

**Constitution of Equestrian Sports New Zealand
Incorporated (Draft 20 June 2023 JMvD)**

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NOTE: Sections of the Incorporated Societies Act 2022 potentially relevant to Rules in this Constitution are identified in footnotes within the Constitution, but those footnotes do not form part of this Constitution.

CONSTITUTION OF EQUESTRIAN SPORTS NEW ZEALAND INCORPORATED

1.0 EQUESTRIAN SPORTS NEW ZEALAND INCORPORATED

Name of ESNZ, its Purposes and Powers

- 1.1** The name of the society is Equestrian Sports New Zealand Incorporated, referred to in this Constitution as *ESNZ*.¹
- 1.2** The primary purposes² and powers 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.
 - (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, Fédération Equestre Internationale Games and other international events,
 - (f)** Represent New Zealand on the Fédération Equestre Internationale 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, and

1 See sections 26(1)(a), 11, 37, and 117-122, Incorporated Societies Act 2022.

2 See sections 26(1)(b), 8(1), and 12 Incorporated Societies Act 2022.

- (k) Promote mutual trust and confidence between *ESNZ* and its Members and equestrian sports in New Zealand, 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.

1.3 *ESNZ* is incorporated under the Incorporated Societies Act 1908.

Interpretation of this Constitution and *ESNZ* Powers

1.4 In this Constitution, unless the context otherwise requires, the words and phrases in **Rule 7.1** shall have the meanings defined in that Rule and otherwise be interpreted having regard to **Rule 7.2**.

- (a) In the event of any dispute, doubt or difference arising as to the interpretation or application of this Constitution, the decision of the *Judicial Committee* shall be final and binding unless the parties to the dispute, disagreement or conflict agree to refer the dispute, disagreement or conflict to the Sports Dispute Tribunal of New Zealand or its successor in accordance with the *Regulations*.
- (b) If any dispute or matter arises which is not provided for in this Constitution or the *Regulations* then such dispute or matter shall be referred in writing to the *Board* whose decision shall be final and binding or alternatively, if the parties to the dispute or matter agree, then to the Sports Disputes Tribunal of New Zealand or its successor if it has jurisdiction to deal with the dispute or matter.

1.5 To advance its purposes *ESNZ* may exercise any of the powers conferred by the *Statute*³ and in accordance with **Section 8.0** of this Constitution.

2.0 MEMBERSHIP

Membership

2.1 *ESNZ* shall maintain the minimum number of *Members* required by the *Statute*.⁴

2.2 **Section 9.0** of this Constitution sets out the classes of *ESNZ* membership, the method by which *Members* are admitted or re-admitted to different classes of membership,⁵ membership obligations and rights,⁶ and the maintenance of a *Membership Register*.⁷

3 See sections 18-20, Incorporated Societies Act 2022.

4 See sections 10 and 74 Incorporated Societies Act 2022.

5 See sections 26(1)(k) and 74 Incorporated Societies Act 2022.

6 See section 78, Incorporated Societies Act 2022.

7 See section 79, Incorporated Societies Act 2022.

Disputes, Complaints and Discipline

2.3 All *disputes* (including *complaints* and disciplinary action against *Members*) shall be dealt with in accordance with the *Statute*⁸ and the procedures set out in **Section 15.0** of this Constitution, **BUT** *ESNZ* is not concerned with *Members'* conduct outside of or away from *ESNZ* activities, unless there is some identifiable connection with *ESNZ*, or the reputation of *ESNZ* may be affected, or both.

3.0 GENERAL ASSEMBLIES

Annual General Assemblies⁹

3.1 The Annual *General Assembly* shall be held no later than 30 September in 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* (see also **Section 10.0**).

Special General Assemblies¹⁰

3.2 Special *General Assemblies* shall be called by:

- (a) The *Board*, or
- (b) Within 21 *clear days* of written requisition received by the *CEO* signed by not less than a quarter of the *Current Members* and such requisition must specify the business to be considered by the Special *General Assembly*.

Calling and procedure at General Assemblies

3.3 Other procedures for the calling, giving of notice for, procedure at and voting at *General Assemblies* are set out in **Section 10.0**.

Procedure for General Assemblies in emergency situations¹¹

3.4 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 technology¹² that gives each *Member* attending in person, remotely or by proxy a reasonable opportunity to

8 See sections 26(1)(j), 38-44 and Schedule 2, Incorporated Societies Act 2022.

9 See sections 26(1)(k) and 84, Incorporated Societies Act 2022.

10 See section 26(1)(k), Incorporated Societies Act 2022.

11 See sections 26(1)(k) and 87, Incorporated Societies Act 2022.

12 See section 87, Incorporated Societies Act 2022

participate, and the *Board* may also reduce the required quorum under **Rule 10.14** in such circumstances.

Resolution in lieu of General Assembly¹³

3.5 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 sections 89-92 of the Incorporated Societies Act 2022.

4.0 BOARD AND OFFICERS

Board¹⁴

4.1 *ESNZ* shall have a *Board* comprising *Board Members* elected or appointed pursuant to **Rule 11.1** and/or co-opted under **Rule 11.3** which shall be the governing body of *ESNZ* and shall hold office under **Rule 11.5**, and that *Board* shall govern *ESNZ* from the end of each Annual *General Assembly* until the end of the next Annual *General Assembly* and shall have the functions and powers set out in **Section 12.0**.

Registered Office¹⁵

4.2 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 *Statute*.

Financial year¹⁶

4.3 *ESNZ's financial year* shall commence on 1 June of each year and end on 31 May in the following year (the latter date being *ESNZ's* balance date).

Execution of Documents¹⁷

4.4 *ESNZ* shall have a Common Seal which shall be retained by the *CEO*.

4.5 Unless entered into by a delegate authorised under **Rule 12.4(d)**, documents shall be executed for *ESNZ* pursuant to a resolution of the *Board*.

13 See sections 89-92, Incorporated Societies Act 2022.

14 See sections 45-73, Incorporated Societies Act 2022.

15 See sections 110-111, Incorporated Societies Act 2022.

16 See sections 99-108, Incorporated Societies Act 2022.

17 See sections 123-124 Incorporated Societies Act 2022.

- (a) By affixing the Common Seal witnessed by the Chairperson or Deputy Chairperson and counter-signed by some other *Board Member*, or
 - (b) Where the document is not required by law to be executed under Common Seal, by the Chairperson, Deputy Chairperson, some other authorised *Board Member* or the *CEO* signing on behalf of *ESNZ*, and
- all such signatories must be at least 18 years of age.

5.0 AMENDMENT OF THIS CONSTITUTION¹⁸

5.1 This Constitution may be amended or replaced in accordance with Rules 10.21-10.25.

6.0 WINDING-UP¹⁹

6.1 *ESNZ* may be wound-up in accordance with Rules 16.1-16.5.

