ROWING NEW ZEALAND

CONSTITUTION

ROWING NEW ZEALAND INCORPORATED

Incorporated Society No. 217284

Adopted at the Annual General Meeting on 24 May 2025

Amended at the Special General Meeting on 4th December 2025

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Constitution of Rowing New Zealand Incorporated

PART 1 – NAME, STATUS, PURPOSE AND POWERS

1. NAME

1.1 The name of the incorporated society is Rowing New Zealand Incorporated (RNZ).

2. STATUS

2.1 RNZ is the national governing body in New Zealand for all forms of the sport of rowing including but not limited to flatwater rowing, para rowing, coastal rowing, and indoor rowing. It is the member federation for New Zealand of World Rowing and Oceania Rowing.

2.2 RNZ is an incorporated society registered under the Incorporated Societies Act 2022 (Act).

3. REGISTERED OFFICE

3.1 The registered office of RNZ will be at a place in New Zealand as decided by the Board from time to time.

4. PURPOSES

4.1 The purposes of RNZ are to:

a. be the national governing body for Rowing in New Zealand to administer, promote, develop, protect and, together with its Members, deliver the Sport for the general public in New Zealand;

b. encourage and promote participation in competitive and recreational Rowing at all levels throughout New Zealand including with its Member Associations, Member Clubs, Member Schools, Member University Organisations and Affiliate Members;

c. establish, manage, control and supervise national and international Rowing competitions, regattas and other events in New Zealand, including the Championships;

d. facilitate the organisation and staging of the New Zealand Secondary Schools Rowing Championships, the North Island Secondary Schools Rowing Championships and the South Island Secondary Schools Rowing Championships, on an annual basis in conjunction with NZSSRA;

e. develop and implement services and programmes (including high performance programmes) to support the development of rowers including those seeking to represent New Zealand in Rowing internationally;

f. establish and provide services and systems to implement these Purposes and support its Member Organisations;

g. organise and deliver education to administrators, participants and, training and accreditation to coaches and race officials, for all levels of Rowing in New Zealand including at club, school, university, regional and national level;

h. establish and enforce the Rules of Racing and the Regulations governing Rowing in New Zealand;

i. encourage, educate and promote the Sport, and RNZ as an organisation, that protects and promotes the safety and wellbeing of participants; has integrity including high standards of conduct; and respects the principles of fair play;

j. maintain its recognition by, and membership of, the NZOC; and

k. maintain its membership of World Rowing and Oceania Rowing and cooperate with other Related Organisations.

4.2 **Amateur Sport:** RNZ is incorporated for the purpose of mainly promoting amateur Rowing for the recreation and entertainment of the general public in New Zealand. The capacity of RNZ to carry on any business or activity, or to do any act, or enter any transaction is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into for the purposes of seeking to achieve this purpose or which is conducive or incidental to this purpose. Such incidental activities or those which are conducive to this purpose, may include undertaking Rowing activities and events in which Rowers are paid to participate, and to exploit RNZ's Intellectual Property and seek sponsorship.

5. POWERS

5.1 RNZ has, both within and outside of New Zealand, full capacity, rights, powers and privileges to carry out or undertake any activity, to do any act or enter into any transaction, subject to this Constitution, the Act, any other applicable legislation and the law.

PART 2 - MEMBERSHIP

6. MEMBERSHIP CATEGORIES

6.1 Membership of RNZ will be limited to the following categories:

a. Member Associations;

b. Member Clubs;

c. Member Schools;

d. Member University Organisations;

e. Individual Members (which includes, but is not limited to, rowers, coaches, managers, volunteers, officials, parents/guardians, administrators, students, and any other individuals who wish to become Members);

f. Life Members;

g. Affiliate Members; and

h. Appointed Members.

7. MEMBERSHIP APPLICATION, CONSENT AND DURATION

7.1 **Process to become a Member Organisation:** An application to become a Member Organisation must be made using the form and method approved by RNZ as follows:

a. an application to become a Member Association, a Member University Organisation or an Affiliate Member must be submitted to the Board, which will decide if the applicant organisation meets the applicable criteria in Rule 8.1a, Rule 8.1d, or Rule 8.1e respectively, and whether to accept or decline the application in its discretion;

b. an application to become a Member Club must be made as part of, and at the same time, as applying for Membership of a Member Association and be submitted to the Applicable Member Association Board, which will decide if the applicant club meets the applicable criteria in Rule 8.1b and whether to accept or decline the application in its discretion (unless decided otherwise by the RNZ Board as a result of an appeal under Rule 7.7);

c. an application to become a Member School must be made as part of, and at the same time, as applying for Membership of NZSSRA and be submitted to the NZSSRA Schools Committee, which will decide if the applicant School meets the applicable criteria in Rule 8.1b and whether to accept or decline the application in its discretion;

7.2 **Process to become an Individual Member**: An application to become an Individual Member (including renewal of such Membership) must be made using the form and method approved by RNZ, either:

a. in the case of an individual who wishes to be a member of a Member Club; as part of, and at the same time as, making an application to be a member of the Member Club (or renewal of such Membership); or

b. in the case of an individual who:

i. is not a Member of a Member Club;

ii. is a member of, or student enrolled at, or otherwise employed or appointed (including as a volunteer) by, a Member School, a Member University Organisation, an Affiliate, or another Member Organisation; and

iii. wishes to Participate in Rowing for that Member Organisation:

prior to, or at the same time as, seeking to Participate in Rowing, for which Membership of RNZ and the Applicable Member Organisations shall be a condition of them becoming a Member; or

c. in the case of an individual who is elected or appointed to be an officer of a Member Organisation, or to another position of a Member Organisation which is associated with Rowing in any capacity: as part of, and at the same time as making their application for or being appointed or elected to the relevant position, in which becoming a Member of RNZ shall be a condition of their appointment to such position; and

d. in all cases, if the individual applicant in Rule 7.2a, Rule 7.2 b or Rule 7.2c is under 18 years of age on the date of application (including any application for renewal), then at the same time as their application for (or renewal of) Individual Membership, a separate application must be made by a parent or guardian of that individual, for that parent or guardian to become an Individual Member in their own right; and

e. an individual may become an Individual Member in two or more categories or capacities of Individual Membership at the same time if specified in the constitution of the Applicable Member Organisations, (for example, as a rower and a coach) or as a Member of two or more Member Organisations (for example, as a Member of a Member Club and as a board member of a Member Association). For each such category or capacity, a separate application for Membership and consent to be a Member (including for renewal of Membership) is required in accordance with this Constitution. All references to an Individual Member in this Constitution means the Individual Member in all of their categories and capacities, unless stated otherwise.

7.3 **Process to become Appointed Member or Life Member**: The process for becoming a Member as a Appointed Member or a Life Member is specified in Rule 9 and Rule 10, respectively.

7.4 **Member Consent:**

a. An applicant under Rule 7.1 or Rule 7.2 consents to become a Member of RNZ by making an application for (or renewal of) Membership and:

i. for an applicant organisation to become a Member Organisation, the person completing the application must be authorised by the board, committee or equivalent governing body, of the applicant organisation to make such application; or

ii. for an individual applicant who is under 18 years of age (on the date of application), both the applicant and at least one of their parents or their guardian must consent in writing to the applicant becoming an Individual Member (in addition to the parent or guardian applying to become a Member under Rule 7.2d).

b. In the case of Appointed Members, every individual must, prior to taking office, consent in writing to become a Member and certify they are not disqualified from holding office or being appointed under this Constitution or the Act.

7.5 **Duration of Membership for Member Organisations:** On receipt of an application from an organisation for Membership as a Member Organisation (under Rule 7.1), the RNZ Board, or in the case of an application to become a Member Club or a Member School, the Applicable Member Association Board, shall review the application and decide in its discretion (including making any enquiries as it considers necessary) whether to approve it in the relevant Category of Membership. If approved, Membership as a Member Organisation:

a. commences upon payment by the applicant of the applicable Membership fee(s), if any, to RNZ and the Applicable Member Organisations; and

b. continues indefinitely unless its Membership ceases under Rule 12.

7.6 **Duration of Membership for Individual Members:**

a. Upon an individual who is not a current Member making an application (using the form and method approved by RNZ) to become an Individual Member, the individual automatically commences their Membership as an Individual Member of RNZ and the Applicable Member Organisations on a provisional basis, subject to Rule 7.6b, Rule 7.6c, Rule 7.6d and Rule 7.6e (for individuals wishing to renew their Membership).

b. Within ninety (90) days of an individual obtaining provisional Membership, RNZ and any of the Applicable Member Organisations, may each decide in their discretion (having undertaken such enquiries as they consider necessary) to revoke the Membership, for any reason, including that the individual is not eligible or has failed to pay any Membership Fee or other fees that were due; and if so, their provisional Membership will be revoked upon notification to the individual concerned. The consequences of provisional Membership being revoked is the same as if the individual had been terminated from Membership (under Rule 13.6).

c. If provisional Membership is not revoked and notified to the individual by RNZ or an Applicable Member Organisation in accordance with Rule 7.6b, the individual will automatically be deemed to be an Individual Member upon the expiry of the ninety (90) days, and their Membership continues for the period of the Membership Year, or if the application is made part way through a Membership Year, then for the balance of that Membership Year, unless it ceases prior to that date under Rule 12.

d. An individual with provisional Membership is entitled, for the period of their provisional Membership, to all the rights and entitlements, and must comply with all the obligations, of an Individual Member as set out in this Constitution, the Regulations and the constitutions and regulations of the Applicable Member Organisations.

e. An existing Individual Member who wishes to renew their Membership will automatically commence their Membership (which will not be provisional) upon making an application for the renewal of their Membership for the next Membership Year and payment of the applicable Membership Fees to the Applicable Member Organisations.

7.7 **Appeal if Application for Member Club Declined:** If a Member Association declines Membership of an applicant organisation to be a Member Club (under Rule 7.1b), the applicant organisation may appeal such decision, in writing, to the RNZ Board. The grounds and procedure for any such appeal will be as specified in Regulations. The RNZ Board may approve or decline the Membership of the applicant organisation. Its decision will be final and there is no further right of appeal. There is no right of appeal of a decision made to decline an application to be a Member Association, Member School, Member University Organisation, Affiliate Member, Life Member or an Individual Member.

7.8 **Amalgamation or Splitting of Member Associations**: If two (2) or more Member Associations wish to amalgamate to become one Member Association, or one Member Association wishes to split and become two (2) or more Member Associations, they must obtain the prior approval, from the Board.

7.9 **Ineligible Individual Member Process:** The following process will apply where a member is ineligible for membership under Rule 8.1(f)(iv):

a. **Application:** An individual who is otherwise ineligible for membership under Rule 8.1(f)(iv) may apply in writing to become (or be renewed as) an Individual Member. The Board will refer any such application to a Board Committee appointed for this purpose.

b. **Committee powers and process:** The committee appointed for this purpose may approve, decline, or approve with conditions any application under this Rule 7.9 after considering (without limitation):

i. the nature and seriousness of the offence(s);

ii. the time elapsed since conviction and/or release;

iii. any evidence of rehabilitation, including conduct since conviction;

iv. the relevance of the offence(s) to safeguarding or to the integrity of rowing;

and

v. any other information the committee decides may be relevant or assist the decision making process.

The committee appointed for this purpose must conduct its process in accordance with natural justice, manage conflicts of interest, and record brief reasons for its decision

c. **Appeal:** An applicant may appeal a decision of the committee to the full Board. The Board on receipt of an appeal, may choose how to proceed, and has the power to confirm, reverse, or vary the decision (including by imposing conditions) as it sees fit. The Board's decision is final.

