

CONSTITUTION

of

WUSHU DRAGON & LION DANCE FEDERATION OF NEW ZEALAND

INCORPORATED

("the Federation")

TABLE OF CONTENTS

1. Name, Status and Incorporation
2. Definitions and Interpretation
3. Officers of the Federation and Contact Person
4. Purposes (Objects)
5. Powers
6. Membership
7. Member Register
8. Fees, Suspension and Termination
9. Governance Structure – The Board and Appointment Panel
10. Board Meetings
11. Committees, Technical Commissions and National Structure
12. General Meetings of Members
13. Finances and Relationship with the Charitable Trust
14. Officers' Duties, Indemnity and Insurance
15. Method of Contracting
16. Discipline, Complaints and Dispute Resolution
17. Alteration of the Constitution
18. Bylaws, Regulations and Policies
19. Winding-Up / Liquidation
20. Matters Not Provided For and Transition

1. NAME, STATUS AND INCORPORATION

1.1 Name

The name of the incorporated society is **Wushu Dragon & Lion Dance Federation of New Zealand Incorporated** ("the Federation").

1.2 Status and Nature

- a. The Federation is an incorporated society registered under the **Incorporated Societies Act 2022** ("the Act").
- b. The Federation is the **national governing body** in New Zealand for:
 - i. Wushu (including traditional Kung-Fu and modern sport Wushu: Taolu and Sanda);
 - ii. Taijiquan and related internal arts;
 - iii. Dragon Dance; and
 - iv. Lion Dance (including northern and southern traditions).
- c. The Federation is a **not-for-profit** organisation operating for the **public benefit**, mainly through the promotion and development of amateur sport, community participation and cultural exchange.
- d. The Federation recognises the status of Māori as **tangata whenua** in Aotearoa New Zealand and acknowledges the importance of meaningful engagement with Māori communities in the development of its strategies and programmes.

1.3 Registered Office

The registered office of the Federation must be at a place in New Zealand decided by the Board and notified to the Registrar of Incorporated Societies. Any change to the registered office must be promptly notified to the Registrar.

1.4 Languages and Precedence

In the event of any inconsistency between the English version of this Constitution and any translated version, the **English version prevails**.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the context requires otherwise:

- **Act** means the Incorporated Societies Act 2022, including any regulations made under it.
- **AGM** means an Annual General Meeting of the Federation.
- **Appointed Board Member** means a Board Member appointed under this Constitution.
- **Appointment Panel** means the Board Appointment Panel established under Rule 9.10.
- **Athlete** means an individual who participates in Wushu, Taijiquan, Dragon Dance or Lion Dance activities under the Federation's jurisdiction.
- **Board** means the governing body of the Federation established under Rule 9.
- **Board Member** means a member of the Board, whether elected or appointed.
- **Bylaws / Regulations** mean any regulations, policies, codes of conduct or other binding rules adopted by the Board under Rule 18.
- **Charitable Trust** means **NEW ZEALAND WUSHU DRAGON & LION DANCE FEDERATION Charitable Trust**, or any successor charitable entity established to support the Federation's purposes.
- **Club** means a Constituent Club Member admitted under this Constitution.
- **Constituent Club Member** means a Club that is a Voting Member under this Constitution.
- **Contact Person** means the person notified to the Registrar under the Act as the Federation's contact person.
- **Delegate** means the person authorised in writing by a Voting Member to exercise that Member's vote at a General Meeting.
- **General Meeting** means an AGM or SGM of the Federation.
- **Individual Member** means an individual admitted as such under this Constitution.
- **Member** means any person or organisation admitted as a member of the Federation under Rule 6 and recorded on the Member Register.
- **Member Register** means the register of Members kept under Rule 7.

- **Ordinary Resolution** means a resolution passed by a simple majority (more than 50%) of valid votes cast.
- **Panel Member** means a member of the Appointment Panel.
- **Regional Association Member** means a Regional Association that is a Voting Member under this Constitution.
- **Region** means a geographic area recognised by the Federation for the purposes of Regional Associations and development.
- **Registrar** means the Registrar of Incorporated Societies or any equivalent successor.
- **SGM** means a Special General Meeting of the Federation.
- **Voting Member** means those Members with voting rights at General Meetings under this Constitution.

2.2 Interpretation

- Unless the context requires otherwise, words in the singular include the plural and vice versa; and words importing one gender include all genders and non-binary identities.
- Clause headings are for convenience and do not affect interpretation.
- References to "writing" include email or other electronic means that allow the text to be stored and reproduced.
- References to a "person" include individuals, body corporates, trusts, and unincorporated associations.
- If there is any inconsistency between this Constitution and any Bylaws/Regulations, this Constitution prevails.
- This Constitution must be interpreted in light of, and is subject to, any mandatory requirements of the Act.

3. OFFICERS OF THE FEDERATION AND CONTACT PERSON

3.1 Officers of the Federation

For the purposes of the Act, the officers of the Federation are:

- All members of the Board; and
- Any other person in a position to exercise significant influence over the

management or administration of the Federation, including any Chief Executive or General Manager (if appointed).

