



CLIMBING NEW ZEALAND INCORPORATED CONSTITUTION – AUGUST 2025

1. CLIMBING NEW ZEALAND

Purposes

1.1 CNZ is established to:

- (a) be the national body in New Zealand to promote, foster and develop competitive climbing mainly as an amateur sport for the recreation, health, wellbeing and entertainment of the general public in New Zealand
- (b) hold, promote, sanction and support climbing competitions in New Zealand
- (c) identify and develop elite athletes and competition officials
- (d) form, manage and select athletes to New Zealand representative climbing teams including those attending the Olympic Games, International Federation of Sport Climbing, and other, international competitions
- (e) encourage participation in, and support for, the sport of climbing in New Zealand by all, irrespective of gender, ethnicity, religion or physical or mental ability
- (f) encourage and promote recreational climbing, both indoors and outdoors, at all levels of ability
- (g) be the member representing New Zealand on, and participate as a member of, the International Federation of Sport Climbing
- (h) work and partner with other organisations to achieve the above
- (i) do anything else to promote the interests of climbing in New Zealand that CNZ determines.

Powers

- 1.2 CNZ has full capacity, rights and powers to carry on or undertake any activity, do any act or enter into any transaction (see Section 18 of the Act).

2. CNZ MEMBERSHIP

Members, Voting Rights & Rights and Responsibilities

- 2.1 CNZ Members comprise Club members and Individual Members. The Committee may create additional membership categories, however these categories will not have voting rights.
- 2.2 For a Club to be and remain a Member, it must be registered under the Act or otherwise be a *not -for-profit entity* and have the same, or substantially the same, purposes as CNZ.
- 2.3 Clubs have voting rights. Individual Members do not have voting rights. New membership categories created under paragraph 2.1 do not have voting rights.
- 2.4 Members are bound by this constitution, the Regulations and all CNZ rules, policies, charters, codes, procedures and decisions. Clubs must ensure their members agree to be bound by this constitution, the Regulations and all CNZ rules, policies, charters, codes, procedures and decisions.





2.5 Members must:

- (a) pay the membership fees set by the Committee
- (b) advise CNZ of their address, contact details and any change of address, or other information required in the register of Members.

New CNZ Members

2.6 To become a Member someone must:

- (a) consent to becoming a member
- (b) fulfil the requirements in this constitution and the Regulations
- (c) complete an application form if the Regulations or Committee require it, and
- (d) supply any other information the Regulations or Committee require.

2.7 Other Member qualification criteria, and rights and responsibilities, are set out elsewhere in this constitution and in the Regulations.

2.8 The Committee has complete discretion when deciding whether or not to allow an applicant to become a Member. CNZ will give the applicant notice of its decision which will be final.

Ceasing to be a CNZ Member

2.9 Membership ceases on expiry of the period of membership (if applicable).

2.10 A Member may resign by giving written notice to CNZ. The resignation is effective on the later of the date on which the notice is received or date stated in the notice.

2.11 Where a Member, in the Committee's view:

- (a) ceases to meet the relevant qualification criteria
- (b) does not comply with any provision of this constitution or applicable Regulations
- (c) does not pay any amount owing to CNZ when due
- (d) acts in a manner inconsistent with CNZ's purposes
- (e) does not give effect to any CNZ rules, policies, charters, codes, procedures or decisions or any Committee decision, or
- (f) brings or may bring CNZ into disrepute.

the Committee may after considering the matter (including having given the member a reasonable opportunity to be heard) :

- (g) suspend or terminate membership, or impose a sanction (in accordance with Regulations), or

refer the matter to the judicial committee (if one has been established), which after considering the matter may suspend or terminate membership, or impose a sanction (in accordance with Regulations). If the relevant member is a Club Member, then a 75% majority is required to suspend or terminate membership.





- 2.12 On, and for the period of, suspension of membership, a Member ceases to be entitled to any rights or privileges including attending, speaking or voting at Members meetings, or participating in Competitions.
- 2.13 A Member's membership is automatically terminated where they breach or violate any CNZ, New Zealand or applicable international anti-doping rules, regulations, codes or legislation.

