

CONSTITUTION

NAME:

The name of the Society is Climbing New Zealand Incorporated hereinafter referred to as Climbing NZ.

The Registered Office of the Society shall be at such a place in NZ as officers of the Society may determine.

DEFINITIONS:

In These rules:

Society means Climbing New Zealand Incorporated also referred to herein as Climbing NZ.

Annual General Meeting (or AGM) means the meeting held each year at which the Management Committee reports to the members on activities and financial matters and at which the election of Officers and other authorized matters are dealt with in terms of the society's rules

Appeal Board means a Board appointed by the Management Committee pursuant to Rule 9.3 of this Constitution.

Approved Club means a club which is approved by the Management committee in terms of these rules and up to date in terms of fees due to Climbing New Zealand

Subscription Fees means the fee determined by the Management Committee annually and payable annually to the Society by approved members.

Code of Conduct means any Code of Conduct that may from time to time be adopted by the Management Committee and relating to the minimum required standards of behaviour and ethical dealings that shall be required of all athletes, coaches, other members, officers and approved clubs.

Elite Athlete means a competitor named by the national selectors as an elite climber.

Executive Board means the Board responsible for carrying out routine duties and specific tasks between meetings of the management committee.

IFSC means the International Federation of Sport Climbing

Logo means the design adopted by the Society from time to time as provided for in these rules.

Management Committee means the committee vested with the management of the Society in accordance with these rules.

Officer means a person elected appointed or co-opted to the Management Committee in terms of these rules.

Patron means a person appointed to that position at the AGM

Special General Meeting (SGM) means a general meeting of members called for any purpose other than the Annual General Meeting.

Tribunal means the Sports Disputes Tribunal of New Zealand established by Sport and Recreation New Zealand.

Voting Rights is the right to cast three votes (3) at a Society AGM or SGM

The masculine includes the feminine and vice versa.

Words importing the singular only shall include the plural and vice versa.

Reference to any Act or Regulation shall be deemed to include reference to any amendment to that Act or Regulation and to any Act or Regulation passed in substitution therefore.

OBJECTIVES:

The objectives of the Society are:-

To ensure the success and growth of the sport of climbing in New Zealand and to ensure it is accessible to all irrespective of gender, ethnicity, religion or physical or mental ability.

To support and encourage the development of activities and programmes which will introduce young people to the positive outcomes provided by the physical, mental and emotional challenges provided by the sport of climbing, by working through schools, clubs and community organisations.

To promote and sanction climbing competitions, as well as workshops and clinics throughout the country to provide an environment which will develop elite athletes and well trained competition officials.

To work with the indoor climbing wall industry to develop national standards for climbing wall construction, maintenance and operation to ensure the highest levels of health and safety are achieved and maintained through a certification process.

To participate as a member of the International Federation of Sport Climbing to help move the sport forward at the international level and to work with other relevant domestic and international organisations to ensure the well-being of the sport of climbing in New Zealand.

To promote recreational climbing, both artificial and outdoors as an activity, encouraging participation of all levels of ability.

ATTAINING OBJECTIVES

The Society shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objectives of the Society.

The society shall be a not for profit organisation. Any profits that results from the activities of the organisation shall be applied back to the organisation for the obtainment of the objectives of the organisation. No funding will be available to be used for the private pecuniary profit of any officer or member of the organisation.

PROPERTY OF THE SOCIETY

The Society must apply all property and income of the Society towards the promotion of the objects or purposes of the Society and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Society, except in good faith in the promotion of those objects or purposes.

POWERS OF THE SOCIETY: (as conferred by Section 13 of the Act).

To acquire, hold, deal with, and dispose of any real or personal property;

To open and operate bank accounts;

To invest its money –

in any security in which trust moneys may be invested; or

in any other manner authorised by the rules of the Society;

To borrow money upon such terms and conditions as the Society thinks fit;

To give such security for the discharge of liabilities incurred by the Society as the Society thinks fit;

To appoint agents and employees to transact any business of the Society on its behalf for reward or otherwise;

To build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Society;

Accept donations and gifts in accordance with the objects of the Society;

Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Society;

Publish any information via web based means.

