laws or codes made hereunder required to be exercised by the Federation in General Meeting.
- 16.2 In particular, it shall be the duty of the Executive Committee to ensure that the Federation is run properly.

17 Income, benefit or advantage to be applied to objects

- 17.1 Any income, benefit or advantage will be applied to the objects of the Federation.

- 17.2 No Stakeholder of the Federation shall derive any income, benefit or advantage from the Federation, except where the income, benefit or advantage is derived from any professional services to the Federation rendered in the course of business charged at no greater rate than current market rates as determined by an independent valuer should a dispute arise.
- 17.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction.
- 17.4 The provision and effect of this rule shall not be removed from these Rules and shall be implied into any document replacing these Rules.

18 Powers of the Executive Committee

- 18.1 The Executive Committee may exercise all of the powers which are necessary or conducive to the attainment of the objects of the Federation.
- 18.2 In particular, but not by way of derogation of the powers given by Rule 3 above, the Executive Committee may from time to time in its discretion exercise the following powers:
- a To exercise the rule and by-law making powers of the Federation, and to make amend and rescind Rules and by-laws, in a manner not inconsistent with these Rules, for such purposes as may be specified in these Rules, and for such other purposes as it may consider necessary for the conduct of the affairs and day to day business of the Federation.
 - b To delegate any of its powers and functions to any other committee of its members.
 - c To appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may, without confirmation by the Executive Committee, exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done.
 - d To borrow money with or without security in such manner and on such terms and conditions as the Executive Committee will from time to time think fit.
 - e To engage, employ and terminate the engagement or employment of such staff and other servants or agents of the Federation as the Executive Committee may consider necessary, upon such terms and conditions as the Executive Committee.
- 18.3 Any committee or person to whom the Federation has delegated powers or duties will be bound by the terms of the Federation and any terms or conditions of the delegation set by the Executive Committee.
- 18.4 The Federation will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
- 18.5 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Federation.

19 Financial arrangements

- 19.1 The financial year of the Federation will be from 1st April to 31st March the following year.

- 19.2 At the first meeting of the Executive Committee following each Annual General Meeting, the Executive Committee will decide by resolution the following:
- a how money will be received by the Federation;
 - b who will be entitled to produce receipts;
 - c what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - d who will be allowed to authorise the production of cheques and the names of cheque signatories; and
 - e policy concerning the investment of money by the Federation, including what type of investment will be permitted.
- 19.3 The Executive Committee may from time to time order an audit or review of the Federation's financial statements by a suitably qualified accountant.
- 19.4 Members of the Federation may require the Federation's audited or reviewed financial statements to be independently audited or reviewed by majority vote at an Annual General Meeting of the Federation.
- 19.5 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.

20 Indemnifying of committee members and officers

- 20.1 No member of the Executive Committee or other sub-committee member or Officer of the Federation shall be liable for the acts or defaults of any other member of the Executive Committee, any member of any sub-committee or Officer or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 20.2 The members of the Executive Committee, any sub-committee member and Officers shall be indemnified by the Federation for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

21 Alteration of Rules

- 21.1 These Rules may only be altered, added to, rescinded or otherwise amended in any way by a 2/3 majority of the members of the Federation at any General Meeting, provided that no addition to or alteration is made to:
- a the charitable nature of the objects stated in Rule 2, of this Constitution;
 - b the not-for-profit nature of the Federation;
 - c the prohibition on private pecuniary benefit as stated in Rule 17.2 of this Constitution; and
 - d the disposition of surplus assets in the event of winding as provided for in Rule 22 of this Constitution.

- 21.2 The Executive Committee must go through a reasonable consultation process with Stakeholders and Regional Associations before recommending any alteration to these Rules, and give at least fourteen (14) days written notification to members of any proposed alteration to these Rules before it can be considered at a General Meeting.

22 Disposition of surplus assets

- 22.1 The Federation may be wound up if at a General Meeting, the Executive Committee passes a resolution to wind up, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.
- 22.2 Any surplus assets after the satisfaction of all liabilities will not be distributed among the members of the Federation but will be distributed among such charitable community organisations in New Zealand that have similar objects to the Federation as the Executive Committee decides. If the Executive Committee is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.