

CONSTITUTION OF EQUESTRIAN SPORTS NEW ZEALAND INCORPORATED

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1 GENERAL - NAME & PURPOSES

1.1 Name -The name of the society is Equestrian Sports New Zealand Incorporated, referred to in this Constitution as ESNZ.

1.2 Registered Office - The Registered Office of ESNZ shall be at such place in New Zealand as the Board from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

1.3 Purposes - The primary purposes of ESNZ are to:

- (a) Be the national body in New Zealand to promote, develop, enhance and protect equestrian sports,
- (b) Develop opportunities, programmes and facilities to enable, encourage and enhance the participation in, enjoyment of, and performance of people and horses in equestrian sports and activities, mainly as an amateur sport,
- (c) Provide a framework for the establishment, promotion and staging of international, national, regional and other equestrian events,
- (d) Adopt, publish and enforce articles and Regulations for equestrian competitions and events in New Zealand,
- (e) Encourage, organise and promote the entry of ESNZ teams and individuals that are able to compete with distinction in Olympic Games, FEI Games and other international events,
- (f) Represent New Zealand on the FEI and liaise with other national equestrian federations and organisations,
- (g) Promote the safety and welfare of all participants and horses in equestrian sports and activities,
- (h) Act in good faith and loyalty to ensure the maintenance and enhancement of ESNZ and equestrian sports, its standards, quality and reputation for the collective and mutual benefit of ESNZ and its Members,
- (i) Maintain and enhance the reputation of ESNZ and equestrian sport through the development of standards and practices which fulfil these purposes,
- (j) Promote mutual trust and confidence between ESNZ and its Members and those engaged in equestrian activities in New Zealand,
- (k) Lead, promote and enable diversity, equity and inclusion across the whole organisation including governance of ESNZ and participation in equestrian sports, and
- (l) Generally, to do anything that ESNZ considers will advance these purposes.

but none of the stated primary purposes is any more or less important because of the order in which they are stated.

1.4 To advance its purposes ESNZ may exercise any of the powers conferred by the Act and in accordance with Rule 3.

2 INTERPRETATION OF THIS CONSTITUTION

2.1 In this Constitution, unless the context otherwise requires, the following words and phrases have the following meanings:

- (a) **Act** means the Incorporated Societies Act 2022.
- (b) **Affiliate Group** means a Body Corporate Member who is recognized by ESNZ as an Affiliate Group with rights and obligations under Rule 10.
- (c) **Associated Person** means, in relation to a Member or Officer:
 - (i) any Relative of that person (as defined in section 5 of the Act);
 - (ii) any entity in which that person, or a Relative of that person, has a material financial interest or exercises significant influence (including as a director, trustee, officer, or partner);
 - (iii) any entity that employs or engages that person, or a Relative of that person, under a contract for services; and
 - (iv) any other person with whom that person has a close personal relationship such that their independence of judgment may reasonably be questioned.
- (d) **Authorised Representative** means a person authorised by a Body Corporate Member to act on its behalf.
- (e) **Board** means ESNZ's governing body referred to in Rule 7.1.
- (f) **Board Member** is a member of the Board and includes ESNZ's Chairperson, Deputy Chairperson and others holding office pursuant to Rule 7.2.
- (g) **Body Corporate** is an entity that has its own separate legal personality apart from the people involved in it, and includes Incorporated Societies, Companies, Charitable Trusts and Limited partnerships.
- (h) **CEO** means the Chief Executive Officer of ESNZ appointed pursuant to Rule 8.5.
- (i) **Clear Days** means complete days excluding the first and last-named days (for instance, excluding the date a notice of meeting is posted or transmitted to Members and the date of the meeting).
- (j) **Complaint** means the process by which ESNZ, an Officer or Member has started the Disputes Process in accordance with Rule 12.7.
- (k) **Complaints Review Officer** means a person authorized, delegated or appointed by the Board to hear and resolve Disputes or other issues and complaints as required.
- (l) **Conflicts of Interests Register** means the register kept and maintained by ESNZ in respect of interests of Officers or Discipline Board members at any given time.
- (m) **Contact details** means the name physical and electronic addresses and telephone number(s) of the person referred.

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- (n) **Contact Person** means an Officer whom the Registrar of Incorporated Societies can contact who is ordinarily resident in New Zealand.
- (o) **Discipline** means the type of equestrian discipline recognized by ESNZ for which there is a Discipline Board and separate Discipline bylaws pursuant to this Constitution.
- (p) **Discipline Board** means a committee established pursuant to Rule 9 which has been delegated the responsibility of managing the Discipline in accordance with this Constitution and any Regulations,
- (q) **Discipline bylaw** means a bylaw made by ESNZ that is specific to the management and administration of a Discipline.
- (r) **Dispute** means a disagreement or conflict between and among any one or more Members (or former Members, in relation to matters arising during their membership), any one or more Officers (or former Officers, in relation to matters arising during their tenure) and ESNZ, that relates to an allegation that:
 - (i) a Member or an Officer has engaged in misconduct; or
 - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iii) ESNZ has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.
- (s) **Disputes Process** means the procedure for resolving a Dispute as set out in Rule 12.
- (t) **ESNZ** is Equestrian Sports New Zealand Incorporated.
- (u) **FEI** is a reference to Federation Equestre Internationale.
- (v) **Financial Year** means ESNZ's financial year, which shall commence on 1 June of each year and end on 31 May the following year (the latter being ESNZ's balance date).
- (w) **General Assembly** means either an Annual General Assembly or a Special General Assembly of ESNZ.
- (x) **Honorary Life Member** is a Member recognised as such pursuant to Rule 4.3.
- (y) **Judicial Committee** is a hearing body delegated or appointed by the Board to hear and resolve Disputes or other issue and complaints as required.
- (z) **Member** is an individual or Body Corporate that has been admitted to membership of ESNZ in accordance with Rule 4, and who has not ceased to be a Member under this Constitution.
- (aa) **Membership Register** is the register of Members kept under Rule 4.
- (bb) **NEC** are the National Equestrian Centres located in Christchurch and

Taupō and owned by ESNZ.

- (cc) NEC Committee** means a committee established pursuant to Rule 11 which has the responsibility of managing an NEC in accordance with this Constitution, any Regulations and the relevant NEC bylaw.
- (dd) NEC bylaw** means a bylaw made by ESNZ that is specific to the management and administration of the NEC(s).
- (ee) Officer** means a Board Member and any natural person occupying a position in ESNZ that allows the person to exercise significant influence over the management or administration of ESNZ.
- (ff) Patron** is a person appointed to that position by the Board under Rule 8.4 because that person supports ESNZ's purposes in some significant way.
- (gg) Regulations** means any regulations, bylaws or policies adopted and promulgated by the Board subsidiary to this Constitution. Regulations do not mean any regulations made under any statute.
- (hh) Remote ballot** is a ballot conducted by electronic means in accordance with the procedures set out in Rule 5.19.
- (ii) Voting Delegate** is a Member who is at least 16 years old who has been appointed by a Discipline or an NEC to vote on their behalf at a General Assembly. A Voting Delegate can not be an ESNZ employee.
- (jj) Working day** means any day of the week other than a Saturday, Sunday, or national statutory holiday.
- (kk) Written notice** means communication by post, courier, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

2.2 In this Constitution, unless the context otherwise requires:

- (a)** The singular number includes the plural and vice versa and words indicating one gender include the other genders;
- (b)** Reference to any Act extends to and includes any statutory or other modification or re- enactment thereof and any other like provision for the time being in force in New Zealand;
- (c)** The headings of the Rules in this Constitution will not affect the interpretation given to it; and
- (d)** Where this Constitution or any Regulation is inconsistent with a rule, regulation, bylaw or directive of the FEI, the rule, regulation, bylaw or directive of the FEI prevails to the extent of the inconsistency, unless otherwise required by law.