3.2 Contact Person

- a. The Board must ensure that at least one Contact Person is appointed and notified to the Registrar in accordance with the Act.
- b. The Contact Person must be ordinarily resident in New Zealand and will normally be an officer of the Federation.
- c. The Board may replace the Contact Person at any time and must ensure any change is promptly notified to the Registrar.

4. PURPOSES (OBJECTS)

4.1 Primary Purposes

The purposes of the Federation are to:

- a. Act as the **national governing body** in New Zealand for Wushu, Kung-Fu, Taolu, Sanda, Taijiquan, Dragon Dance and Lion Dance, and related disciplines.
- b. Promote, develop and administer these disciplines as primarily **professional, amateur sports and cultural activities** for the health, well-being, recreation and cultural enrichment of the people of New Zealand.
- c. Be the recognised member or contact body in New Zealand for relevant international and regional federations, and to comply with their rules and decisions where consistent with New Zealand law and this Constitution.
- d. Seek recognition and, where appropriate, investment as the **National Sports Organisation (NSO)** and national peak governing body for these disciplines in New Zealand.

4.2 Development, Participation and Culture

The Federation will:

- a. Promote participation across all ages, communities and abilities, including children and young people, and encourage life-long involvement.
- b. Support education, coaching, judging, officiating, leadership and volunteer development.
- c. Promote and respect the cultural roots of Chinese martial arts, Dragon and Lion Dance, while integrating Aotearoa New Zealand's diverse cultures and Te Tiriti o

Waitangi principles where appropriate.

d. Encourage safe, inclusive, diverse and equitable participation environments.

4.3 Competitions and High Performance

The Federation will:

a. Organise and sanction international, national and regional competitions and events, and set the rules for such competitions.

b. Maintain national rankings and results systems where appropriate.

c. Select, prepare and support **national representative teams** and officials for international events.

d. Develop and implement **high-performance pathways** and programmes from grassroots through to elite international level, in partnership with relevant agencies and the Charitable Trust where appropriate.

4.4 Integrity, Safe Sport and Fair Play

The Federation is committed to:

a. Safe, fair, inclusive and respectful environments for all participants.

b. Compliance with applicable **anti-doping rules** and sport integrity frameworks in New Zealand.

c. Preventing and addressing discrimination, harassment, abuse, bullying, match-fixing and any other threats to integrity.

d. Protecting children and vulnerable persons, including adopting and implementing child-safeguarding policies and procedures.

4.5 Financial and Organisational Sustainability

The Federation will:

a. Raise funds, apply for grants and manage its finances prudently to support its purposes.

b. Work cooperatively (but not under common control) with the Charitable Trust and other partners to resource programmes, participation and high performance.

c. Do all other lawful things the Board considers desirable to advance the Purposes, provided they are consistent with this Constitution and the Act.

5. POWERS

5.1 General Powers

Subject to this Constitution, the Act and any other applicable law, the Federation has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, within and outside New Zealand, as if it were a natural person.

5.2 Specific Powers

Without limiting Rule 5.1, the Federation may:

- a. Make, amend and enforce Bylaws/Regulations, policies and codes.
 - b. Employ staff and engage contractors, advisors and volunteers.
 - c. Establish and disestablish committees and Technical Commissions.
 - d. Open and operate bank accounts and invest funds prudently.
 - e. Borrow, lend, lease, hire, acquire or dispose of property (subject to Rules 13 and 19).
 - f. Enter into sponsorships, service contracts and partnership agreements.
 - g. Apply for, receive and use funds or grants from the Charitable Trust and other funders.
 - h. Take or defend legal proceedings and obtain insurance.
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6. MEMBERSHIP

6.1 Membership Categories

The Members of the Federation are:

- a. **Constituent Club Members** (voting).
- b. **Regional Association Members** (voting).
- c. **Individual Members** (non-voting, except as Delegates if appointed).
- d. **Cultural Members** (non-voting).
- e. **Associate Members** (non-voting).
- f. **Patron Members** (non-voting).
- g. **Life Members** (non-voting unless also a Delegate of a Voting Member).

The Board may, by Bylaws, create sub-categories and define membership details consistent with this Constitution.

6.2 Voting Members

- a. Each Constituent Club Member is a Voting Member and is entitled to **one vote** at General Meetings.

b. Each Regional Association Member is a Voting Member and is entitled to **one vote** at General Meetings.

c. Life Members, Individual Members, Cultural Members, Associate Members, Patron Members and Board Members have **no separate voting rights** at General Meetings, but may hold or exercise a vote as a Delegate of a Voting Member.

6.3 Constituent Club Members – Eligibility

To be eligible as a Constituent Club Member, an organisation must:

a. Operate in New Zealand and primarily deliver Wushu, Kung-Fu, Taolu, Sanda, Taijiquan, Dragon Dance, Lion Dance, or closely related disciplines.

b. Have an identifiable governance structure (e.g., committee with President/Chair, Secretary, Treasurer).

c. Provide evidence of ongoing programmes, classes or activities.

d. Agree to comply with this Constitution, Bylaws, national registration processes and integrity policies.

e. Maintain a regular training venue or long-term training arrangement and meet safety standards.

f. Be financially viable and current with all fees.

g. Have no unresolved serious disciplinary or integrity sanctions under the Federation or other recognised bodies.