8. MEMBERSHIP ELIGIBILITY CRITERIA

8.1 To be eligible for Membership, applicants must satisfy the criteria below for the relevant Category of their Membership:

a. **Member Associations**: To become a Member Association, an applicant must:

i. be an incorporated society registered and compliant with the Act;

ii. govern and operate the Sport within a defined regional area as specified in Regulations;

iii. have a constitution that is compliant and consistent with this Constitution, and the Regulations; and

iv. meet such other criteria as decided by the Board.

b. **Member Clubs**: To become a Member Club, an applicant must:

i. be an incorporated society registered and compliant with the Act;

ii. be located and operate within a Member Association's area (under Rule 8.1aii);

iii. have its racing colours approved by the RNZ Board prior to their application;

iv. have a constitution that is compliant and consistent with this Constitution, the Regulations and the constitution and regulations of the Applicable Member Organisations;

v. meet the criteria to become a Member Club of the Applicable Member Association; and

vi. meet such other criteria as decided by the Board.

c. **Member Schools:** To become a Member School, an applicant must:

i. be a Registered School;

ii. have its racing colours approved by NZSSRA;

iii. have procedures which enable it to seek the consent of its students (and their parents/guardians), and others appointed by the school, who wish to Participate in Rowing for the school, to become Individual Members of NZSSRA and RNZ and provide the required Membership information to RNZ;

iv. meet the criteria to become a member school of NZSSRA, provided that such criteria is not inconsistent with this Constitution; and

v. meet such other criteria as decided by the Board.

d. **Member University Organisations:** To become a Member University Organisation, an applicant must:

i. either be a University or a Rowing club at a University (whether or not incorporated) whichever is responsible for Rowing at the University;

ii. have its racing colours approved by NZURC prior to its application;

iii. if it is an incorporated society, have a constitution that is compliant and consistent with this Constitution, the Regulations and the constitution and regulations of any Applicable Member Organisations;

iv. if it is a University, have procedures which enable it to seek the consent of its students, and others appointed by the University, who wish to Participate in Rowing for the University, to become Individual Members of RNZ and provide the required Membership information to RNZ; and

v. meet such other criteria as decided by the Board.

e. **Affiliate Members:** To become an Affiliate Member, an applicant must:

i. be a not for profit incorporated legal entity registered and compliant with the applicable law;

ii. have interests or purposes that are aligned with those of RNZ;

iii. have a constitution (or equivalent governing document) that is compliant and consistent with this Constitution and the Regulations;

iv. not be eligible to be a Member under any other Category of Membership; and

v. meet such other criteria as decided by the Board.

f. **Individual Members:** Any individual may become (or be renewed as) an Individual Member if they:

i. are 18 years of age or older on the date of application (or renewal), or if not, have the consent of at least one of their parents or their guardian to become a Member;

ii. wish to Participate in Rowing;

iii. meet any criteria specified by the Applicable Member Organisations to become a Member; and

iv. have not been convicted of:

(a) any category 4 offence (as defined in the Criminal Procedure Act 2011); or

(b) any sexual or violence offence (whether Category 3 or otherwise) for which the maximum penalty is imprisonment for more than two (2) years, whether or not a sentence of imprisonment was imposed.

9. APPOINTED MEMBERS

9.1 The following individuals will be Appointed Members:

a. the President;

b. Board Members;

c. any other individual appointed by the Board, the Chief Executive or persons delegated by either of them, to act on behalf, or under the authority, of RNZ, in any capacity; excluding the Patron, the independent member of the BAC (under Rule 23.2c), the Chief Executive, and RNZ staff.

9.2 Appointed Members will be appointed or elected to their position in accordance with this Constitution, the Regulations, the Rules of Racing or as decided by the Board or the Chief Executive.

9.3 An individual consents to becoming an Appointed Member on acceptance of their appointment or election to their position.

10. LIFE MEMBERS

10.1 **Criteria:** An individual may be granted life membership if they have rendered exceptional service to Rowing over an extended period of time.

10.2 **Nomination**: RNZ will call for nominations for the Life Members not less than ninety (90) days prior to the date scheduled for an AGM. Nominations must be submitted to the Chief Executive not less than sixty (60) days prior to the date scheduled for AGM. The Board will consider such nominations and notify the Member Associations of its recommendations not less than thirty (30) days prior to the date scheduled for the AGM.

10.3 **Election**: Life Members will be elected by the Delegates from the nominees recommended by the Board by Special Majority vote at the AGM.

10.4 **Consent:** An individual consents to becoming a Life Member on accepting their life membership.

10.5 **Duration**: The duration of membership of a Life Member is for life, subject to cessation of membership under Rule 12.

11. RIGHTS AND OBLIGATIONS OF MEMBERSHIP

11.1 **Rights**: Members are entitled to:

a. the rights and entitlements applicable to their Category of Membership specified in this Constitution, the Rules of Racing, the Regulations and the Act;

b. if an Individual Member; Participate in Rowing with their Applicable Member Organisations, other Member Organisations and RNZ in accordance with, and subject to, the applicable terms and conditions of their Membership and any other terms and conditions (including eligibility requirements) applying to their Participation in Rowing, as decided by the relevant Member Organisations or RNZ (as applicable);

c. if a Member Organisation; hold events and regattas using the Rules of Racing and other applicable rules of RNZ; and

d. such other rights and entitlements as decided by the Board, from time to time.

11.2 **General Obligations**: Members acknowledge and agree that they:

a. are bound by, and will comply with, this Constitution, the Regulations and the Rules of Racing;

b. are bound by, and will comply with the constitution, regulations, all rules, codes, standards, resolutions, decisions, policies and procedures of the board or equivalent committee of the Applicable Member Organisations;

c. to the extent applicable, are bound by and will comply with, all World Rowing Statutes, Rules, Bye-Laws and Regulations and all decisions taken by World Rowing;

d. are subject to the jurisdiction of RNZ and the Applicable Member Organisations including their respective disputes and disciplinary procedures;

e. will comply with, and if a Member Organisation, enforce the Rules of Racing and other applicable Regulations related to the Sport;

f. do not have any rights of ownership of, or the right to use, the property of RNZ and may only use the Intellectual Property of RNZ in accordance with this Constitution, or by agreement with RNZ; and

g. will meet all the applicable requirements and obligations specified in this Constitution, the Regulations and the Rules of Racing or as otherwise decided by the RNZ Board, to receive, continue to receive, or exercise any of their rights as a Member.

11.3 **Obligations for Member Associations, Member Clubs, Member University Organisations and Affiliates:** In addition to the general obligations under (Rule 11.2), each Member Association, Member Club, Member University Organisation (if a club) and Affiliate Member, will:

a. remain an incorporated society or a not for profit incorporated legal entity (as required under Rule 8.1) in compliance with the applicable law (unless it is a Member University Organisation which is unincorporated); and

b. have a constitution (or equivalent governing rules) which is consistent, and complies, with this Constitution and to provide a copy to RNZ on request and following any amendments made to it.

11.4 **Additional Obligations for all Member Organisation**s: Additionally, each Member Organisation will:

a. require individuals who are or wish to become a member of the Member Organisation, to also become a Member of RNZ in accordance with this Constitution, and the Regulations;

b. require individuals who are or wish to Participate in Rowing for their Applicable Member Organisations and RNZ, to become a Member of the Applicable Member Organisations (if any) and RNZ in accordance with this Constitution and the Regulations;

c. have and use a Member Management Process approved by the Board for all its Members or students (and their parents/guardians, if required) in the case of Member Schools and Member University Organisations (which are Universities), in accordance with this Constitution, and the Regulations;

d. pay any Membership Fees and other fees due to RNZ in accordance with Rule 14;

e. continue to comply with all the criteria to be a Member Organisation in their Category of Membership;

f. not become a Member of, or otherwise be affiliated to or have a proprietary interest in, any other national or regional Rowing organisation in New Zealand other than RNZ or a Member Organisation, unless permitted by the Board;

g. promote the interests and Purposes of RNZ and those of the Member Organisations, and not do anything to bring any of them into disrepute; and

h. comply with such other obligations as specified in this Constitution and the Rule and Regulations.

12. CESSATION OF MEMBERSHIP

12.1 An Individual Member, Life Member, and Appointed Member ceases to be a Member:

a. if an Individual Member, on the expiry of the Membership Year, unless their Membership is renewed (under Rule 7.6e);

b. upon their death;

c. by giving notice of their resignation from Membership, in the manner specified in the Regulations, to the Applicable Member Organisations;

d. if their Membership is terminated due to no longer being Eligible under Rule 8.1;

e. if their Membership is terminated due to a default in payment under Rule 13.2;

f. if their Membership is terminated following a dispute resolution or disciplinary process or other process specified in this Constitution, the Regulations or the Rules of Racing;

g. if, for any other reason, their Membership ends or ceases in accordance with the constitutions of the Applicable Member Organisations;

h. if a student of a Member School or a Member University Organisation (which is a University); upon them ceasing to be enrolled with the Member School or Member University Organisation respectively;

i. if an Individual Member who is the parent or guardian of an Individual Member (under Rule 7.2d); upon either:

   i. the child they are the parent or guardian of, becoming 18 years of age; or

   ii. the termination of the child as an Individual Member;

j. if an individual (other than a student) of a Member School or Member University Organisation involved in Rowing in any capacity; upon them ceasing to be employed or appointed (including as volunteer) by that Member School or Member University Organisation;

k. if their position as an officer of a Member Organisation, or another position with the Member Organisation involved with Rowing in any capacity, ends for any reason; or

l. if an Appointed Member, they cease to hold the relevant position with RNZ, whether due to their resignation, expiry of term of office, removal or otherwise.

12.2 A Member Organisation ceases to be a Member:

a. upon its liquidation, removal from the Register of Incorporated Societies, dissolution, entering into administration, or ceasing its operations;

b. in the case of a Member School or a Member University Organisation (which is a University), upon it ceasing to be a Registered School or University, respectively;

c. by giving not less than sixty (60) days' notice of its resignation from Membership to the Applicable Member Organisations;

d. if its Membership is terminated by any Applicable Member Organisation under its constitution and regulations;

e. if its Membership is terminated by RNZ under Rule 13; or

f. if its Membership is terminated by RNZ following a dispute resolution or disciplinary process or other process specified or referred to in this Constitution, the Regulations or the Rules of Racing.

12.3 A Member who ceases to be a Member:

a. automatically ceases Membership of all the Applicable Member Organisations upon their cessation, unless an Individual Member is also a Member in another category or capacity (under Rule 7.2e) and the cessation of Membership in one such category or capacity did not occur due to termination of Membership under Rule 12.1d, Rule 12.1e, Rule 12.1f or Rule 12.1g, in which case their Individual Membership in the other category or capacity of Membership will continue, subject to this Constitution;

b. remains responsible to pay all outstanding Membership Fees and other fees due to the Applicable Member Organisations;

c. must return all property of the Applicable Member Organisations; and

d. ceases to be entitled to any rights as a Member but continues to be bound by any obligations as a Member which survive their Membership under this Constitution, the Regulations, and the Rules of Racing, (including all dispute and disciplinary rules), unless the RNZ Board decides otherwise.

12.4 Any Member who ceases to be a Member under Rule 12.1 or Rule 12.2 must notify their Applicable Member Organisation of such cessation, which must, in turn, notify RNZ of the cessation of Membership. RNZ will adjust the Members' Register accordingly.

13. SUSPENSION, SANCTIONS AND TERMINATION OF MEMBERSHIP

13.1 **Grounds for Suspension or Termination**: A Member may be suspended or terminated from Membership of RNZ and the Applicable Member Organisations or have sanctions imposed, if the Member:

a. defaults in payment under Rule 13.2;

b. is suspended or terminated by any Applicable Member Organisation, in accordance with its constitution and regulations; or

c. is suspended or terminated by the RNZ Board, or has sanctions imposed on them,

under this Rule.

13.2 **Default**: If a Member has not paid the Membership Fee (if any) or any other fees or payments due to RNZ by the due date:

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

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

13.3 **Suspension, Sanctions or Termination by RNZ Board**:

a. The Board may suspend the Membership of a Member for up to twelve (12) months, impose other sanctions or terminate their Membership, if:

i. a Hearing Body or any other body having jurisdiction over a Member recommends such action or imposes a sanction;

ii. the Board, or any individual(s) appointed by it, considers after reasonable enquiry that the Member did not comply with this Constitution, a Rule, a Regulation, any Rules of Racing or any resolution or decision decided by the Board or at a General Meeting; or

iii. where the Member is an Individual Member; they are no longer eligible to be a Member under Rule 8.1f.

b. Before any suspension, sanction or termination is imposed by the Board on a Member:

i. they will be given twenty-one (21) days' notice of the proposal to suspend, impose a sanction or terminate the Member, unless the proposal arises from a Member's failure to comply with any one or more of the applicable Membership criteria under this Constitution, in which case three (3) months' notice will be given; and

ii. has the right to be present, make submissions and be heard on the proposal to suspend, impose any sanction or to terminate the Member.

13.4 **Appeal**: There is no right of appeal of a decision made under Rule 13.3.

13.5 **Reinstatement**:

a. Subject to Rule 13.5b and Rule 13.5c, Membership that has been terminated under this Constitution may be reinstated at the discretion of the RNZ Board, within such period as it considers appropriate, provided that any payments owing to any Member Organisation or RNZ have been fully repaid. In deciding whether to reinstate a Member, the RNZ Board may take into account whether the matter giving rise to the termination has been rectified or remedied, or whether any sanction imposed has been served.

b. Membership of a Member Organisation that was terminated under or on the recommendation of a disputes or disciplinary process, will not be reinstated without the approval of the RNZ Board.

c. Membership that has been terminated by decision of an Applicable Member Organisation may be reinstated in accordance with its constitution and regulations.

d. Reinstatement to Membership under this Rule will mean the individual or organisation is reinstated to Membership of RNZ and the Applicable Member Organisations, without the need for separate applications to each entity.