3 ESNZ'S POWERS

3.1 ESNZ must not operate for the purpose of, or with the effect of:

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- (a)** Any Member or Officer of ESNZ or any Associated Person deriving any personal financial gain, other than as may be permitted by law, or
 - (b)** Returning all or part of the surplus generated by ESNZ's operations to Members, in money or in kind, or
 - (c)** Conferring any kind of ownership in ESNZ's assets on Members, but ESNZ would not operate for the financial gain of Members or Officers in breach of the Act simply if ESNZ:
 - (i)** Engages in trade,
 - (ii)** Pays a not-for-profit Member for matters that are incidental to the purposes of ESNZ,
 - (iii)** Reimburses a Member, Officer or Associated Person for reasonable expenses legitimately incurred on behalf of ESNZ or while pursuing ESNZ's purposes,
 - (iv)** Provides benefits to members of the public or of a class of the public and those persons include Members, Officers or their families,
 - (v)** Pays a Member, Officer or Associated Person a salary or wages or other payments for services to ESNZ on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests, or are terms less favourable to the Member than those terms), or
 - (vi)** Provides a Member, Officer or Associated Person with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of ESNZ.
- 3.2** Nothing in this Constitution authorises ESNZ to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- 3.3** Despite Rule 1.3 ESNZ shall not be required to advance all of its primary purposes all of the time.
- 3.4** Subject to Rules 1.3, 3.1 and 3.2, ESNZ and the Board shall have power:
- (a)** To represent and promote the interests of Members of ESNZ,
 - (b)** To make, alter, rescind, police and enforce Regulations to advance or achieve any of ESNZ's purposes,
 - (c)** To make such Regulations to allow an individual or Body Corporate interested in joining ESNZ or participating in ESNZ activities to do so, and any such individual or Body Corporate shall have such rights and privileges as may be specified by the Board, including the right to attend and participate in ESNZ activities and to attend and speak but not vote at General Assemblies,
 - (d)** To establish and implement a Code of Conduct Regulation applicable to Members and to deal with Disputes in accordance with this constitution.

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- (e) To develop, create, license and otherwise exploit, use and protect the intellectual property of ESNZ,
- (f) To assign functions to and/or enter into agreements with other organisations (such as Sport New Zealand, High Performance Sport New Zealand, the Sports Tribunal, the New Zealand Olympic Committee, Paralympics New Zealand, Drug Free Sport New Zealand, and the FEI or their successors),
- (g) To represent New Zealand on FEI,
- (h) To promote the safety and welfare of all participants and horses in equestrian sports and activities,
- (i) To promote mutual trust and confidence between ESNZ and Members and to act in the best interests of Members and equestrian sports,
- (j) To maintain and enhance the reputation of ESNZ and equestrian sports,
- (k) To purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with real and personal property,
- (l) To control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of guarantee or mortgage or charge over all or any part of any of ESNZ real and personal property,
- (m) To sell, lease, mortgage, charge or otherwise dispose of any property of ESNZ and grant such rights and privileges over such property as it considers appropriate, and
- (n) To do any act or thing related or contributing to advancing or attaining any of ESNZ's purposes.

3.5 Subject to Rule 1.2, in addition to its statutory powers, ESNZ:

- (a) May use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate,
- (b) May purchase, acquire and lease property and invest in any investment in which a trustee may lawfully invest, and
- (c) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of an ESNZ Board.

3.6 No Member or any Associated Person shall participate in or materially influence any decision made by ESNZ relating to:

- (a) The payment to or on behalf of that Member or Associated Person, or
- (b) The conferring of any income, benefit or advantage whatsoever on that Member or Associated Person.

3.7 Despite any other provision in this Constitution, Board Members, and the Board's sub-Committee members:

- (a) May be offered such honoraria as may be approved by resolution of a General Assembly, and
- (b) Shall be entitled to be reimbursed by ESNZ for any reasonable actual expenses incurred by them on behalf of ESNZ.

- 3.8 Indemnity** - ESNZ shall indemnify current and former Officers and employees, but only:
- (a) in respect of acts or omissions in their capacity as an Officer or employee of ESNZ; and
 - (b) to the extent permitted by section 96 of the Act.
- 3.9** The indemnity in Rule 3.8 does not apply to:
- (a) any criminal liability; or
 - (b) any act or omission not undertaken in good faith and in what the person believed to be the best interests of ESNZ.
- 3.10 Insurance** - With the prior approval of the Board, ESNZ may arrange insurance in respect of the indemnities set out in Rule 3.8, but only to the extent permitted by section 97 of the Act. Any resolution to authorise such insurance must be accompanied by the certificate required under section 97(2) of the Act, signed by each Officer who votes in favour of the resolution, stating that in their opinion the cost of the insurance is fair to ESNZ.
- 3.11** ESNZ may also arrange insurance, in its own name, for the benefit of:
- (a) Members at events or competitions operated by ESNZ, a Discipline, or by an Affiliate Group (whether or not they are acting in an official capacity); and
 - (b) Members and former Members acting in an official capacity on behalf of ESNZ.
- 3.12 Affiliate Groups** - For the avoidance of doubt, ESNZ will not obtain insurance for Affiliate Group Members. Each Affiliate Group is required to obtain its own insurance in respect of its own activities.
- 3.13 Execution of documents** - ESNZ may execute documents:
- (a) By affixing the Common Seal witnessed by the Chairperson or Deputy Chairperson and counter-signed by some other Board Member. The use of the Common Seal is at the discretion of the CEO and is not required for all documents, or
 - (b) without a Common Seal, by the Chairperson, Deputy Chairperson, some other authorised Board Member, the CEO or such other person authorized by the Board (whether by resolution or Regulation) to sign on behalf of ESNZ.

4 MEMBERSHIP OF ESNZ

4.1 ESNZ shall maintain the minimum number of Members required by the Act.

4.2 Different classes of Membership can be established by Resolution of the Board.

4.3 An Honorary Life Member is a class of Membership for persons honoured for services to ESNZ or in an associated field elected as an Honorary Life Member by resolution of the Board who or which has not ceased to be a Member under any other Rule.