Provide gifts and prizes in accordance with the objects of the Society;

Organise social events for Members and the promotion of the Society; and

To enter into any other contract the Society considers necessary or desirable.

To promote and manage compliance with the Sports Anti-Doping Rules made by Drug Free Sport New Zealand (as amended from time to time).

MEMBERSHIP:

Affiliated Club Membership is open to clubs who are societies registered under the Incorporated Societies Act 1908 or the Charitable Trust Act 1957, whose activities are compatible with the Objectives of the Society. Affiliated Clubs have Voting Rights. Clubs in their first two years of Affiliate Membership are termed 'Tier 1 and Tier 2 Affiliated'. Clubs in their 3rd year and thereafter are termed 'Tier 3 Affiliated'.

Aspirant Club Membership may be accepted in the expectation that members work towards becoming a fully affiliated club. Aspirant Club Membership lasts one year. Aspirant Clubs do not have Voting Rights

Competition Membership is open to individuals who wish to compete in officially sanctioned competitions, at the discretion of the Management Committee. Competition Members do not have Voting Rights

Associate Membership shall be open to companies registered under the Companies Act 1993 and whose activities are compatible with the Objectives of the Society. Associate Members do not have voting rights.

The Management Committee may from time to time set further qualifications and criteria for membership.

Applications for membership are to be made in writing to the Management Committee.

The Management Committee will determine the annual subscription fee payable for membership of Climbing NZ. The annual term will be from January – December (Calendar Year)

Each member admitted to membership shall;

Be bound by the rules of the Society.

Become liable for such fees and subscriptions as may be fixed by the Society.

The Management Committee may create additional non-voting membership categories to further the interests of the Society. The creation of new membership categories which have voting rights may be proposed by the Management Committee but must be approved at an AGM or SGM.

A member may at any reasonable time inspect the records and documents of the Society.

TERMINATION OF MEMBERSHIP

Any membership may be terminated or suspended, at the discretion of the Management Committee, if a Member's annual subscription fee remains unpaid two months after falling due

Any membership will be terminated from the date of any members' resignation from the society.

Any membership will be terminated from the date of any members' expulsion. Reasons for expulsion include, but are not limited for:

False or inaccurate statements made in the member's application for membership of the Society,

breach of any rule, regulation or by-law of the Society and
by any act detrimental to the Society.

Contravention of the Society's Anti-doping policy

The Management Committee shall have the power to suspend or expel any member of the society, however, any member who is expelled, suspended or has their membership terminated, shall have the right to a written appeal against their suspension or expulsion by submitting their case to the Appeal Board. The Appeal Board will include an independent observer agreeable to both parties.

MANAGEMENT COMMITTEE

Management of the Society shall be vested in the Management Committee consisting of four (4) Executive Officers and a flexible number of Ordinary Officers and an Athletes' Representative. Allowance will also be made for the appointment of a Funding Sponsorship and Publicity Officer to the Committee should it be necessary to do so.

Election of Executive Officers to the Management Committee

The Executive Officers of the Management Committee are President, Vice President, Secretary and Treasurer and they are to be elected by the Membership at the AGM. Each Tier 3 Affiliated Member Club has THREE (3) votes for the election of each Officer. In the event of a tied vote the standing President has casting vote. Aspiring Clubs have no voting rights in this Election. Tiers 1 and 2 Affiliated Clubs have voting rights as follows:

- Tier 2 Affiliation: 2 votes
- Tier 1 Affiliation: 1 vote

Ordinary Committee Members

After election of the Executive Officers, positions for Ordinary Committee Officers are to be decided upon. Any Tier 1, 2, and 3 Affiliated Member Club that does not already have representation on the Executive Committee will automatically have the right to have ONE (1) Ordinary Committee member to represent them. Clubs can choose to waive this right should they wish to do so. The maximum number of Ordinary Committee Officers will be no more than the total number of Affiliated Member Clubs in the CNZ Membership. The minimum number of

Officers will be three (3). If positions remain unfilled after Affiliated Member Clubs have exercised their right to representation, then these Ordinary Officers shall be elected by the Membership using the same voting rights rules as for the election of the Executive Officers.

Athletes' Representative

In addition to the Executive and Ordinary Committee Officers, an Athletes' Representative shall be voted in using the same voting rules as above.

