

**CONSTITUTION of
New Zealand
Federation of Roller
Sports**

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NEW ZEALAND FEDERATION OF ROLLER SPORTS

1. DEFINITIONS

AGM means Annual General Meeting.

Area Committees means those committees described in Rule 18 and as determined by the Board.

Artistic means the roller sports discipline of artistic skating.

Board means the Board of the Federation.

Discipline means the roller sports discipline of Artistic and Speed skating and such other disciplines recognised by the Board from time to time.

Federation means New Zealand Federation of Roller Sports Incorporated.

General Meeting means an AGM or SGM.

Member means and includes all classes of members of the Federation.

Officers means the President and Vice President.

Ordinary Resolution means a resolution passed by a majority of votes cast.

President means the President of the Federation.

Regional Committee means a Regional Committee recognised by the Board in accordance with Rule 17.3.

Region means a geographical area of New Zealand as determined by the Board.

Rules means these rules and "Rule" shall have a corresponding meaning.

Secretary means the secretary of the Board appointed pursuant to Rule 15.3.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two thirds of votes cast.

Speed means the roller sports discipline of speed skating.

Sports Committee means a committee for each discipline as described in Rule 16.

Vice President means the Vice President of the Federation.

World Skate is the International Body for all aspects of Roller Sports

2. NAME

2.1 The name of the organisation is the New Zealand Federation of Roller Sports Incorporated (the **Federation**).

2.2 The Federation's registered office shall be in Wellington or such other place as determined by the Board.

3. OBJECTS

3.1 The objects of the Federation are:

- a. To promote, develop and foster roller sports as a competitive sport and for entertainment and recreation;
- b. To promote opportunities and facilities to enable, assist and enhance the performance, participation and enjoyment of members in the Federation's activities;
- c. To represent the interests of the Federation at National, Oceania and World level;
- d. To promote, develop and co-ordinate competitions for all sports related activities of the Federation;
- e. To affiliate and co-operate with kindred and other organisations including the international body of World Skate.

4. POWERS

4.1 The Federation has the power to:

- a. Make, alter, rescind, enforce by-laws, regulations, policies and procedures for the governance, management and operation of the Federation;
- b. Determine, implement and enforce disciplinary disputes and appeal procedures (including drug testing and other policies), conduct hearings and impose sanctions and penalties;
- c. Consider and settle disputes between members;
- d. Determine who are its members;
- e. Withdraw, suspend or terminate membership;
- f. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- g. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- h. Sell, lease, mortgage, charge or otherwise dispose of any property of the Federation and grant such rights and privileges over such property as it considers appropriate;
- i. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- j. Produce, develop, create, licence and otherwise exploit use and protect the intellectual property of the Federation;
- k. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;
- l. Make, alter, rescind and enforce rules of competition;
- m. Organise and control competitions, events and programmes;

- n. Assign functions to and/or enter into agreements with organisations such as but not limited to Sport New Zealand, the New Zealand Sports Disputes Tribunal and Drug Free Sport New Zealand;
- o. Delegate powers of the Federation to any person, Board, committee or sub-committee who must abide by the rules, regulations and by-laws of the Federation;
- p. Do any other acts or things which are incidental or conducive to the attainment of the objects of the Federation.

5. MEMBERS

5.1 The members of the Federation shall be:

- a. Ordinary members as detailed in Rule 6;
- b. Member Clubs as detailed in Rule 7;
- c. Affiliated organisations as detailed in Rule 8;
- d. Life Members as detailed in Rule 9;
- e. Any other category or categories of membership of the Federation determined by the Board from time to time.

6. ORDINARY MEMBERS

6.1 An individual may become an ordinary member on satisfying the requirements set out in Rule 10.

6.2 An individual must be a member of a Member Club to be eligible for membership.

7. MEMBER CLUBS

7.1 Incorporated roller sports clubs within New Zealand who have similar objects to the Federation including without limitation the organisation, fostering, promoting and developing of roller sports activities may become members of the Federation.