4.4 Admission of Members - Membership applications (except for Honorary Members) must be submitted in writing. ESNZ may interview an applicant or their Authorised Representative or seek further information from them. An applicant does not become a Member until all of ESNZ's pre-conditions have been met, which may include payment of an annual subscription and any other ESNZ fees payable. ESNZ shall have the discretion whether or not to admit a membership applicant and shall advise the applicant of its decision (but shall not be required to provide reasons for that decision).

4.5 Every individual or Body Corporate admitted into membership as a Member must expressly consent in writing to becoming a Member and supply such information as may be required by ESNZ. The consent of a Body Corporate to become a Member may be given on its behalf by two (2) directors, partners or Officers (as applicable), or if it is a company with only one (1) director, by that director. A person consents to becoming an Honorary Member on acceptance in writing of their Honorary Life Membership.

4.6 Readmission of former Members- Any former Member may apply for re-admission in the manner prescribed in this Rule 4. If an applicant's membership has previously been terminated by ESNZ, the applicant must disclose that to ESNZ within their application and provide such other information as ESNZ may reasonably require and may only be re-admitted by a resolution of the Board.

4.7 Membership Register - ESNZ shall ensure that a Membership Register of Members recording their names, last known contact details, the date(s) upon which each Member became or stops being a Member and any information required pursuant to regulations made under the Act.

4.8 A Member may inspect the parts of the Membership Register without charge at any reasonable time, subject to the provisions of the Act. For the avoidance of doubt, additional information held on the Membership Register for internal administration purposes (such as compliance with ESNZ Membership Pre-conditions, financial status and other details collected by ESNZ) does not need to be disclosed.

4.9 Every Member is responsible for promptly notifying ESNZ of any changes to their contact details. ESNZ is not responsible for any consequences arising from a Member's failure to update their information.

4.10 Membership obligations and rights: Members acknowledge and agree that:

- (a) to receive or continue to receive or exercise Member rights under this Constitution or the Regulations, they must meet all the Membership requirements set out in this Constitution and the Regulations or as otherwise set by the Board, including payment of any membership or other fees within the time period specified;
- (b) such rights and entitlements include, but are not limited to, a right to:
 - A. Receive notices and papers and be able to attend (at their cost), speak and vote at general meetings of their applicable Discipline in accordance with the Discipline bylaw and in accordance with this Constitution,
 - B. Receive notices, papers and audited financial statements of ESNZ and be able to attend (at their cost) and speak at the General Assemblies in accordance with this Constitution,
 - C. Inspect the Membership Register and any other ESNZ records to which Members are entitled under the Act, in accordance with any procedures and restrictions set by the Board,
- (c) They are deemed to have notice of and be bound by the provisions of this Constitution, the Regulations and to the extent they apply, the rules, procedures or policies of the FEI (each as amended from time to time);
- (d) They shall promote the interests and purposes of ESNZ and shall do nothing to bring ESNZ into disrepute;
- (e) Any Member that is a Body Corporate shall, in addition:
 - (i) provide ESNZ with the contact details of their Authorised Representative,
 - (ii) be, and remain registered as an independent legal entity (i.e. continue to meet the legal requirements for its Body Corporate status);
 - (iii) ensure its founding documents, (including its constitution, trust deed or rules as applicable) are not inconsistent with this Constitution;
 - (iv) act in good faith with loyalty to ESNZ to ensure the maintenance and enhancement of ESNZ and equestrian sports, and its reputation, and to do so for the collective and mutual benefit of the Members and equestrian sports;
- (f) Membership does not confer on any Member any right, title, or interest (legal or equitable) to or in the property of ESNZ; and
- (g) No Member is liable for an obligation of ESNZ by reason only of being a Member.

4.11 The Board may decide whether, how and which classes of Members may access or use premises, facilities, equipment or other property owned, occupied or otherwise used by ESNZ, including any conditions of and fees for such access or use.

- 4.12 Member Access to Information held by ESNZ** - ESNZ may collect and record information about Members for ESNZ's purposes, including the Membership Register and in the agendas and minutes of Board meetings and General Assemblies.
- 4.13** Except as permitted under this Constitution, the Act or by resolution of the Board, a Member is not entitled to inspect or copy minutes of Board or Board sub-committee meetings or other ESNZ's records. A Member is, subject to the Act and the Privacy Act 2020, entitled to access information that ESNZ holds about that Member (but not about other Members).
- 4.14** A Member may at any time make a written request to ESNZ for information held by ESNZ. ESNZ must respond within a reasonable time by either providing the information, agreeing to provide it (with or without a reasonable charge), or refusing the request in accordance with the Act.
- 4.15** ESNZ may refuse to provide information on any of the grounds set out in section 82(2) of the Act, including where disclosure would breach privacy, prejudice ESNZ's or another person's commercial position, involve disproportionate burden, or where the request is frivolous or vexatious.
- 4.16** If ESNZ requires payment of a charge for the information, the Member may withdraw the request, and is treated as having done so unless, within 10 Working days of notification, the Member confirms that the charge will be paid or disputes the reasonableness of the charge.
- 4.17** Nothing in this Rule limits a Member's rights under the Privacy Act 2020 to access or request correction of their personal information
- 4.18 Subscriptions, levies and fees** - The annual subscription and any other fees for different classes of membership for the then current Financial Year shall be set by resolution of the Board.
- 4.19** The Board may also by resolution determine:
- (a) Any other fees payable, including without limitation, horse registration fees,
 - (b) Any event organising or other fees payable by an event organising committee for events and activities held by or under the jurisdiction of ESNZ,
 - (c) The due date for such fees,
 - (d) The manner for payment of all ESNZ and Discipline fees, including payment by periodic instalments, and
 - (e) In extreme or unusual circumstances, impose a levy or levies on Members in different classes of membership (except Honorary Life Members) in any Financial Year up to a maximum totalling 50% of the annual subscription for that year for each class of Member.
- 4.20 Cessation of Membership** - A Member ceases to be a Member:
- (a) On death or if a Body Corporate if its is wound up, dissolved, struck off the register, ceases to exist or otherwise loses its legal status;
 - (b) Upon resignation from that Member's class of membership by notice to ESNZ,

- (c) From the date that payment is due and owing for any annual subscription or such other fees due and owing to ESNZ,
- (d) Upon the effective date of termination of that Member's membership pursuant to the disciplinary, dispute or legal processes under this Constitution or the Regulations.
- (e) From the date the Board resolves that a Member is no longer a Member because they are:
 - (i) Not meeting the requirements or pre-conditions of Membership;
 - (ii) Declared bankrupt or enter the no-asset procedure under the Insolvency Act 2006; or
 - (iii) Convicted of a serious criminal offence rendering them unsuitable for membership of ESNZ.

4.21 A Member who has resigned or whose membership is terminated under this Constitution:

- (a) Shall cease to hold himself, herself or itself out as a Member of ESNZ,
- (b) Shall return to ESNZ all material provided to Members by ESNZ (including any membership certificate, badges, handbooks and manuals),
- (c) Shall cease to be entitled to any of the rights of an ESNZ Member,
- (d) Shall not be entitled to and shall have no claim to any ESNZ property, and
- (e) May later re-apply for membership (in which event the reasons for the previous termination of membership may be taken into account in considering that application).