13.6 **Consequences of Suspension or Termination of Membership**: Where any Member's Membership is suspended or terminated by RNZ or an Applicable Member Organisation, the following consequences apply to the Member for the period of the suspension, or indefinitely if terminated:

a. the suspension or termination applies to the Member's Membership of RNZ and all the Applicable Member Organisations;

b. if the Member is suspended, they continue to be bound by this Constitution, the Regulations, the Rules of Racing and the constitutions and regulations of the Applicable Member Organisations' including all of their obligations during the period of suspension;

c. the Member forfeits all rights and entitlements it has a Member under this Constitution, the Regulations, the Rules of Racing and the constitutions and regulations of the Applicable Member Organisations;

d. the Member may not make any claim upon RNZ and its property, nor use any RNZ property including its Intellectual Property;

e. if the Member is an Individual Member, is not entitled to Participate in Rowing with any Member Organisation or RNZ;

f. if the Member is a Member Organisation, is not entitled (if it had the right to do so) to call, attend, be represented at, speak, move or second motions, or vote at any General Meeting, or a Resolution Outside of a Meeting; and

g. if the Member is a Member Organisation, is not entitled to permit any of its Members or officials to Participate in Rowing with any Member Organisation or RNZ.

14. MEMBERSHIP AND OTHER FEES

14.1 All Member Associations and Member Clubs must, and other Member Organisations may, be required to, pay a Membership Fee annually to RNZ and such Event Fees as are applicable. The Membership Fees and Event Fees must be approved, on the recommendation of the Board, by a Majority at a General Meeting.

14.2 Individual Members and Affiliate Members may be required to pay a Membership Fee, Event Fees or other fees to RNZ (in addition to any fees payable to their Applicable Member Organisations), such fee (if any) to be decided by the RNZ Board from time to time. Before deciding any fees under this Rule, the RNZ Board must consult with the Member Associations on any proposal to impose (or change) fees payable by Individual Members; and with Affiliate Members on any proposal to impose (or change) fees payable by Affiliate Members, by giving them not less than sixty (60) days' notice of the proposal and the opportunity to provide feedback on it to the RNZ Board.

14.3 In deciding Membership Fees and Event Fees under this Rule, there may be different fees for different types of Members within a Category of Membership.

14.4 Life Members, and Appointed Members, are not required to pay Membership Fees, Event Fees or other fees.

15. MEMBERS' REGISTER

15.1 RNZ will keep an up-to-date Members' Register at all times.

15.2 For each Member, the Members' Register will set out the details about every Member as required by law, and any other information reasonably required by the Board.

15.3 Any Member Organisation may request access to the list of its Individual Members held by RNZ but will not be entitled to an Individual Member's Contact Details unless that Individual Member has given their consent for disclosure of those details.

15.4 A Member must provide notice to RNZ of any change to their Contact Details or, in the case of a Member Club, Member Association or Affiliate Member, any change to the Contact Details of the Member Organisation itself and their Members. Member Schools and Member University Organisations must provide notice to RNZ of any change to the Contact Details of the Member School or the Member University Organisation respectively and their students and other individuals involved in Rowing from, or appointed by, the Member School or Member University Organisation respectively. The Members' Register will be updated as soon as practicable after RNZ becomes aware of changes of the information recorded in the Members' Register.

PART 3 – GOVERNANCE

16. OFFICERS

16.1 **RNZ Officers**: The Officers of RNZ are the Board Members, the Chief Executive and any other person occupying a position in RNZ that allows the individual to exercise significant influence over the management or administration of RNZ.

16.2 **Qualified**: Officers must be qualified under the Act. If an Officer ceases to be qualified, the individual will automatically be deemed to have vacated their office upon the occurrence of circumstance or the decision which resulted in their disqualification. If the Chief Executive becomes disqualified, the terms and conditions of their employment or engagement with RNZ will apply instead.

16.3 **Duties**: An Officer:

a. when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of RNZ;

b. must exercise a power as an Officer for a proper purpose;

c. must not act, or agree to RNZ acting, in a manner that contravenes the Act or this Constitution, the Regulations or the Rules of Racing (if applicable);

d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of RNZ, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

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

f. must not agree to RNZ incurring an obligation unless the Officer believes at that time on reasonable grounds that RNZ will be able to perform the obligation when it is required to do so; and

g. when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

   i. an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

   ii. a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or

   iii. any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority;

   if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

16.4 **Cessation as Officer:** An individual ceases to be an Officer, if they:

a. resign from their office in accordance with the Act;

b. become disqualified from being an Officer under the Act;

c. die;

d. are a Board Member and become ineligible to be a Board Member (under Rule 18.3);

e. are a Board Member and are removed from office in accordance with Rule 26.2;

f. are the Chief Executive, and their employment or contract of engagement is terminated;

g. are terminated as, or cease to be, a Member under this Constitution; or

h. otherwise vacate their office resulting in a Casual Vacancy.

17. BOARD ROLE AND POWERS

17.1 **Role:** Except as specified otherwise in the Act or this Constitution, the Board is responsible for governing, managing, directing and supervising the operation and affairs of RNZ.

17.2 **Powers:** The Board has all the powers necessary to carry out its role and to do all things that are not expressly required to be undertaken at a General Meeting under this Constitution or are specified otherwise in the Act or this Constitution.

17.3 **Delegations:** The Board will, through clearly defined delegations of authority, delegate to the Chief Executive the day-to-day management, direction and supervision of the operations and affairs of RNZ.

18. BOARD COMPOSITION

18.1 **Size:** The Board will comprise of nine (9) persons as follows:

a. four (4) Appointed Board Members, appointed under Rule 22;

b. four (4) Elected Board Members, elected under Rule 22; and

c. one (1) Board Member appointed by the Board to be the NZSSRA Appointee, following a nomination by the NZSSRA Schools Committee and the recommendation of the BAC (under Rule 22.7c).

18.2 **Gender:** At least forty percent (40%) of the Board must comprise Board Members of each Gender.

18.3 **Eligibility to be a Board Member**: No person may become, or remain as, a Board Member who is:

a. not qualified under the Act to be an Officer;

b. not ordinarily resident within New Zealand;

c. otherwise ineligible under this Constitution including being under suspension or terminated as a Member;

d. the Chief Executive or an employee of RNZ; or

e. an officer, employee or otherwise holds any position in which they act on behalf, or under the authority, of any Member Association, in any capacity, unless the person (if elected or appointed to the RNZ Board) ceases to be in that position within three (3) months from commencing office as a Board Member. This Clause does not apply to the NZSSRA Representative appointed to the RNZ Board Under Clause 18.1c.

19. CHAIR

19.1 **Appointment:** At the first Board meeting held after every AGM, the Board will appoint one (1) of the Board Members to be the Chair of the Board and may appoint another to be the Deputy Chair.

19.2 **Role:** The role of the Chair is to represent RNZ and lead the Board. Their responsibilities are to:

a. represent RNZ at relevant events, functions and other activities, as requested by the Board;

b. chair meetings of the Board;

c. be a member of the Board;

d. be the primary liaison between the Board and the Chief Executive; and

e. undertake such other responsibilities specified in this Constitution or delegated to them by the Board.

19.3 **Term:** The term of office for the Chair, and Deputy Chair (if any), will be one (1) year:

a. commencing at the Board meeting at which they are appointed; and

b. ending at the commencement of the first Board meeting held after the next AGM following their appointment, unless the Board decides to change the Chair or Deputy Chair (under Rule 19.5), they resign from the position of Chair or Deputy-Chair, (as applicable) or their term of office as a Board Member ceases for any reason prior to that date.

19.4 **Unavailability**: If the Chair is temporarily unavailable during their term to carry out any of their responsibilities for any reason, the Deputy Chair (if any) or if there is no Deputy Chair or the Deputy Chair is also unavailable, then another Board Member appointed by the Board), will undertake the responsibilities of the Chair during such period of unavailability.

19.5 **Change:** The Board may change the Chair or Deputy Chair to another Board Member for any reason during the term of office of the Chair or Deputy Chair by Special Majority of the Board.

19.6 **Vacancy:** If a Casual Vacancy arises in the position of the Chair or Deputy Chair, the Board will appoint another Board Member to be the Chair, and may appoint a replacement Deputy Chair, for the balance of the term of the vacating Chair or Deputy Chair.

20. TERM OF OFFICE

20.1 **Term:** Subject to this Constitution, a Board Member's term of office will be for a term of three (3) years:

a. for an Elected Board Member:

i. commencing at the conclusion of the AGM at which they were elected; and

ii. ending at the conclusion of the AGM held approximately three (3) years later; unless a Casual Vacancy arises in their Elected Board Member position (under Rule 21) prior to the expiry of their term;

b. for an Appointed Board Member and the NZSSRA Appointee:

i. commencing at the first Board meeting held after they were appointed; and

ii. ending at the commencement of the first Board meeting held approximately three (3) years after their appointment, unless a Casual Vacancy arises in their Appointed Board Member position (under Rule 21) or their NZSSRA Appointee position, respectively, prior to the expiry of their term.

20.2 **Maximum Term:** Subject to this Constitution, Board Members may be re-appointed or re-elected to the Board for up to a maximum of three (3) consecutive terms of office or nine (9) consecutive years in office (whichever is the greater).

20.3 **Additional Term if Necessary**:

a. The Board may by Majority vote, appoint a Board Member to be an Appointed Board Member for a fourth consecutive term of up to three (3) years where:

i. it considers this is necessary for the maintenance of suitable skills and experience on the Board;

ii. the BAC prior approves such appointment; and

iii. the appointment is approved by a Majority at the AGM held before the Board's Members term of office is due to expire.

b. Member Associations may, on recommendation from the Board and with prior approval of the BAC, by Majority at the AGM held before the Board Member's term is due to expire, re-elect a Board Member as an Elected Board Member for a fourth consecutive term of up to three (3) years, where they consider it necessary for the maintenance of suitable skills and experience on the Board.

20.4 **Stand Down:** Subject to Rule 20.3 (Additional Term if Necessary), a Board Member who has served the maximum term of office may seek re-election or re-appointment to the Board after a stand down period of at least twelve (12) months.

21. CASUAL VACANCIES

21.1 A Casual Vacancy on the Board will arise if a Board Member:

a. notifies the Board of their resignation prior to the expiry of their term of office;

b. is removed from office (under Rule 26.2);

c. is absent from three (3) or more consecutive Board Meetings without having their absence approved by the Chair or without reasonable excuse;

d. is disqualified from being an Officer under the Act;

e. is no longer Eligible to be a Board Member (under Rule 18.3);

f. dies; or

g. vacates their office due to the expiry of their term and there are insufficient nominees or applicants, or the position otherwise fails to be filled by election or appointment under Rule 22.

21.2 If a Casual Vacancy arises on the Board, the remaining Board Members must appoint (on the recommendation of the BAC), an individual who is Eligible to be a Board Member, unless the AGM is within six (6) months of the vacancy arising, in which case the position may be left vacant until the AGM.

21.3 The term of office for a Board Member appointed to fill a Casual Vacancy, will only be for the period until the next AGM, at which time an election or an appointment (as applicable) will be made for the vacant position in accordance with Rule 22.

21.4 Notwithstanding that an individual is appointed by the Board to fill a Casual Vacancy under this Rule, the replacement Board Member will, for the purposes of this Constitution, either be an Elected Board Member, Appointed Board Member, or NZSSRA Appointee whichever was the nature of the vacated position.

21.5 If the term of office of an individual appointed to fill a Casual Vacancy under this Rule is less than twelve (12) months, it will not be counted for the purposes of their maximum term of office (under Rule 20.2).

22. BOARD ELECTION AND APPOINTMENT PROCESS

22.1 **Board's Needs:** Prior to a vacancy or anticipated vacancy arising in the position of a Board Member, the Board will decide its needs in terms of Board Members (based on the criteria in Rule 23.8, and any gaps it has in skills, knowledge, experience, attributes and diversity of the Board), and provide this to the BAC.

22.2 **Notify Vacancies:** Not later than ninety (90) days prior to the date scheduled for each AGM, the Chief Executive will notify the Members of the Board Member positions that are or will become vacant. This will be accompanied by the criteria (under Rule 23.8) and the needs of the Board (provided under Rule 22.1). These vacancies will also be advertised publicly and on the RNZ Website.