7.0 DEFINITIONS OF WORDS AND PHRASES IN THIS CONSTITUTION – Rule 1.4

7.1 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) "*Annual Start Fee*" means the annual fee payable to the *Discipline Board*, in terms of Rule 13.5(i), which provides access to a *Discipline's* competitions for a twelve-month period from date of payment of the *Annual Start Fee*, and this fee is paid on a per horse basis.
- (c) "*Area*" or "*Areas*" mean a geographical area or areas in New Zealand established by the *Board*,
- (d) "*Area Discipline Group*" means a geographical area or areas in New Zealand as defined by the *Board* in which an *Area Discipline Group* has certain powers and authority which are specified in this Constitution, ,
- (e) "*Area Discipline Committee*" means a geographical area or areas in New Zealand as defined by the *Board* in which an *Area Discipline Committee of an Area Discipline Group* has

18 See sections 30-37, Incorporated Societies Act 2022, and in respect of minor or technical amendments sections 31-36.

19 See section 208, Incorporated Societies Act 2022.

certain powers and authority which specified in this Constitution, and has the same meaning,

- (f) "*Authorised Representative*" means a person authorised by a body corporate or partnership *Member* whose name has been provided to the *CEO* pursuant to **Rule 9.6(c)** and who is authorised by that body corporate or partnership *Member* to represent it within *ESNZ*, and to exercise its speaking and voting rights at *General Assemblies*.
- (g) "*Board*" means *ESNZ's* governing body referred to in **Rule 4.1**.
- (hi) "*Board Member*" includes *ESNZ's* Chairperson, Deputy Chairperson and other *Board Members* holding office pursuant to under **Rule 11.1**, co-opted under **Rule 11.3**, or appointed under **Rule 11.6**.
- (i) "*Bylaw*" means a bylaw (other than a *Discipline Bylaw*) adopted and promulgated by the *Board* and subsidiary to this constitution.
- (j) "*CEO*" means the Chief Executive Officer of *ESNZ* appointed pursuant to **Rule 12.3**,
- (k) "*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).
- (l) "*complaint*"²⁰ means an allegation in writing that the conduct or discipline of any *Member(s)* has/have fallen short of expected standards of conduct for *ESNZ Members*, and the complaint may allege:
 - (i) A breach or failure to observe a specific *ESNZ* Rule, Code of Conduct, *Bylaw* or policy, or provision in the *Statute*, and/or
 - (ii) Other misconduct likely to cause distress, embarrassment or concern to other *Members* or *Members* of the public or tend to damage the reputation of *ESNZ*.
- (m) "*Conflicts of Interests Register*"²¹ means the Conflicts of Interests Register made by *Board Members* and kept and maintained in accordance with **Rules 11.13(c) and 12.5** and which is available for inspection by *Board Members* at any reasonable time, referred to in **Rule 11.12(c)**,
- (n) "*Contact details*" means the physical and electronic addresses and telephone number(s) of a *Member* or *Board Member*,

20 See sections 19 and 38-44, Incorporated Societies Act 2022.

21 See section 73, Incorporated Societies Act 2022.

- (o) "*Contact Person*"²² means the member of the *Board* whom the Registrar of Incorporated Societies can contact when needed, and who must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the *Statute* or under **Rule 11.2** from holding that office, and any change in that *Contact Person* or that person's name or *contact details*²³ shall be advised to the Registrar of Incorporated Societies within 25 *clear days* after that change occurs or after *ESNZ* became aware of the change.
- (p) "*Current Member*" means a *Member* entitled to exercise membership rights under **Rule 9.6(b)**.
- (q) "*Discipline*" means the type of event or competition recognised pursuant to **Rule 13.1** for which separate *Discipline Bylaws* are established pursuant to **Rule 13.2**.
- (r) "*Discipline Board*" means a committee established pursuant to **Rule 13.1** which has delegated with the responsibility of managing the *Discipline* in accordance with this Constitution, any *Regulations* and the *Discipline bylaw*,
- (s) "*Discipline bylaw*" means the bylaw promulgated by a *Discipline* for the management and administration of that *Discipline* and approved by the *Board*,
- (t) "*dispute*"²⁴ means a *complaint* or a disagreement, conflict or a formal concern raised by a *Member* relating to the *Member's* rights and interests as a *Member* which the *Member* considers is affecting the *Member* in a significant (not trivial or incidental) way, and the effect on the *Member* or other affected *Members* may not necessarily include financial losses or costs to the *Members*, but a *Member* raising a *dispute* should be able to point to a significant negative effect on that *Member*, or on other *Members* in similar circumstances, or on all *Members*.
- (u) "*Entry levy*" means a fee paid by participants to enter a competition as identified in **Rule 13.5(i)**,
- (v) "*ESNZ*" is Equestrian Sports New Zealand Incorporated referred to in **Rule 1.1**.
- (w) "*financial year*" means the financial year of *ESNZ* defined in **Rule 4.3**.
- (x) "*General Assembly*" means either an Annual *General Assembly* or a Special *General Assembly* of *ESNZ*,

22 See sections 112-116, Incorporated Societies Act 2022.

23 See sections 5(2) and 116(1)(b), Incorporated Societies Act 2022.

24 See sections 38-44, Incorporated Societies Act 2022.

- (y) "*Honorary Life Member*" is a *Member* recognised as such pursuant to Rule 9.1(b),
- (z) "*Judicial Committee*" is the committee established to deal with disputes and complaints under Rule 15.2.
- (aa) "*Member*" is a *Member* admitted to such membership²⁵ under Rules 9.1 and 9.2,
- (bb) "*Membership Register*"²⁶ is the register of *Members* kept under Rule 9.4(a).
- (cc) "*NEC*" are the National Equestrian Centres located in Christchurch and Taupo and owned by *ESNZ*.
- (dd) "*NEC Committee*" means a committee established pursuant to Rule 14.1 which has the responsibility of managing an *NEC* in accordance with this Constitution, any *Regulations* and the relevant *NEC bylaw*.
- (ee) "*NEC bylaw*" means the bylaw promulgated by *ESNZ* for the management and administration of an *NEC* or *NECs* and approved by the *Board*,
- (ff) "*Patron*" is a person appointed to that position by the *Board* under Rule 12.2 because that person supports *ESNZ*'s purposes in some significant way.
- (gg) "*Regulations*" means any regulations adopted and promulgated by the *Board*, and does not mean any regulations made under any statute.
- (hh) "*remote ballot*" is a ballot conducted by electronic means held in accordance with the procedures set out in Rule 10.19.
- (ii) "*Statute*" means the Incorporated Societies Act 2022 or any Act of Parliament which replaces it, including amendments to it from time to time, and where required includes regulations or Orders in Council made under the *Statute*.
- (jj) "*Voting Delegate*" means any of the nine duly appointed delegates from the *Disciplines* appointed in accordance with Rule 10.1(d) and the two *NEC* delegates for any *General Assembly*,
- (kk) "*working day*" means any day of the week other than a Saturday, Sunday, or national statutory holiday.
- (ll) "*written notice*" means communication by post, courier, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

7.2 In this Constitution, unless the context otherwise requires:

²⁵ See sections 74-76, Incorporated Societies Act 2022.

²⁶ See section 79, Incorporated Societies Act 2022.

- (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, and
- (c) The headings of the Rules in this Constitution will not affect the interpretation given to it.