4.22 Member Suspension - Where a Member is suspended pursuant to this Constitution, the Member will not be entitled to any of the rights of Membership under this Constitution or the Regulations for the period specified by ESNZ or the person(s) authorized to suspend them, unless the person(s) authorized to suspend them provides a written exemption in respect of any specific right(s).

5 GENERAL ASSEMBLIES

5.1 General Assembly - A General Assembly may be attended by the following who shall have speaking and voting rights at a General Assembly:

- (a) The Chairperson,
- (b) The Deputy Chairperson,
- (c) The Board Members,
- (d) Nine (9) Voting Delegates per Discipline, and
- (e) One (1) Voting Delegate from each of the NECs

except that no person may exercise a voting right where the Board has determined, applying the principles of the conflict-of-interest provisions in Rules 8.12 and 8.13 (with any necessary modifications), that the person is conflicted in respect of the matter being voted on. Any such disclosure must be recorded in ESNZ's central Conflicts of Interest Register.

- 5.2** General Assemblies may be attended by Members in person or by electronic means (remote attendance), and in the case of a Body Corporate by their Authorised Representative, and by no persons other than an Officer or staff of ESNZ or any other person admitted by resolution of the General Assembly. Those authorized to attend may also speak at a General Assembly.
- 5.3** Any Member wishing to give notice of any motion for consideration at the General Assembly shall forward Written notice of the same to the CEO at least 30 Clear Days before the date of the Meeting. The Board may consider all such notices of motion and may notify Members of its recommendations in respect of such notices of motion at any time before the General Assembly in accordance with Rule 5.5 or at the Annual General Assembly.
- 5.4** The CEO shall, in accordance with Rule 5.5 give notice:
- (a)** Notifying all Members not less than 60 days before of the venue/s, date, time, and business to be conducted at every General Assembly, and
 - (b)** In the case of Annual General Assemblies sending all Members not less than 21 days prior copies of the Annual Report, financial statements of the most recent Financial Year, notice of any motions, the Board's recommendations in respect of any notices of motion and approved budget for the (then) Financial Year.
- 5.5** Notice of, or relating to, any General Assembly may be given by ESNZ to Members by posting the notice on the ESNZ website. The inadvertent failure of any Member to receive notice, or any other minor error, omission, or irregularity in the giving of notice or conduct of a General Assembly, does not invalidate the meeting or its proceedings.
- 5.6** **Procedure for General Assemblies in emergency situations -** Notwithstanding any other provisions in this Constitution, where an uncommon or emergency situation brought about by bad weather, a natural disaster, a pandemic or the like prevents a General Assembly from being held as and where notified to Members, the Board may authorise the holding of the General Assembly at the notified venue or some other venue or venues and at two or more venues using any audio, audio and visual, or electronic communication technology that gives each Member attending in person remotely a reasonable opportunity to participate, and the Board may also reduce the required quorum in such circumstances.
- 5.7** **Resolution in lieu of General Assembly -** If the Board resolves that it is, for any reason, impracticable for an ESNZ decision to be made by ESNZ at a General Assembly, ESNZ shall have the power to approve a resolution in lieu of a General Assembly by following the procedures set out in the Act.
- 5.8** **Annual General Assembly -** The Annual General Assembly shall be held no later than 30 September each year, and not later than 15 months after the previous Annual General Assembly, on a date, at a time and at venue/s fixed by the Board.

- 5.9** The agenda and business of the Annual General Assembly shall include:
- (a) Call to order,
 - (b) Apologies,
 - (c) Confirmation of unconfirmed Minutes of previous General Assembly(s),
 - (d) Matters arising from the Minutes of previous General Assemblies,
 - (e) Annual Report of the Board on the affairs of ESNZ for the most recent Financial Year,
 - (f) Financial statements of ESNZ for the most recent Financial Year,
 - (h) Notice of the disclosures, or types of disclosures, made by Officers of interest in matters being considered by or affecting ESNZ during the most recent Financial Year (including a brief summary of the matters, or types of matters, to which those disclosures relate), recorded in the Conflicts of Interests Register since the previous Annual General Assembly,
 - (i) Ratification of the Board in accordance with Rule 7.4 and 7.5,
 - (j) Motions of which notice has been given,
 - (k) Presentation, of an approved budget for the then current Financial Year,
 - (l) Appointment of an Auditor,
 - (m) Any proposed amendments to this Constitution,
 - (n) Confirm the annual subscription and any other fees for different classes of membership for the then current Financial Year, and
 - (o) General business.
- 5.10 Special General Assemblies** - Special General Assemblies shall be called by:
- (a) The Board,
 - (b) Within 21 Clear Days of receipt by the CEO of a written requisition of no fewer than two Discipline Boards, or
 - (c) Within 21 Clear Days of receipt by the CEO of a written requisition to be signed by not less than $\frac{1}{4}$ of the Members and such requisition must specify the business to be considered by the Special General Assembly.
- 5.11** A Special General Assembly shall consider and deal only with the business:
- (a) If Rule 5.10 (a) applies, as specified in the Board's requisition, or
 - (b) If Rules 5.10 (b) or (c) as specified in the written requisition calling the Meeting, plus any additional business specified by the Board.
- 5.12** If the Board fails to give notice to Members of a Special General Assembly within 21 Clear Days of receipt of a written requisition, those requisitioning the Special General Assembly may convene it in accordance with the procedures set out in Rules 5.4(a) and 5.5.
- 5.13 Meeting Procedure** - ESNZ by resolution of a General Assembly may adopt a guide to or rules of meeting procedure for General Assemblies and Board meetings, and in the absence of such a resolution all General Assemblies and Board meetings shall be conducted in accordance with standard New Zealand

meeting procedure.

- 5.14 Quorum** -The quorum for General Assemblies is two-thirds of the persons entitled to vote, whether present in person or by remote attendance, when the meeting is called to order and also present throughout the meeting, and:
- (a) If a quorum is not present within half an hour of the intended commencement time of the General Assembly it shall be adjourned to such other date, time and place as determined by the Board, and notice of the adjourned meeting date, time and venue shall be given in accordance with Rule 5.4, and
 - (b) If no quorum is obtained at that adjourned meeting, then the persons present at the adjourned meeting shall be deemed to constitute a valid quorum for the purposes of this Rule.
 - (c) Any decisions made when a quorum for a General Assembly is not present are invalid.
- 5.15** If the quorum required is not present within half an hour after a General Assembly's appointed start time:
- (a) If the General Assembly was called on a requisition of Members. it shall be dissolved, and
 - (b) If the General Assembly was called by the Board, it shall stand adjourned for seven days to the same time and venue/s, and if at such adjourned meeting the required quorum is not present, those present in person or by remote attendance shall be deemed to constitute a sufficient quorum.
- 5.16 Chair** - Every General Assembly shall be chaired by:
- (a) The Chairperson, or
 - (b) In the Chairperson's absence, by the Deputy Chairperson, or
 - (c) In the absence of the Chairperson and the Deputy Chairperson by a person elected for the purpose by the meeting,
- and any such chairperson shall have the following powers and discretions:
- (d) To decide the order of business,
 - (e) If a Member, to exercise a deliberative and a casting vote,
 - (f) If not a Member, to exercise a casting vote,
 - (g) To direct that any person not entitled to be present at the Meeting, or obstructing the business of the Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - (h) In the absence of a quorum or in the case of emergency, to adjourn the Meeting or declare it closed.
- 5.17 Voting** - A Voting Delegate is entitled to exercise one vote on any motion at a General Assembly in person or via remote attendance, and voting at a General Assembly shall be by voices or by show of hands.
- 5.18** Unless otherwise required by this Constitution, all questions shall be

decided by a simple majority of those in attendance in person and voting at a General Assembly or voting by Remote ballot.