6.4 Regional Association Members – Eligibility

To be recognised as a Regional Association Member, an entity must:

a. Represent a geographic Region agreed by the Board.

b. Comprise at least **three Constituent Club Members** within its Region, unless otherwise approved by the Board in exceptional circumstances.

c. Operate a democratic governance structure, including an AGM and elected officers.

d. Have an appropriate legal form (for example, incorporated society or trust) or be transitioning to such form, as approved by the Board.

e. Comply with this Constitution, Bylaws and any Regional Association agreements.

6.5 Individual Members

a. An Individual Member must either be registered through a Constituent Club or, where permitted by the Board, directly with the Federation.

b. Individual Members must accept the Federation's Codes of Conduct and integrity policies.

c. Individuals with serious unresolved integrity or disciplinary sanctions (including doping sanctions) may be refused membership or re-instatement.

6.6 Cultural, Associate, Patron and Life Members

- a. Cultural Members are organisations or groups primarily engaged in cultural activities related to traditional Chinese martial arts and performance. They may not interfere with technical or competition governance.
- b. Associate Members may include schools, gyms, community groups or other organisations supportive of the Federation's purposes.
- c. Patron Members are individuals or organisations who contribute significantly (financially or otherwise) and support the purposes of the Federation.
- d. **Life Membership** may be granted by Special Resolution at a General Meeting, on recommendation of the Board, to individuals who have given outstanding service to Wushu, Taijiquan, Dragon Dance or Lion Dance in New Zealand. Life Members do not pay annual membership fees.

6.7 Rights of Members

Subject to this Constitution, Bylaws and any conditions of membership:

- a. Voting Members have the right to:
 - i. receive notices of, attend and vote at General Meetings through their Delegates;
 - ii. nominate candidates for elected Board positions;
 - iii. propose motions in accordance with this Constitution;
 - iv. access Federation programmes and services.
- b. Non-voting Members have the right to:
 - i. attend General Meetings (without voting rights);
 - ii. participate in programmes, events and development activities, subject to eligibility;
 - iii. be heard in consultation processes as determined by the Board.
- c. All Members may identify as affiliated to the Federation in accordance with branding and logo guidelines.

6.8 Obligations of Members

All Members must:

- a. Comply with this Constitution, Bylaws and any lawful decisions of the Board.
- b. Promote the reputation, integrity and purposes of the Federation and not bring it into disrepute.
- c. Meet safe sport, child protection and integrity requirements.
- d. Provide information reasonably required for national registration and reporting.
- e. Pay all applicable fees or levies by the due dates.
- f. Cooperate with investigations and disciplinary processes where required.

7. MEMBER REGISTER

7.1 Register

The Federation must keep and maintain an up-to-date **Member Register** recording, for each Member:

- a. Name and contact details;
- b. Membership category;
- c. For Voting Members, the name of the current Delegate (if any);
- d. Date of admission and (if applicable) date membership ceased;
- e. Status (active, suspended, terminated).

7.2 Updates and Privacy

- a. Members must promptly notify the Federation of any changes to their details.
- b. The Member Register must be stored securely in New Zealand and handled in accordance with the **Privacy Act 2020** and relevant policies.
- c. Access to personal information will be limited to those authorised by the Board and only to the extent necessary.

8. FEES, SUSPENSION AND TERMINATION

8.1 Membership Fees / Levies

- a. Each year, the Board may propose membership fees or levies for different categories of Members, for approval by Ordinary Resolution at the AGM.
- b. Once approved, fees are payable in the manner and by the dates specified by the Board.

8.2 Default in Payment

- a. If a Member fails to pay any fees by the due date, the Member is in default.
- b. While in default, the Member may lose some or all rights (including voting rights and access to events) as determined by the Board.
- c. If default continues for more than a period specified in the Bylaws (or, if none, 180 days), the Board may terminate membership following written notice and a reasonable opportunity to remedy.

8.3 Suspension

The Board may suspend a Member if:

- a. There is a serious or repeated breach of this Constitution, Bylaws or integrity policies;
- b. There is a serious safety or welfare concern;
- c. The Member refuses reasonable cooperation in disciplinary or integrity processes.

Before deciding to suspend, the Board must:

- give written notice of the proposed suspension, reasons and any proposed conditions;
- provide a reasonable opportunity (at least 14 days) for the Member to respond; and
- consider the Member's response in good faith.

Suspension may restrict voting rights, eligibility to host or participate in events, and access to programmes, as determined by the Board.

8.4 Termination of Membership

A Member ceases to be a Member if:

- a. The Member resigns in writing;
- b. The Member is an individual who dies;
- c. The Member is a body corporate or trust that is wound up, deregistered or dissolved;
- d. Membership is terminated under Rule 8.2 or following a disciplinary or dispute resolution process; or
- e. Any other grounds set out in Bylaws apply.