8.0 **ESNZ'S PURPOSES²⁷ AND POWERS²⁸**

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

- (a) Any *Member* of *ESNZ* or any *Associated Person* deriving any personal financial gain from membership of *ESNZ*, 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* in breach of the *Statute* simply if *ESNZ*:
 - (i) Engages in trade,
 - (ii) Pays a not-for-profit *Member* (namely, a *Member* that is a body corporate that is not, carried on for the private pecuniary profit of any individual, or is a charity) for matters that are incidental to the purposes of *ESNZ*,
 - (iii) Reimburses a *Member* 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* or their families,
 - (v) Pays a *Member* 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

²⁷ See section 8(1), Incorporated Societies Act 2022.

²⁸ See section 18, Incorporated Societies Act 2022.

(vi) Provides a *Member* or *Associated Person* with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of *ESNZ*.

8.2 Nothing in this Constitution authorises *ESNZ* to do anything which contravenes or is inconsistent with the *Statute*, any regulations made under the *Statute*, or any other legislation.

8.3 Despite **Rule 1.2** *ESNZ* shall not be required to advance all of its primary purposes all of the time.

8.4 Subject to **Rule 1.2**, and **Rules 8.1-8.2**, *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 *bylaws*, *Regulations*, and policies to advance or achieve any of *ESNZ*'s purposes,
- (c) To make such *bylaws* or *Regulations* to allow an individual or organisation (incorporated or unincorporated) interested in joining *ESNZ* or participating in *ESNZ* activities to do so, and any such individual or organisation 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 *ESNZ General Assemblies*.
- (d) To establish and implement a Code of Conduct *bylaw* applicable to *Members* and to deal with *disputes* in accordance with **Section 15.0** of this constitution.,
- (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 New Zealand Sports Disputes Tribunal, the New Zealand Olympic Board, Paralympics New Zealand, Drug Free Sport New Zealand, and Federation Equestre Internationale or their successors),
- (g) To represent New Zealand on Federation Equestre Internationale,
- (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 the above purposes.
- 8.5** Subject to **Rule 1.2 and Rules 8.1-8.2**, 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 General Assembly* of which proposed resolution at least ten *clear days' written notice* was given to all *Current Members* in accordance with **Rules 10.8 and 10.9**.
- 8.6** 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*.
- 8.7** 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* as approved by resolution of the *Board*.
- 8.8** *ESNZ* shall, subject to the provisions of the *Statute*, indemnify *Members* and employees who act in good faith in seeking to advance *ESNZ's* activities, and may take insurance for the purposes of that indemnity, but no such indemnity or insurance shall be provided where a *Member* or

employee is criminally liable for the actions or inaction in respect of which indemnity is or insurance benefits are sought.

9.0 MEMBERSHIP OF *ESNZ*²⁹

9.1 The classes of membership and the method by which *Members* are admitted to different classes of membership are as follows:

- (a) **Member** A *Member* is an individual, body corporate or partnership admitted to membership under **Rule 9.2** and who or which has not ceased to be a *Member* under any other Rule, but does not include an *Honorary Life Member*.
- (b) **Honorary Life Member** An *Honorary Life Member* is a person honoured for services to *ESNZ* or in an associated field elected as an *Honorary Life Member* by resolution of a *General Assembly* passed by a two-thirds majority of those *Current Members* present and voting. An *Honorary Life Member* has no membership rights, privileges or duties.

9.2 Admission of *Members*:³⁰

- (a) Every individual or organisation admitted into membership as a *Member* or *Honorary Life Member* must expressly consent in writing to becoming a member of *ESNZ* (the consent of a body corporate or partnership to become a *Member* may be given on its behalf by two (2) directors or partners, or if it is a company with only one (1) director, by that director), and an applicant for membership as a *Member* shall complete and sign any application form provided by the *Board* and supply such information as may be required by the *Board*.
- (b) Membership applications must be submitted in writing and provide such information as shall be required by the *Board*, and shall be considered by the *Board* which may interview an applicant or representative/s of a body corporate or partnership applicant.
- (c) The *Board* shall have a 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), and a successful applicant shall immediately pay the annual subscription or such proportion of it as may be specified by the *Board*.

²⁹ See sections 74-83, Incorporated Societies Act 2022.

³⁰ See section 76, Incorporated Societies Act 2022.

- (d) Until admitted to membership by the *Board*, no-one is entitled to claim the benefits of *ESNZ* membership.

9.3 Readmission of former *Members*:³¹

- (a) Subject to Rule 9.3(b), any former *Member* may apply for re-admission in the manner prescribed in Rule 9.2.
- (b) If a former *Member's* membership was terminated pursuant to the processes under Section 15.0 of this Constitution the applicant must provide a written consent in accordance with Rule 9.2(a), and may be re-admitted only by a resolution of the *Board*.

Membership Register³²

9.4 The *CEO* shall ensure that:

- (a) The *Membership Register* of *Members* (including *Honorary Life Members*) recording their names, postal and email addresses, phone numbers, the dates each *Member* became a *Member*, any information required pursuant to Regulations made under the Incorporated Societies Act 2022, and whether or not the *Member* is financial in terms of Rule 9.12, is kept up-to-date, and
- (b) On reasonable notice and at reasonable times:
- (i) *Members* can inspect copies of this Constitution and of any *ESNZ bylaws, Regulations, or policies* made pursuant to Rule 8.4(b), copies of which are provided on the *ESNZ Website*,
 - (ii) Subject to section 81(1), Incorporated Societies Act 2022,³³ *Board Members* and *Current Members* are able to inspect the *Membership Register*,
 - (iii) *Board Members* and *Current Members* are able to inspect the *Conflicts of Interests Register*, and
 - (iv) *Current Members* are provided with access to the financial statements presented to the last Annual *General Assembly* and the minutes of previous *General Assemblies*.

³¹ See section 76, Incorporated Societies Act 2022.

³² See section 79, Incorporated Societies Act 2022.

³³ Section 81(1), Incorporated Societies Act 2022 provides that "A society may refuse to provide the information if— (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the society or of any of its members; or (c) the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the society; or (d) the information is not relevant to the operation or affairs of the society; or (e) the request for the information is frivolous or vexatious."

9.5 Every *Member* (including *Honorary Life Members*) shall advise the *CEO* of any change of name, postal and email address, phone number, any information required pursuant to Regulations made under the Incorporated Societies Act 2022, and if any *Member* fails to do so or provides incorrect information that *Member* shall have no ground of complaint if as a result the *Member* fails to receive any notice from *ESNZ*.