5.19 Remote Ballot- In respect of Remote ballots held under this Constitution:

- (a) Only Voting Delegates may vote in any Remote ballot notified to them,
- (b) The resolution to hold a Remote ballot shall set a closing date and time for ballots to be received by the CEO, but the closing date shall be no earlier than 15 Clear Days after the date ballot papers are notified to Voting Delegates,
- (c) In respect of any motion to amend this Constitution by Remote ballot, the motion shall be accompanied by reasons and recommendations from the Board, and any such motion must be passed by a two-thirds majority of those voting,
- (d) Voting in a Remote ballot may be by ballots identifying and signed by the Voting Delegate (voting) returned to the CEO by email, mail, delivery, or fax, or through website voting,
- (e) The CEO shall declare the result of a Remote ballot,
- (f) The result of any Remote ballot shall be as effective and binding on Members as a resolution passed at a General Assembly, and
- (g) The failure for any reason of any Voting Delegate to receive any notice relating to a Remote ballot or of the CEO to receive any completed ballot paper shall not invalidate the result of the Remote ballot.

5.20 A resolution passed by the required majority at any General Assembly or by Remote ballot binds all Members, irrespective of whether or not they were present or represented at any General Assembly when the resolution was adopted and whether or not they voted.

6 AMENDMENT OF THIS CONSTITUTION

6.1 This Constitution may be amended or replaced, provided that no amendment may be made which would:

- (a) Alter any provision in this Constitution precluding Members from obtaining any personal benefit or profit from their membership, or
- (b) Otherwise conflict with the provisions of the Act but no change shall be made to ESNZ's balance date without the prior approval of the Registrar of Incorporated Societies pursuant to the Act.

6.2 Any proposed motion to amend or replace this Constitution:

- (a) May be proposed by the Board, or
- (b) Shall be signed by at least two Members and given in writing to the CEO at 21 Clear Days before the General Assembly at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal. The Board shall decide whether to submit any such proposal to a General Assembly or to hold a Remote ballot.

6.3 Unless the proposed motion is to be voted upon by Remote ballot, the CEO shall notify all Members of the proposed motion and of the General

Assembly at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect such notice of motion.

- 6.4** Any resolution to amend or replace this Constitution must be proposed as a special resolution and passed by not less than 75% of all Voting delegates present and voting in person or by remote ballot.
- 6.5** Every amendment or replacement of this Constitution has no effect until it has been registered with the Registrar of Incorporated Societies in accordance with the Act.

7 BOARD MEMBERS AND BOARD ELECTIONS/APPOINTMENTS

- 7.1 Board** - ESNZ shall have a Board comprising Board Members elected or appointed pursuant to Rule 7.2, which shall be the governing body of ESNZ.
- 7.2** The Board shall consist of:
- (a)** The Chair of each Discipline, each of whom shall be elected by each Discipline in accordance with each Discipline's Bylaws or a nominee of a Discipline Board as approved by the Board,
 - (b)** One representative of the NECs appointed in accordance with the NEC Bylaw and approved by the Board; and
 - (c)** Four other persons appointed by the Board,
- together with any other Board members appointed under Rule 7.11 or co-opted under Rule 7.3.
- 7.3** The Board may co-opt other persons to the Board for a specific purpose, or for a limited period, or generally until the next Annual General Assembly. Unless otherwise specified by the Board, any person so co-opted shall have full speaking and voting rights as a Board member. The maximum number of co-opted Board positions shall be two (2).
- 7.4** The Board must at all times:
- (a)** Meet Sport New Zealand's governance policy requirements; and
 - (b)** consist of at least 50% Members.
- 7.5 Officer Certification** - Every Officer must, in writing certify that they are not disqualified by the Act from being appointed or holding office as an Officer, namely that they are not:
- (a)** under 16 years of age,
 - (b)** a person who is an undischarged bankrupt,
 - (c)** a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, the Takeovers Act 1993, the Credit Contracts and Consumer Finance Act 2003 or any other similar legislation,
 - (d)** a person who is ineligible to be elected or appointed other otherwise hold office under any other enactment,

- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
- (i) an offence under subpart 6 of Part 4 or section 22(2) of the Act;
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) an offence under section 143B of the Tax Administration Act 1994;
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence listed above; or
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
 - (vi) A person subject to—
 - A banning order under subpart 7 of Part 4 of the Act;
 - An order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - A forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act,
- (f) Certify that they are not disqualified from being appointed or holding office as an Officer as a consequence of any Rules in this Constitution.

7.6 Every Officer must consent in writing to being an Officer.

7.7 Unless specifically permitted by this Constitution, no person may hold more than one position on the Board, and if a person is nominated for more than one position and is declared elected to more than one position, the nominee shall take office to the most senior position for which the person was nominated.

7.8 Board Appointments Panel - The Board will establish a Board Appointments Panel for the purpose of assessing potential candidates and making a recommendation to the Board for the appointed Board positions. The Board Appointments panel shall consist of the Board Chairperson, a representative from the Discipline members of the Board and a person independent of ESNZ. A terms of reference policy will be established by the Board for the Board Appointments Panel.

7.9 Terms of office of Board Members - The term of office for a Board member is 3 years. No Board Member shall serve for more than 3 consecutive terms. The term of office of Board members expires at the end of the Annual General Assembly held in the year corresponding with the last year of a Board member's term of office specified in this Constitution or Discipline bylaws, and for the avoidance of doubt, unless an Annual General Assembly otherwise decides, the chairperson of that Meeting is the Chairperson who has held office since the end of the previous Annual

General Assembly.

