

Triathlon New Zealand Incorporated

# Constitution



25 September 2014

# TRIATHLON NEW ZEALAND INCORPORATED

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# TRIATHLON NEW ZEALAND INCORPORATED

## CONSTITUTION

### 1.0 Name

The Association shall be called **TRIATHLON NEW ZEALAND INCORPORATED** (called in this Constitution, **Tri NZ**).

### 2.0 Definitions

#### 2.1 In these rules:

*Association* means Triathlon New Zealand Incorporated, also referred to herein as Tri NZ.

*Annual General Meeting (or AGM)* means the meeting held each year at which the Board reports to the members on activities and financial matters and at which the election of Officers and other authorised matters are dealt with in terms of this Constitution.

*Appeal Board* means a Board appointed by the Board pursuant to Rule 8.3 of this Constitution.

*Affiliated Club* means a club which is approved by the Board in terms of this Constitution.

*Aquathlon* means a sport consisting of any combination of swimming and running.

*Board* means the Officers of the Association elected, appointed or co-opted in terms of this Constitution.

*Club Levy* means the fee determined by the Board annually and payable annually to the Association by approved clubs.

*Code of Conduct* means any Code of Conduct that may from time to time be adopted by the Board and relating to the minimum required standards of behaviour and ethical dealings that shall be required of all athletes, coaches, other members, officers and approved clubs.

*Duathlon* means a sport consisting of any combination of running and cycling.

*Elite Athlete* means a competitor named by the national selectors as an elite triathlete or elite duathlete.

*Member* means a person who has been admitted within the rules of this Constitution and has fulfilled the conditions of membership.

*Honorary Member* means a person who is elected annually or for life in terms of Rule 4.4.

*ITU* means the International Triathlon Union.

*Logo* means the design adopted by the Association from time to time as provided for in this Constitution.



*Multisport* means any combination of the sports of running, cycling, swimming or kayaking within an event which may involve any two, three, four or more parts that do not fit the definitions of triathlon, aquathlon or duathlon in these rules.

*Officer* means a person elected appointed or co-opted to the Board in terms of the Constitution.

*Patron* means a person appointed to that position at the AGM. Such person need not be a member of the Association, shall have no voting rights, but shall be entitled to receive all membership communications from the Association. The appointment shall be for so long as the AGM shall decide.

*Rules* means the rules of the Association in force from time to time.

*Special General Meeting* means a general meeting of members called for any purpose other than the Annual General Meeting.

*Triathlon* means a sport consisting of three parts, namely swimming, cycling and running.

*Tribunal* means the Sports Disputes Tribunal of New Zealand established by Sport and Recreation New Zealand.

*Winter Triathlon* means a sport consisting of three parts, namely snow skiing, cycling and running.

2.2 The masculine includes the feminine and vice versa.

2.3 Words importing the singular only shall include the plural and vice versa.

2.4 Reference to any Act or Regulation shall be deemed to include reference to any amendment to that Act or Regulation and to any Act or Regulation passed in substitution therefore.

### **3.0 Objects of the Association**

3.1 To control, promote, foster and develop triathlon, duathlon, aquathlon, winter triathlon and multisport within New Zealand.

3.2 To govern and administer the sports of triathlon, duathlon, aquathlon, winter triathlon and multisport within New Zealand.

3.3 To encourage participation by members in international events and to select members to represent New Zealand in International competitions, including World Championships and Olympic and Commonwealth Games, and to co-ordinate and arrange the management of New Zealand teams both within New Zealand and overseas.

3.4 To support and encourage the holding in New Zealand of international, national, regional and local competitions and championships.

3.5 To comply with the by-laws, regulations and resolutions of the ITU as they apply to New Zealand, Sport New Zealand, the Sports Anti-doping rules of Drug Free Sport New Zealand, and to require all members and approved clubs to similarly comply.

3.6 To require all athletes, coaches, other members, officers and affiliated clubs to adhere to and enforce any then current Tri NZ Code of Conduct.