7.2 Each member club shall, on request, provide to the Federation a copy of any constitution and any proposed amendments to it.

8. AFFILIATED ORGANISATIONS

8.1 The Board shall determine the number of affiliated organisations. The Board's determination under this rule may be amended or revoked if a Special Resolution at an SGM called for this purpose vote in favour of such an amendment or revocation.

8.2 An affiliated organisation must have a sufficient interest in roller sports and recognise the objects of the Federation.

9. LIFE MEMBERS

- 9.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of the Federation. Any person may be nominated for life membership of the Federation but must be nominated by a Member Club. Such nomination must be made to the Board in writing setting out the grounds for the nomination. The Board must then determine in its discretion as to whether the nomination should be forwarded to a General Meeting for determination by the members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

10. MEMBER APPLICATIONS, ENTITLEMENTS AND REQUIREMENTS

- 10.1 An application for membership must be in writing and in such format as may be required by the Board from time to time. The Board may in its absolute discretion decline to accept an application for membership.
- 10.2 Members are bound by these Rules and by the regulations, by-laws, policies and procedures of the Federation.
- 10.3 In order to receive or continue to receive membership entitlements, members must meet all requirements of membership set out in these Rules or as otherwise set by the Board including payment of any membership or other fees within a required time period.
- 10.4 The failure by a member to comply with Rule 10.3 may result in withdrawal of membership entitlements but shall not excuse such member from being bound by these Rules.
- 10.5 Ordinary members are entitled to:
- a. Participate in the Federation's activities subject at all times to complying with any additional requirements that are specified;
 - b. Receive notices and papers and attend and speak at the Federation's General Meetings.
- 10.6 Affiliated Organisations are entitled to:
- a. Participate in the Federation's activities subject at all times to complying with any additional requirements that are specified;
 - b. Receive notices and papers and be able to attend the Federation's General Meetings but Affiliated Organisations will not have a right to vote at such General Meetings nor nominate any person for election as an Officer or Elected Board Member of the Federation.
- 10.7 Member Clubs are entitled to:
- a. Participate in the Federation's activities subject at all times to complying with any additional requirements that are specified;
 - b. Receive notices and papers and be able to attend, speak and exercise one vote per Member Club at the Federation's General Meetings;
 - c. Nominate any financial member for election as an Officer or Elected Board Member of the Federation.
- 10.8 Life members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board. Life members have no voting rights.
- 10.9 For Member Clubs the right to attend, speak and vote at General Meetings must be exercised by one delegated representative of the Member Club.
- 10.10 Notification of the identity of the delegate of the Member Club must be given to the Board within 10 days prior to the General Meeting. Changes to delegates through extenuating circumstances must be advised to the Board as soon as possible but prior to the commencement of the General Meeting.

Failure to do this could result in the delegate not being recognised by the General Meeting therefore having no voting rights.

11. DURATION OF MEMBERSHIP

- 11.1 A member may resign by notice in writing to the Board. Membership may also be withdrawn, suspended or terminated by the Board if a member fails to comply with these Rules including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of the Federation or if a member acts in manner which is considered by the Board to be harmful to the Federation or inconsistent with the standards of behaviour expected of a member.
- 11.2 A member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of the Federation.
- 11.3 The Board shall keep a register of members.

12. MEMBERSHIP FEES

- 12.1 The Board shall annually determine:
- a. Any membership or other fees payable by Member Clubs and any other categories of members;
 - b. The due date for such fees; and
 - c. The manner for payment of such fees.

13. OFFICERS OF THE FEDERATION

- 13.1 The Officers of the Federation shall be:
- a. the President; and
 - b. the Vice President.
- 13.2 The Officers and Elected Board Member shall be elected at the AGM in accordance with Rule 15.3 and the Speed and Artistic Board Members confirmed.
- 13.3 Nominations for the Officers shall be made in the manner and at the time set out in Rule 15.3c.
- 13.4 The Officers shall attend, speak and vote at General Meetings.