- 7.10** Board Members co-opted pursuant shall hold office for a term to be specified on co-option and, if not so specified, for a term of 3 years.
- 7.11** If a vacancy in the position of any Board Member occurs between Annual General Assemblies, that vacancy shall be filled by appointment of some other person by resolution of the Board, and the appointee shall hold office for the remainder of the term of the former Board Member whom the appointee replaced.
- 7.12** The Board shall appoint a Chairperson and Deputy Chairperson from amongst its number at the first meeting of the Board following each Annual General Assembly, and this meeting must be held within one calendar month of the Annual General Assembly.
- 7.13** In the event of a vacancy in the position of Chairperson or Deputy Chairperson occurring other than after the Annual General Assembly the Board must meet as soon as reasonably practicable to appoint a new Chairperson and/or Deputy Chairperson.
- 7.14** The Chairperson shall, in addition to all other duties described in this Constitution, generally oversee and direct the affairs and business of ESNZ and act as spokesperson for ESNZ.
- 7.15** The Chairperson or a delegated authority shall hold the office of President of ESNZ for the purpose of representation of ESNZ to the FEI.
- 7.16** The Deputy Chairperson shall assist the Chairperson and, in the absence or in the event of the inability of the Chairperson, the Deputy Chairperson shall undertake all duties and have all the powers of the Chairperson.
- 7.17** **Board Members ceasing to hold office** - A person ceases to a Board Member if:
- (a) their term expires;
 - (b) the person resigns by delivering a signed notice of resignation to the Board;
 - (c) the person is removed from office under this Constitution;
 - (d) the person becomes disqualified from being an Officer due to being non-compliant with the Act of this Constitution; or
 - (e) the person dies.
- 7.18** **Board meetings using audio, audio and visual, or electronic communication technology** - Notwithstanding any other provision in this Constitution, the Board may hold a Board meeting at a notified venue or some other venue or venues and at two or more venues using any audio, audio and visual, or electronic communication technology that gives each Board Member attending in person or remotely a reasonable opportunity to participate.

8 GOVERNANCE, FUNCTIONS AND POWERS OF THE OFFICERS

- 8.1** **Board Powers** - From the end of each Annual General Assembly until the

end of the next, ESNZ shall be governed by the Board, which shall be accountable to the Members for the advancement of ESNZ's purposes and the implementation of resolutions approved by any General Assembly, and at all times each Officer:

- (a) Shall act in good faith and in what he or she believes to be the best interests of ESNZ,
- (b) Must exercise all powers for a proper purpose,
- (c) Must not act, or agree to ESNZ acting, in a manner that contravenes the Act or this Constitution,
- (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 ESNZ, the nature of the decision, and the position of the Officer and the nature of the responsibilities undertaken by him or her,
- (e) Must not agree to the activities of ESNZ being carried on in a manner likely to create a substantial risk of serious loss to ESNZ or to ESNZ's creditors, or cause or allow the activities of ESNZ to be carried on in a manner likely to create a substantial risk of serious loss to ESNZ or to ESNZ's creditors,
- (f) Must not agree to ESNZ using its funds or property other than to advance the purposes of ESNZ, and
- (g) Must not agree to ESNZ incurring an obligation unless he or she believes at that time on reasonable grounds that ESNZ will be able to perform the obligation when it is required to do so.

8.2 Subject to this Constitution and any resolution of any General Assembly, the Board may:

- (a) Approve resolutions by a majority of Board members, and approval may be given by Board members all signing the resolution or approving it by email or other electronic means,
- (b) Exercise all ESNZ's powers, other than those required by the Act or by this Constitution to be exercised by ESNZ in General Assembly,
- (c) Assign duties and/or delegate powers to Board members, and
- (d) Enter into contracts on behalf of ESNZ or delegate such power to a Board member, CEO, employee or other person.

8.3 If fifty percent (50%) or more of the Board members have a conflict of interest in relation to a matter and, as a result, are not permitted to vote on it under the Act or this Constitution, the Board must, as soon as reasonably practicable, call a Special General Assembly of Members in accordance with the requirements of this Constitution to consider and decide the matter, in accordance with the Act.

8.4 Patron - The Board shall appoint a Patron who shall hold that office for such period as the Board thinks fit, and the Patron shall be entitled to attend and speak but not vote at a General Assembly.

- 8.5 CEO** - The Board shall appoint a CEO on such terms and conditions as the Board thinks fit, and the CEO shall:
- (a) Have delegated authority and power to manage and oversee the day-to-day operations of ESNZ and to delegate to employed staff duties imposed on the CEO in this Constitution subject to such directions and restrictions as may be adopted by the Board from time to time, and
 - (b) In consultation with the Chairperson issue notices of General Assemblies and send communications to Members,
 - (c) In consultation with the Board manage the finances of ESNZ, and
 - (d) Keep the Board informed of activities, issues, staff problems and other issues that those in governance of ESNZ should be aware.
- 8.6 Functions of the CEO** -In addition to other obligations of the CEO set out in this Constitution, the CEO shall
- (a) Maintain the Membership Register,
 - (b) Hold ESNZ's records, documents, books and the signed written consents and certificates of all elected or co-opted Board members to serve on the Board (and paper records may be digitally recorded and stored),
 - (c) On behalf of the Board, maintain the Conflicts of Interests Register, which shall be available for inspection by Members and Board Members at any reasonable time,
 - (d) Lodge with Registrar of Incorporated Societies an annual return in a form and as required by the Act,
 - (e) Record the minutes of all General Assemblies and Board meetings, and, in the absence of proof to the contrary, all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be:
 - (i) Confirmation that the previous meeting was duly called, and
 - (ii) Treated and accepted as a true and correct record of what occurred at the previous meeting,
 - (f) Act as Secretary General in dealings with the FEI,
 - (g) Deal with and answer ESNZ correspondence, and
 - (h) Perform such other duties as directed by the Board.
- 8.7 Contact Person** - ESNZ shall, at all times, have a Contact Person, whose name and contact details must be provided to the Registrar of Incorporated Societies. Any change to the Contact Person or their details shall be notified to the Registrar within 20 Working days.
- 8.8 Financial Procedures** - The CEO shall:
- (a) Keep such written books of account as may be necessary to provide a true record of ESNZ's financial position,
 - (b) Maintain an assets register recording the assets of ESNZ,
 - (c) Report on ESNZ's financial position to each Board meeting,

- (d) Present financial statements of the most recent Financial Year (in such format as may be required by law) to the Annual General Assembly together with an approved budget for the next Financial Year, and
- (e) File copies of those financial statements with the Registrar of Incorporated Societies in a form and as required by the Act.

8.9 The Board shall maintain bank accounts in the name of ESNZ, and all cheques and withdrawal forms shall be signed and electronic banking systems operated by any two of the Chairperson, Deputy Chairperson, CEO, and one other person designated by the Board or by one Board Member and one other person designated by Board.

8.10 All money received on account of ESNZ shall be banked within seven Clear Days of receipt.

8.11 The Annual General Assembly each year may, or if required by law shall, appoint a Member of the New Zealand Institute of Chartered Accountants who is not a Member to conduct a financial review or audit of the annual accounts of ESNZ, and if any such person is unable to act the Board shall appoint a replacement.

8.12 **Conflicts of Interests** - Every Officer who is "Interested" in a matter (as that term is defined in the Act) must, as soon as practicable after becoming aware of that interest, disclose details of the nature and extent of any interest (including any monetary value of the interest if it can be quantified) to the Board. The disclosure shall be recorded by the CEO in ESNZ's Conflicts of Interests Register kept by the Board.

8.13 An Officer who has disclosed a conflict of interest in a matter must not vote on or participate in any decision relating to that matter. The Officer may only remain present during discussions with the prior agreement of the Board.