On ceasing to be a Member, any obligations existing at that time (including unpaid fees or return of property) continue until discharged.

9. GOVERNANCE STRUCTURE – THE BOARD AND APPOINTMENT PANEL

9.1 Role of the Board

The Board is the **governing body** of the Federation and is responsible for:

- a. Setting the strategic direction and priorities of the Federation;
- b. Ensuring the Federation acts in pursuit of its Purposes;
- c. Ensuring good governance, legal compliance, risk management and financial stewardship;
- d. Appointing, supporting and overseeing the Chief Executive (if appointed) or

National Office;

e. Approving Bylaws, policies and major programmes;

f. Representing the Federation at national and international levels.

The Board is not responsible for day-to-day management, which may be delegated to staff or contractors.

9.2 Powers of the Board

The Board has all powers and authorities necessary for managing the Federation's affairs, except those reserved to Members at a General Meeting or which the Act requires Members to decide.

9.3 Composition

a. The Board consists of **Seven (7) Board Members**:

i. **Four (4) Elected Board Members**, elected by Voting Members at the AGM; and

ii. **Three (3) Appointed Board Members**, appointed in accordance with this Constitution.

b. The Board should collectively have an appropriate mix of skills and experience (for example, governance, finance, legal, high performance, community development, culture), diversity (including gender and ethnic diversity) and geographical spread, and may adopt a **Board Skills & Diversity Policy** to guide elections and appointments.

c. The Federation will seek to ensure that at least one Board Member is an **Athlete Representative**, selected via a process defined in the Bylaws, to bring the perspective of current or recently retired athletes into governance.

9.4 Eligibility

A person is eligible to be a Board Member only if they:

a. Are at least 18 years old;

b. Are ordinarily resident in New Zealand;

c. Are not an undischarged bankrupt;

d. Are not prohibited from being an officer of an incorporated society or company;

e. Have not been convicted of a serious crime inconsistent with the integrity or safety requirements of the Federation;

f. Are not currently subject to serious sport-integrity or disciplinary sanctions;

g. Are not disqualified under Rule 9.11; and

h. Disclose any actual or potential conflicts of interest.

9.5 Election and Appointment of Board Members

- a. The Appointment Panel must call for applications for any Board Member positions that are to be vacated at the conclusion of the upcoming AGM, by a date set by the Board and, if no date is set, at least **90 days** before the AGM.
- b. Applications are to be made in the form decided by the Appointment Panel (indicating whether the applicant seeks to be an Appointed Board Member, an Elected Board Member, or is willing to be considered for either role), and must be received by the Appointment Panel by the date set by the Board and, if no date is set, at least **60 days** before the AGM.
- c. The Appointment Panel must then undertake its responsibilities under Rule 9.10.
- d. At least **30 days** before the AGM, the Appointment Panel:
 - i. must notify the Board of the Appointed Board Member(s) who are to assume office at the conclusion of the AGM; and
 - ii. may notify the Board of any recommended applicants whom it considers would best suit the vacant positions of Elected Board Members for consideration at the AGM.
- e. The Board must, at least **10 Working Days** before the AGM, notify the Members of:
 - i. the Appointment Panel's decision regarding any Appointed Board Members it has appointed;
 - ii. the Appointment Panel's recommendations (if any) for Elected Board Member positions; and
 - iii. the names of any other eligible applicants for the vacant positions of Elected Board Members.
- f. Elections of the Elected Board Members at the AGM will take place as follows:
 - i. if there is more than one nominee for any vacant Elected Board Member position, the election is by secret ballot using procedures set out in the Bylaws;
 - ii. those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
 - iii. if two or more nominees receive an equal number of votes and cannot all be elected, a further vote will be held between the tied nominees;
 - iv. if there is only one nominee for a vacant position, that person is declared elected without the need for a vote, provided that the person meets all eligibility requirements.

9.6 Term of Office

- a. Board Members serve a term of **three (3) years**, commencing at the close of the AGM at which they are elected or appointed.
- b. A Board Member may serve a maximum of **three consecutive terms** (nine years).
- c. Any period served to fill a casual vacancy may be disregarded for the purpose of calculating the maximum number of terms, as determined in the Bylaws.
- d. Terms should be staggered so that, as far as practicable, at least one Elected Board Member and one Appointed Board Member vacate their office at each successive AGM, to maintain continuity.

9.7 Officers

- a. At its first meeting after each AGM, the Board must elect from among its members:
 - i. a **Chair/President**; and
 - ii. **Deputy Chair/Vice President(s)**.
- b. The Board must also ensure appropriate arrangements for **Secretary** and **Treasurer** functions, which may be fulfilled by Board Members, staff or contractors.