9.6 Membership obligations and rights:³⁴

- (a) Every *Member*, including *Board Members*, shall be entitled to:
- (i) Participate in *ESNZ* activities subject at all times to being eligible for, and complying with this Constitution and any *Regulations*,
 - (ii) Receive notices and papers and be able to attend (at their cost) and speak and vote (if *Current Members*) at *General Meetings* of the applicable *Discipline* in accordance with the *Discipline* By-law and in accordance with this Constitution,
 - (iii) Receive notices, papers and audited financial statements of *ESNZ* and be able to attend (at their cost) *General Assemblies* of *ESNZ* in accordance with this Constitution,
 - (iv) In the case of *Current Members*, hold office on or within:
 - Their *Area Discipline Committee*,
 - Their applicable *Discipline Board*, and
 - *ESNZ*, and
 - (v) Inspect and be provided with one copy of this Constitution, and shall be deemed to have notice of and be bound by the provisions of this Constitution (as amended from time to time) and shall promote the interests and purposes of *ESNZ* and shall do nothing to bring *ESNZ* into disrepute.
- (b) Any *Current Member* is entitled to exercise the rights of membership including attending *General Assemblies*, and (subject to such conditions and restrictions as may be imposed by the *Board* pursuant to **Rule 9.9**) accessing or using *ESNZ's* premises, facilities, equipment and other property, if all subscriptions and any other fees or levies by due date (see **Rule 9.12**) and has met all requirements of membership set out in this *Constitution* and any *Regulations* or as otherwise determined by the *Board* from time to time, including payment of any *ESNZ* membership or other *ESNZ* fees within a required time period.

34 See sections 22-24, 77 and 78, Incorporated Societies Act 2022.

- (c) Any *Member* that is a body corporate or partnership admitted to membership under **Rule 9.2** shall provide the *CEO* with the name and *contact details*³⁵ of the person who is the organisation's *Authorised Representative*, and if the organisation is a *Current Member* that person shall be deemed to be the organisation's proxy for the purposes of **Rule 10.11**.
 - (d) Membership does not confer on any *Member* any right, title, or interest (legal or equitable) to or in the property of *ESNZ*.
 - (e) No *Member* is liable for an obligation of *ESNZ* by reason only of being a *Member*.
- 9.7** Other than as permitted under **Rule 9.4(b)**, or by resolution of the *Board*, a *Member* is not entitled to inspect or copy the minutes of *Board* or *Board* sub-committee meetings or *ESNZ's* records, but is entitled, subject to the provisions of the *Statute*, to access information *ESNZ* holds about that *Member* (but not about other *Members*).
- 9.8** *ESNZ* shall be entitled to collect and record information about *Members* for *ESNZ's* purposes, including information in the *Membership Register* and in the agendas and minutes of *Board* meetings and *General Assemblies*.
- 9.9** The *Board* may decide whether and how *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.

Subscriptions, levies and fees³⁶

- 9.10** 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*.
- 9.11** 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

35 See section 5(2), Incorporated Societies Act 2022.

36 See section 78, Incorporated Societies Act 2022

- (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*.

9.12 Any *Member* failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within one calendar month of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any *ESNZ* activity or to access or use *ESNZ's* premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within six months of the due date for payment of the subscription, any other fees, or levy the *Board* may terminate the *Member's* membership (without being required to give prior notice to that *Member*).

Cessation of Membership³⁷

9.13 A *Member* ceases to be a *Member*.

- (a) On death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- (b) By resignation from that *Member's* class of membership by *notice* to the *CEO*, or
- (c) Pursuant to the provisions of **Rule 9.12**, or
- (d) On termination of that *Member's* membership pursuant to the disciplinary processes under **Rule 2.3** and **Section 15.0**,

with effect from the death, liquidation or dissolution of the *Member* or on the date of receipt by the *CEO* or any subsequent date stated in the notice of resignation, and **Rule 9.15** shall apply.

9.14 The *Board* may declare that a *Member* is no longer a *Member* (from the date of that declaration or such date as may be specified) if that *Member* ceases to be qualified to be a *Member* or is convicted of any offence for which a convicted person may be imprisoned, is declared bankrupt, makes a composition with creditors, enters the no asset procedure under the Insolvency Act 2006, or (if a body corporate) is wound up or placed in receivership or liquidation.

9.15 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*, and

37 See section 26(1)(d), Incorporated Societies Act 2022.

- (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 a *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 accordance with **Rules 9.2 and 9.3** (in which event the reasons for the previous termination of membership may be taken into account in considering that application).

Member Access to Information held by *ESNZ*³⁸

9.16 A *Member* may at any time make a written request to *ESNZ* for information held by *ESNZ*, and

- (a) The request must specify the information sought in sufficient detail to enable the information to be identified, and
- (b) *ESNZ* must, within a reasonable time after receiving a request:
 - (i) provide the information, or
 - (ii) agree to provide the information within a specified period, or
 - (iii) agree to provide the information within a specified period if the *Member* pays a reasonable charge to *ESNZ* (which must be specified and explained) to meet the cost of providing the information, or
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (c) Without limiting the reasons for which *ESNZ* may refuse to provide the information, *ESNZ* may refuse to provide the information if:
 - (i) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (ii) The disclosure of the information would, or would be likely to, prejudice the commercial position of *ESNZ* or of any of its *Members*, or
 - (ii) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to *ESNZ*, or
 - (iv) Withholding the information is necessary to maintain legal professional privilege, or

38 See sections 80-83, Incorporated Societies Act 2022.

- (v) The disclosure of the information would, or would be likely to, breach an enactment, or
 - (vi) The burden to *ESNZ* in responding to the request is substantially disproportionate to any benefit that the *Member* (or any other person) will or may receive from the disclosure of the information, or
 - (vii) The request for the information is frivolous or vexatious.
- (d) If *ESNZ* requires the *Member* to pay a charge for the information, the *Member* may withdraw the request, and must be treated as having done so unless, within 10 *working days* after of receiving notification of the charge, the *Member* informs *ESNZ*:
- (i) That the *Member* will pay the charge, or
 - (ii) That the *Member* considers the charge to be unreasonable.
- (e) Nothing in this Rule limits Information Privacy Principle 6 under the Privacy Act 1993.

10.0 GENERAL ASSEMBLIES³⁹

10.1 An *ESNZ 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* (see also **Rule 13.5(d)**), and
- (e) One (1) *Voting Delegate* from each of the *NEC*'s (see also **Rule 13.5(d)**), and

All other *Current Members* may attend any *ESNZ General Assembly* but not speak or vote.

10.2 An *ESNZ General Assembly* may be called by:

- (a) The *Board*, or
- (b) Within 21 *clear days* of receipt by the *CEO* of a written requisition signed by not less than a quarter of the *Voting Delegates* and such requisition must specify the business to be considered by the *Special General Assembly*.

10.3 The agenda and business of the Annual *General Assembly* of *ESNZ* shall include:

- (a) Call to order,
- (b) Apologies,

³⁹ See sections 84-93, Incorporated Societies Act 2022.

- (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 *Board members* 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* (see **Rules 11.10(d), 11.12(c) and 12.5**),
- (i) Election of the *Board* in accordance with **Rules 11.1-11.2**,
- (j) Motions of which notice has been given under **Rule 10.4**,
- (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* (see **Rule 9.10**), and
- (o) General business.

10.4 Any *Current 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 21 *clear days* before the date of the Meeting. The *Board* may consider all such notices of motion and may notify *Current Members* of its recommendations in respect of such notices of motion at any time before the *General Assembly* in accordance with **Rule 10.9** or at the Annual *General Assembly*.