22.3 **Nominations and Applications:**

a. Only individuals who are Eligible to be a Board Member under Rule 18.3 may be nominated or apply to become a Board Member.

b. Nominations for any Elected Board Member positions that are or will become vacant must be submitted by two (2) Member Associations. Applications for any Appointed Board Member positions that are or will become vacant may be made by any individual.

c. Nominations and applications (including a nomination for the NZSSRA Appointee) must be made in the form and manner required by RNZ (including the nominee or applicant's consent to become a Member) and received by the Chief Executive by not later than sixty (60) days prior to the AGM.

22.4 **BAC Assessment:** By not later than thirty (30) days prior to the AGM, the BAC will:

a. carry out its responsibilities in accordance with Rule 23.7 and assess the nominees and applicants, (which may include undertaking interviews and making such other enquiries about nominees and applicants as it sees fit);

b. decide its recommendations of the nominees for the Elected Board Member positions that are or will become vacant which it considers are best suited based on the criteria in Rule 23.8 and the needs of the Board (provided under Rule 22.1). The BAC may recommend to the Delegates any number of nominees which it considers are best suited to be Elected Board Members, including more or less than the number of vacancies available; and

c. send a written report to the Chief Executive with its recommendations of the nominees it considers are best suited to be Elected Board Members, with reasons provided. The Chief Executive will promptly send this report to the Delegates.

22.5 **Elected Board Member Process at AGM:** At the AGM:

a. all eligible nominees for an Elected Board Member position will be included in the voting ballot for election including those who are not recommended by the BAC, unless a nominee withdraws their nomination prior to the AGM;

b. each Delegate is entitled to cast their vote for one nominee for each of the vacant Elected Board Member positions;

c. an election will be held even if there are the same number of nominees as there are vacant Elected Board Member positions;

d. the nominees with the highest number of votes for the number of vacant Elected Board member positions will be elected;

e. if votes between the highest polling nominees for a position are tied, a second round (or if needed, further rounds) of voting between the tied nominees will be undertaken, to find the nominee with the highest number of votes for that position. If the tie is not resolved the matter will be referred to the BAC, which will decide (based on the criteria in Rule 23.8 and the needs of the Board provided under Rule 22.1) which of the tied nominees will be elected, as soon as practicable after the AGM;

f. if there are no nominees for any vacant Elected Board Member position, it will remain vacant and will be a Casual Vacancy under Rule 21;

g. the NZOC will be represented at the AGM to validate the elections, as required by World Rowing.

22.6 **Notify BAC:** Following the AGM, the Chief Executive will promptly notify the BAC of the individuals who were elected to any vacant Elected Board Member positions.

22.7 **Appointed Board Members Process:** By not later than fourteen (14) days after the AGM the BAC will:

a. carry out its responsibilities in accordance with Rule 23.7 and undertake any further assessment of the applicants and the nominee for the NZSSRA Appointee;

b. decide on the applicants to be appointed to the Appointed Board Member positions that are or will become vacant which it considers are best suited based on the criteria in Rule 23.8 and the needs of the Board (provided under Rule 22.1).

c. decide its recommendation (or otherwise) to the Board on the NZSSRA Appointee if it considers the nominee is best suited based on the criteria in Rule 23.8 and the needs of the Board (provided under Rule 22.1);

d. notify all applicants of its decisions on the appointment of the Appointed Board Members; and,

e. send a report to the Chair of the Board with its decisions on the Appointed Board Members and its recommendation (or otherwise) on the NZSSRA Appointee, with reasons provided. The Board will then decide on the appointment (or otherwise) of the NZSSRA Appointee and inform the NZSSRA Schools Committee and the appointed NZSSRA Appointee. The Chief Executive will promptly send the BAC's report to the Delegates together with the name of the appointed NZSSRA Appointee.

22.8 **No Suitable Applicants**: If the BAC considers there are no suitable applicants for a vacant Appointed Board Member position it may decide not to fill it, in which case it will be a Casual Vacancy under Rule 21. If the Board, on the recommendation of the BAC, considers the nominee for the NZSSRA Appointee is not suitable, it will request the NZSSRA Schools Committee to nominate another individual and the process in Rule 22.7 will be undertaken again (with adjustments as to timing decided by the Board).

23. BOARD APPOINTMENTS COMMITTEE (BAC)

23.1 **Role**: The role of the BAC is to make independent assessments of nominees and applicants for Board Member positions, that are or will become vacant by undertaking its responsibilities under this Constitution.

23.2 **Composition**: The BAC shall comprise of the following individuals:

a. the Chair of the Board, or if they are seeking re-election or re-appointment to the Board, another Board Member as decided by the Board, (who is not seeking re-appointment or re-election to the Board);

b. one (1) individual who is the Members' Representative appointed in accordance with Rule 23.3;

c. one (1) individual appointed by the Board, who is independent of RNZ and is suitably skilled, qualified, or experienced to carry out the functions of the BAC, taking into account the skills, qualifications and experience of the other BAC members. This member will be the Convenor of the BAC; and

d. if the Board decide it is desirable to do so, one (1) other individual appointed by the Board to bring specific knowledge, experience or diversity to the BAC.

23.3 **Election of Members' Representative**:

a. In the notice of each AGM (under Rule 35.2), the Chief Executive will call for nominations from Member Associations for an individual to be elected as the Members' Representative on the BAC;

b. The election will be held at each AGM on the same basis as for Elected Board Members under Rule 22;

c. The Members' Representative cannot be a Board Member, Officer, or RNZ employee;

d. If a Casual Vacancy arises in the Members' Representative prior to the expiry of their term on the BAC and the BAC has not completed carrying out its responsibilities under Rule 23, a replacement will be elected following nominations (on the same basis as Rule 23.3a) held by a Members' Resolution Outside of a Meeting (under Rule 40) within a period decided by the Board.

23.4 **Timing of Appointment**: Except for the Members' Representative on the BAC, the remaining members of the BAC will be appointed by the Board, at least ninety (90) days prior to the date scheduled for any AGM at which there are Board Member positions which are or will become vacant, or as required for any Casual Vacancy to be filled under Rule 21.

23.5 **Eligibility**: No individual will be eligible to be a member of the BAC, or to remain on it, if the individual would not be Eligible to be a Board Member (under Rule 18.3), except that Rule 18.3e will not apply to the Members' Representative on the BAC. In addition, no member of the BAC may seek appointment as a Board Member while in office as a member of the BAC. If a member of the BAC does not remain Eligible to be a Board Member under this Rule while they are in office, they will automatically be deemed to have vacated their office upon the occurrence of the circumstance or the decision of the Relevant Authority which means they are not Eligible to be a Board Member under this Rule.

23.6 **Term**: Except for the Members' Representative, the term of office for a BAC member is two (2) years from the date of appointment. The Members' Representative on the BAC will be elected at each AGM and will commence their term immediately following the report of the previous BAC being sent to the Chair of the Board under Rule 22.7e; and

shall continue until such report is sent after the next AGM. BAC members may be re-appointed for further terms, up to a maximum of three (3) consecutive terms or, for the BAC members other than the Members' Representative, six (6) consecutive years, whichever is the greater.

23.7 **Responsibilities**: The responsibilities of the BAC are to:

a. identify and invite suitable nominees and applicants to apply for any vacant Board Member positions (other than the NZSSRA Appointee);

b. independently assess nominations and applications (including the NZSSRA Appointee), including undertaking such enquiries, interviews and due diligence on nominees and applicants, as it sees fit;

c. make recommendations on the nominees for Elected Board Member positions and the nominee for the NZSSRA Appointee, and decisions on applicants for Appointed Board Member positions, by applying the criteria in Rule 23.8 and the needs of the Board for the vacant positions (provided under Rule 21.1); and,

d. comply with this Constitution and any applicable Regulations, including the required process and timetable.

23.8 **Criteria:** In undertaking its responsibilities the BAC must consider the needs of the Board (provided under Rule 22.1) and apply the following criteria in making its recommendations and decisions:

a. the need to meet the Gender requirements in Rule 18.2;

b. the preference for all Board Members to have prior experience as a director, trustee, or in other governance roles;

c. the preference for a majority of the Board to have prior experience, in any capacity, in the Sport;

d. the preference for a majority of the Board to have relevant occupational skills, knowledge or experience;

e. the preference for some Board Members to have knowledge and experience in sport or not for profit organisations generally;

f. the need for significant conflicts of interest to be minimised;

g. the preference for a wide range of skills and experience on the Board; and

h. the preference to have a Board which is diverse including but not limited to geographical spread, age, Māori and ethnic diversity.

23.9 **BAC Procedures:**

a. The BAC will meet as and when required and, in any manner, (including using technology) as it thinks fit.

b. The quorum for a meeting or a decision of the BAC is three (3) members, unless there is a conflict of interest under Rule 23.10, in which case two (2) members will constitute a quorum. If a quorum is not able to be reached due to conflicts of interest under Rule 23.10, the Convenor of the BAC shall notify the chair of the Board. The Board may then appoint such replacement BAC members on an interim basis as it considers necessary to enable the BAC to carry out is responsibilities in respect of one or more vacant Board Member positions under this Constitution or it may remove any one or more members of the BAC (under Rule 23.11).

c. Decisions of the BAC to appoint an Appointed Board Member or recommend any nominees to be Elected Board Members or the NZSSRA Appointee must be unanimous.

23.10 **Conflicts and Confidentiality:**

a. All information received by the BAC, and its deliberations, must be kept confidential, except to the extent required by law.

b. Any member of the BAC who considers they may have a potential conflict of interest in considering an appointment or otherwise of any applicant or nominee, must declare that potential conflict to the Convenor (or if it is the Convenor, then to declare that to the other BAC members) and not participate in any deliberations or the decision involving the applicant or nominee.

23.11 **Removal**: The Board may remove any one or more members of the BAC if it considers, in its sole discretion that:

a. there are conflicts of interest which cannot be managed without the BAC being inquorate;

b. the BAC member has not complied with Rule 23.10;

c. there are circumstances which may give rise to a question of bias in the BAC's decision making or processes; or

d. the BAC member is no longer eligible under Rule 23.5; and

if a BAC member is removed under this Rule is the Members' Representative, it will be filled under Rule 23.3d. The Board will fill any other vacancy arising from the removal of a BAC member under this Rule.

24. BOARD MEETINGS AND PROCEDURE

24.1 **Frequency & Notice of Meetings:** Board meetings may be called on reasonable notice at any time by the Chair or two (2) Board Members with notice generally being not less than fourteen (14) days' unless there is urgency. Generally, the Board will meet regularly as agreed by the Board.

24.2 **Methods of Meetings:** A meeting of the Board may be held by a quorum of Board Members either:

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

b. participating in the meeting by audio link, audiovisual link or other online or electronic means (Online); or

c. by any one or more Board Members attending by a combination of In Person and Online methods (Hybrid);

provided that those participating can hear each other simultaneously. A Board Member is deemed to be present by attending or a participating in a meeting by any of these methods.

24.3 **CEO Attendance:** The Chief Executive will attend all Board meetings unless otherwise required by the Board but has no voting rights.

24.4 **Board Resolutions Outside of Meetings**: A resolution in writing, signed or consented to by email or other form of visible or other electronic communication, by approval of a Majority of the Board, will be valid as if it had been passed at a meeting of the Board.

24.5 **Quorum:** At all meetings of the Board, or for a Board Resolution Outside of a Meeting, five (5) Board Members attending or participating will constitute a quorum. The quorum must be present for the duration of the meeting.

24.6 **Majority:** Unless specified otherwise in this Constitution, decisions of the Board will be made if a Majority of Board Members are in favour.

24.7 **Voting:** Each Board Member will be entitled to have one vote for each proposed decision at a Board meeting or on any Board Resolution Outside of a Meeting. Voting at Board meetings will usually be by voice, show of hands, or if requested by any two (2) Board Members, secret ballot. Proxy voting is not permitted at Board meetings.

24.8 **Casting Vote:** In the event votes are tied, the Chair (or their replacement if applicable under Rule 19.4) will not have a casting vote, and the proposed resolution will be lost.

24.9 **Notifying Board Decisions**: All decisions of the Board affecting Members must be promptly notified to Members.

24.10 **Minutes**: The Board must ensure that minutes are kept for all meetings of the Board.

25. BOARD COMMITTEES

25.1 The Board may appoint such Board Committees as it considers appropriate to assist it in carrying out its responsibilities.

25.2 The membership of any Board Committee will be decided by the Board and will usually comprise of Board Members (including the chairperson of any such committee who will be a Board member) and may include independent experts.