9 DISCIPLINE STRUCTURE

9.1 Each Discipline recognised by the Board shall have a Discipline Board recognised by the Board.

9.2 The authority delegated to a Discipline Board will be set out in its Discipline bylaw. All Discipline bylaws must be consistent with, and subject to, this Constitution. Discipline bylaws are adopted, amended, or revoked by the Board, following consultation with the relevant Discipline Board(s).

9.3 Discipline Boards are responsible for administering their Discipline in accordance with this Constitution and any directives of the Board. Delegation does not limit the ultimate authority of ESNZ and the Board in respect of equestrian sport in New Zealand, which authority is subject only to the FEI. The Board may vary or revoke any delegation by written notice if a Discipline Board fails to act in accordance with this Constitution or any Regulation.

9.4 The composition, operation, duties, and functions of each Discipline Board shall be as set out in this Constitution and the relevant Discipline bylaw. Each Discipline Board

may adopt statements of procedure to assist in the administration of its Discipline, provided they are consistent with this Constitution, the relevant bylaw, and any directives of the Board.

9.5 Each Discipline Board must:

- (a)** Act at all times in good faith and in what it believes to be the best interests of ESNZ, its Members, and in doing so, have regard to the interests of its Discipline ;
- (b)** Annually hold a Discipline annual general meeting;
- (c)** Appoint up to nine Voting Delegates to represent its Discipline at General Assemblies;
- (d)** Act collaboratively across ESNZ's governance and operational structures to advance ESNZ's purposes and objectives
- (e)** Make full and proper disclosure to the Board of all matters of importance to the Discipline Board, ESNZ, and its Discipline;
- (f)** Manage all assets, liabilities, revenues, and expenditure in a fiscally responsible and prudent manner, ensuring that all funds, assets, and liabilities are held in the name of ESNZ;
- (g)** Ensure that every Discipline Board member:
 - i. is a Member; and
 - ii. who is "Interested" in a matter (as that term is defined in the Act) complies with the disclosure and participation requirements in Rules 8.12 & 8.13, except that any decision as to whether the Interested member may remain present during discussions is to be made by the Discipline Board. Any disclosure must also be recorded in the Discipline Board's Conflicts of Interest Register and provided to the CEO for inclusion in ESNZ's central Conflicts of Interests Register;
- (h)** Provide the Board, within a reasonable time, with any information the Board requests concerning the Discipline Board's activities or finances; and
- (i)** Not do anything that brings, or is likely to bring, ESNZ into disrepute.

10 AFFILIATE GROUPS

10.1 ESNZ may categorise a Body Corporate Member as an "Affiliate Group" of a particular Discipline or Discipline(s) and may revoke or change this categorization at any time, in each case, taking into account the input of Discipline Boards.

10.2 Affiliate Groups are entitled to administer and organise ESNZ competitions and events in New Zealand for their respective Discipline(s) in accordance with this Constitution, any Regulations, Discipline bylaw(s) and any directives from the Board and/or the applicable Discipline Board, but such delegation shall not derogate, diminish or lessen in any way the absolute authority of the Board and ESNZ in respect of equestrian sport in New Zealand which authority is subject only to the FEI.

11 NATIONAL EQUESTRIAN CENTRES (NECs)

- 11.1** ESNZ has established national equestrian facilities to provide Members and other people interested in equestrian sports with exceptional equestrian facilities for competition and training. Each NEC has a NEC Committee recognised by the Board to manage and develop its facilities on behalf of ESNZ.
- 11.2** The authority delegated to an NEC Committee will be set out in its NEC bylaw. All NEC bylaws must be consistent with, and subject to, this Constitution. NEC bylaws are adopted, amended, or revoked by the Board, following consultation with the relevant NEC Committee(s).
- 11.3** NEC Committees are responsible for administering their NEC in accordance with this Constitution and any directives of the Board. Delegation does not limit the ultimate authority of ESNZ and the Board in respect of equestrian sport in New Zealand, which authority is subject only to the FEI. The Board may vary or revoke any delegation by written notice if an NEC Committee fails to act in accordance with this Constitution or any Regulation.
- 11.4** The composition, operation, duties, and functions of each NEC Committee shall be as set out in this Constitution and the relevant NEC bylaw. Each NEC Committee may adopt statements of procedure to assist in the administration of its NEC, provided they are consistent with this Constitution, the relevant bylaw, and any directives of the Board.
- 11.5** Each NEC Committee must:
- (a)** Act at all times in good faith and in what it believes to be the best interests of ESNZ, its Members, and in doing so, have regard to the interests of the NEC;
 - (b)** Annually hold an NEC annual general meeting;
 - (c)** Act collaboratively across ESNZ's governance and operational structures to advance ESNZ's purposes and objectives;
 - (d)** Make full and proper disclosure to the Board of all matters of importance to the NEC Committee, ESNZ, and its NEC;
 - (e)** Manage all assets, liabilities, revenues, and expenditure in a fiscally responsible and prudent manner, ensuring that all funds, assets, and liabilities are held in the name of ESNZ;
 - (f)** Ensure that every NEC Committee member:
 - i. Is a Member; and
 - ii. who is "Interested" in a matter (as that term is defined in the Act) complies with the disclosure and participation requirements in Rules 8.12 and 8.13, except that any decision as to whether the Interested member may remain present during discussions is to be made by the NEC Committee. Any disclosure must also be recorded in the NEC Committee's Conflicts of Interest Register and provided to the CEO for inclusion in ESNZ's central Conflicts of Interests Register;

- (g) Provide the Board, within a reasonable time, with any information the Board requests concerning the NEC Committee's activities or finances; and
- (h) Not do anything that brings, or is likely to bring, ESNZ into disrepute.

12 DISPUTE RESOLUTION

12.1 Definitions for purpose of Disputes Process- In this Rule 12, a Member is a reference to a Member acting in their capacity as a Member; an Officer is a reference to an Officer acting in their capacity as an Officer.

12.2 Application of other legislation to a Dispute - The Disputes Process will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Process will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

12.3 Application of other procedures under this Constitution or in a Regulation - If the Dispute is dealt with by a separate procedure under this Constitution or in a Regulation (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Process.

12.4 If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.

12.5 If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Process.

12.6 Application of the Disputes Process - If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Process applies to the Dispute. The requirements of the following Disputes Process apply, with any necessary modifications, to both the Complaints Review Officer (CRO) and the Judicial Committee, unless the context requires otherwise.

12.7 Raising a Complaint - A Member or an Officer may make a Complaint by giving Written notice to the CEO setting out:

- (a) the allegation to which the dispute relates and who the allegation is against; and
- (b) any other information reasonably required by ESNZ.

12.8 ESNZ may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the alleged Dispute relates.

12.9 The information given must be enough to ensure a person against whom

the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

12.10 Initial Review of Complaints - As soon as is reasonably practicable after receiving or becoming aware of a Complaint, the CEO must refer the matter to a CRO for an initial review. The CRO's role is to ensure the Complaint is screened fairly, efficiently, and in accordance with natural justice.