3. CNZ MEMBERS' MEETINGS

Members' Meetings

- 3.1 A Members' meeting is either an Annual Meeting or a Special Meeting (**Members' Meeting**).
- 3.2 Annual Meetings will be held once a year within:
- (a) 3 months after CNZ's balance date, and
 - (b) 12 months after the previous Annual Meeting.
- 3.3 The Committee will determine when (before that date) and where the Annual Meeting will be held.
- 3.4 Special Meetings:
- (a) may be called at any time by the Committee (including following a request from a Member).
 - (b) must be called by the Committee within 4 weeks of the Committee receiving a written request signed or assented to by 25% (rounded down to the nearest whole number) or more of Voting Members.
 - (c) must be called by the Committee if required pursuant to s 59(3) of the Act.
- 3.5 Unless otherwise specified in this constitution, a power or right reserved to Members is exercised by Majority Resolution.
- 3.6 The proceedings of Members' Meetings are governed in accordance with Schedule 1.

Written resolutions

- 3.7 A written resolution is as valid as if it had been passed at a Members' Meeting duly convened and held if it is approved by or on behalf of 75% or more of Voting Members. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication).
- 3.8 A written resolution may be approved by signing the resolution or giving approval by electronic means.
- 3.9 CNZ must, in accordance with the Act, send the proposed written resolution to each Voting Member entitled to vote on it. However, an accidental omission to send a proposed written resolution does not invalidate it if it has otherwise been passed in accordance with paragraphs 3.7 and 3.8.
- 3.10 CNZ must send a copy of a written resolution passed under paragraphs 3.7 and 3.8 to each Voting Member entitled to vote who did not approve it within 5 working days after it is passed.





4. MANAGEMENT

CNZ Committee

- 4.1 CNZ's business, affairs and operations are managed by, and under the direction and supervision of, the Committee.
- 4.2 The Committee has all the powers necessary for undertaking, managing, directing and supervising the management of CNZ's business, affairs and operations (other than those required to be exercised by Members at a Members' Meeting) including those set out in Schedule 2.
- 4.3 Decisions of the Committee bind CNZ and Members, unless the Committee's power is limited by this constitution or the Act.

Committee composition

- 4.4 The Committee consists of:
 - (a) **Elected Committee Members**, being:
 - i. Executive: the President, Treasurer and Secretary
 - ii. up to 3 Club Nominated Committee Members, and
 - iii. an Athletes' Representative, if one is elected, and
 - (b) up to 2 members appointed by the Committee (**Appointed Committee Members**).
- 4.5 An Elected Committee Member may not hold more than 1 Executive position (e.g. cannot be President and Treasurer, but could be a Nominated Committee Member and President etc) but there must be at least 5, and can be no more than 9, Committee Members at any time. Committee can act where less than 5 to call special meeting. If Elected Committee members fall below 5 then a Special Meeting must be called to select new Elected Committee Members.
- 4.6 The roles and functions of the President, Treasurer and Secretary include those set out in Schedule 2 and any other roles and functions set by the Committee.
- 4.7 The Committee must elect 1 Committee Member as the *contact person* for the purposes of the Act.

Appointment of Committee members

- 4.8 All Committee Members must, before being appointed, consent in writing to becoming a Committee Member and certify they are not disqualified from being appointed or holding office as *officers* under the Act.
- 4.9 All Elected Committee Members must, at the time of election, be representatives of members. All proposed committee member details must be presented in writing as part of the agenda of a members or special meeting prior to the call of voting.
- 4.10 Elected Committee Members are appointed by Majority Resolution. Appointed Committee Members are appointed by the Committee.
- 4.11 Subject to paragraph 4.18:





- (a) Athletes Representatives hold office until the next Annual Meeting after their election. Other Elected Committee Members hold office until the second Annual Meeting after their election or for such shorter period specified in the resolution appointing them.
 - (b) Appointed Committee Members hold office for terms of up to 2 years.
- 4.12 Elected and Appointed Committee Members may be reappointed (provided they do not hold office for more than 3 consecutive terms. Election for a fourth term is possible but would require a unanimous vote.
- 4.13 Any Member may nominate an Individual Member for election to the Committee as President, Treasurer, Secretary or Athletes' Representative. An Individual Member may nominate themselves.
- 4.14 A Club may nominate an Individual Member for election to the Committee as a Club Nominated Committee Member.
- 4.15 Nominations for Elected Committee Members must be in writing and be:
 - (a) received by the Committee 2 weeks before the notice of meeting considering the election is required to be sent under this constitution or a later date set by the Committee
 - (b) accompanied by written confirmation from the nominee confirming they will, before being elected, give the consent and certification required under paragraph 4.8, and
 - (c) accompanied by a short biography to enable the nomination to be considered by Members.
- 4.16 For the avoidance of doubt, a Voting Member may vote in favour of a person standing for election as a Committee Member notwithstanding that they may have nominated that person or that person is a member, committee member, or officer of their own club.

Committee member vacancies

- 4.17 If the person elected as President, Treasurer, Secretary or Athletes' Representative ceases to be a Committee Member before the scheduled end of their term the Committee may:
 - (a) appoint any other Committee Member to that position, or
 - (b) appoint an Appointed Committee Member to that position.
- 4.18 A person appointed by the Committee as President, Treasurer, Secretary or Athletes' Representative (as the case may be) under paragraph 4.17 holds, subject to paragraph 4.20(b), the position until the next Annual Members' Meeting.
- 4.19 If a person elected as a Nominated Committee Member ceases to be a Committee Member before the scheduled end of their term that person may only be replaced by election at a Members' Meeting.

Ceasing to be a Committee Member

- 4.20 A Committee Member ceases to hold office if:
 - (a) they resign by giving written notice to the Committee, in which case they cease holding office on the date the notice is received by the Committee or such later date specified in the notice.





- (b) they are removed by Majority Resolution, in which case they cease holding office once the resolution has been passed.
- (c) their term expires, in which case they cease holding office:
 - (i) if their term expires at a Members' Meeting and they are not reappointed, when someone is appointed in their place or, if no one is appointed in their place, at the end of the meeting
 - (ii) if their term expires at a Members' Meeting and they are reappointed, at the expiry of the new term
 - (iii) if their term expires at any other time, the date their term expires.
- (d) they fail to attend 3 consecutive Committee meetings without excuse satisfactory to the Committee chair (in his/her sole discretion) in which case they cease holding office immediately after the end of the 3rd meeting.
- (e) they cease to be an Individual Member, in which case they cease holding office on the date they cease to be an Individual Member.
- (f) they cease to meet the criteria for being an *officer* under the Act, in which case they cease holding office on the date on which they ceased meeting those criteria.
- (g) they die, in which case they cease holding office on the date of death.

4.21 A Committee Member must return all CNZ documents (and copies thereof) and money and other assets to the Committee on ceasing to hold office.

Suspension of Committee Member

- 4.22 The Committee may suspend any Committee Member who has been suspended as an Individual Member or who, in the opinion of not less than 75% of the Committee Members, has failed to comply with the duties of a Committee Member or whose conduct has been prejudicial to the Committee or CNZ's interests.
- 4.23 On, and for the period of, suspension of membership, a Committee Member ceases to be entitled to receive Committee meeting materials, and attend, speak or vote at Committee meetings.

Committee Chair & Deputy Chair

- 4.24 The President will be the Committee chair.
- 4.25 The Committee may elect a Committee Member as deputy Committee chair and determine the period for which they hold office as deputy chair.
- 4.26 Where the President is unable or unwilling, or is otherwise unavailable, to act as Committee chair:
- (a) the deputy Committee chair will act as Committee chair, or
 - (b) if there is no deputy Committee chair or the deputy Committee chair is unwilling, or is otherwise unavailable, to act as Committee chair, the Committee may elect another Committee Member as acting or temporary Committee chair.