25.3 The Board will decide the terms of reference for each Board Committee.

25.4 The Chief Executive (or their nominee) will usually attend meetings of each Board Committee but is not entitled to vote. The chairperson of each Board Committee will be responsible for reporting on the activities and recommendations of their Committee to the Board.

26. SUSPENSION AND REMOVAL OF A BOARD MEMBER

26.1 **Suspension**: If a Board Member is alleged to have, is given notice of, or charged with any of the following, the remaining Board Members may by Special Majority in favour suspend the Board Member concerned from the Board, pending the determination of the allegation, notice or charge:

a. the Board Member is alleged to have been involved in, or is charged with, or is given notice by a Relevant Authority of a proposal to make an order or finding against that Board Member of any circumstances which if made will result in them not being Eligible to be a Board Member;

b. the Board Member is suspended or has their Membership suspended, or has a sanction imposed on them, by a Member Organisation; or

c. the Board Member is alleged to have breached any of the duties as an Officer under the Act.

A suspension may only be imposed following reasonable enquiries by the Board and giving the Board Member concerned a right to be heard.

26.2 **Removal of a Board Member**: A Board Member may by Special Majority in favour, either at a Board Meeting or by the Delegates at an SGM called for this purpose, be removed from the Board before the expiry of their term of office if the Board or the Delegates consider that the Board Member:

a. has seriously breached any of their duties under this Constitution or the Act;

b. has an order or finding against them by a Relevant Authority of any circumstances which if made will result in them not being Eligible to be a Board Member (under Rule 18.3);

c. did not, or is unable to, materially comply with this Constitution, the Regulations, the Rules of Racing (if applicable), or any decision of a General Meeting or the Board;

d. has engaged in Misconduct including acting in a manner unbecoming or prejudicial to the Purposes and interests of RNZ;

d. is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring RNZ into disrepute or which may be prejudicial to the Purposes or the interests of RNZ if they remain as a Board Member; or

e. has been suspended or terminated as a Member or had any sanction or penalty imposed on them, by any Member Organisation.

26.3 **Right to be Heard:** Before any decision for removal is made under Rule 26.2, the Board Member concerned:

a. will be given not less than fourteen (14) days' notice of the proposal to remove them;

b. has the right to make written submissions in advance of the decision; and

c. has the right to be present, make oral submissions and be heard by the Board or the Delegates (as applicable).

27. CHIEF EXECUTIVE

27.1 The Board will appoint a Chief Executive on such terms as it may decide from time to time.

27.2 The Chief Executive is to be directed by the Board and is responsible for the day-to-day management of RNZ in accordance with this Constitution, the Regulations, the Rules of Racing (if applicable), and any resolutions and decisions of the Board and the Delegates at a General Meeting or in a Members' Resolution Outside of a Meeting. The Chief Executive must act within the authority and limitations set by the Board.

28. CONTACT PERSONS

28.1 At its first meeting following each AGM, the Board must appoint or reappoint at least one (1), and a maximum of three (3), persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The person is appointed at the Board's discretion and does not need to be an Officer of RNZ. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

29. PATRON

29.1 For as long as the Governor-General of New Zealand is willing to be the Patron of RNZ, the Board will take such steps as are necessary from time to time to appoint the Governor-General of New Zealand as Patron.

29.2 If Rule 29.1 cannot be achieved, the Board will call for nominations from Member Associations for a person to be elected as the Patron. The process for nominations and the election will be the same as for the President (under Rule 30) except that the election shall be conducted by a Member's Resolution Outside of a Meeting.

30. PRESIDENT

30.1 **Role**: The role and responsibilities of the President are to:

a. represent and promote RNZ in a figurehead capacity at relevant RNZ and other events, functions and activities as required by the Board;

b. chair General Meetings (unless Rule 39.1 applies);

c. together with the Board and RNZ management, liaise with the Members to provide feedback to the Board; and

d. undertake such other responsibilities as requested by the Board.

30.2 **Attendance at Meetings:** The President is not expected to attend meetings of the Board but may be invited to attend meetings of the Board from time to time and is entitled to speak but not vote. The President is expected to attend and is entitled to speak at General Meetings but is not entitled to move or second motions or vote.

30.3 **Election Process:** The President will be elected annually as follows:

a. **Nomination:** RNZ will call for nominations from Member Associations for the President not later than sixty (60) days prior to date scheduled for the AGM. Only individuals who would be Eligible to be a Board Member under Rule 18.3, may be nominated. Nominations must be made by two (2) Member Associations in the form and manner required by RNZ (including the nominee's consent to become the President and an Appointed Member) and submitted to the Chief Executive not less than sixty (60) days prior to the date scheduled for AGM.

b. **Election:** The President will be elected by the Delegates from amongst the eligible nominee/s. The procedure for election will be the same as for Elected Board Members in Rule 22.5, except that under Rule 22.5d the highest polling nominee for President must also receive a Majority of votes in their favour to be elected.

c. **Term:** The term of office for the President is one (1) year commencing at the conclusion of the AGM at which they are elected and ending at the conclusion of the next succeeding AGM. The President is eligible to be reappointed up to a maximum of two (2) terms in office. In the event there is a Casual Vacancy in the position of President, it will remain vacant until the next AGM, at which time an election will be held under this Rule.

30.4 **NZOC:** The NZOC will be represented at the AGM to validate the election of the President as required by World Rowing.

31. CONFLICTS OF INTEREST

31.1 **Interested in a Matter:** An Officer (including a Board Member) may be Interested in a Matter as defined in the Act and extended to include non-financial interests as specified in the Board's conflicts of interest policy.

31.2 **Interests Register:** The Board must keep an Interests Register. An Interested Member must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the Interested Member becomes aware that they are Interested in the Matter and to include it in the Interests Register.

31.3 **Obligations if Interested in a Matter**: An Interested Member:

a. must not vote or take part in the decision of the Board or Board Committee relating to the Matter unless all members of the Board or Board Committee (as applicable) who are not Interested in the Matter consent;

b. must not sign any documents relating to the Matter unless all members of the Board or the Board Committee (as applicable) who are not Interested in the Matter consent; and

c. may take part in any discussion of the Board or Board Committee (as applicable) relating to the Matter and be present at the time of the decision of the Board or Board Committee, as applicable (unless the Board or Board Committee decides otherwise).

31.4 **No effect on quorum:** An Interested Member who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any Board or Board Committee meeting (as applicable) at which the Matter is considered.

31.5 **If 50% or more Interested:** If in a Board Committee meeting there are fifty percent (50%) or more committee members Interested in any Matter, the Board Committee will refer the Matter to the Board for consideration and decision. If in a Board meeting there are fifty percent (50%) or more Board Members Interested in any Matter, the Board must call a SGM for the relevant Matter to be decided by the Delegates.

PART 4 – GENERAL MEETINGS AND VOTING

32. METHOD OF MEETINGS

32.1 **Methods:** A General Meeting may be held by any one of the following methods (as decided by the Board), by the Delegates and other permitted attendees:

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

b. participating in the meeting by means of audio link, audiovisual link or other online or electronic means (Online); or

c. by a combination of In Person and Online methods (Hybrid).

32.2 **Presence**: Participation of a Delegate or other attendee at a General Meeting held In Person, Online or Hybrid will constitute the presence of that individual at the meeting for the purposes of this Constitution.

32.3 **Conditions:** Where a General Meeting is held Online or by the Hybrid method, the chairperson must ensure:

a. they can determine who is in attendance;

b. the meeting is run in a manner that ensures each Delegate in attendance is given a fair opportunity to be heard;

c. each Delegate and attendee, at all times, must be able to hear the other participating Delegates and attendees when speaking; and

d. on any vote cast, a Delegate must be given a fair opportunity to cast their vote.

33. ANNUAL GENERAL MEETINGS (AGMs)

33.1 **Timing:** An AGM for RNZ must:

a. be held not later than six (6) months after the end of each Financial Year and not later than fifteen (15) months after the previous AGM, on a date decided by the Board; and

b. be held by any method under Rule 32.1 as decided by the Board but will usually be held In Person.

33.2 **Venue:** If the AGM is held In Person or using a Hybrid method, the venue will be decided by the Board which will endeavour to choose a venue rotating each year between a South Island location and a North Island location. The Board will call for expressions of interest from Member Organisations to host AGMs.

33.3 **Business:** The business of the AGM must include the following:

a. confirm the Delegates, the quorum and the total votes available;

b. approve the minutes of the previous AGM, and any other General Meeting held since the previous year's AGM, as a true and correct record;

c. present the Board's Annual Report for the preceding Financial Year;

d. present the audited Annual Financial Statements, including the Auditor's report on them;

e. present the strategy of RNZ and progress against the objectives it in the preceding Financial Year;

f. discuss disclosures of any conflicts of interests made by Officers;

g. appoint the Auditor for the next Financial Year, on the recommendation of the Board;

h. approve any Major Transactions, on the recommendation of the Board;

i. approve the appointment of the Patron, if required;

j. elect the President;

k. elect any new Life Members, on the recommendation of the Board;

l. elect any vacant Elected Board Member positions;

m. elect the Members' Representative on the BAC for the next year;

n. approve any proposed changes to the Membership Fees and any Event Fees payable to RNZ by Members, on the recommendation of the Board;

o. decide any motions properly notified to amend this Constitution;

p. decide any proposed changes properly notified to the Rules of Racing and the Representative Colours and Awards Regulation, in accordance with Rule 42;

q. consider matters of general business notified in accordance with this Constitution, for recommendation to the Board; and

r. award any service awards in accordance with the Representative Colours and Awards Regulation.

34. SPECIAL GENERAL MEETINGS (SGMs)

34.1 An SGM:

a. may be called by the Board at any time; or

b. must be called by the Board within sixty (60) days of the Chief Executive receiving a written request from a Member Association (if Financially Current) stating the purpose of the SGM and the specific motion to be voted on, which request has been seconded in writing by another Member Association (if Financially Current); and

c. may be held by any method under Rule 32.1 as decided by the Board; and

d. can only consider the specific motion for which the SGM has been called.

35. NOTICES OF GENERAL MEETINGS

35.1 **Documents:** Notices and all other documents referred to in this Part 4 of the Constitution relating to a General Meeting must be notified to all Members, Board Members and Appointed Members. Notices and documents will be notified to Member Organisations directly and for Individual Members, by publishing them on the RNZ Website.

35.2 **Notice Period**: The Chief Executive will give not less than ninety (90) days (for an AGM) and not less than sixty (60) for an SGM, unless the Board considers it is urgent (in which case seven (7) days), notice of:

a. the date, time, method of meeting including the venue, if In Person or a Hybrid method, of the General Meeting;

b. the date and time by which notification of the Delegates and Members wishing to attend, is to be received by the Chief Executive;

c. for AGMs, the number of vacancies or anticipated vacancies in Elected Board Member and Appointed Board Member positions; and

d. for AGMs, the process and closing date(s) (which will usually be sixty (60) days, prior to the date scheduled for the AGM) for Member Associations (if Financially Current) to submit (in writing) to the Chief Executive any nominations for Life Members, the Members' Representative on the BAC, the President, or any Elected Board Members to be elected at the AGM and any other items of business (under Rule 33.3).

35.3 **Agenda**: Not less than thirty (30) days before the date of a General Meeting, the Chief Executive will notify all Members of the agenda for the meeting. For an AGM, the agenda will include the items of business (and all relevant documents related to them) as specified in Rule 33.3.

35.4 **Business Received**: No business can be transacted at a General Meeting unless notice of it has been sent to the Chief Executive by the Board or a Member Association (if Financially Current) in accordance with this Constitution. The Board may consider and provide recommendations on all items of business notified by a Member Association.

35.5 **Irregularity, Errors or Omissions in Procedure**: Any irregularity, error or omission in notices, agendas and papers for a General Meeting or omission to give notices within a timeframe or omission to give notices to all persons entitled to receive notice, and any other error in the organisation of a General Meeting does not invalidate nor prevent the General Meeting from proceeding if:

a. the chairperson in their discretion decides that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; and

b. a motion to proceed is proposed and approved by a Special Majority of Delegates.

36. ATTENDANCE AND DELEGATES

36.1 **Attendance**: All Members will be entitled to attend a General Meeting but only Delegates may speak, move and second motions and vote (unless specified otherwise in this Constitution).

36.2 **Speaking Rights**: Any Member or in the case of a Member Organisation (other than a Member Association), its representative, or other person invited to the meeting, may on the invitation of the chairperson, speak to an item of business at a General Meeting, however the chairperson may, in their sole discretion, confine discussion on the matter to the Delegates.