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- 3.7 To provide a process by way of hearing, appeal or otherwise to deal with all disputes and disciplinary matters in relation to triathlon, duathlon, aquathlon, winter triathlon and multisport as defined in this Constitution.
- 3.8 To delegate such powers of Tri NZ as the Board shall deem fit.
- 3.9 To take or defend such legal or other lawful proceedings as may from time to time be deemed necessary for the proper conduct of the affairs of Tri NZ and the fulfilment of these stated objects.
- 3.10 To act as a representative body for all members and clubs in dealings with Government Departments or representative bodies within New Zealand and overseas.
- 3.11 To generally do all such things whatsoever directly or indirectly which are incidental to attaining these objects and the well-being of the sport.
- 3.12 It is hereby expressly declared that each paragraph of the objects of the Association shall be construed independently of and shall in no way be limited by reference to any other paragraph of the objects set out in Rules 3.1 to 3.12 hereof **PROVIDED HOWEVER** that the foregoing provisions shall not in any way limit the rights, powers and authorities conferred under the Incorporated Societies Act 1908.

## **4.0 Membership**

4.1 Members shall include honorary and life members.

### **4.2 Members**

Members must be individuals who have been accepted by the Board as members and are either:

- (a) Members with annual membership through an Affiliated club; or
- (b) Members with annual direct membership of Tri NZ; or
- (c) Members on such other basis as the Board shall from time to time resolve.

### **4.3 Honorary and Life Members**

#### Honorary Members

A person who has in the opinion of the Board given special service to the Association and may in acknowledgment of that service be elected an Honorary Member. An Honorary Member shall enjoy full membership rights and privileges without the requirement for payment of any subscription or levy. The term of Honorary Membership shall be for no longer than one financial year and the election of persons to this membership category shall be reviewed annually by the Board; or

#### Life Members

A person who has rendered eminent service to the Association and may on the recommendation of the Board be elected an Honorary Life Member at either an Annual General Meeting or a Special General Meeting. Such person shall hold membership rights as a Member for life without payment of current or future subscriptions or levies.

### **4.4 Conditions relating to affiliated clubs**

4.4.1 To be and remain accepted by the Board as an Affiliated Club within the terms of this Constitution a club must:

- (a) Have at least 15 of its members registered as members of Tri NZ.
- (b) Be incorporated under the Incorporated Societies Act 1908.

- (c) Agree to collect Tri NZ annual membership subscriptions (if any) from all members of the club who wish to be Tri NZ members and who desire to pay their subscriptions in this manner, and to forward such subscriptions to Tri NZ promptly the same are received.
- (d) Agree to encourage all members of the Club to become members of Tri NZ.
- (e) Agree to pay the club levy to Tri NZ by 1 December each year to assist Tri NZ to undertake its objectives.
- (f) Agree to hold a club Special General Meeting at any time that the Board of Tri NZ may require the Club to vote on the endorsement of any Tri NZ proposal.
- (g) Agree to require all of its members to comply with this Constitution and the bylaws, regulations and resolutions of the ITU and of Sport New Zealand.

4.4.2 The Board may in exceptional circumstances grant dispensation from the provisions of Rules 4.4.1(a) or (b).

#### **4.5 Application for membership by individual athletes**

4.5.1 Every application shall be in writing.

4.5.2 The application shall provide the name, residential and email addresses, date of birth, occupation of the applicant, and such other information as the Board shall reasonably require.

4.5.3 Applications for membership under Rule 4.2(a) shall be lodged through an affiliated club.

4.5.4 Applications for membership under Rule 4.2(b) shall be lodged direct to Tri NZ.

4.5.5 Any subscription due must accompany every application for membership.

4.5.6 If required, members must forward a passport size photograph with their application and such photograph may be affixed to any membership card issued by Tri NZ.

4.5.7 Notwithstanding any other provision of this Constitution, no member shall be selected to represent Tri NZ at any World Championship unless that member is also at that time a member of an Affiliated Club.

4.5.8 It is an ongoing condition of membership by an individual athlete that the athlete agrees at all times to comply with this Constitution, the bylaws regulations and resolutions of the ITU, and Sport New Zealand.

#### **4.6 Membership Year**

4.6.1 The membership year shall be from 1 November in each calendar year until 31 October in the following calendar year.

4.6.2 A person shall not become a member unless and until that person has paid the full amount of any subscription set for the particular year, and such membership shall continue only until the last day of the then current membership year.