Committee Meetings





- 4.27 The Committee chair, any 3 other Committee Members or the Secretary may call for a Committee meeting to be held. There shall be a minimum of 7 meetings per annum.
- 4.28 The proceedings of Committee meetings are governed in accordance with Schedule 3 except where otherwise agreed by the Committee Members present constituting a quorum in relation to any particular meeting or meetings.

Written resolutions

- 4.29 A written resolution is as valid as if it had been passed at a Committee meeting duly convened and held if it is approved by or on behalf of 50% or more of Committee Members. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication).
- 4.30 A written resolution may be approved by signing the resolution or giving approval by electronic means.
- 4.31 CNZ must send the proposed written resolution to each Committee Member. However, an accidental omission to send a proposed written resolution does not invalidate it if it has otherwise been passed in accordance with paragraphs 4.29 and 4.30.
- 4.32 CNZ must send a copy of a written resolution passed under paragraphs 4.29 and 4.30 to each Committee Member who did not sign or assent to it within 5 working days after it is passed.

Ratification of purported exercise of power

- 4.33 The Committee may ratify or approve the purported exercise of any power by a Committee Member, employee or Member in the same way in which the power may have been exercised. The purported exercise of a power ratified or approved under this paragraph is deemed to be, and to have always been, a proper and valid exercise of that power.

Committee sub-committee proceedings

- 4.34 The provisions of this constitution relating to the meetings and proceedings of the Committee apply to meetings and proceedings of any Committee sub-committee except as amended by the Committee.

5. DISPUTES & DISCIPLINARY PROCEDURES

Paragraphs 5.1 to 5.13 consist of the procedures for resolving Disputes set out in the Act. In this paragraph 5 **Complaint** and **Dispute** have the meanings given in the Act. Note further detail will be set out in a Disputes Policy on the CNZ website, completed within 6 months of the adoption of this Constitution.

Starting the Dispute resolution process

- 5.1 A CNZ or Committee Member or an *officer* may make a Complaint by giving notice in writing to the Committee or complaints subcommittee (if one is established):
- (a) stating they are starting the process in accordance with this constitution
 - (b) setting out the allegation to which the Dispute relates and whom the allegation is against (**Respondent**), and
 - (c) setting out any other information CNZ reasonably requires.





- 5.2 CNZ may make a Complaint involving an allegation against a CNZ or Committee Member or *officer* by giving the Member or *officer* notice in writing:
- (a) stating CNZ is starting the process in accordance with this constitution, and
 - (b) setting out the allegation to which the Dispute relates.
- 5.3 The information given under paragraphs 5.1(b) and 5.2(b) must be sufficient to ensure the Respondent is fairly advised of the allegation, with sufficient details to enable them to prepare a response.
- Complainant's right to be heard*
- 5.4 The party initiating the Dispute resolution process (**Complainant**) has a right to be heard before the Complaint is resolved or any outcome determined. An *officer* may exercise that right on behalf of CNZ.
- 5.5 Without limiting the manner in which they may be given the right to be heard, a Complainant is taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held)
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing
 - (c) an oral hearing (if any) is held before the decision maker, and
 - (d) the Complainant's written statement or submissions (if any) are considered by the decision maker.
- Respondent's right to be heard*
- 5.6 A Respondent has a right to be heard before the Complaint is resolved or any outcome is determined where an allegation has been made that they have:
- (a) engaged in misconduct
 - (b) breached, or are likely to breach, a duty under this constitution, any Regulations or the Act, or
 - (c) damaged the rights or interests of a Member or Members generally.
- 5.7 If CNZ is the Respondent an *officer* may exercise the right on its behalf.
- 5.8 Without limiting the manner in which they may be given the right to be heard, a Respondent is taken to have been given the right if:
- (a) they are fairly advised of all allegations, with sufficient details and time given to enable them to prepare a response
 - (b) they have had a reasonable opportunity to be heard in writing or at an oral hearing (if one is held)
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing
 - (d) an oral hearing (if any) is held before the decision maker, and