Nominations

Nominations for all positions will be sought from members holding voting rights 30 days prior to the AGM. All nominations will be circulated to members holding voting rights 10 days prior to the AGM.

All management committee members are elected at AGM by members vote. Nominations for all positions will be sought from members holding voting rights 30 days prior to the AGM. All nominations will be circulated to members holding voting rights 10 days prior to the AGM.

The Management Committee meets as often as business requires but no less than once a month.

A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his/her election and he/she will be eligible for re-election.

Management Committee may act at anytime notwithstanding any vacancy in their number.

A quorum of the Management Committee shall be half of its members plus one. If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.

A member of the management committee may lose his or her seat on the committee for either of the following;

Absence from three or more meetings without leave of absence.

No member shall be liable for any loss not attributable to his or her own dishonesty or to the willful commission by that member of any act known by him or her to be in breach of trust.

Every member shall be absolutely indemnified against all liabilities incurred by that member in the exercise or attempted exercise of authority vested in the member.

POWERS OF THE MANAGEMENT COMMITTEE

The Management Committee shall carry out the day-to-day running of the Society and shall have the power to:

Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;

Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
Fix fees and subscriptions payable by members and decide other levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
Adjudicate on all matters brought before it which in any way affect the Society.
Ensure minutes are maintained of all proceedings at meetings of the Committee and General Meetings of members;
Make, amend and rescind policies and processes;
Have the power to form and appoint any subcommittee as required for specific purposes;
Should a vacancy occur on the Management Committee the Management Committee has the power to co-opt another member.
Appoint an officer or agent of the Management Committee to have custody of the Society's records, documents and securities.
All contracts which bind Climbing New Zealand must be approved by the management committee and be signed by the President and one other member of the management committee. In the case of absence, the President may be replaced by another member of the Executive Board.

EXECUTIVE BOARD

The Executive Board consists of
President
Vice President
Secretary
Treasurer

No person shall hold more than one position on the Executive Board at any one time. A person shall cease to be a member of the Executive Board at the conclusion of the Annual General Meeting which follows his election and he will be eligible for re-election.

The Executive Board is responsible for carrying out routine duties and specific tasks that have to be fulfilled between meetings of the Management Committee. These include, but are not limited to:

- undertake administrative duties and tasks
- facilitate and oversee all Climbing New Zealand approved competitions and events
- supervise and co-ordinate the work of the Technical Commissions
- manage Climbing New Zealand finances
- initiate and undertake negotiations with third parties

The Executive Board is responsible for the functioning of the administrative office of Climbing New Zealand. All permanent employees are hired by the Executive Board and employed in accordance with the annual budget.

The Executive Board meets as often as business requires.

The Executive Board may take decisions by correspondence and/or by any other means of communication including all forms of electronic communication. To be valid, decisions taken in this way have to be approved by a minimum of three officers.

MEETINGS OTHER THAN FACE TO FACE

The linking together of the members by telephone or other electronic means of communication (“electronic communication”) shall constitute a meeting of the Management Committee, Executive Board, Technical Commissions and the provision of this clause as to meeting of the members shall apply to such meetings provided the following conditions are met:

Each member shall be entitled to notice of the meeting at least two working days prior to the meeting, unless there is consensus to hold the meeting earlier;

Each member shall be entitled to be linked by electronic communication for the purposes of the meeting;

Each member taking part in the meeting must be able to communicate with each of the other members taking part during the whole meeting;

At the commencement of the meeting each member must acknowledge his or her presence for the purpose of a meeting of the members being held by electronic communication;

A member may not withdraw from the meeting unless he or she has previously obtained the express consent of the chairperson of the meeting to do so;

A member shall be conclusively presumed to have been present and to have formed part of the quorum of the meeting at all times during the meeting by electronic communication unless he or she has previously obtained the express consent of the chairperson to withdraw from such a meeting;

Minutes of the proceedings of any such meeting by electronic communication shall be sufficient evidence of the proceedings, and of the observance of all necessary formalities.