10.5 *Special General Assemblies* (which only *Board Members*, *Current Members* and *Honorary Life Members* are entitled to attend) shall be called by:

- (a) The *Board*, or
- (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 650 *Current Members* and such requisition must specify the business to be considered by the *Special General Assembly*.

10.6 A *Special General Assembly* shall consider and deal only with the business:

- (a) If **Rule 10.2(a)** applies, as specified in the *Board's* requisition, or
 - (b) If **Rule 10.2(b) or Rule 10** applies, as specified in the written requisition calling the *Meeting* plus any additional business specified by the *Board*.
- 10.7** If the *Board* fails to give notice to *Current Members* and *Honorary Life Members* of a *Special General Assembly* within 21 *clear days* of receipt of a written requisition under **Rule 10.5(b) or Rule 10.5(c)**, those requisitioning the *Special General Assembly* may convene it in accordance with the procedures set out in out in **Rules 10.8(a) and 10.9**.
- 10.8** The *CEO* shall, in accordance with **Rule 10.9** give notice:
- (a) Notifying all *Current Members* 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 *Current Members* copies of the Annual Report, financial statements of the most recent *financial year*, a list of and information about nominees for Board appointments, and notice of any motions and the *Board's* recommendations in respect of any notices of motion, and proposed budget for the (then) *financial year*.
- 10.9** Notices of *General Assemblies* to *Members* under **Rule 10.8** shall be given in accordance with the following procedures:
- (a) Sent by post or email, and shall be deemed to have been received the third day after being sent, and if sent by email shall be deemed to have been received the day it was sent, and
 - (b) The failure for any reason of any *Member* to receive such notice or information or any other irregularity, error or omission in notices, agendas and papers for the *General Assembly* or omission to give notices within a timeframe or omission to give notice to all persons entitled to receive notice, and any other error in the organisation of the *General Assembly* shall not invalidate any *General Assembly* or its proceedings if:
 - (i) The chairperson of the *General Assembly* (see **Rule 10.15**), in his or her discretion, determines that it is still appropriate for the *General Assembly* to proceed despite the irregularity, error or omission, or
 - (ii) The *General Assembly* by resolution passed pursuant to **Rule 10.18** decides to proceed with the Meeting.

Procedure at *ESNZ* General Assemblies⁴⁰

- 10.10** The procedures and provisions set out in the following Rules 10.11-10.14 are subject to Rule 3.4 (relating to meetings in uncommon or emergency situations).
- 10.11** *General Assemblies* may be attended by all financial (see Rule 9.6(b)) *Current Members* in person or by proxy, and:
- (a) In the case of a body corporate or partnership that proxy is the person whose name and *contact details* have been provided under Rule 9.6(c), or
 - (b) In the case of any other *Current Member* a person appointed pursuant to Rule 10.13(b), and by no other person other than an officer of *ESNZ*, the authorised proxy of a *Current Member* or any other person admitted by resolution of the *General Assembly*.
- 10.12** If the quorum required under Rule 10.14 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* under Rule 3.2(b) 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 under Rule 10.14 is not present those present in person or by proxy (as provided for in Rule 10.9 or if a body corporate or partnership by an *Authorised Representative* appointed pursuant to Rule 9.6(c)) shall be deemed to constitute a sufficient quorum.
- 10.13** The right to attend, speak and vote at a *General Assemblies* are as follows:
- (a) A financial (see Rule 9.12) *Current Member* shall have the right to attend a *General Assembly*.
 - (b) The person authorised under Rule 9.6(c) by a body corporate or partnership *Current Member* as its proxy shall be entitled to attend on behalf of that body corporate or partnership *Current Member*.
- 10.14** The quorum for *General Assemblies* is two-thirds of the persons entitled to vote (as provided for in Rule 10.13), whether present in person or by proxy, when the meeting is called to order and also present throughout the meeting, and:

40 See sections 84-93, Incorporated Societies Act 2022.

- (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 Rules 10.6 and 10.7, 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.

10.15 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.

10.16 *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.

Voting at *ESNZ* General Assemblies and by Remote Ballot⁴¹

10.17 A *Voting Delegate* who is financial in terms of **Rule 9.12** is entitled to exercise one vote on any motion at a *General Assembly* in person or by proxy, and voting at a *General Assembly* shall be

41 See section 87), specifically, and sections 84-93, Incorporated Societies Act 2022 generally.

by voices or by show of hands or, on demand of the chairperson or of two or more *Current Members* present, by secret ballot.

10.18 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy (as provided for in **Rule 10.13(b)**) and voting at a *General Assembly*, or voting by *remote ballot*.

10.19 In respect of *remote ballots* held under this Constitution:

- (a) Only *Voting Delegates* who are financial in terms of **Rule 9.12** may vote in any *remote ballot* notified to them in accordance with the procedures under **Rule 10.9**,
- (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*.

10.20 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.

Amendment of this Constitution⁴²

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

42 See sections 30-37, Incorporated Societies Act 2022.

- (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 *Statute*, but
- no change shall be made to *ESNZ's* balance date without the prior approval of the Registrar of Incorporated Societies pursuant to the *Statute*.

10.22 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 *Current 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, and the *Board* shall decide whether to submit any such proposal to a *General Assembly* or to hold a *remote ballot*.

10.23 Unless the proposed motion is to be voted upon by *remote ballot*, the *CEO* shall in accordance with **Rules 10.8 and 10.9** notify all *Current 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.

10.24 Any resolution to amend or replace this Constitution must be passed by a two-thirds majority of all *Current Members*:

- (a) Present and voting or voting by proxy, or
- (b) Voting by *remote ballot*.

10.25 Every alteration to this Constitution, including any change of *ESNZ's* name, shall be promptly registered with the Registrar of Incorporated Societies as required by the *Statute*.

11.0 BOARD MEMBERS AND BOARD ELECTIONS⁴³

11.1 A *Board* consisting of:

- (a) The Chair of each *Discipline*, each of whom shall be elected by each *Discipline* in accordance with each *Discipline's* By-laws or a nominee of a *Discipline Board* as approved by the *Board*, and

43 See sections 45-52, Incorporated Societies Act 2022.

(b) One Representative of the *NECs* appointed in accordance with the *NEC By-law* and approved by the *Board*, and

(b) Four other persons appointed by the *Board*,

together with any other *Board* members appointed under **Rule 11.6**, or co-opted under **Rule 11.3** shall be *ESNZ's Board* and hold office under **Rule 12.1**.

11.2 Nominees for election or appointment to the *Board* and *Board* members while in office:

(a) Must not be disqualified by the *Statute* from being appointed or holding office as a member of the *Board*, namely:

(i) A person who is under 16 years of age,

(ii) A person who is an undischarged bankrupt,

(iii) 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, or the Takeovers Act 1993, or any other similar legislation,

(iv) A person who is disqualified from being a member of the governing body of a charitable entity under section 31(4)(b) of the Charities Act 2005:

(v) A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:

- an offence under subpart 6 of Part 4:
- a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961):
- an offence under section 143B of the Tax Administration Act 1994:
- an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii):
- a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere:

(vi) A person subject to—

- 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,

- (b) Must not be a person prevented from serving on the *Board* under this Rule,
- (c) 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 listed in Rule 11.1 for which the person was nominated.