- (e) The Respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

- 5.9 CNZ will, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with the above, ensure the dispute is investigated and determined in a fair, efficient, and effective manner, as well as acknowledging the complaint within 5 days with a proposed process. The complaint will then be lodged on the Register of Complaints, such register to be noted at Committee Meetings.
- 5.10 Despite paragraph 5.9, CNZ may decide not to proceed further with a Complaint if:
- (a) The Complaint is trivial
 - (b) The Complaint does not appear to disclose or involve any allegation of the following kind:
 - i. a Member or *officer* has engaged in material misconduct
 - ii. a Member, *officer*, or CNZ has materially breached, or is likely to materially breach, a duty under this constitution, any Regulations or the Act
 - iii. a Member's rights or interests or Members' rights or interests generally have been materially damaged
 - iv. the Complaint appears to be without foundation or there is no apparent evidence to support it
 - v. the Complainant has an insignificant interest in the matter
 - vi. the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this constitution, or
 - vii. there has been an undue delay in making the Complaint.

CNZ may refer Complaint

- 5.11 CNZ may refer a Complaint to:
- (a) a subcommittee, external body or external person to investigate and report, or
 - (b) subcommittee, external determinative dispute resolution body (e.g. arbitral tribunal), external tribunal (e.g. Sports Tribunal) or external person to investigate and/or make a decision.
- 5.12 CNZ may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

- 5.13 A person, or persons, may not act as a decision maker (s) in relation to a Complaint if 2 or more Committee Members or a complaints subcommittee consider there are reasonable grounds to believe the person, or persons, may not be impartial or able to consider the matter without a predetermined view.

Appeals





- 5.14 There are no appeals allowed as in relation to Complaint decisions made in 5.11 b). For the avoidance of doubt, appeals relating to selection procedures for athletes are dealt with in the CNZ Selection Policy.

General

- 5.15 A party to any Complaint, Dispute, grievance or disciplinary matter may choose to have representatives (e.g. lawyers) or others to support them.
- 5.16 Each party shall bear its own costs, including any legal costs, in relation to Complaint, Dispute, grievance or disciplinary matter.
- 5.17 Nothing in this paragraph 5 prevents CNZ or the Committee referring a matter to the police or another agency where it considers that appropriate.

6. FINANCES

- 6.1 The Committee must ensure:
- (a) accounting records are kept and controlled in accordance with the Act
 - (b) financial statements are prepared, completed and submitted in accordance with the Act and the Charities Act 2005 (as applicable),
 - (c) if required under the Act or Charities Act 2005 (as applicable), the financial statements are audited.
- 6.2 The Committee will prepare annual financial budgets for CNZ and monitor expenditure against those budgets based on reporting from the Treasurer.

7. INDEMNITIES & INSURANCE

- 7.1 CNZ may indemnify and effect insurance for current or former *officers* (including Committee Members), employees and Members to the maximum extent permitted under the Act including, in respect of current or former *officers*:
- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on them officer in their capacity as an *officer*, and
 - (b) costs incurred by the *officer* for any claim or proceeding relating to that liability.

8. DEEDS

- 8.1 An obligation which, if entered into by a natural person would, by law, be required to be by deed, may be entered into by 1 Committee Member, or any other person or class of persons authorised by the Committee, whose signature must be witnessed.

9. AMENDING & REPLACING THIS CONSTITUTION

- 9.1 Subject to paragraph 9.2, this constitution may be amended or replaced at a Members' Meeting by a resolution passed by at least 75% of Voting Members entitled to vote and voting.





- 9.2 The Committee may amend this constitution if the amendment has no more than a minor effect or corrects errors or makes similar technical amendments in accordance with the Act.