14. GENERAL MEETINGS

- 14.1 The Federation must hold an Annual General Meeting (**AGM**) once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.
- 14.2 The Board must give at least 60 days' notice in writing to members of General Meetings. The notice can be given by such methods as the Board may determine.
- 14.3 Full minutes shall be kept of all General Meetings and made available upon request by members.
- 14.4 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. The chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the meeting and a majority of two thirds of votes cast is obtained in favour of the motion to proceed.

Purpose of AGM

- 14.5 The AGM shall be called for the following purposes:
- a. To receive from the Board a report and audited statement of financial position and statement of financial performance for the preceding year;
 - b. To elect the Officers and Elected Board Member and confirm the Speed and Artistic Board Member of the Federation for the coming year;
 - c. To appoint an auditor or reviewer on recommendation from the Board, as required;
 - d. To decide on any motion which has been properly submitted to the Board for consideration at the AGM.

Special General Meetings

- 14.6 The Board must call a Special General Meeting (**SGM**) upon a written request from:
- a. The Board itself; or
 - b. Such members as are entitled to exercise one third or more of the voting rights of the Federation.
- 14.7 The written request for an SGM must state the purpose for which the SGM is requested.
- 14.8 The SGM must only deal with the business for which the SGM is requested.
- 14.9 The notice requirements for the SGM are the same as for General Meetings unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to members.

Quorum

- 14.10 A quorum for a General Meeting is obtained by the presence of those persons who are entitled to exercise half of the voting rights in the Federation.
- 14.11 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 14.12 The President of the Federation shall preside at the General Meeting. If the President is unavailable then the Vice President shall preside and in the absence of both of those persons, then the members present shall elect a person present to be the chairperson of the General Meeting.
- 14.13 Unless otherwise required by these Rules:
- a. An Ordinary Resolution shall be sufficient to pass a resolution;
 - b. Member clubs shall have the number of votes conferred upon them by Rule 10.7b;
 - c. Each Board member except co-opted Board members shall have one vote;
 - d. Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution;
 - e. Election of Officers and the Elected Board Member at an AGM must be undertaken by secret ballot except where there are the same number of nominations as positions available. Proxy votes and postal votes are not permitted;
 - f. In the event of an equality of votes, the chairperson shall have an additional or casting vote;
 - g. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

15. BOARD

Role of the Board

- 15.1 The governance and management of the Federation shall be vested in the Board which may exercise all the powers of the Federation and do all things which are not expressly required to be undertaken by the Federation at a General Meeting

Membership of the Board

- 15.2 Members of the Board shall be:
- a. The President and Vice President elected by the AGM under Rule 15.3a;

- b. One Board Member, elected by the AGM under Rule 15.3. (Elected Board Member);
- c. One Board Member representing the Artistic Discipline who shall be the chairperson of the Artistic Sports Committee elected by the Artistic Sports Committee at its annual general meeting (Artistic Board Member);
- d. One Board Member representing the Speed Discipline who shall be the chairperson of the Speed Sports Committee elected by the Speed Sports Committee at its annual general meeting (Speed Board Member);
- e. In addition, the Board may co-opt up to two members to the Board under Rule 15.3.d;
- f. Board Secretary [non-voting position];
- g. Treasurer [non-voting position];

Election / Appointment of the Board

15.3 Members of the Board shall be elected or appointed as follows:

- a. The President, Vice President and Elected Board Member shall be elected by a majority of members entitled to vote at an AGM following nomination by at least one Member Club;
- b. The Artistic Board Member and Speed Board Member shall be elected by a majority of members entitled to vote at the respective AGM of the Artistic and Speed sports committees following nomination by at least one Member Club;
- c. Nominations for President, Vice President and Elected Board Member shall be in the approved form and received at the registered office of the Federation not less than 30 days before the date set for the AGM;
- d. Co-opted Board members may be appointed at any time by the Board;
- e. The Board Secretary and Treasurer are appointed by and contracted to the Board. Subject to Rule 15.7 the term of office for the President, Vice President, Elected Board Member, Artistic Board Member and Speed Board Member shall be three years, expiring on conclusion of the relevant AGM but subject to the policy of staggering retirements to ensure not all Board Members are to retire in a given year with any such rotational policy established at the date this Constitution comes into force to continue as at that date. These Board Members may be re-elected or nominated as the case may be to the Board for subsequent terms of office.