11.3 In addition to *Board* members appointed under Rule 11.1 by a *Discipline*, an *NEC* or the *Board*, the *Board* may co-opt any *Member* (other than a person disqualified from serving by reason of Rule 11.2) to the *Board* who signs a written consent to join the *Board* and a certificate that he or she is not disqualified from being appointed or holding office as a *Board Member* by these Rules or the Act, for a specific purpose, or for a limited period, or generally until the next Annual *General Assembly*, and 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).

11.4 Board Appointments Panel

- (a) The *Board* will establish a *Board Appointments Panel* for the purpose of assessing potential candidates for the appointed *Board* positions.
- (b) 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*.
- (c) A terms of reference policy will be established by the *Board* for the *Board Appointments Panel*.

11.5 Terms of office of Board Members⁴⁴

- (a) The term of office for a *Board member* is 3 years.
- (b) No *Board Member* shall serve for more than 3 consecutive terms,
- (c) 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*.

44 See sections 50-51, Incorporated Societies Act 2022.

- (e) A *Board Member* co-opted pursuant to Rule 11.4 shall hold office for a term to be specified on co-option and, if not so specified, for a term of 3 years.
- 11.6** If a vacancy in the position of any *Board Member* occurs between Annual *General Assemblies* (whether under Rule 11.2 or by death, resignation in writing delivered to the *CEO*, removal or retirement) that vacancy shall be filled by appointment of some other person not prevented from serving on the *Board* under Rule 11.2 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.
- 11.7** 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*.
- 11.8** 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.
- 11.9** 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*.
- 11.10** The Chairperson shall hold the office of President of *ESNZ* for the purpose of representation of *ESNZ* to the Federation Equestre Internationale.
- 11.11** 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.

Functions of the *CEO*

- 11.12** 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 *Current 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 *Statute*,

- (e) Record the minutes of all *ESNZ 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 Federation Equestre Internationale,
- (g) Deal with and answer *ESNZ* correspondence, and
- (h) Perform such other duties as directed by the *Board*.

Contact Person⁴⁵

11.13 The Chairperson shall be *ESNZ's Contact Person* whom the Registrar of Incorporated Societies can contact when needed, and must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the *Statute* or under **Rule 11.2** from holding that office, and any change in that *Contact Person* or that person's name or *contact details*⁴⁶ shall be advised to the Registrar of Incorporated Societies within 20 *working days* after that change occurs or after *ESNZ* became aware of the change,

Financial Procedures⁴⁷

11.14 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 a budget for the next *financial year*, and
- (e) File copies of those financial statements with the Registrar of Incorporated Societies or the Charities Board in a form and as required by the *Statute* and/or the Charities Act 2005.

45 See sections 112-116, Incorporated Societies Act 2022.

46 See sections 5(2) and 116(1)(b), Incorporated Societies Act 2022.

47 See sections 101-109, Incorporated Societies Act 2022

- 11.15** 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*.
- 11.16** All money received on account of *ESNZ* shall be banked within seven *clear days* of receipt.
- 11.17** All accounts paid or for payment shall be submitted to the *Board* for approval of payment.
- 11.18** 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.

Board meetings held using any audio, audio and visual, or electronic communication technology⁴⁸

- 11.19** Notwithstanding any other provisions 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.

12.0 GOVERNANCE, FUNCTIONS AND POWERS OF THE BOARD⁴⁹ AND THE CEO

- 12.1** 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 *Board* member:
- (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 *Statute* or this Constitution,
 - (d)** When exercising powers or performing duties as a *Board* member, 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

48 See sections 26(1)(f)(vii) and 87, Incorporated Societies Act 2022

49 See sections 26(1)(f), 46, 54 and 63-73, Incorporated Societies Act 2022.

nature of the decision, and the position of the *Board Member* 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.

12.2 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*.

12.3 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.,

12.4 Subject to this Constitution and any resolution of any *General Assembly* the *Board* may:

- (a) Approve resolutions by a majority of *Board* members without the necessity for a physical *Board* meeting, 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 *Statute* 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.

12.5 Every *Board Member* having a personal interest in a matter relating to *ESNZ* must 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*, and the declared interest shall be recorded by the *CEO* in *ESNZ's Conflicts of Interests Register* kept by the Board.

13.0 DISCIPLINE STRUCTURE, ACTIVITIES AND MEETINGS

Discipline Boards

13.1 Each *Discipline* shall be recognised by the *Board* and each *Discipline* shall have a *Discipline Board* as recognised by the *Board*.

13.2 Each *Discipline Board* shall adopt a *Discipline By-Law* that shall be consistent with and subject to the Rules in this *Constitution* and which prescribes how that *Discipline* is governed by the *Discipline Board* and will oversee and manage the rules for that *Discipline's* events and activities, and every *Discipline By-Law* must be approved by the *Board* before it becomes operative.

13.3 Each *Discipline Board* has the responsibility delegated by the *Board* for ensuring the efficient administration of its *Discipline* strictly in accordance with this *Constitution*, any *Regulations* and the *Discipline By-law* and any directives from the *Board*. Such delegation shall not derogate from, diminish or lessen in any way the absolute authority of *ESNZ* and the *Board* in respect of equestrian sport in New Zealand which authority shall be subject only to the Federation Equestre Internationale. Such delegation may be revoked or varied by written notice from the *Board* where any *Discipline Board* fails to observe this *Constitution*, *Regulations*, its *Discipline By-Law* or any Memorandum of Understanding between the *Discipline* and the Board.

13.4 The composition, operation, duties and functions of each *Discipline Board* shall be in accordance with this *Constitution*, any *Regulations*, the *Discipline By-law* and otherwise as determined by the *Board* from time to time in consultation with the *Discipline Boards*.

13.5 Each *Discipline Board* must:

(a) At all times act for and on behalf of the interests of *ESNZ*, the *Members* and their *Discipline*,

- (b) Manage its *Discipline* in accordance with this *Constitution*, any *Regulations* and its *Discipline By-law*,
- (c) Annually hold a *Discipline* Annual General Meeting and such other General Meetings as required by the *Discipline By-law*,
- (d) Appoint up to 9 Voting Delegates to represent their *Discipline* at *ESNZ General Assemblies*,
- (e) Comply with all directions of the *Board*,
- (f) Promote mutual trust and confidence between the *Board*, the *Disciplines* and the *Discipline Board* and do all things that are reasonably necessary to achieve the purposes of *ESNZ*,
- (g) Make full and proper disclosure to the *Board* of all matters of importance to the *Discipline Board*, *ESNZ* and its *Discipline* including, without limitation, providing the *Board* with a *Discipline* financial statement within 20 days of request, and
- (h) Manage all assets, liabilities, revenues and expenditure in a fiscally responsible and prudent manner that advances or achieves the purposes of *ESNZ*, meets strategic objectives of the *Discipline* and *ESNZ*, and complies with the requirements of any Memorandum of Understanding between the *Discipline Board* and the *Board*.
- (i) Each *Discipline Board* shall in accordance with its *Discipline by-law* annually determine:
 - *Annual Start Fees*,
 - *Entry Levy*, and
 - Any other fee that may be required to fund the development and deliver the sport of that *Discipline* provided that any such other fee must be approved by the *Board* before it is charged.