ANTI-DOPING, DISCIPLINARY AND APPEALS COMMISSIONS AND RULES

Climbing New Zealand adopts the Sports Anti-Doping Rules (“SADR”) made by Drug Free Sport New Zealand (as amended from time to time) as its Anti-Doping Policy.

Nothing in the above clause is intended to replace or supersede any applicable rule of the IFSC which may apply with respect to anti-doping matters within its jurisdiction provided the applicable rule of the IFSC is consistent in all respects with the World Anti-Doping Code.

GENERAL MEETINGS:

Annual General Meeting

The Annual General Meeting of the Society must be held within four months of

the end of the Society's financial year.

The Secretary shall give at least thirty (30) days notice of the date of the Annual General Meeting, to members. Notification can be, (but not limited too) all means of electronic communication.

All members may attend the Annual General Meeting.

The quorum at the Annual General Meeting shall be a minimum of 60% of members holding voting rights. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn. The meeting shall be reconvened for a date no later than 30 days future. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

The agenda for an Annual General Meeting shall be;

Opening of Meeting

Apologies

Confirmation of Minutes of previous Annual General Meeting

Presentation of Presidents Report

Adoption of Presidents Report

Presentation of Treasurer's statement

Adoption of Treasurer's Statement

Election of New Executive Board and Management Committee

Vote of thanks to outgoing Executive Board and Management Committee

Determination of Annual Subscription Fees

Notice of Motion

General business

Closure

Special General Meetings

Special General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of two members of the Society with Voting Rights.

The Secretary shall give at least ten (10) days notice, of the date of the Special General Meeting to the members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.

The quorum at the Special General Meeting shall be a minimum of 60% of members.

VOTING

Voting powers at the Annual General Meeting and Special General Meetings:

Each member with voting rights shall have Three (3) votes.

In the event of a tied vote; the President shall exercise a casting vote.

Voting powers at Management Committee Meetings;

The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.

Each individual committee member shall have one (1) vote.

Voting powers at Executive Board Meetings;

The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.

Each individual Executive Board member shall have one (1) vote.

FINANCE:

All funds of the Society shall be deposited into the Society's accounts at such bank or recognised financial institution as the Management Committee may determine.

All accounts due by the Society shall be paid by cheque or electronic transfer, or other means of funds transfer as deemed best method after having being passed for payment at the Management Committee Meeting.

Accounts requiring immediate payment may be approved for payment by the Executive Board and the action advised at the next Management Committee Meeting.

A statement showing the financial position of the Society shall be tabled at each Management Committee Meeting by the Treasurer.

A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting.

The financial year of the Society shall commence on 1 January each year. The accounts, books and all financial records of the Society shall be professionally prepared each year.

The signatories to the Society's account will be any two members of the Executive Board

In the event an audit needs to be conducted the Management Committee shall appoint an Auditor or Auditors.

The Auditor shall examine and audit all the books and accounts of the Society and have the power to call for all books, papers, accounts, receipts etc., of the Society and report thereon to the Management Committee

All property and income of the Society will apply solely to the promotion of the objects of the Society and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

COMMON SEAL

(A rubber stamp on which is engraved the Society's name)

The common seal of the Society shall be kept in the care of the Secretary.

The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee.

ALTERNATIONS TO THE RULES OF THE SOCIETY

No alteration, repeal or addition shall be made to the rules except at the Annual General Meeting, or Special General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Rules shall be given to members ten (10) days prior to the Annual General Meeting, or seven (7) days prior to a Special General Meeting called for such purpose.

The Secretary shall forward such notices of motion to each Management Committee member at least fourteen (10) days prior to the Annual General

Meeting or seven (7) days prior to a Special General Meeting.

Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting or Special General Meeting

Within one month of the passing of a Special Resolution, the Secretary shall notify the Ministry of Economic Development, Companies Office of the amendment.

ALTERATIONS TO THE POLICIES OF THE SOCIETY

Alterations to policies must be approved at Management Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members

DISSOLUTION

If, on the winding up of the Society, any property of the Society remains after satisfaction debts and liabilities of the Society and the costs, charges and expenses of that winding up, that property shall be distributed

Another incorporated Society having charitable objects similar to those of the Society; or

For charitable purposes, which incorporated society or purposes, as the case requires, shall be determined by resolution of the members.