9.8 Vacancies and Removal

- a. A casual vacancy arises if a Board Member:
 - i. resigns in writing;
 - ii. ceases to be eligible under Rule 9.4;
 - iii. is absent from three consecutive Board meetings without leave;
 - iv. is removed by Special Resolution of Members at a General Meeting;
 - v. is removed by Special Resolution of Appointment Panel at a General Meeting; or
 - vi. dies.
- b. The Board may fill a casual vacancy:
 - i. for an Elected Board Member: by appointment until the next AGM, where the position must then be subject to election (for the remainder of the original term if applicable);
 - ii. for an Appointed Board Member: by the Appointment Panel, following such process as it considers appropriate, having regard to Rule 9.10.
- c. A Board Member may be removed from office by:
 - i. a **two-thirds (2/3) majority** of the Board, where there is serious misconduct, failure to perform duties, or loss of confidence; or
 - ii. a **Special Resolution** of Voting Members at a General Meeting.

Any removal process must respect natural justice.

9.9 Duties and Conflicts of Interest

a. Board Members must at all times:

- i. act in good faith and in the best interests of the Federation as a whole;
- ii. exercise reasonable care, diligence and skill;
- iii. comply with this Constitution and the Act;
- iv. avoid and properly manage conflicts of interest;
- v. keep information confidential when required.

b. The Federation must maintain an **Interests Register** recording all disclosures of interests by officers, as required by the Act and good practice.

9.10 Appointment Panel

9.10.1 Establishment and Role

a. There will be a **Board Appointment Panel** ("Appointment Panel") responsible for:

- i. advertising, identifying and inviting suitable candidates to apply for appointment as Appointed Board Members;
- ii. receiving and assessing applications from candidates for appointment as Appointed Board Members, including undertaking such enquiries and holding interviews and meetings as it sees fit;
- iii. deciding the candidates to be appointed as Appointed Board Members;
- iv. receiving and assessing applications from candidates for election as Elected Board Members at an AGM;
- v. providing recommendations (if any, in its discretion) to the Members at, or prior to, an AGM as to which applicants it considers would best suit the positions of Elected Board Members.

b. The Appointment Panel is **independent of the Board** in performing its functions, although it may consult with the Board about skill gaps and diversity needs.

9.10.2 Composition

a. The Appointment Panel comprises **three (3) Panel Members**:

- i. one person who is experienced in governance and the functions and appointment process of board members in New Zealand;
- ii. one person who has an interest and understanding of martial arts, Wushu, Dragon

& Lion Dance or community sport in New Zealand.

b. The Appointment Panel must be diverse and inclusive.

c. A person will not be eligible to be, or remain as, a Panel Member if they are disqualified under Rule 9.11.

d. The convenor of the Appointment Panel is the Panel Member referred to in paragraph (a)(i), unless the Panel decides otherwise.

9.10.3 Term and Replacement

a. Panel Members remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Appointment Panel was established.

b. Any vacancy in the Appointment Panel will be filled by the person or organisation that appointed the Panel Member for which the vacancy arises.

9.10.4 Decision-Making and Process

a. The quorum for a meeting of the Appointment Panel is **three (3)** Panel Members.

b. Any decision of the Appointment Panel regarding the appointment of Appointed Board Members and the recommendations (if any) regarding Elected Board Members must be **unanimous**.

c. Unless otherwise set out in this Constitution, the Appointment Panel may decide its own process, provided it acts fairly and consistently, and has regard to transparency and diversity.

d. All information received by the Appointment Panel and its discussions must be kept confidential except to the extent required by law.

e. Panel Members must notify the convenor of any potential conflict of interest in considering any candidate. The convenor (or the Board, in the case of the convenor) may require a Panel Member to vacate their position if the conflict cannot be appropriately managed.

9.10.5 Criteria for Appointments and Recommendations

In determining the Appointed Board Members, and in recommending applicants to be Elected Board Members, the Appointment Panel will act on merit and consider the following factors about each candidate and the Board as a whole:

a. Prior experience as a director, trustee, officer or in any other governance role;

b. Knowledge of, and experience in, martial arts, Wushu, Dragon & Lion Dance or community sport organisations;

- c. Understanding of the legal, regulatory, fiduciary and ethical obligations of Board Members;
 - d. The desire for a wide range of knowledge, skills, and experience on the Board;
 - e. The desire for diversity and inclusion on the Board, including gender, ethnicity, age, geography and cultural background.
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9.11 Disqualification from Board and Appointment Panel

9.11.1 Disqualification Grounds

The following persons are disqualified from being elected, appointed or holding office as a Board Member, or from being or remaining as a Panel Member:

- a. A person who is an employee of, or contractor to, the Federation, unless the Board has determined that the nature and scale of the role does not create a material conflict with Board duties.
- b. A person who holds office as a director, committee member or trustee of a Regional Association or Constituent Club, unless as a condition of becoming a Board Member or Panel Member they resign from that office (they may still remain an ordinary member or volunteer).
- c. A person who is disqualified from being an officer under the Act.
- d. A person who has been removed as a Board Member following a process under this Constitution or any Bylaw, unless the Board or Members expressly approve their eligibility to return after a specified period.