12.11 CRO Screening Decisions: Following initial review, the CRO may:

- (a) dismiss the Complaint if it is frivolous, vexatious, trivial, without merit, previously determined under this Constitution, or outside ESNZ's jurisdiction – provided the complainant and respondent are notified and given a reasonable opportunity to comment before dismissal;
- (b) refer the Complaint to consensual dispute resolution (such as mediation or conciliation) with the consent of all parties;
- (c) refer the Complaint, where appropriate to an independent sport complaints or mediation services recognized by Sport New Zealand (including the Sport and Recreation Complaint and Mediation Service) for mediation, facilitation or independent investigation or review where an external process is necessary or more appropriate than ESNZ's own process;
- (d) in accordance with the Regulations, recommend that a caution be issued in respect of conduct of a less serious nature; or
- (e) in all other cases, refer the Complaint to a Judicial Committee for determination.

12.12 Referral to Judicial Committee - Where a Complaint is referred under Rule 12.11(d), the Judicial Committee must investigate and determine the matter in a fair, efficient, and effective manner consistent with natural justice.

12.13 Independence - No person may be involved in considering a Complaint if two or more Board members, the CRO, or a member of the Judicial Committee considers there are reasonable grounds to believe that the person may not be impartial or may hold a predetermined view.

12.14 Authority, Procedure and Regulations - The Board may determine the composition, jurisdiction, functions, and procedures of the CRO and Judicial Committee. The CRO and Judicial Committee act with delegated authority from the Board to resolve or assist to resolve Complaints in accordance with this Constitution and the Regulations. Any requirements relating to complaints or appeals, including the payment of any prescribed fees, the use of prescribed forms, and the observance of prescribed time limits, are as set out in the Regulations.

12.15 Complainants right to be heard - The complainant (including ESNZ if it has made the Complaint) must have a reasonable opportunity to be heard before the Complaint is resolved or any outcome determined. This right is

satisfied if:

- (a) the complainant has an opportunity to present their case in writing or at an oral hearing (if one is held);
- (b) an oral hearing is held if the CRO or Judicial Committee considers it necessary to ensure an adequate hearing; and
- (c) the complainant's written statement or submission, if any, is considered.

12.16 The respondent's right to be heard - The respondent must have a reasonable opportunity to be heard before the Complaint is resolved or any outcome determined. This right is satisfied if:

- (a) the respondent is fairly advised of all allegations with sufficient detail and time to prepare a response;
- (b) the respondent has an opportunity to present their case in writing or at an oral hearing (if one is held);
- (c) an oral hearing is held if the CRO or Judicial Committee considers it necessary to ensure an adequate hearing; and
- (d) the respondent's written statement or submission, if any, is considered.

12.17 Referral to Sports Complaints and Mediation Service - The CRO or Judicial Committee may, at any stage, and where it is appropriate to do so, refer the matter to an independent sport complaints or mediation service recognised by Sport New Zealand (including the Sport and Recreation Complaints and Mediation Service) for mediation, facilitation, or independent review. All Members, by virtue of their membership, agree to participate in and be bound by any such process.

12.18 Appeals - A decision of the CRO to dismiss a Complaint under Rule 12.11(a) may be appealed to the Judicial Committee and a decision of the Judicial Committee may be appealed to the Sports Tribunal of New Zealand, but only on one or more of the following grounds:

- (a) Natural justice – that natural justice was denied;
- (b) Jurisdiction – that ESNZ acted outside its powers or jurisdiction;
- (c) New evidence – that substantially new evidence has become available after the decision was made; or
- (d) Penalty – that any penalty imposed was excessive or inappropriate.

12.19 The rules of the Sports Tribunal of New Zealand apply to any such appeal to the Sports Tribunal.

12.20 Implementation of Determinations and Recommendations - The Board must give effect to any determination, order, or outcome made by the Judicial Committee, or by an independent sport complaints or mediation service recognised by Sport New Zealand (including the Sport and Recreation Complaints and Mediation Service) acting within the authority conferred by this Constitution or the Regulations.

12.21 The Board may consider and act on any recommendation made by the Judicial Committee or such external service concerning ESNZ's governance, policies, or procedures, and may take such further steps as it considers appropriate to address any systemic, procedural, or welfare issues identified.

12.22 At any point, the Board may temporarily suspend a Member pending the outcome of a Complaint or Dispute.

13 WINDING-UP

13.1 ESNZ may be wound up or liquidated or removed from the Register of Incorporated Societies under the provisions of the Act provided that any such proposal is notified and approved as required by the Act.

13.2 In accordance with Rules 5.4 and 5.5, the CEO shall notify all Members of any proposed motion to wind up ESNZ or remove it from the Register of Incorporated Societies and of the General Assembly at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect such notice of motion.

13.3 Any resolution to wind up ESNZ or remove it from the Register of Incorporated Societies must be:

(a) Passed at a General Assembly by a two-thirds majority of all Voting Delegates present and voting or by Remote ballot, and

(b) Confirmed at a subsequent General Assembly called for the purpose and held not later than 60 Working days after the initial resolution by a two-thirds majority of all Members present and voting or by Remote ballot.

13.4 If ESNZ is wound up or liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

13.5 Subject always to the prohibition in Rule 13.4, on ESNZ's winding up or liquidation or removal from the Register of Incorporated Societies of its surplus assets after payment of all debts, costs and liabilities shall be vested in some other not-for-profit entity having purposes similar to those of ESNZ - if there is no entity meeting those criteria then the surplus assets shall be vested in one or more charitable societies or charitable trusts.

14 TRANSITION

14.1 This Rule applies to facilitate the transition of ESNZ from its previous constitution to this Constitution. If there is any inconsistency between this Rule and any other provision of this Constitution, this Rule prevails to the extent of that inconsistency.

14.2 Subject to the Act, the Board may amend any requirement for, and/or the date by which, this Constitution requires any action to be taken, for a period of 12 months from the date this Constitution comes into force. This power is solely to enable flexibility in the transition from the previous constitution and to correct any unintended consequences arising from

differences in wording.

- 14.3** The persons who were Board Members immediately prior to the adoption of this Constitution continue in office until the next Annual General Meeting, unless they resign, are removed, or otherwise cease to hold office in accordance with this Constitution.
- 14.4** For the purpose of calculating any maximum number of terms or years of service for Board members under this Constitution, service completed under the previous constitution will count towards that limit.
- 14.5** Every person recorded in the Membership Register as a Member immediately prior to this Constitution coming into force continues as a Member under this Constitution, subject to the rights, obligations, and categories of membership set out in this Constitution.
- 14.6** All Regulations in force immediately before this Constitution came into force continue in force until revoked by the Board. If any such instrument is inconsistent with this Constitution (in whole or in part), the Board may determine how the inconsistency is to be addressed.

APPROVED AT ANNUAL GENERAL ASSEMBLY HELD ON 9 DECEMBER 2025.

Signed by:

Hannah Walton

Hannah Walton (Chair)

 [Lisa Marcroft \(Dec 18, 2025 13:54:09 GMT+13\)](#)

Lisa Marcroft (Deputy Chair)



Julian Bowden (CEO)