10. LIQUIDATION

- 10.1 On a liquidation of CNZ, or to enable its removal from the *register*, its debts, costs and liabilities will be paid and its surplus assets will be distributed in accordance with the Act as follows:

- (a) to Clubs, on the following basis:

$$\frac{X}{Y}$$

Where: just clubs

- X = the sum of surplus assets
- Y = the total number of Club Members

11. NOTICES

- 11.1 A notice (including a written notice, notice of meeting and any document required to be sent with such notice) or other communication sent by or on behalf of CNZ to any Member, the Committee or a Committee Member may be given by:

- (a) email and will be considered to have been received by the intended recipient on the day the email leaves the communications system of the sender provided that it is sent to the intended recipient's then current email address (which for Members is that shown in the register of Members) and if it is sent outside business hours it will be considered to have been received at the start of the next business day
- (b) online transmission direct to an individual's or Voting Members account such as text, social media or via a website and will be considered to have been received by the intended recipient on the day of sending or posting (as the case may be) and if it is sent or posted outside business hours it will be considered to have been received at the start of the next business day
- (c) prepaid mail and will be considered to have been received by the addressee on the second business day after it was posted (not counting the day of sending) to the addressee's postal address (which for Members is that shown in the register of Members).

12. TRANSITION

- 12.1 CNZ Members immediately prior to this constitution coming into effect continue as Members. The Committee will determine the transition period to apply to any such members where they do not meet the membership qualification criteria set out in this constitution.
- 12.2 For the avoidance of doubt, all CNZ regulations, rules, policies, charters, codes and procedures (including in relation to Competitions, disciplinary conduct and proceedings and





penalties) in force immediately prior to this constitution coming into effect continue until revoked or replaced. If any such CNZ regulations, rules, policies, charters, codes and procedures are inconsistent with this constitution, the new Constitution shall prevail.

- 12.3 Following a Member's meeting where this constitution is passed by a resolution and vote of members, the presiding committee will remain in place until the following Members meeting. The President/Chair will call an SGM no longer than 1 month after this constitution being passed via resolution, unless the AGM is scheduled within that time frame

13. NAME & REGISTERED OFFICE

- 13.1 The name of the society is Climbing New Zealand Incorporated (**CNZ**).

14. DEFINITIONS & INTERPRETATION

- 14.1 In this constitution:

Act means the Incorporated Societies Act 2022

Annual Meeting the annual meeting of Members

Committee means the Committee of CNZ

Committee Member, means a member of the Committee, and can vote in Committee meetings as per this Constitution

business day means a day other than a Saturday, Sunday or public holiday.

business hours means the hours of 9am to 5pm on a business day

Clubs are entities admitted as Club Members under this constitution

Competitions mean those competitions held, promoted, sanctioned and/or supported by CNZ which it has notified as a competition

contact person has the meaning given in the Act

CNZ means Climbing New Zealand Incorporated

Individual Members are individuals admitted as such under this constitution.

Majority Resolution means a resolution of Voting Members passed in accordance with Schedule 1 or paragraphs 3.7 to 3.9 (*written resolutions*)

Members has the meaning in paragraph 2.1

Members' Meetings has the meaning given in paragraph 3.1

not-for-profit has the meaning given in the Act

officer has the meaning given in the Act

register and **Registrar** have the meanings given in the Act

Regulations means the Regulations established by the Committee under this constitution





Selection Committee means the selection committee appointed to select athletes to CNZ teams and development squads

Special Meeting means a special meeting of Members called in accordance with paragraph 3.4

Sports Tribunal means the Sports Tribunal of New Zealand established by SPARC and continued under the Sports Anti-Doping Act 2006

Voting Member means Clubs and those other Members granted voting rights in accordance with paragraph 2.3.

14.2 In this Constitution unless the context otherwise requires:

- (a) any approval, decision, requirement or action by CNZ or the Committee may be undertaken by the Committee or by such person to whom the Committee has given authority
- (b) reference to any gender includes all genders
- (c) the singular includes the plural and vice-versa
- (d) where a word is defined, its other grammatical forms have a corresponding meaning
- (e) references to legislation include modifications or re-enactments of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation
- (f) an agreement includes that agreement as modified, supplemented, novated or substituted from time to time
- (g) an obligation not to do something includes an obligation not to suffer, permit, or cause that thing to be done
- (h) a reference to persons includes bodies corporate
- (i) a reference to a "day" means any day of the week and is not limited to working days, unless specified otherwise
- (j) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person
- (k) headings are for reference only and are to be ignored in interpreting this constitution.