13.6 Every *Discipline Board Member* having a personal interest in a matter relating to *ESNZ* must disclose details of the nature and extent of any interest (including any monetary value of the interest if it can be quantified) to the *Discipline Board*, and the declared interest shall be recorded by the *Discipline Board* in a *Conflicts of Interest Register*. This register will also be held by the *CEO* in *ESNZ's Conflicts of Interests Register* kept by the *Board*.

13.7 Area Disciplines Groups

For the purpose of representation at the *ESNZ Annual General Assembly* and other *General Assemblies* of the *Disciplines* and for the purpose of promoting and managing *Area* activities and events, New Zealand shall be divided into *Areas* as defined by the *Board* from time to time and each *Area* shall be governed by its own *Area Discipline Committee*, and:

- (a) *ESNZ* shall hold a map of the approved *Areas*, their boundaries and their titles,
- (b) Neighbouring *Areas* may be amalgamated or divided if that is deemed necessary or desirable by the *Board*,
- (c) There shall be an *Area Discipline Group* recognised by the *Board* in each *Area*,
- (d) Annually hold an *Area Group Annual General Meeting* and such other General Meetings as required by the *Discipline By-law*,
- (e) Each *Area Discipline Group* must be incorporated pursuant to the Incorporated Societies Act 2022, except as provided in **Rule 13.7**,
- (f) The constitution of each incorporated *Area Discipline Group* and any alteration to it must be approved by the *Board* prior to it becoming operative,
- (g) An *Area Discipline Group* may appoint one official *Area Discipline Group* delegate with voting rights at the *Discipline* annual General Meeting and other General Meetings of the *Discipline*,
- (h) An *Area* may be divided into Branches by the *Area Discipline Group*,
- (i) If a Branch goes into recess the control of all Branch monies, financial documents and assets shall be held by the *Area Discipline Group* of which that Branch forms or formed a part.
- (j) If an *Area Discipline Committee* goes into recess:
 - (i) The control of all monies, financial documents and assets shall be held in trust by the *Discipline Board* until such time as the *Area Discipline Committee* recommences, and
 - (ii) If the *Area Discipline Committee* does not recommence within a time acceptable to the *Discipline Board* all monies, financial documents and assets shall be transferred to the *Discipline Board*.

- (k) *Area Discipline* Groups must advise the *Discipline Boards* and the *ESNZ* National Office of the names and contact details of their president/chair, secretary, treasurer and delegate to the *Discipline* annual General Meeting and *Discipline* General Meetings.

13.7 Unincorporated Area Discipline Groups

Notwithstanding Rule 13.6(d) an *Area Discipline* Group may, with the express prior written permission of the *ESNZ Board*, operate without incorporation as a committee (*Area Discipline Committee*) of the *Board*. The *Board* may place such conditions as it sees fit on that approval and may at any time vary or rescind any such approval.

- (a) The committee of an unincorporated *Area Discipline* Group shall be made up of *Current Members* of *ESNZ* who are for the time being resident in that *Area*.
- (b) An unincorporated *Area Discipline Committee* may charge a fee to those *Members* in the *Area* in order to provide specific benefits such as a newsletter or priority access to events run by the unincorporated *Area Discipline Committee* or other such services. Non-payment of this fee will not prevent a *Member* from having speaking and voting rights at the unincorporated *Area Discipline Committee's* annual *General Meeting*.
- (c) All of these provisions of this constitution applicable to *Area Discipline* Groups shall also apply to an unincorporated *Area Discipline Committee*.

13.8 Area Discipline Group responsibilities:

- (a) Each *Area Discipline* Group (whether incorporated or unincorporated) has delegated responsibility from the applicable *Discipline Board* to ensure the efficient administration of their *Discipline* in their *Area* strictly in accordance with this *Constitution*, any *Regulations* and the *Discipline By-law* 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 Federation Equestre Internationale. An *Area Discipline Committee's* delegation may be revoked or varied at any time by written notice from the *Board*.
- (b) The composition, operation, duties and functions of the *Area Discipline* Group shall be in accordance with this *Constitution*, any *Regulations* and the *Discipline's Bylaw* and as

determined by the *Board* from time to time in consultation with the *Area Discipline* Groups and the *Discipline Board*.

- (c) *Area Discipline* Groups may annually determine *Area* fees for those *Members* that reside in their *Area*. The applicable *Discipline Board* may investigate and if it considers appropriate request an *Area Discipline* Group to alter the nature and/or amount of any such fees provided always that the *Board* has the ultimate authority to determine fees payable by *Members*.
- (d) Each *Area Discipline* Group must:
- (i) At all times act for and on behalf of the interests of *ESNZ*, the *Members* and their *Discipline*,
 - (ii) Annually hold an *Area Discipline* Group annual general meeting and such other general meetings as may be required,
 - (iii) Elect a delegate to represent their *Area Discipline* Group at their *Discipline* annual general meeting and general meetings of the *Disciplines* in accordance with the relevant *Discipline Bylaw*,
 - (iv) Comply with all directions of the *Board* and/or the *Discipline Board*,
 - (v) Promote trust and confidence between the *Discipline Board*, the *Area Discipline* Group, other *Area Discipline* Groups and the *Board* and do all things that are reasonably necessary to achieve the *ESNZ*'s purposes,
 - (vi) Make full and proper disclosure to the applicable *Discipline Board* and/or the *Board* as the case may be of all matters of importance to the *Area Discipline* Group, *ESNZ* and their *Discipline* including, without limitation, providing the *Discipline Board* with the financial statements of the *Area Discipline* Group within 30 days of request, and with Annual statements of the *Area Discipline* Group's financial position as at 31 May each year are to be provided to the *Discipline Board* and the *Board* by 30 June of that year,

13.11 Alternative *Discipline* Structure

Notwithstanding Rules 13.4 to 13.10, a *Discipline* may, with the prior written approval of the *Discipline Board* and the *Board*, implement an alternative representative and governance structure for the *Discipline* annual General Meeting and General Meetings, and approval of such an

alternative representative and governance structure will be conditional upon it being fully and properly described in the *Discipline By-law* and the *Discipline By-law* being approved by the *Board* before its adoption by the *Discipline*.