#### **4.7 Renewal of membership**

4.7.1 To ensure continuity of membership, members must renew their annual membership prior to the end of the membership year.

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4.7.2 The procedure for members to renew Membership shall be as determined by the Board from time to time.

#### **4.8 Club Support Program**

4.8.1 Tri NZ shall from time to time implement initiatives and programs designed to encourage support and grow the membership activities efficiency and structures of the Affiliated Clubs.

4.8.2 These initiatives and programs shall in this Constitution be called by the generic name of the Club Support Program.

4.8.3 In the interests of fairness and equity between clubs and the fair and efficient allocation of the limited resources of Tri NZ, it is acknowledged by all Affiliated Clubs, as a continuing condition of approval, that only those clubs that have a minimum of 50% of their members as members of Tri NZ shall be entitled to receive all of the components of the Club Support Program from time to time.

### **5.0 Administration**

#### **5.1 Officers and Their Election**

5.1.1 The Officers of the Association shall be the President, the Vice President and five other members, or more where either clause 5.6.6 or clause 8.2 apply. All of such members shall collectively comprise the Board.

5.1.2 Officers must be members of Tri NZ throughout their term in office.

5.1.3 Any Board member shall be eligible to stand for election or appointment or to be co-opted as a Board member for a further term or terms at any time at or after the expiry of any prior term.

#### **5.2 Board shall Comprise Part A and Part B Members**

5.2.1 There shall be four Part A and three Part B seats on the Board.

5.2.2 Part A Board members shall be elected in accordance with Rule 5.3, and Part B Board members shall be appointed in accordance with Rule 5.4, to the intent that Part A Board members are elected by the members in conjunction with the AGM and Part B Board members are appointed by the Board Appointments Panel.

#### **5.3 Election of Part A Board Members**

5.3.1 An election shall be held every year for such vacant Part A seats on the Board as there may be and the election shall be held in conjunction with the AGM.

5.3.2 Tri NZ shall call for nominations for all Part A seat vacancies on the Board by notice to all Affiliated Clubs and all members, no later than 31 May in each year.

5.3.3 Each nomination must be made by an Affiliated Club, or by two members for each nominee, accompanied by the nominee's signed consent in each case. The closing date for nominations shall be 30 June in each year.

5.3.4 By 31 July in each year the Board shall send to each member the ballot paper and a notice listing the nominations for the vacant Part A seats and enclosing any curriculum vitae which has been received by the Board for any candidate. Voting shall cease on such date as the Board shall decide being no later than 15 August in each year and no earlier than 14 days after voting commenced.

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5.3.5 The successful nominees to fill the vacant Part A seats on the Board shall be elected by either postal ballot and/or secure secret electronic ballot as the Board may from time to time decide, and in any event shall be supervised by the auditors of Tri NZ.

5.3.6 The auditors shall count the votes and pass the certified results to the Board Appointments Panel as soon as possible after cessation of voting under clause 5.3.4 in each year, to assist that Panel to make the highest possible calibre appointments from Part B candidates, and to avoid any duplication of appointment. In the event of a tied vote, the auditors shall choose the successful candidate or candidates by lot prior to passing the certified results to the Board Appointments Panel.

#### 5.4 **Recruitment and Appointment of Part B Board Members**

5.4.1 So as to provide the highest possible calibre of Part B Board members, and professionalism and independence in the process of recruitment and appointment of Part B Board members, Tri NZ shall, for vacant Part B seats, follow a process involving national promotion of the existence of Part B seat vacancies on the Board, and shall by 30 June in each year establish a Board appointments panel ("Board Appointments Panel") comprising a Patron or Past President of Tri NZ, nominated by the Board, a nominee of Sport New Zealand (or any successor of that entity), and one other person nominated by the Board.

5.4.2 The Board Appointments Panel shall interview candidates for Part B vacancies, scrutinise their references, and acting with professionalism and independence, appoint high calibre candidates to such vacant Part B Board member seats as then exist. Such appointments shall be made (except in the case of casual Part B seat vacancies under Rule 5.5.2, where any appointment must be made as soon as reasonably practicable) prior to the relevant AGM (but following receiving the confidential advice from the auditors as to the outcome of the election of Part A Board members under rule 5.3.6), to enable any newly appointed Part B Board member to be announced to the members in the Panel's final report.