36.3 **Delegates:**

a. Each Member Association (if Financially Current) will be entitled to appoint two (2) Delegates to attend a General Meeting.

b. Each Delegate (as decided by the board of each Member Association) must be notified to the Chief Executive by the date specified in Rule 35.2b (which must be not later than three (3) days prior to each General Meeting). If, after such notification, a Delegate becomes unavailable, an alternative Delegate may be appointed by the Member Association, provided it is notified to the Chief Executive prior to the scheduled commencement of the General Meeting.

c. Each Delegate may represent only one Member Association at a General Meeting, and no proxies are permitted.

d. The chairperson, the President and Board Members cannot be Delegates at a General Meeting.

36.4 **Not Financially Current:** A Member that is not Financially Current may attend a General Meeting but is not entitled to any other rights they would otherwise be entitled to, including to speak, move or second motions or vote (if applicable).

37. VOTING

37.1 **Voting Rights:** Only Delegates may vote at a General Meeting. Each Delegate must vote in accordance with any instructions given to them by the Member Association which appointed them.

37.2 **Vote Count**: Each Member Association will be entitled to two (2) votes on each motion or in an election, which votes may be exercised separately where more than one Delegate is present, or if the Member Association so desires, by one of its Delegates who has been provided authority to exercise both votes.

37.3 **Vote Threshold:** Except for elections or as otherwise provided in this Constitution, all motions proposed at a General Meeting will be decided by a Majority vote of the Delegates.

37.4 **Method of Voting:** Voting is to be conducted by voices, a show of hands or in the case of an Online or Hybrid meeting, may be undertaken by Electronic Vote as decided by the chairperson of the meeting, unless a secret ballot is called for by at least two (2) Member Associations (if Financially Current) and approved by a Majority.

37.5 **Casting Vote:** The chairperson will not have a casting vote in the event of an equality of votes on a motion and the motion will be lost.

37.6 **Scrutineers**: For each General Meeting the Delegates will appoint not less than two (2) Scrutineers (who cannot be Delegates, Officers, or employees of RNZ). They will count the valid votes, decide and inform the chairperson whether the motion is carried, lost or tied in accordance with the requisite Majority in this Constitution; or in the case of an election, the outcome of it. The procedures of the Scrutineers may be specified in the Regulations.

37.7 **Chairperson's Declaration**: The chairperson will declare the result of each vote (including the number of votes in favour, against or that abstained) once voting is complete. The chairperson's declaration of the result will be conclusive.

38. QUORUM

38.1 No business will be transacted at a General Meeting unless a quorum is present at all times during the meeting. Delegates representing not less than six (6) Member Associations (which are Financially Current), present at a meeting (in accordance with Rule 32) will constitute a quorum at a General Meeting.

38.2 If a quorum is not reached within thirty (30) minutes of the scheduled commencement time:

a. if at an SGM, the meeting will not proceed and cannot be reconvened;

b. if at an AGM, the meeting will be adjourned to another time on the same day as decided by the Board (second meeting) and if at that second meeting, a quorum is not reached within thirty (30) minutes of the rescheduled commencement time, the General Meeting will be adjourned to another date and time decided by the Board (third meeting), with at least twenty–one (21) days' notice of the new date and time being notified to Members. The Delegates present at any such third meeting will be deemed to constitute a valid quorum and the meeting may

proceed.

39. CHAIR OF GENERAL MEETINGS AND MEETING PROCEDURE

39.1 **Chairperson:** The President will chair General Meetings. If the President is unavailable or unwilling to be the chair, the Chair of the Board or, if they are unavailable or unwilling to be the chair, another member of the Board (appointed by the Board) will chair the meeting. The President may also agree to the Chair of the Board chairing all or parts of a General Meeting.

39.2 **Procedure:** The chairperson regulates the proceedings at each General Meeting and will make such decisions as they consider appropriate on the procedure of the meeting, subject to this Constitution and any applicable Regulations.

40. MEMBERS' RESOLUTIONS OUTSIDE OF MEETINGS

40.1 **Types of Resolutions**: Decisions of Delegates may be made outside of General Meetings for any matter which could otherwise be decided at a General Meeting (unless this Constitution specifies otherwise) that the Board considers should be decided within thirty (30) days or less, or in the case of an Urgent Resolution, within seven (7) days.

40.2 **Process for Resolutions**: Members' Resolutions Outside of a General Meeting will be conducted as follows:

a. not less than fourteen (14) days' notice will be given by the Chief Executive to the Members of the proposed resolution(s) to be voted on, or in the case of any appointment or election, the nominees. The date and time by which the votes for any such resolution, or appointment or election, will be received will be decided by the Board and included in the notice. If it is an Urgent Resolution not less than three (3) days' notice is required and the reason for the urgency is to be stated;

b. the Delegates will be notified to the Chief Executive by the date and time specified in the notice prior to the closing time for voting. The minimum number of Delegates who must participate in voting is the same as the quorum for a General Meeting. Participation in voting by a Delegate shall constitute their presence for the purposes of this Constitution;

c. voting will be conducted by Electronic Voting. Delegates are entitled to vote on the same basis as at a General Meeting;

d. the votes must be received in the manner, specified by the Chief Executive, by the date and time stated on the notice in Rule 40.2a;

e. not less than two (2) Scrutineers (who comply with Rule 37.6) will be appointed by

the Board and fulfil the same responsibilities as for a General Meeting;

f. a resolution proposed under this Rule is only carried if there is a Special Majority of votes in favour of the resolution, even if the resolution would otherwise require approval by a Majority if it had been voted on at a General Meeting under this Constitution, except that where a resolution is to fill a vacancy arising in the position of the Patron, an Elected Board Member or the Members' Representative on the BAC, the outcome will be decided under Rule 29, Rule 22.5 or Rule 23.3 as applicable; and

g. the chairperson will declare the result of any such resolution (including the number of votes in favour, against or that abstained) and their declaration will be conclusive. All Members will be notified of the result as soon as possible and within three (3) days of the vote closing.

PART 5 – RULES, REGULATIONS AND RULE CHANGES

41. REGULATIONS

41.1 Regulations for the better governance, conduct, and control of RNZ and the Sport (other than the Rules of Racing) may, subject to Rule 42, be made, amended or repealed by the Board provided that:

a. they are consistent with Purposes of RNZ and not contrary to this Constitution, the Act or other applicable laws;

b. they are approved by the Board;

c. such Regulations, and any amendments or revocation of them made from time to time, is notified promptly to all Members which may include publishing them on the RNZ Website.

41.2 To the extent of any inconsistency between any Regulation and this Constitution, this Constitution will prevail.

42. RULES OF RACING AND REPRESENTATIVE COLOURS AND AWARDS REGULATION

42.1 Subject to Rule 42.2 and 42.3, the Rules of Racing and the Representative Colours and Awards Regulation may only be made, amended or repealed at a General Meeting in the year following the World Rowing congress, (typically every four (4) years), unless the Board approves a request for a motion to be considered at a General Meeting or in a

Members' Resolution Outside of a Meeting held in the intervening years.

42.2 The process for making, amending or repealing the Rules of Racing and the Representative Colours and Awards Regulation (in part or whole) is the same as for proposed amendments to the Constitution under Rule 43.

42.3 Any amendment or repeal of any Rules of Racing which are solely and expressly applicable to the New Zealand Secondary Schools Rowing Championships, the North Island Secondary Schools Rowing Championships, the South Island Secondary Schools Championships, the New Zealand University Rowing Championships, or any local or regional Rowing events limited to schools or universities, which are organised and staged in conjunction with NZSSRA or NZURC respectively, may be made by NZSSRA and NZURC, in accordance with their respective constitutions or rules (as applicable).

43. AMENDMENTS TO THIS CONSTITUTION

43.1 **Vote Threshold**: This Constitution may be amended or replaced, by resolution at any General Meeting or a Members' Resolution Outside of a Meeting passed by a Special Majority of Delegates.

43.2 **Motions:** Any notice of motion to amend or replace the Constitution must be submitted by a Member Association (if Financially Current) or by the Board and must be received by the Chief Executive not less than sixty (60) days before the date of a General Meeting or not less than fourteen (14) days prior to a Members' Resolution Outside of a Meeting, and will be accompanied by a written explanation for the proposal which will accompany the Agenda for the General Meeting or notice of a Members' Resolution Outside of a Meeting, as applicable.

43.3 **No Pecuniary Gain**: No addition to, deletion from or amendment to this Constitution may be made which would allow personal pecuniary profits to any individuals.

43.4 **Minor Changes**: If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Member Associations to object to it. If the Board does not receive any objections within twenty (20) working days after the date on which the notice is sent, or any longer period that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

PART 6 – CONDUCT, COMPLAINTS, DISPUTES AND APPEALS

44. DISPUTES PROCESS

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

a. in accordance with any applicable procedures prescribed by law, this Constitution or any applicable Rules of Racing or Regulations, provided they are consistent with the rules of natural justice and are interpreted and implemented accordingly; or

b. in the absence of any applicable procedures referred to in Rule 44.1a, in accordance with the procedures set out in Schedule 2 of the Act.

44.2 Any Rules of Racing or Regulations regulating complaints or dispute resolution procedures referred to in Rule 44.1a must be published by RNZ on the RNZ Website.

44.3 If this Constitution, any Rules of Racing or any Regulation expressly provides for it, decisions made in relation to any dispute or complaint in accordance with Rule 44.1a may be appealed to the Sports Tribunal and if so, the rules of the Sports Tribunal will apply to any such appeal.

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

45. INTEGRITY

45.1 **Anti-Doping Rules:** RNZ adopts the Sports Anti-Doping Rules (SADR) made by the Sport Integrity Commission under the Integrity Sport and Recreation Act 2023 as a Regulation. RNZ and all Members are bound by the SADR.

45.2 **Sports Integrity Code:** The Board may adopt an Integrity Code, and if it does, it will have the status of a Regulation and RNZ and all Members will be bound by it.

PART 7 – OTHER MATTERS

46. INDEMNITY OF OFFICERS

46.1 For the purposes of this Rule 46 only, an Appointed Member has the meaning given to it in Rule 9 and shall also include the Patron, the Chief Executive, and the independent member of the BAC (under Rule 23.2).

46.2 Every Officer, employee or Appointed Member will be indemnified by RNZ:

a. for liability to any person other than RNZ for any act or omission in their capacity as an Officer, employee, or Appointed Member, including, for Officers, liability for a failure to comply with the Officer's duties under sections 54 to 61 of the Act and other duties imposed on the Officer in their capacity as an Officer; or

b. in relation to any cost incurred by them in defending or settling any proceeding or claim relating to the liability in Rule 46.2a.

46.3 For the avoidance of doubt, RNZ will not indemnify an Officer, employee or Appointed Member for:

a. criminal liability; or

b. liability arising from a failure to act on good faith and in what the Officer, employee, or Appointed Member believes to be in the best interests of RNZ when acting in their capacity as an Officer, employee, or Appointed Member respectively.

46.4 RNZ may, with the prior approval of the Board, purchase and maintain insurance for Officers, employees and Appointed Members, against any liability or costs incurred by the person of the kind set out in Rule 46.2a (liability) and if judgment is given in their favour or they are acquitted, or the proceeding is discontinued then under Rule 46.2b.

47. FINANCIAL PROVISIONS

47.1 **Financial Year:** The financial year for RNZ will commence on 1 January and end on 31 December in each year, unless decided otherwise by the Board.

47.2 **Financial Accounts:** RNZ will keep proper financial accounts in such manner as the Board will from time to time determine.

47.3 **Annual Report and Annual Financial Accounts:** The Board will prepare an Annual Report and Annual Financial Statements for each Financial Year.

47.4 **Audit**: An Auditor will be appointed annually at each AGM for the next Financial Year. The Auditor will conduct the audit of the Annual Financial Statements in compliance with applicable auditing and assurance standards. The Annual Financial Statements for the preceding Financial Year together with the Auditor's report, will be presented to each AGM.

47.5 **Application of Income**: Subject to this Constitution, the funds and property of RNZ will be controlled, managed, invested, and disposed of, in such a manner as decided by the Board, provided they are devoted solely to the fulfilment of the Purposes.

48. METHODS OF CONTRACTING

48.1 A contract or other enforceable obligation may be entered into by RNZ:

a. by deed by:

i. two (2) or more Officers; or

ii. an Officer, or other person or class of persons, whose signature or signatures must be witnessed; or

b. by agreement by a person acting under RNZ's express or implied authority.

49. NO FINANCIAL GAIN

49.1 The Officers and Members must not receive any distributions of profit or income from RNZ. This does not prevent Officers or Members receiving reimbursement of actual and reasonable expenses incurred; or entering into any transactions with RNZ for goods or services supplied to or from it, which are at arms' length relative to what would occur between unrelated parties. No Officer or Member may influence any such decision made by RNZ in respect of payments or transactions between it and them, their direct family, or any associated entity.