15.4 The term of office for co-opted Board members shall be determined by the Board.

Vacancies on the Board

15.5 In the event that there is a vacancy in the Board, the remaining Board members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM. In the case of the temporary incapacity or unavailability of the Artistic Board Member or Speed Board Member the relevant sports committee may appoint an alternate board member for the period of such temporary incapacity or unavailability.

15.6 The term of office for a person appointed as a Board member to fill a vacancy under Rule 15.5 shall expire at the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Removal of Board Member

15.7 The members in an SGM called for this purpose may, by Special Resolution, remove any Board member before the expiration of their term of office.

15.8 Where the removed Board member in Rule 15.7 was a co-opted Board member, the Board shall appoint another person in their place to hold office until the expiration of the term of the Board member which he or she is replacing. Where that removed Board member was the President, Vice President or Elected Board Member the vacancy shall be filled in accordance with Rule 15.5.

15.9 Upon the Secretary receiving a request for an SGM for the purpose of removing a Board member, the Secretary shall send the notice to the Board member concerned in addition to the members in accordance with Rule 14.2.

15.10 Following notification under Rule 14.2 and before voting on the resolution to remove a Board member, the Board member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the members about the proposed resolution.

Board Meetings and Duties of the Board

15.11 The role of the President is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a chairperson for any reason, then the Vice President shall undertake the President's role during the period of unavailability.

15.12 The duty of each Board member is to pursue the objects of the Federation and to exercise the powers of the Federation for fulfilment of the objects and in so doing a Board member must:

- a. Regularly attend Board meetings and General Meetings of the Federation;
- b. Provide good governance for the Federation;
- c. Regularly monitor and review the performance for the Federation;
- d. Act in the best interests of the Federation at all times;
- e. Formulate such by-laws, regulations, policies and procedures as are appropriate for the Federation;
- f. Where appropriate, engage in activities to promote, market, represent and fundraise for the Federation;
- g. Do such other things within these rules as the Board agrees to promote the objects of the Federation.

15.13 Board meetings may be called at any time by the chairperson but generally the Board shall meet at regular intervals agreed by the Board.

15.14 Except to the extent specified in these rules the Board shall regulate its own procedure.

15.15 The quorum for a Board meeting shall be two thirds of the members of the Board.

- 15.16 Each Board member shall have one vote. In the event of a deadlock, the chairperson shall have an additional casting vote. Voting shall be by voices or upon request of any Board member by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- 15.17 A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Board.
- 15.18 Any Board member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board member in this manner at a meeting shall constitute the presence of that Board member at that meeting.
- 15.19 The Board may, by majority vote, reimburse its Board members for their actual and reasonable expenses incurred in the conduct of the Federation's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement.
- 15.20 If any situation arises which, in the opinion of the Board, is not provided for in the Rules, regulations, by-laws or policies of the Federation, the matter will be determined by the Board.

16. SPORTS COMMITTEES

- 16.1 There shall be a Sports Committee recognised by the Board in each Discipline.
- 16.2 Each Sports Committee is delegated the responsibility by the Board for ensuring the efficient administration of their Discipline strictly in accordance with this Constitution and any Bylaws and any directives from the Board. Such delegation shall not derogate, diminish or lessen in any way the absolute authority of the Federation and the Board in respect of Roller Sports in New Zealand. Such delegation may be revoked or varied by written notice from the Board where the Sports Committee fails to observe the Constitution or Bylaws.
- 16.3 The composition, operation, duties and functions of each Sports Committee shall be in accordance with the Constitution, the Bylaws and as determined by the Board from time to time in consultation with the Sports Committee.