9.11.2 Effect of Disqualification

- a. If an existing Board Member or Panel Member becomes or holds any position referred to in Rule 9.11.1(a) or (b) without resigning that position as required, they are deemed to have vacated their office as a Board Member or Panel Member (as applicable) on acceptance of the conflicting position.
 - b. If any of the circumstances listed in Rule 9.11.1(c) occur in relation to an existing Board Member or Panel Member, that person is deemed to have vacated their office upon the relevant authority making an order or finding of disqualification.
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10. BOARD MEETINGS

10.1 Frequency and Notice

- a. The Board must meet at least **six (6) times** each year.
- b. Meetings may be held in person or by audio/visual or other electronic means.
- c. Reasonable notice (normally at least 10 days) of Board meetings must be given, except in urgent circumstances.

10.2 Quorum

A quorum for a Board meeting is **four (4)** Board Members.

10.3 Decision-Making

- a. Decisions are made by **simple majority** of those present and entitled to vote.
- b. Each Board Member has one vote; the Chair has an additional **casting vote** in the event of a tie.
- c. Resolutions may be passed by written/electronic resolution approved by at least a quorum of Board Members.

10.4 Minutes and Records

Accurate minutes of Board meetings and resolutions must be kept, approved at the next meeting, and retained securely.

10.5 Delegations

- a. The Board may delegate any of its powers (other than those reserved to Members or prohibited by law) to:
 - i. Board committees;
 - ii. Technical Commissions;
 - iii. the Chief Executive/National Office; or
 - iv. other persons or bodies.
- b. Delegations must be recorded in writing (e.g., Terms of Reference).
- c. The Board remains ultimately responsible for delegated powers.

11. COMMITTEES, TECHNICAL COMMISSIONS AND NATIONAL STRUCTURE

11.1 Committees

The Board may establish standing or ad-hoc committees, including but not limited to:

- Audit & Risk Committee;
- Finance & Funding Committee;
- High Performance Committee;

- Selection Committee;
- Disciplinary Committee;
- Appeals Committee;
- Integrity & Safe Sport Committee.

Each committee operates under Terms of Reference approved by the Board and reports regularly to the Board.

11.2 Technical Commissions

- a. The Federation may establish **National Technical Commissions** (for example, Taolu, Sanda, Taijiquan, Dragon & Lion Dance, Referees & Judges, Coaching & Education).
- b. Technical Commissions are responsible, within their Terms of Reference, for:
 - i. technical rules and regulations;
 - ii. education, training and accreditation of athletes, coaches, referees, judges and technical officials;
 - iii. technical standards and safety requirements;
 - iv. technical input into competitions and high performance.
- c. Technical rules will normally be set out in Regulations, consistent with international federations where applicable.

11.3 Athlete Commission

- a. The Board may establish an **Athlete Commission** to represent the views of Athletes and to provide advice to the Board and relevant committees on matters affecting Athletes.
- b. The composition, mandate and selection process for the Athlete Commission shall be set out in the Bylaws.
- c. The Chair of the Athlete Commission, or another nominated member, may be invited to attend Board meetings in a non-voting capacity.

11.4 National Structure – Regions and Clubs

- a. The Federation recognises **Regional Associations** and **Clubs** as key delivery partners for participation and development.
- b. The responsibilities of Regional Associations and Clubs (including AGMs, governance standards, development planning, and adherence to Federation policies) may be further detailed in Bylaws, regional agreements and accreditation systems.

12. GENERAL MEETINGS OF MEMBERS

12.1 Annual General Meeting (AGM)

- a. The Federation must hold an AGM **once each calendar year**, no later than six months after the end of its financial year and not more than 15 months after the previous AGM.
- b. At least **25 Working Days'** notice of the date, time and method (in-person/online/hybrid) of the AGM must be given to all Members.
- c. The business of the AGM includes:
 - i. confirming minutes of the previous AGM and any relevant SGM;
 - ii. presentation of the annual report;
 - iii. presentation of financial statements and auditor's/reviewer's report (if any);
 - iv. presentation of a summary of officers' interest disclosures;
 - v. approval of membership fees for the coming year (if applicable);
 - vi. election of Elected Board Members;
 - vii. announcement of Appointed Board Members (if any);
 - viii. appointment of an auditor or reviewer (if required);
 - ix. consideration of constitutional amendments (if any);
 - x. consideration of any other properly notified business.

12.2 Special General Meetings (SGMs)

- a. An SGM may be called by:
 - i. the Board; or
 - ii. a written request signed by at least **30% of Voting Members**, stating the business to be considered.
- b. At least **7 Working Days'** notice of an SGM must be given, unless the Board determines (for urgent reasons) that a shorter period is reasonable and lawful.
- c. Only the business specified in the notice may be dealt with at an SGM.

12.3 Quorum at General Meetings

- a. The quorum for a General Meeting is **40% of Voting Members** (present in person or by valid electronic or remote participation).
- b. If quorum is not achieved within 30 minutes of the scheduled start time, the meeting is adjourned to a date and time decided by the chair of the meeting.
- c. At the reconvened meeting, the Voting Members then present (being at least 25% of Voting Members) constitute a quorum.