50. LIQUIDATION OR REMOVAL

50.1 The Board will give not less than twenty (20) working days' notice to all Members of a proposed motion to be voted on at a General Meeting:

a. to appoint a liquidator;

b. to remove RNZ from the Register of Incorporated Societies; or

c. for the distribution of RNZ 's surplus assets.

50.2 A motion in Rule 50.1 requires a Special Majority vote in its favour by the Delegates.

50.3 The surplus assets of RNZ after the payment of all costs, debts, and liabilities, will be disposed of to any not-for-profit entity or entities in New Zealand that share similar purposes to RNZ.

51. HOSTING RIGHTS FOR CHAMPIONSHIPS

51.1 The Board will award the hosting rights for the Championships. The location of the Championships will usually alternate between the North and South Islands, unless the Board considers there are significant reasons to decide otherwise.

52. MATTERS NOT PROVIDED FOR

52.1 If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Rule and Regulations, or if any question or dispute arises out of the interpretation or application of this Constitution, the Regulations, or the Rules of Racing, the matter, question or dispute will be decided by the Board as it sees fit.

52.2 Any matter or dispute which has been, or is being, dealt with by the Board under Rule 52.1 must be reported to the Members at the next AGM.

53. TRANSITION

53.1 **Transition of Existing Members**: The Member Associations and Affiliate Members listed in Schedule 1 are existing members of RNZ as at the Commencement Date and will continue as Members in the same Category of Membership subject to this Constitution. The payment of the annual Membership Fee in accordance with this Constitution will constitute the consent of these Members to continue as Members.

53.2 **Transition of Clubs**: Each Rowing club which is a member of a Member Association and wishes to become a Member Club of RNZ, must, by no later than 5 April 2026, apply to become a Member in the form and manner provided by RNZ and in accordance with Rule 7.1b. Any Rowing club which does not apply to become a member of RNZ by 5 April 2026 will not, and nor will its members, be eligible to Participate in Rowing with a Member Organisation or RNZ (including in any Championship), unless a later date is decided by the Board or is agreed by the Applicable Member Organisation and the Board.

53.3 **Schools and University Rowing Organisations:** Any Registered School, University or a Rowing club at a University, that wishes to become a Member School, or a Member University Organisation must, by no later than 1 February 2027, apply to NZSSRA or RNZ respectively, to become a Member in the form and manner provided by RNZ, and in accordance with Rule 7.1c and Rule 7.1a respectively. A Registered School, University or Rowing club at University which is not a Member by 1 February 2027 will not be eligible to Participate in Rowing with a Member Organisation or RNZ (including in any Championship, the New Zealand Secondary Schools Rowing Championships, the North Island Secondary Schools Rowing Championships or the South Island Secondary Schools Rowing Championships).

53.4 **Application of Rules in Transition:** Members will not be required to comply with the Rules in this Constitution that are specified in **Schedule 2** until the date specified in that Schedule, unless a later date is decided by the Board.

53.5 **Transition Board and BAC**:

a. The Board Members who were elected or appointed to the Board under the Previous Constitution and remain in those positions immediately prior to the Commencement Date, will continue in office in the same position for the balance of their term of office specified in the Previous Constitution.

b. Any term of office as a Board Member under the Previous Constitution will be counted in determining a Board Member's maximum term of office under Rule 20.2.

c. By no later than sixty (60) days prior to the date the AGM in 2026 is scheduled to be held, the Member's Representative on the BAC will be elected on the same basis as in Rule 23.3, except that the election will be held by a Members' Resolution Outside of a Meeting; nominations will be called no later than ninety (90) days prior, and nominations submitted no later than seventy (75) days, prior to the Members' Resolution Outside of a Meeting. The term of office of this Members' Representative will end upon the report of the BAC under Rule 22.7e being submitted to the Chief Executive after the AGM in 2026.

d. This Constitution will apply to the election or appointment of Board Members (including the NZSSRA Appointee) which occurs on or after the Commencement Date, including any Casual Vacancies.

e. Every reference to an Elected Board Member, an Appointed Board Member or the NZSSRA Appointee in this Constitution shall include Board Members who, under the Previous Constitution, were elected at a General Meeting, or appointed by the Board, or was the Board Member nominated by the NZSSRA Schools Committee, respectively.

53.6 **Transition of the Rules of Racing and Regulations**: The Rules of Racing and all bylaws, regulations, rules, codes, standards, policies and procedures of RNZ that were in force immediately prior to the commencement of this Constitution or any Previous Constitution, will continue in force, until such time as they are revoked or amended by the Board or the Delegates at a General Meeting, as specified in this Constitution. If any of them are inconsistent with this Constitution (whether in whole or in part), this Constitution will apply, to the extent of any such inconsistency. If there is any question or dispute about the interpretation or application of any Rules of Racing, bylaws, regulations, rules, codes, standards, policies and procedures that were in force prior to the commencement of this Constitution, the Board shall decide it under Rule 52.1.

53.7 **Transition of Vice-Patron:** The individual who was elected as the Vice-Patron of RNZ in 2017 will retain this position unless he resigns or until his death. Following either event, there will cease to be a position of Vice-Patron of RNZ.

PART 8 – DEFINITIONS AND INTERPRETATION

54. DEFINITIONS

54.1 In this Constitution and unless the context requires otherwise, the following words and phrases with an initial capital letter, have the following meanings:

Act means the Incorporated Societies Act 2022, unless stated otherwise.

Affiliate Member means an organisation as described in Rule 8.1e which is a Member of RNZ.

AGM or **Annual General Meeting** means a meeting of the Members of RNZ held annually in accordance with this Constitution.

Annual Financial Statements means the annual financial statements of RNZ including a statement of financial position; an income and expenditure statement and if required, a statement of service performance, for each Financial Year and such other statements required by law.

Annual Report means the report on the activities of RNZ for the preceding Financial Year.

Applicable Member Association:

a. for a Member Club, or an organisation applying to become a Member Club; means the Member Association governing Rowing in the defined regional area (as specified in the Regulations), in which the club is located and operates;

b. for a Member School, or a school applying to become a Member School; means NZSSRA;

c. for an Individual Member, or individual applying to become an Individual Member, of a Member Club; means the Member Association of which their Member Club is a Member;

d for an Individual Member, or individual of applying to become an Individual Member of NZSSRA and RNZ, for a Member School, means NZSSRA.

There is no applicable Member Association for Individual Members who are not Members of a Member Club or a Member School.

Applicable Member Association Board means the governing body of the Applicable Member Association.

Applicable Member Organisation means the Member Organisation(s) of which a Member is a member, namely:

a. for an Individual Member who is a member of a Member Club; means that Member Club, the Applicable Member Association and RNZ;

b. for an Individual Member who is a member of a Member University Organisation which is a club; means that Member University Organisation and RNZ;

c. for an Individual Member who is a student enrolled with a Member University Organisation, which is a University; means the Member University Organisation and RNZ;

d. for an Individual Member who is a student enrolled with a Member School; means the Member School, NZSSRA and RNZ;

e. for an Individual Member who is a member of a Member Association, an Affiliate Member or any other Member Organisation; means that Member Association, the Affiliate or the other Member Organisation (respectively), and RNZ;

f. for a Life Member, Appointed Member, Officer (including a Board Member); means RNZ;

g. for a Member School, means NZSSRA and RNZ;

h. for a Member Association, an Affiliate Member; or Member University Organisation; means RNZ.

Appointed Board Member means an individual who is appointed to the Board in accordance with Rule 22 unless specified otherwise.

Appointed Member has the meaning given to it in Rule 9.

Auditor means an individual, independent of RNZ, who is a qualified auditor under the Financial Reporting Act 2013.

Board Appointments Committee and **BAC** means the committee described in Rule 23.

Board and **RNZ Board** means the governing body of RNZ as defined in Rule 18.

Board Member means a member of the Board including Elected Board Members, Appointed Board Members and the NZSSRA Appointee (formerly referred to as directors in the Previous Constitution).

Casual Vacancy has the meaning given to it in Rule 21.1 for Board Members, but for any other position will arise if the individual:

a. resigns prior to the expiry of their term of office;
b. is removed from office (under this Constitution);
c. is no longer eligible or qualified as required under this Constitution;
d. dies; or
e. vacates their office due to the expiry of their term and there are insufficient nominees or applicants, or the position otherwise fails to be filled by election or appointment as required under this Constitution.

Category of Membership means any one of the categories of Members specified in Rule 6.1.

Chair means the Board Member who has been appointed as the chair of the Board (under Rule 19).

Championships unless specified otherwise means the New Zealand Rowing Championships, the North and South Island Rowing Championships, the Interprovincial Representative Championships, the New Zealand Masters Rowing Championships, the New Zealand Rowing Beach Sprint Championships, the New Zealand Indoor Rowing Championships and, in conjunction with the NZURC, includes the New Zealand University Rowing Championships; and **Championship** means any one of them. For the purposes of this Constitution, the term "Championships" excludes the New Zealand Secondary Schools Rowing Championships, the North Island Secondary Schools Rowing Championships and the South Island Secondary Schools Rowing Championships.

Chief Executive means the person appointed as the Chief Executive for the time being by the Board in accordance with Rule 27 of this Constitution.

Commencement Date means the date this Constitution came into force, being the date of registration of this Constitution by the Registrar of Incorporated Societies, whichever is the latter.

Constitution means this Constitution (as amended from time to time).

Contact Details means a physical or an electronic address and a telephone number.

Delegate means a person appointed by a Member Association as a person authorised to exercise the vote or votes of that Member Association at a General Meeting or in a Members' Resolution Outside of a Meeting.

Elected Board Member means an individual who is elected to the Board in accordance with Rule 22 unless specified otherwise.

Electronic Voting means a method of voting at General Meetings (where a Delegate entitled to vote is present (under Rule 32.1b or Rule 32.1c) or for Members' Resolutions Outside of Meetings. An Electronic Vote means a vote made by email or an online or electronic process, in the manner prescribed by the Board, and received by the Scrutineers by email, online or electronically at the specified address.

Eligible to be a Board Member has the meaning given to it in Rule 18.3.

Event Fees means fees payable to RNZ by Member Organisations for entering rowers into any of the Championships and other related fees.

Financial Year means the financial year of RNZ specified in Rule 47.1.

Gender means either male or female to which the individual self identifies; and if it is non-binary or another gender with which they self-identify, then for the purposes of Rule 18.2 and Rule 23.8a the person will count as either male or female.

General Meeting means a general meeting of RNZ being an AGM or SGM.

Hearing Body means a panel, tribunal or body which has been appointed by the Board or in accordance with this Constitution, the Rules of Racing or the Regulations to hear, decide and impose sanctions for breaches of this Constitution, the Regulations, the Rules of Racing or any other matters specified in this Constitution, the Regulations or the Rules of Racing, within its jurisdiction.

Intellectual Property means all rights and goodwill in copyright works, names, trademarks, service marks, devices, logos, designs, patents, domain names, know-how, ideas, processes, and confidential information, and all other intellectual property rights capable of ownership or protection at law relating to RNZ or relating to any event, regatta, activity, or programme conducted, promoted, or administered by RNZ, and includes the RNZ Brand.

Interested Member means an Officer or Board Committee member who is interested in a Matter related to RNZ for any of the reasons set out in section 62 of the Act and is expressly extended to include circumstances where there are non-financial benefits, including circumstances where the Officer:

a. is holding or seeking appointment to another position within or related to the Sport (including locally, regionally, nationally, internationally) which is remunerated, or comes with prestige or other benefits;
b. has a relative being selected for a Rowing team or an event; or
c. is voting on an allocation of an event/s to a particular venue or region;

and **Interested** has the same meaning.

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

Life Member means a person awarded life membership of RNZ.

Major Transaction has the same meaning as this term is given in sections 129(2) to (3) of the Companies Act 1993, where the reference to a company means RNZ.

Majority means a majority (50% +1) of the votes properly cast by those entitled to be, and who are, present (in accordance with this Constitution) and entitled to vote.

Matter means—

a. any matter considered by RNZ in its normal activities or exercise of powers; and
b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by RNZ.

Member means a person or entity who for the time being is a member of RNZ and any Applicable Member Organisations in accordance with this Constitution and **Membership** has a corresponding meaning.

Member Association means NZSSRA or a Rowing association in a region in New Zealand (as specified in Regulations), as the context requires, which is a Member of RNZ, and includes the existing associations listed in Schedule 1 (subject to this Constitution), (formerly referred to as local associations in the Previous Constitution).