17. REGIONAL COMMITTEES

- 17.1 To promote roller sports New Zealand shall be divided into Regions. The Federation shall hold a map of the approved Regions, their boundaries and their titles.
- 17.2 Neighbouring Regions may be amalgamated or divided if it is deemed necessary or desirable by the Board.
- 17.3 There shall be a Regional Committee recognised by the Board in each Region.
- 17.4 Each Regional Committee must:

- a. at all times act for and on behalf of the interests of the Federation, the Members and the Member Clubs within their Region;
- b. manage their Region in accordance with the Constitution and any Bylaws;
- c. annually hold a Regional AGM and such other general meetings as required;
- d. comply with all directions of the Board;
- e. promote mutual trust and confidence between the Board, the Disciplines and the Regional Committee and do all things that are reasonably necessary to achieve the objects;
- f. make full and proper disclosure to the Board of all matters of importance to the Regional Committee and the Federation including, without limitation, providing the Board with a financial statement within 20 days of request;
- g. manage all assets, liabilities, revenues and expenditure in a fiscally responsible and prudent manner that achieves the objects, meets the strategic objectives of the Region and Federation and complies with any requirements of the Board.

18. AREA COMMITTEES

- 18.1 In addition to the Regional Committees there shall be Area Committees which will be a combination of two or more neighbouring Regional Committees. The number of Area Committees will be determined by the Board from time to time.
- 18.2 The responsibilities of the Area Committees will be running events required to qualify for New Zealand championship events and such other responsibilities as directed by the Board from time to time.

19. FINANCES

- 19.1 Unless otherwise determined by the Board the financial year of the Federation shall end on the 30th day of June each year.
- 19.2 The Board shall appoint an accountant to prepare the annual financial statements of the Federation, must be a suitably qualified person, such as a member of the Chartered Accountants Australia and New Zealand (CAANZ). The Board may choose to have the Financial Statements 'reviewed' or 'audited' by an independent Accountant from time to time
- 19.3 The Board is responsible for the receipt and banking of all monies received by the Federation. All funds of the Federation shall be paid to a bank account in the name of the Federation and the bank account must be operated in accordance with the policy determined by the Board.
- 19.4 The Board must ensure correct accounting records are kept. The accounting records of the Federation must be kept at the office of the Federation or at such place as the Board may determine and must be open to inspection by members at such reasonable times agreed by the Board.

20. COMMON SEAL

- 20.1 The common seal of the Federation shall be kept in the control of the Board any may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the President and the Vice President, and in the absence of either of those then by another Board member.

21. ALTERATIONS OF RULES

- 21.1 These Rules may only be altered, added to or rescinded by a special resolution passed at a General Meeting.
- 21.2 No alteration, addition to or revision of the rules shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules of the Federation. This Rule 21.2 must not be removed from these Rules and must be included in any alteration, addition to or revision of these Rules.

22. PROHIBITION ON PERSONAL BENEFITS

- 22.1 No member or person associated with a member may participate in or materially influence any decisions by the Federation in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage.
- 22.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration, addition to or revision to these Rules.

23. WINDING UP

- 23.1 The Federation must be wound up if the Federation, at a General Meeting of its members, passes a Special Resolution requiring the Federation to be wound up and the resolution is confirmed by similar majority at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution so to be confirmed is passed.
- 23.2 If upon the winding up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the members of the Federation but shall be given or transferred to some other Federation, organisation or body having objects similar to the objects of the Federation, or to some other charitable organisation or purpose within New Zealand.

24. INDEMNITY

- 24.1 The Federation shall indemnify every member of the Board and other Officers and employees of the Federation in respect of all liability arising from the proper performance of their functions connected with the Federation.