#### 5.5 **General Provisions relating to all Board Members**

5.5.1 Subject to the other provisions of this Constitution, every election or appointment to the Board shall be for a three year term, and the officer elected or appointed shall hold office from the conclusion of the AGM at which they are elected or appointed until the conclusion of the AGM three years later. As a transitional provision, every Board Member who was elected or appointed to the Board for a two year term at the 2013 AGM shall be deemed to have been elected or appointed for a three year term at that meeting.

5.5.2 No Officers of Tri NZ shall be permanently removed or permanently suspended from office except by a two-thirds majority of votes recorded at an Annual or Special General Meeting. Tri NZ must give no less than three weeks' notice to the Officer concerned of the date and place of the meeting at which a motion of removal from office is to be considered. The Board may temporarily suspend an Officer for a period not exceeding (5) weeks.

5.5.3 As soon as possible after the Board Appointments Panel has received from the auditors the results of the election, and made its decisions on the Part B Board appointments, and before the forthcoming AGM, the following shall take place. The Board Appointments Panel shall contact all members of the incoming Board, advise them of the names of the new Board, and arrange and supervise a secret ballot between them whereby they will elect from within their ranks a President and Vice President for the forthcoming year. The members shall be required to maintain confidentiality as to the names of the successful candidates for the Board, and the names of the new President and Vice President, until the release of the Panel's final report.

5.5.4 Subject to Rule 8.2, no person may serve on the Board for greater than 3 consecutive three year terms.

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## 5.6 The Board

- 5.6.1 The Board shall determine policy and provide governance to the management of the Association.
- 5.6.2 As soon as possible after the AGM the Board shall determine for the ensuing year:
- (a) The need or otherwise for Advisory Commissions.
  - (b) The goals and objectives for each Advisory Commission it decides to appoint.
  - (c) A Chairperson and members for each Advisory Commission it decides to appoint, with any one person being entitled to sit on up to two Advisory Commissions.
  - (d) The division and payment for the ensuing year of the honoraria payment fixed at the AGM.
- 5.6.3 At the end of each financial year the retiring Board may analyse the performance of each Advisory Commission and if thought fit make recommendations to the incoming Board as regards future direction, policy and issues.
- 5.6.4 Members of Advisory Commissions appointed by the Board in terms of Rule 5.3 shall be entitled to attend meetings of the Board when invited.
- 5.6.5 The Board shall have the additional powers, authorities and functions set out in Rule 8.0.
- 5.6.6 When an ITU Director, or the Oceania Regional Delegate on the ITU Executive Board, is also a member of Tri NZ, resident in New Zealand, this person shall for the duration of his ITU Executive Board membership also automatically be entitled to be an additional member of the Board.

## 5.7 Advisory Commissions

- 5.7.1 All or any of the following Advisory Commissions may be appointed and maintained by the Board; and subject to the overriding authority of the Board to alter the same, the Advisory Commissions shall have the following general objectives:
- (a) *Technical:* the objective – the development of rules relating to triathlon, duathlon, aquathlon winter triathlon and multisport to ensure fair and safe competition; the production of brochures manuals and other printed and electronic material relating to these objectives; the undertaking of research into the development of the sport; the undertaking of training of suitable persons as technical officials.
  - (b) *Coaching* the coaching and training objective - the development of coaching and training programs and the distribution of such information to members desiring same; the determination of development squads and the appointment of coaches to such squads; the implementation of coaching programs; the development of video and other methods of communication of programs to athletes.
  - (c) *Youth:* the objective - to encourage youth to participate in triathlon, duathlon, aquathlon, winter triathlon and multisport; to support the participation of the sport in Secondary Schools by assisting with race programs between schools and championships both regionally and nationally; to support Kiwi Sport or similar scheme to achieve its goals; to assist with video or any other medium the development of the sport in schools.
  - (d) *Selection:* the objective - subject to ratification by the Board, to select National and International teams to represent NZ in triathlon, duathlon, aquathlon, winter triathlon or multisport; to

issue criteria, within the terms of the selection policies advising the basis on which selection for nominated races will be made.