Member Club means a Rowing club as described in Rule 8.1b which is a member of a Member Association (other than NZSSRA) and RNZ (formerly referred to as a club admitted to membership of RNZ in the Previous Constitution).

Member Management Process means a documented, online or electronic process or system by which Membership and personal information is collected by RNZ or a Member Organisation, in accordance with this Constitution and the law.

Member Organisations means Member Associations, Member Clubs, Member Schools, Member University Organisations and Affiliate Members.

Member School has the meaning described in Rule 8.1c which is a Member of NZSSRA and RNZ.

Member University Organisation has the meaning described in Rule 8.1dc which is a Member of RNZ.

Member's Register means the register of Members kept under the Constitution as required by section 79 of the Act;

Membership Fees means any fees payable to RNZ by a Member for their Membership of RNZ.

Membership Year means a period of twelve (12) months which may be a calendar year or such other twelve (12) month period, as decided by the RNZ Board.

Misconduct includes, but is not limited to, conduct by an individual who:

a. uses any profane, indecent or improper language at any event, function or activity of RNZ, or of any Member Organisation, or whilst on the property of RNZ or any Member Organisation;

b. engages in offensive or insulting behaviour towards RNZ or any Member Organisation, or any individual acting for or on behalf of RNZ or any other Member at any time or place;

c. has breached any rule or provision of:

    i. this Constitution, or the constitution of any Member Organisation;

    ii. any Regulation or regulation, by-law or other rule (however described) of any Member Organisation;

    iii. any reasonable directions of the Board or a Member Organisation (or individual authorised on its behalf); or

    iv. any decision of a General Meeting, the Board, a Hearing Body, or any decision of any equivalent bodies of any Member Organisation;

d. has acted in a manner which brought, or could bring, RNZ, or any Member Organisation, into disrepute (whether or not related to RNZ or any Member);

e. has acted in a manner unbecoming of a Member, or which is prejudicial to the Purposes of RNZ and/or the purposes of a Member Organisation (whether or not related to RNZ or any Member); or

f. has damaged the right or interests of RNZ or a Member or the rights of interests of Members generally (whether or not related to RNZ or any Member).

NZOC means the New Zealand Olympic Committee Incorporated which is the National Olympic Committee for New Zealand.

NZSSRA means the New Zealand Secondary Schools Rowing Association Incorporated (#2592142).

NZSSRA Appointee means the individual appointed to the Board under Rule 18.1c. The NZSSRA Schools Committee may nominate any individual who is Eligible to be a Board Member including, but not limited to, current members of the NZSSRA Schools Committee.

NZSSRA Schools Committee means the committee of NZSSRA responsible for the general affairs of NZSSRA and referred to as the schools committee in its constitution.

NZURC means the New Zealand Universities Rowing Council, which is responsible for University Rowing and is part of RNZ.

Oceania Rowing means the Oceania Rowing Confederation (also known as ORCON) which is the Continental Rowing Confederation of World Rowing for Oceania.

Officer means an officer of RNZ as defined in the Act and includes Board Members and the Chief Executive, (and does not include persons formerly defined to be officers in the Previous Constitution, unless expressly stated otherwise in this Constitution).

Participate in Rowing means to compete, participate or otherwise be involved in any capacity in any activities, events, regattas, functions or meetings of RNZ or any Member Organisation, including as a rower, coach, manager, volunteer, official, board or committee member, parent/guardian, administrator, or student.

President means the president of RNZ described in Rule 30.

Previous Constitution means the constitution of RNZ registered on the Register of Incorporated Societies in force immediately prior to the Commencement Date and any other constitution of RNZ in force prior to it.

Purposes means the purposes of RNZ under Rule 4.

Registered School means a State school, a State integrated school, a private school or a charter school as defined in the Education and Training Act 2020.

Regulations means any rules, regulations, by-laws, directives, codes, standing orders, policies or procedures adopted by the Board pursuant to this Constitution, excluding the Rules of Racing.

Related Organisations means the member federations of World Rowing, the International Olympic Committee, World Anti-Doping Agency, Sport NZ, High Performance Sport New Zealand, NZOC, Paralympics New Zealand, Sport Integrity Commission and any other organisation associated with Rowing (in whole or in part) or which is an important stakeholder of RNZ.

Relevant Authority means a disciplinary body, tribunal, court or other judicial or arbitral body properly constituted by law, and acting in accordance with the law applicable to it.

Representative Colours and Awards Regulation means the Regulation specifying the representative colours and awards which may be granted by RNZ, as approved by the Delegates at a General Meeting under Rule 42.

Resolution Outside of a Meeting has the meaning given to it in Rule 24.4 (Board Resolutions Outside of Meetings) or Rule 40 (Members' Resolutions Outside of Meetings), as the context requires.

Rowing means the sport of rowing in all forms (including but not limited to flatwater rowing, para rowing, coastal rowing, and indoor rowing).

RNZ means Rowing New Zealand Incorporated, formerly known as the New Zealand Rowing Association Incorporated or **NZRA**, and prior to that, known as the New Zealand Amateur Rowing Association or **NZARA**.

RNZ Brand means the names "Rowing New Zealand", "RNZ", and "Rowing NZ" and any logos and trademarks associated with those names (whether registered or unregistered), any designs and brands using or associated with those names, any domain names using or associated with those names (and all rights and property associated with such domain names (including but not limited to any related urls), any social media accounts and all other Intellectual Property related to those names.

RNZ Website means www.rowingnz.kiwi or any other website of RNZ, as decided by the Board from time to time.

Rules of Racing means rules regulating the Sport of Rowing including the regattas and events in which rowing is undertaken approved under Rule 42, which have the same status as Regulations; and for the purpose of any regattas and events facilitated or staged

by NZSSRA or NZURC includes any amendment or repeal of the Rules of Racing under Rule 42.3.

SGM means a General Meeting of the Members of RNZ, other than an AGM, called for a specific purpose or purposes.

Special Majority means a motion passed by at least seventy-five percent (75%) of the votes properly cast by Delegates entitled to vote (under this Constitution) at a General Meeting, or at a Members' Resolution Outside of a Meeting, or by Board Members at a Board meeting, as the context requires.

Sport means the sport of Rowing.

Sport Integrity Commission means the Commission established under the Integrity Sport and Recreation Act 2023 (and includes its predecessor Drug Free Sport New Zealand).

Sports Tribunal means the Sports Tribunal of New Zealand established under the Sports Tribunal Act 2006.

University means an institution as defined in the Education and Training Act 2020.

Urgent Resolution means a resolution for a matter which could otherwise be decided at a General Meeting but in the opinion of the Board should be decided in a Members' Resolution Outside of a Meeting urgently.

World Rowing means the Federation Internationale des Societies d'Aviron/ International Federation of Rowing Associations (previously known as FISA) which is the world governing body for Rowing and is responsible for promoting and developing Rowing on a worldwide basis.

55. INTERPRETATION

55.1 In this Constitution (unless the context otherwise requires):

a. all headings are for ease of reference only and do not assist with the interpretation of this Constitution;

b. the singular includes the plural and vice versa;

c. any reference to an legislation, secondary legislation, statutory regulation, rules, orders or instruments made or issued pursuant to that legislation or any Rule and Regulation includes any amendment to it and any replacement passed in substitution for it; a reference to an individual means a natural person;

d. a reference to a person includes bodies corporate, unless stated otherwise;

e. a reference to a person includes the legal and personal representatives, successors and permitted assignees of that person;

f. references to periods of time or notices, exclude the days on which they are given;

g. a reference to a notice or notification means doing so in writing;

h. a reference to “in writing” includes words visibly represented, copied or reproduced including by email or online;

i. a reference to a day means any day of the week (including a Saturday, Sunday, and a public holiday), unless a working day is specified, in which case it has the meaning given to that term in the Legislation Act 2019 and excludes the day observed as the anniversary of Auckland; and

j. derivatives of any term defined in this Constitution have a corresponding meaning.

SCHEDULE 1 – EXISTING MEMBERS

Existing Member Associations

The following entities are existing Member Associations of RNZ:

1. Auckland Rowing Association Incorporated (#222023);
2. Waikato Rowing Association Incorporated (#976763);
3. Bay of Plenty Rowing Association Incorporated (#908954);
4. East Coast Rowing Association Incorporated (#227616);
5. Wanganui Rowing Association Incorporated (#216949);
6. Wellington Rowing Association Incorporated (#216431);
7. Marlborough Rowing Association Incorporated (#922142);
8. Canterbury Rowing Association Incorporated (#220910);
9. Otago Rowing Association Incorporated (#872661);
10. Southland Amateur Rowing Association Incorporated (#225662); and
11. New Zealand Secondary Schools Rowing Association Incorporated (#2592142).

Existing Affiliate Members

The following are existing Affiliate Members of RNZ:

1. Karāpiro Rowing Incorporated (#975678);
2. South Island Rowing Incorporated (#221031); and
3. The Legion of Rowers Incorporated (#334000).

SCHEDULE 2 – TRANSITION RULES

The following rules do not apply on the Commencement Date but will apply from the dates specified in the table below:

Rule	Date Rule Commences
Member Associations	
Rule 11.3a – be an incorporated society in compliance with the Act.	By 5 April 2026
Rule 11.3b - have a constitution that is compliant and consistent with this Constitution and the Regulations.	By 5 April 2026
Rule 11.4a – require individuals who are or wish to become members of the Member Association to become Members.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing: by 1 December 2028.
Rule 11.4b – require individuals who are not members of Member Clubs but wish to Participate in Rowing to become Members.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing: by 1 December 2028.
Rule 11.4c – to have and use an approved Member Management Process.	By 1 February 2027
Member Clubs	
Rule 11.3a – be an incorporated society in compliance with the Act.	By 5 April 2026
Rule 11.3b - have a constitution that is compliant and consistent with this Constitution and the Regulations.	By 5 April 2026
Rule 11.4a – require individuals who are or wish to become members of the Member Club to become Members.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing: by 1 December 2028.
Rule 11.4b – require individuals who are not members of the Member Club but wish to Participate in Rowing to become Members.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing: by 1 December 2028.
Rule 11.4c – to have and use an approved Member Management Process.	By 1 February 2027

Member Schools	
Rule 11.4b – require individuals who are not members of a Member Club but wish to Participate in Rowing for the School to become Members of NZSSRA and RNZ.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing for the School by 1 December 2028.
Rule 11.c - have and use a Member Management Process for all its students (and their parents/guardians, if required).	By 1 February 2027
Member University Organisations (which are Universities)	
Rule 11.4b – require individuals who are not members of a Member Club but wish to Participate in Rowing for the University to become Members of RNZ.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing for the University: by 1 December 2028
Rule 11.c - have and use a Member Management Process for all its students (and their parents/guardians, if required).	By 1 February 2027
Member University Organisations (which are clubs)	
Rule 11.3a – if an incorporated society, be in compliance with the Act.	By 5 April 2026
Rule 11.3b - have a constitution that is compliant and consistent with this Constitution and the Regulations.	By 5 April 2026
Rule 11.4a – require individuals who are or wish to become members of the University Club to become Members.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing for the Member University Organisation: by 1 December 2028.
Rule 11.4b – require individuals who are not members of the University Club but wish to Participate in Rowing to become Members.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing for the Member University Organisation: by 1 December 2028.
Rule 11.4c – to have and use an approved Member Management Process for all its students.	By 1 February 2027
Affiliate Members	
Rule 11.3a – be an incorporated entity in compliance with the applicable laws.	By 5 April 2026

Rule 11.3b - have a constitution that is compliant and consistent with this Constitution and the Regulations.	By 5 April 2026
Rule 11.4a – require individuals who are or wish to become members of the Affiliate, to become Members.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing: by 1 December 2028.
Rule 11.4b – require individuals who are not members of the Affiliate or a Member Organisation but wish to Participate in Rowing to become Members.	For individuals who wish to obtain a license to compete in any regatta of a Member Organisation or RNZ: by 1 February 2027. For other individuals who wish to Participate in Rowing: by 1 December 2028
Rule 11.4c – to have and use an approved Member Management Process.	By 1 February 2027
Individuals	
Rule 7.2a - For individuals (who are not students) who wish to become member of a Club and compete in any regatta of a Member Organisation or RNZ – to become a Member.	by 1 February 2027
Rule 7.2b - For students of Member Schools (and their parents/guardians if U18) and Member University Organisations, who wish to compete in any regatta of a Member Organisation or RNZ – to become a Member.	By 1 February 2027
Rules 7.2b and c - For other individuals who wish to Participate in Rowing or others – to become a Member of RNZ.	by 1 December 2028