12.4 Chairing, Attendance and Speaking Rights

- a. The Chair/President (or, in their absence, the Deputy Chair/Vice President or another Board Member selected by the Board) chairs General Meetings.
- b. Those entitled to attend and speak at General Meetings are:
 - i. Delegates of Voting Members;
 - ii. Board Members;
 - iii. Life Members;
 - iv. the Chief Executive (if any);
 - v. any other persons the Board or chair invites.
- c. Only Delegates of Voting Members may vote, subject to this Constitution.

12.5 Voting at General Meetings

- a. Unless otherwise specified in this Constitution, decisions at General Meetings are made by **Ordinary Resolution**.
- b. Votes may be taken by a show of hands, voice, secret ballot or secure electronic means, as determined by the chair.
- c. In the event of a tie, the chair has a casting vote.
- d. Proxy voting may be permitted in limited circumstances, subject to safeguards and any Bylaws adopted by the Board.
- e. Elections for Board positions must be by secret ballot (including secure electronic methods) unless otherwise unanimously agreed by Voting Members present.

12.6 Special and Super Majorities

- a. A **Special Resolution (75% majority of votes cast)** is required for:
 - i. amendments to this Constitution (Rule 17);
 - ii. winding-up or liquidation (Rule 19);
 - iii. disposal of any significant asset as may be defined in the Bylaws.
- b. A **two-thirds (2/3) majority** is required for:
 - i. removal of a Board Member at a General Meeting;
 - ii. termination of a Member's membership at a General Meeting (if the decision is reserved to Members).

13. FINANCES AND RELATIONSHIP WITH THE CHARITABLE TRUST

13.1 Financial Year

The financial year of the Federation ends on a date determined by the Board and notified to Members.

13.2 Accounting Records and Reporting

- a. The Federation must keep adequate accounting records and prepare financial statements in accordance with applicable law and standards.
- b. The Board must present the annual financial statements to the Members at the AGM.
- c. The Federation may appoint an auditor or reviewer where required by law, by funders, or by decision of Members.

13.3 Application of Income and Non-Profit Status

- a. The income, benefit and property of the Federation must be applied solely towards its Purposes.
- b. No Member or officer may receive any private pecuniary profit from the Federation, except for:
 - i. payment for services actually rendered or goods supplied at reasonable market value;
 - ii. reimbursement of authorised expenses.
- c. This “no private profit” rule is a core clause and may not be removed or weakened.

13.4 Relationship with the Charitable Trust

- a. The Charitable Trust is a separate legal entity, governed by its own trust deed and Trustees. Nothing in this Constitution shall be interpreted as giving the Federation power to direct the Trustees in the exercise of their fiduciary duties.
- b. The Federation may:
 - i. recommend or apply for funding from the Charitable Trust for programmes and activities consistent with both entities’ purposes;
 - ii. enter into funding agreements or memoranda of understanding with the Charitable Trust;
 - iii. receive grants, sponsorship or other support from the Charitable Trust; and
 - iv. provide non-financial support to the Charitable Trust (for example, programme design, monitoring and impact reporting).
- c. The Federation may also seek and receive funding from other charitable or philanthropic organisations, government agencies, sponsors and donors, and is not dependent on the Charitable Trust as its sole or primary source of funding.

d. Where individuals hold roles in both the Federation and the Charitable Trust, any actual or potential conflicts of interest must be disclosed and managed in accordance with Rule 9.9 and any applicable Bylaws.

e. On winding up of the Federation (Rule 19), any surplus assets may be directed to the Charitable Trust only if it is then a registered charitable entity in New Zealand with purposes similar to those of the Federation.

13.5 Significant Transactions

a. The Federation may only enter into a **significant transaction** (as that term is defined in the Act, or as further defined in the Bylaws) if it has been approved by:

- i. a resolution of the Board; and
- ii. either an Ordinary Resolution of Voting Members at a General Meeting, or such higher threshold as specified in the Bylaws.

b. Without limiting paragraph (a), the Bylaws may set financial or other thresholds at which a transaction or disposal of assets is regarded as significant for the purposes of this Rule.

14. OFFICERS' DUTIES, INDEMNITY AND INSURANCE

14.1 Officers' Duties

Officers (including Board Members and any other persons with significant management influence) owe duties under the Act and at common law, including duties to:

- act in good faith and in the best interests of the Federation;
- comply with this Constitution and the Act;
- exercise reasonable care, diligence and skill;
- avoid improper use of position or information.

14.2 Indemnity and Insurance

a. To the extent permitted by law, the Federation may indemnify any officer or employee for costs, losses and liabilities incurred in the proper exercise of their duties, excluding criminal liability and fines.

b. The Federation may arrange insurance for officers and employees for liability (other than criminal liability) arising from their duties.

15. METHOD OF CONTRACTING

15.1 Authority to Contract

- a. The Federation may enter into contracts and other legal obligations by:
 - i. resolution of the Board; or
 - ii. any person or officeholder authorised by the Board for that purpose.