(e) *High Performance*: the objective - to formulate and implement appropriate programs to identify and develop athletes able to compete with distinction at the Olympic and Commonwealth Games and other major international competitions; to write policies for selection of high performance athletes, for ratification by the Board.

5.7.2 The Board may determine further Advisory Commissions to advise or undertake specific assignments and appoint Commissioners and members to such commissions, and may change or revise any or all of the objectives of the Advisory Commissions.

5.7.3 Each Advisory Commission shall provide written reports to the Board as shall from time to time be required by the Board.

5.7.4 Members may make submissions to the Advisory Commissions for changes or amendments to rules or determinations made by Advisory Commissions whether or not such determinations have been ratified by the Board. Members have the right to seek a review by the Board of any issues, changes or determinations placed before an Advisory Commission and rejected by it.

## **6.0 Meetings**

### **6.1 Annual General Meetings**

6.1.1 The AGM of the Association shall be held no later than the last day of September in each year, on a date to be determined by the Board.

6.1.2 The business of the AGM shall be:

- Confirmation of Minutes of last AGM
- Consideration of the Annual Report of the Board
- Consideration of the Financial Statements to year end
- Appointing an Auditor and an Honorary Solicitor
- Announcing the names of the Officers elected and appointed to serve on the Board for the ensuing year
- Fixing of subscriptions for members for the ensuing membership year
- The election of Honorary Life Members when thought appropriate
- Special Business for which proper notice has been given
- General Business
- Fixing of a maximum sum for honoraria for the ensuing year

6.1.3 Notice of the AGM, with minutes of the previous AGM and financial accounts to year end, shall be forwarded not less than fourteen (14) days before such meeting to every member. The notice shall state the date, place and time and the business to be transacted. Every notice required to be delivered to a member shall be deemed to have been forwarded if emailed to the member's last notified email address unless the member has opted to be notified by post in which case it shall be posted to the members last notified postal address.

### **6.2 Special General Meetings**

6.2.1 A Special General Meeting may be called at any time by the Board by giving members not less than 14 days' notice and shall set out in the form of a resolution the business to be conducted. Only that business shall be conducted.

6.2.2 A requisition to the Board for a Special General Meeting must be signed by at least 30 members of the Association and shall set out in the form of a resolution the business to be conducted. Only that business shall be conducted.

6.2.3 In respect of a meeting requisitioned in terms of the preceding rule, the Board will call a Special General Meeting to take place within four (4) weeks of receiving a requisition.

### 6.3 Provisions applicable to all General Meetings

6.3.1 At all general meetings the chair shall be taken by the President, or if the President is unavailable or declines, the Vice President, or if the Vice President is unavailable or declines, any member selected by the meeting. At any general meeting every member entitled to vote may vote in accordance with Rule 7.1.1 with the Chairperson having a casting vote. The quorum for any general meeting shall be 20 members present in person or by proxy in accordance with Rule 7.4. Voting shall be done by voice, but if any member desires, the Chairperson shall call for a division by a show of hands or secret ballot. Proxies are permitted in terms of Rule 7.4.

### 6.4 Board Meetings

6.4.1 Meetings of the Board shall be at such intervals as shall be necessary to conduct the affairs of the Association.

6.4.2 Full minutes of the proceedings of each meeting shall be kept.

6.4.3 Any staff member and any Advisory Commission member, shall when requested attend such meetings.

6.4.4 The President (and in his absence the Vice President) shall chair the Board meetings.

6.4.5 Meetings may be held in person or by telephone conference calls.

6.4.6 A quorum for any Board meeting shall be 50% of the then members of the Board.

6.4.7 Any Officer absent without apology from three consecutive Board meetings shall be deemed to have forfeited his office if the Board shall at its next meeting so resolve.

6.4.8 Travel, accommodation, and expenses for any Officer or Advisory Commission member attending meetings including the cost of toll calls relating to telephone conferences are to be borne by the Association.