14 NEC STRUCTURE, ACTIVITIES AND MEETINGS

NEC COMMITTEES

- 14.1** *ESNZ* has established national equestrian facilities to provide *Members* and other people interested in equestrian sports with exceptional equestrian facilities for competition and training, and each *NEC* has a *NEC Committee* recognised by the *Board* to manage and develop its facilities.
- 14.2** Each *NEC Committee* shall adopt its own *NEC* rules that shall be consistent with and subject to the Rules in this *Constitution* and which prescribes how that *NEC* is governed by the *NEC Committee* and sets out the rules for that *NEC*'s events and activities, and every *NEC*'s rules must be approved by the *Board* before they become operative.
- 14.3** Each *NEC Committee* has the responsibility delegated by the *Board* for ensuring the efficient administration of its *NEC* in accordance with this *Constitution*, any *Regulations* and the *NEC By-law* and any directives from the *Board*. Such delegation may be revoked or varied by written notice from the *Board* where any *NEC Committee* fails to observe this *Constitution*, *ESNZ Regulations*, or its *NEC By-Law*.
- 14.4** The composition, operation, duties and functions of each *NEC Committee* shall be in accordance with this *Constitution*, any *Regulations*, the *NEC By-law* and otherwise as determined by the *Board* from time to time in consultation with the *NEC committee*.
- 14.5** Each *NEC Committee* must:
- (a)** At all times act for and on behalf of the interests of *ESNZ*, its *Members* and their *NEC*,
 - (b)** Manage its *NEC* in accordance with this *Constitution*, any *Regulations* and *NEC By-law*,
 - (c)** Annually hold a *NEC General Meeting* and such other *General Meetings* as required by the *NEC By-law*,

- (d) Promote mutual trust and confidence between the *Board*, the *NEC* and the *NEC Committee* and do all things that are reasonably necessary to achieve the purposes of *ESNZ*,
- (e) Make full and proper disclosure to the *Board* of all matters of importance to the *NEC Committee*, *ESNZ* and its *NEC* including, without limitation, providing the *Board* with a *NEC* financial statement within 20 days of request, and
- (f) Manage all assets, liabilities, revenues and expenditure in a fiscally responsible and prudent manner that advances or achieves the purposes of *ESNZ*, meets strategic objectives of the *NEC* and *ESNZ*, and complies with the requirements of any Memorandum of Understanding between the *NEC committee* and the *Board*.
- (g) Each *NEC Committee* shall in accordance with its *NEC By-law* annually determine:
 - Ground Fees
 - Facility Usage Fees
 - Camping Fees, and
 - Any other fee that may be required to fund the development and deliver the sport and activities of that *NEC* provided that any such fee must be approved by the *Board* before it is charged.

15.0 DISPUTES, COMPLAINTS AND DISCIPLINARY PROCEDURES⁵⁰

15.1 Judicial and disciplinary functions of *ESNZ*

- (a) The following bodies are established or recognised to carry out the judicial and disciplinary functions of *ESNZ*:
 - (i) Ground Juries,
 - (ii) Complaints Review Officer
 - (iii) Integrity Unit
 - (iv) Appeal committees,
 - (v) A *Judicial Committee*, and
 - (vi) The Sports Disputes Tribunal of New Zealand or its successor.

⁵⁰ See sections 38-44 and Schedule 2, Incorporated Societies Act 2022.

- (b) The jurisdiction and powers of the bodies described in Rule 15.1(a) are set out in *ESNZ Regulations*, and any such body established by *ESNZ* shall, when processing and considering issues before it, comply with the rules of natural justice.

15.2 Member disputes and complaints

The following disputes procedures in this section of this Constitution are designed to enable and facilitate the fair, prompt and efficient resolution of *disputes* and *complaints*, excluding any issues that are or should be dealt with by one of the bodies referred to in Rule 14.1, in a manner that complies with the requirements set out in the *Statute*. All *Members* and the *Board* and the *Discipline Boards* are obliged to comply with these procedures to resolve *disputes* and *complaints*, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to *ESNZ's* activities.

- (a) Any *dispute* raised by a *Member*, and any *complaint* by anyone, is to be lodged in writing by the complainant with the *CEO* and must provide such details as are necessary to identify the details of the *dispute* or *complaint*.
- (b) The complainant raising a *dispute* or *complaint*, the *Board* and (if relevant) the *Discipline Board* must consider and discuss whether a *dispute* or *complaint* may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed upon, the parties will sign a suitable mediation or arbitration agreement.
- (c) Rather than investigate and deal with any *dispute* or *complaint*, the *Board* may:
- (i) Appoint a sub-Board to deal with the same, or
 - (ii) Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the *Statute* are satisfied, and
the *Board* or any such sub-Board or person considering any *dispute* or *complaint* is referred to in the balance of this Rule as the "decision-maker."
- (d) The decision-maker shall:
- (i) Consider whether to investigate and deal with the dispute or complaint, and
 - (ii) May decline to do so pursuant to Clause 6, Schedule 2, Incorporated Societies Act 2022 where the decision-maker and *ESNZ* are both- satisfied that:
 - the *dispute* or *complaint* is trivial, or

- the *dispute* or *complaint* does not appear to disclose or involve any allegation that a *Member* or *Board Member* has engaged in material misconduct, that a *Member* or *Board Member*, or *ESNZ* has materially breached, or is likely to materially breach, a duty under this Constitution or *bylaws* made under it, or the Incorporated Societies Act 2022 Act, or that a member's rights or interests or members' rights or interests generally have been materially damaged, or
 - the matter raised appears to be without foundation or there is no apparent evidence to support it, or
 - the complainant has insufficient interest in the matter, or
 - the conduct, incident, event or issue has already been investigated and dealt with by *ESNZ* under this Constitution, or
 - that there has been an undue delay in raising the *dispute* or making the *complaint*.
- (e) Where the decision-maker decides to investigate and deal with a *dispute* or *complaint*, the following steps shall be taken:
- (i) The complainant and the person or persons complained against must be advised of all allegations concerning the *Member* and of all details of the *dispute* or *complaint*,
 - (ii) The person or persons complained against must be given an adequate time to prepare a response,
 - (iii) The complainant and the person or persons complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (f) A *Member* may not make a decision on or participate as a decision-maker regarding a *dispute* or *complaint* if two or more *Board* members or the decision-maker considers that there are reasonable grounds to infer that that person may not approach the *dispute* or *complaint* impartially or without a predetermined view (and such a decision must be made taking into account the context of *ESNZ* and the particular case, and may include

consideration of facts known by the other *Members* about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).

- (g) The decision-maker may:
- (i) Dismiss a *dispute* or *complaint*, or
 - (ii) Uphold a *dispute* and make such directions as the decision-maker thinks appropriate (with which *ESNZ* and *Members* shall comply),
 - (iii) Uphold a *complaint* and:
 - Reprimand or admonish the *Member*, and/or
 - Suspend the *Member* from membership for a specified period, or
 - Terminate the *Member's* membership, and
- (h) Order the complainant (if a *Member*) or the person or persons complained against to meet any of *ESNZ's* reasonable costs in dealing with a *dispute* or *complaint*.
- (i) If any *Member* complained against resigns after a *complaint* is received *ESNZ* shall have power to continue to follow the procedures set out for investigating and making decisions on the *complaint* and, if the *complaint* is upheld, of imposing penalties and making orders for payment of costs.

16.0 WINDING-UP⁵¹

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

16.2 In accordance with **Rules 10.8 and 10.9** the *CEO* shall notify all *Current Members* and *Honorary Life 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.

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

51 See sections 208-230, Incorporated Societies Act 2022.

- (a) Passed at a *General Assembly* by a two-thirds majority of all *Current Members* present and voting and/or voting by proxy 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 *Current Members* present and voting and/or voting by proxy or by *remote ballot*.

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

16.5 Subject always to the prohibition in **Rule 16.4**, 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.