15.2 Execution of Documents

- a. Any deed or other formal document may be executed on behalf of the Federation by any two authorised signatories, being Board Members or staff specifically authorised by the Board.
 - b. The Board may approve the use of electronic signatures and electronic contracting methods to the extent permitted by law.
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16. DISCIPLINE, COMPLAINTS AND DISPUTE RESOLUTION

16.1 Internal Discipline and Complaints

- a. The Federation must adopt and maintain written procedures (which may be titled a **Disputes and Complaints Policy**) for handling complaints and disciplinary matters involving Members, participants, officers or others under its jurisdiction.
- b. Those procedures must:
 - i. be consistent with the principles of natural justice, including notice of allegations, a fair opportunity to be heard, and an unbiased decision-maker;
 - ii. set out how complaints can be made, how they will be triaged, and how decisions will be communicated; and
 - iii. specify any internal rights of review or appeal.
- c. Sanctions may include warnings, conditions on participation, suspension, termination of membership, de-registration, disqualification from events, or other measures as appropriate and proportionate.
- d. Unless there are reasonable grounds to consider that immediate external intervention is necessary (for example, serious harm or risk of harm), disputes covered by these procedures must first be dealt with under the Federation's internal Disputes and Complaints Policy before being taken to any external body.

16.2 Effect of Suspension or Termination

Where a Member or participant is suspended or terminated under the Federation's disciplinary or dispute resolution procedures, that suspension or termination may

also extend to eligibility to participate in, host, officiate at, or otherwise be involved in any event, programme or activity sanctioned by the Federation or its Members, for the duration and to the extent set out in the decision.

16.3 External Processes

- a. Where appropriate and permitted by relevant rules, disputes may be referred to the **Sports Tribunal of New Zealand** or another independent body for determination.
- b. Nothing in this Rule prevents any person from reporting matters to, or co-operating with, relevant public authorities, or from seeking remedies through the courts or other lawful avenues.

16.4 Integrity and Ethical Behaviour

In addition to the above:

- a. The Federation and its Members shall promote honesty, fairness and respect in all activities.
- b. They shall comply with relevant integrity, anti-doping, anti-corruption, safeguarding and conduct codes adopted by the Federation and relevant national or international bodies.
- c. Where appropriate, the Federation will align with any sector-wide integrity frameworks or guidance issued by Sport New Zealand and Sport Integrity New Zealand.

17. ALTERATION OF THE CONSTITUTION

17.1 Amendment Process

- a. This Constitution may be amended, added to, or replaced only by **Special Resolution** of Voting Members at a General Meeting.
 - b. The proposed amendment must:
 - i. be consistent with the Act and with the Federation's non-profit and public-benefit nature; and
 - ii. have been notified to Members with the notice of meeting.
 - c. Any amendment required by the Act, Registrar, or to maintain eligibility for funding or recognition may be proposed by the Board.
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18. BYLAWS, REGULATIONS AND POLICIES

18.1 Adoption and Status

- a. The Board may make, amend and repeal Bylaws, Regulations and policies to give effect to this Constitution and to govern operational, technical and competition matters.
- b. Bylaws must be consistent with this Constitution and the Act. In case of inconsistency, this Constitution prevails.

18.2 Publication

The Federation will take reasonable steps to ensure that current Bylaws and key policies are accessible to Members (for example, via the Federation's website).

18.3 Notification and Member Oversight

- a. When the Board makes, amends or repeals any Bylaw, it must take reasonable steps to notify Members (for example, by email and by publishing the change on the Federation's website).
- b. The Board must present a summary of any material Bylaw changes made since the previous AGM at each AGM.
- c. A General Meeting may, by Ordinary Resolution, recommend changes to or express its views on any Bylaw, but the Board retains responsibility for the final wording and implementation, unless this Constitution provides otherwise.

19. WINDING-UP / LIQUIDATION

19.1 Decision to Wind Up

The Federation may be wound up or liquidated only by:

- a. Special Resolution of Voting Members at a General Meeting; and
- b. compliance with the procedures in the Act.

19.2 Distribution of Surplus Assets

Upon winding up or liquidation, and after all debts and liabilities have been paid, any surplus assets must **not** be distributed to Members or officers, but must be given or transferred to:

- a. one or more registered charitable organisations in New Zealand with purposes similar to those of the Federation; and
- b. preferably (but not necessarily), the **Charitable Trust**, if it is then a registered charitable entity in New Zealand with compatible purposes.

20. MATTERS NOT PROVIDED FOR AND TRANSITION

20.1 Matters Not Provided For

If any matter arises that is not provided for in this Constitution, or if there is any doubt about interpretation, the Board may decide the matter, having regard to the Purposes of the Federation, the Act, and good governance principles.

20.2 Transitional Provisions

The Board may adopt transitional arrangements (including for Board terms, membership status and alignment with the Act) to move from any previous rules or structures to this Constitution, provided that:

- a. Members are informed; and
- b. any arrangements are consistent with the Act and this Constitution.