6.4.9 There shall be no proxy arrangements for meetings of the Board.

## 7.0 Voting and Proxies

### 7.1 Annual and Special General Meetings

7.1.1 The voting at these meetings shall be:

- (a) Each member has one vote;
- (b) The chairperson has a deliberative and a casting vote.

7.1.2 A member may vote by:

- (a) Postal or secure electronic vote for the election of Officers in the form provided by the Board and in the time and on the conditions stated thereon; and for other matters by:
- (b) Personal vote at the meeting; or
- (c) Proxy vote subject to the rules relating to the appointment of a proxy.

## **7.2 Board Meetings**

- 7.2.1 Each Officer has one vote.
- 7.2.2 The chairperson has a deliberative as well as a casting vote.

## **7.3 Advisory Commission Meetings**

- 7.3.1 Each member present shall have one vote.
- 7.3.2 The Chairperson has a deliberative and a casting vote.

## **7.4 Proxies**

- 7.4.1 A member is entitled to appoint a proxy to represent and vote for him at Annual and Special General Meetings. The appointment must be:
  - (a) In writing giving the appointed persons full name and address;
  - (b) Be signed by the appointing full member with his membership number stated;
  - (c) Be in the form provided for the purpose by Tri NZ or in any usual form;
  - (d) The proxy must be a member of Tri NZ.
- 7.4.2 All proxies must be tabled prior to the commencement of the meeting.
- 7.4.3 There shall be no proxies at Advisory Commission Meetings.

## **8.0 Powers of the Board**

Subject to the provisions of this Constitution and without limiting the generality of this paragraph the prime objective of the Board shall be to administer the rules of the Association and the rules of competition and manage the affairs of Tri NZ, and in particular to exercise the following powers:

- 8.1 To fill any vacancy that may occur in the Officers of the Association or on any Advisory Commission by resignation, death or otherwise, any such person appointed to hold office until the next AGM.
- 8.2 To co-opt onto the Board one or more other persons, who must be members of Tri NZ, and who shall hold office for so long as the Board shall determine. Such person or persons may be selected co-opted for reasons of continuity, such as co-opting the immediate past president, for reasons of ensuring that the ITU gender equity requirements are met, or for any other reason determined by the Board. For the duration of the term of office of any such person, he or she shall for all purposes be an Officer of the Association including enjoying voting rights on the Board.
- 8.3.1 To appoint as and when required three suitable persons to act as a Disciplinary Commission in respect of disciplinary matters, excluding doping offences, relating to members. The Disciplinary Commission shall hear and finally decide the matter and determine and impose whatever sanction penalty or other action is appropriate.

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- 8.3.2 The Board shall have the further power as and when required to appoint an Appeal Board of three suitable persons, one of whom shall be a barrister and solicitor of the High Court of New Zealand, with none of those three persons being members of the relevant Disciplinary Commission, to hear and decide upon any appeal arising out of any decisions made by the Disciplinary Commission, or of a race referee. .
- 8.3.3 The Board shall fix the Terms of Reference for any such Disciplinary Commission or Appeal Board, in accordance with Rule 14.0.
- 8.3.4 In respect of any appeal that is based on one or more of the grounds of appeal set out in Rule 14.8, the Board in its discretion, instead of referring the appeal to the Appeal Board, may refer such appeal to the Sports Disputes Tribunal of New Zealand to be determined in accordance with its rules.
- 8.4 Subject to compliance with the procedures set out in Rule 14, to expel or suspend from membership of Tri NZ, or to impose any other appropriate punishment for the infringement by any club or member of any rule, regulation or by-law of Tri NZ or to which members of Tri NZ are subject, or for any conduct which in the opinion of the Disciplinary Commission or Appeal Board is prejudicial to the interests of Tri NZ or the sports of triathlon, duathlon, aquathlon, winter triathlon or multisport.
- 8.5 To appoint members of Tri NZ to attend each ITU Congress as the Tri NZ delegates.
- 8.6 To settle any differences as to boundaries or other matters between affiliated clubs and members.
- 8.7 To control, invest and expend the funds and property of Tri NZ subject to the provisions of this Constitution with the funds devoted solely to the furtherance of the objects of Tri NZ.
- 8.8 To incur such liabilities as may be necessary (or which the Board may consider necessary) towards the carrying out of the objects of Tri NZ.
- 8.9 To borrow money, with or without security, and to mortgage or pledge any property of Tri NZ for such purpose.
- 8.10 To raise money by way of subscription on members, levies on members, levies on approved clubs, sponsoring or corporate membership subscriptions, sale of rights and privileges, sale of know-how, rental of equipment and assets, sanctioning fees, service fees, and in any other manner, so as to provide funds for the furtherance of the objects of Tri NZ.
- 8.11 To recommend membership subscriptions for the next membership year and to set the club levy payable by affiliated clubs.
- 8.12 To govern the management of the affairs of Tri NZ.
- 8.13 To advise each Advisory Commission of any specific directions, objectives and powers that the Board may determine for that Advisory Commission.
- 8.14 To disburse funds to such of the Advisory Commissions as the Board thinks fit to enable them to undertake the responsibilities given them by the Board.
- 8.15 To consider, and if thought fit, act upon recommendations received from Advisory Commissions.
- 8.16 To determine or vary regulations for all national competitions provided such regulations do not infringe upon the rules and regulations of ITU.

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- 8.17 To furnish rulings upon the laws of component sports when requested to do so by race organisers, race directors or members.
- 8.18 To ensure that the objectives of this Constitution are kept to the fore in the development and maintenance of triathlon, duathlon, aquathlon, winter triathlon and multisport in New Zealand.
- 8.19 To ensure appropriate procedures are in place for the appointment and dismissal of such staff as shall be considered necessary to conduct the affairs of the Association, and to appoint its Advisory Commissions, and to dismiss and retire the same as may be necessary.
- 8.20 To ensure appropriate procedures are in place for the expenditure of all Tri NZ funds.
- 8.21 To appoint a Patron or Patrons.
- 8.22. Subject to the procedure set out in this Constitution, Tri NZ may in the discretion of the Board, agree to refer any sports related dispute to the Sports Disputes Tribunal of New Zealand, including a dispute which may be of national significance, one relating to document interpretation or one where the Board is of the view that it involves special circumstances which requires determination by the Tribunal. In any case, the Board shall have the power on behalf of Tri NZ to agree with another party to refer a matter to the Tribunal for determination.

## **9.0 Secretarial Functions**

- 9.1 The Board shall make all necessary arrangements for the secretarial functions of Tri NZ including keeping of minutes of meetings.

## **10.0 Treasury Functions**

- 10.1 The Board shall ensure that all necessary arrangements are in place for the treasury and accounting functions of Tri NZ, and shall arrange, if possible, for the employment of a Chartered Accountant who shall keep a complete set of account books in which shall be recorded in detail all the financial transactions of the Association. Annual Accounts will be prepared and audited for presentation at the Annual General Meeting of the Association and shall be included with the notice of meeting.

## **11.0 Headquarters and Registered Office**

- 11.1 The Tri NZ Secretariat will at all times be the headquarters of Tri NZ and the location of the Tri NZ Secretariat shall be decided, from time to time, by the Board.

## **12.0 Common Seal**

- 12.1 The Common Seal of Tri NZ shall be kept by the Secretary and shall not be affixed to any document except by resolution of the Board recorded in the minute book, and in the presence of two members of the Board.

## **13.0 Finance**

- 13.1 The financial year of Tri NZ shall run from the first day of July in each year and end on the last day of June following, or such other dates as shall from time to time be decided at the AGM.



13.2 All cheques or payments shall be signed or authorised by any two of the Officers, provided that the Board may delegate this authority to any other person or persons.

## 14.0 Disciplinary procedures

14.1 The Sports Anti-doping rules of Drug Free Sport New Zealand (DFSNZ), together with any changes that shall be made to them from time to time, are hereby adopted by Tri NZ, and shall apply to all races, competitions and other activities organised, sanctioned or approved by Tri NZ.

14.2 In the event of a dispute or disciplinary matter (other than a doping offence) in respect of an athlete or member requiring a hearing before the Disciplinary Commission appointed in terms of Rule 8.3, then the athlete or member concerned shall be given at least fourteen (14) days' notice in writing of the proposed time and place of the hearing, unless the athlete given the option chooses an earlier date and time suitable to all parties.

14.3 The athlete or member concerned must be given the opportunity to be heard by the relevant Disciplinary Commission or Appeal Board and to present his or her case before any decision is pronounced.

14.4 The athlete or member concerned is entitled to be legally represented before any such hearing, if that athlete or member so chooses.

14.5 The decision of the Disciplinary Commission shall be binding upon the athlete or member concerned. Nevertheless the athlete or member concerned shall have thirty (30) days from the date of being advised in writing of the decision to appeal against that decision. Any such appeal must be lodged in writing with the Board.

14.6 The athlete or member must be given fourteen (14) clear days' notice in writing of the time and place of hearing of any such appeal before the Appeal Board, or in the event that the appeal is referred to the Tribunal in accordance with Rule 8.3 then such other notice period as is provided in its rules.

14.7 In considering the submissions made by any athlete or member, the Disciplinary Commission and the Appeal Board both shall have regard, at all times, to the rules of natural justice.

14.8 The athlete or member may appeal the decision of the Appeal Board to the Tribunal. An appeal may only be made to the Tribunal on one or more of the following grounds:

- a. That natural justice was denied.
- b. That the Appeal Board acted outside of its powers and/or jurisdiction.
- c. That substantially new evidence has become available after the decision which is being appealed, was made.
- d. That any penalty imposed by the Appeal Board was either excessive or inappropriate.

Any such appeal shall be filed within ten working days of the Appellant being notified of the decision of the Appeal Board and in all other respects shall be in accordance with the rules of the Tribunal (copies of which are available from Tri NZ).

The decision of the Tribunal (including one in respect of an appeal referred to it under Rule 8.3) shall be final and there shall be no further right of appeal.

## 15.0 Logo

15.1 The Board may, as required, adopt or modify a logo for Tri NZ.

25 September 2014





## **16.0 Uniform**

- 16.1 The representative uniform of Tri NZ shall be approved from time to time by the Board.
- 16.2 The Board shall also, as required, determine who shall be entitled to wear the representative uniform.

## **17.0 Alterations to Constitution**

- 17.1 With the exception of Rule 19, these rules may be rescinded, altered or added to by resolution by a two-thirds majority vote at any Annual General Meeting or Special General Meeting of which notice has been duly given, which notice must contain particulars of the proposed alteration.
- 17.2 Notice by any member of any proposed alteration to the Constitution, shall be given to Tri NZ in writing, and in the case of an alteration proposed for consideration as a special resolution at an Annual General Meeting, notice shall be given no later than the 31 May preceding the AGM. On receipt of such a notice, the Board shall cause notice of a General Meeting to be sent to members, incorporating notice of the proposed alterations.

## **18.0 Legal Proceedings**

- 18.1 No action or legal proceedings whatsoever, whether at law or in equity, shall be taken or instituted by any member against Tri NZ, or against any officer, member, official or commission member of Tri NZ in respect of any decision, proceeding, resolution, matter or thing whatsoever done, omitted, passed, carried or sanctioned by the Board or any club or official, and notwithstanding any irregularity in or relating to such decision, proceeding, resolution, matter or thing. In the event of any such action or proceeding being instituted the production of these rules shall be a complete answer thereto.

## **19.0 Dissolution**

- 19.1 Tri NZ may be dissolved by a resolution passed at a general meeting of members of which notice of the intention to vote on dissolution has been duly given.
- 19.2 In the event of the dissolution of Tri NZ any residual net assets shall be disposed of in accordance with the directions of any general meeting of Tri NZ. However, in no circumstances shall any assets be distributed directly to any individual member or members of Tri NZ.
- 19.3 Notice of any general meeting where it is resolved to wind up the assets of Tri NZ shall be sent to the Registrar of Incorporated Societies.
- 19.4 The Association may be wound up in terms of Section 24 of the Incorporated Societies Act

## **20.0 Matters not elsewhere provided for**

- 20.1 In the event of any matter arising which is not provided for in these rules, or relates to the proper interpretation of these rules, the same shall be determined by the Board, whose decision shall be conclusive and binding on all members. Notice of such decision shall be given to the next general meeting, and unless revoked thereat, shall be deemed to stand.