Schedule 1

Members' Meetings

Unless stated otherwise, references to paragraphs are references to paragraphs in this Schedule.

1.0 Notice of Meetings

- 1.1 Subject to paragraph 1.2, CNZ will give Members at least 6 weeks notice of the time and place of Members' Meetings. Except for Special Meetings noted in 1.2 below, material provided as set out in 1.4 will be provided at least 2 weeks before the date of the meeting.
- 1.2 Less than 2 weeks notice of Special Meetings may be given where, in the Committee's view, the matters to be considered at the meeting require urgent resolution.
- 1.3 Notices of meeting must state the nature of the matters to be discussed at the meeting.
- 1.4 At the same time notice of a meeting is given, CNZ will make available (including via its website or other electronic media) to Members:
 - (a) in respect of the Annual Meeting,
 - i. CNZ's annual report and financial statements (including auditors report if the financial statements are required to be audited under the Act)
 - ii. notices of the types of disclosures of interest made by Committee Members under the Act during the period
 - iii. the names and short biographies of those standing for election as Committee Members (if any), and
 - iv. any other information required under the Act
 - (b) notice of any motions and the Committee's recommendations in respect of those motions
 - (c) any information provided under paragraph 2.3, and
 - (d) any other information the Committee determines.
- 1.5 An accidental omission to give notice or supporting material to, or a failure to receive notice or supporting material by, a Member does not invalidate proceedings at a Members' Meeting.

2.0 Meeting Proposals

- 2.1 The Committee may decide to put a proposal to a Members' Meeting to be considered and voted on at that meeting.
- 2.2 A Voting Member may give written notice to the Committee of a matter to be discussed or voted on at a Members' Meeting (**Member Proposal**). The notice must be given at least 4 weeks before the meeting.
- 2.3 A Member's Proposal must be accompanied by sufficient supporting information to enable Members to consider the proposal. The Committee may request that further information be provided for this purpose.





- 2.4 The Committee may in its absolute discretion decide whether or not to put the Member's Motion to a Members' Meeting. However, if the Member's Motion is signed or assented to by 25 % (rounded down to the nearest whole number) or more of Voting Members it must be put to the meeting.

3.0 Methods of holding meetings

- 3.1 Members' Meetings may be held by a quorum of Members:

- (a) being assembled together in person at the time and place appointed for the meeting,
- (b) participating in the meeting by audio or audio visual, or other electronic communication (**Electronic Means**), or
- (c) by a combination of the above.

4.0 Quorum

- 4.1 A Members' Meeting cannot be held unless a quorum is present.

- 4.2 A quorum is present if:

- (a) 50% (rounded down to the nearest whole number) or more of Voting Members attend or participate by Electronic Means, or
- (b) if the meeting has been adjourned under paragraph 7.2(b), at least 1 Voting Member is attends.

- 4.3 A Member is deemed to be present and have attended and formed part of the quorum if they have joined a Members' Meeting (including by Electronic Means) unless they have obtained the express consent of the meeting chair to withdraw from the meeting.

5.0 Chairperson

- 5.1 Members' Meetings are chaired by the Committee chair. If the Committee chair is absent, or within 15 minutes after the scheduled start time not present or unable or unwilling to chair the meeting, the Committee will elect another Committee Member to chair the meeting.

6.0 Voting

- 6.1 Subject to paragraph 6.2, the meeting chair will determine whether voting at a Members' Meeting is to be by:

- (a) voice
- (b) show of hands
- (c) secret ballot
- (d) Electronic Means, or
- (e) electronically.

- 6.2 If two or more of Voting Members demand a secret ballot before a vote has begun, voting must be by secret ballot.

- 6.3 Each Voting Member has 1 vote. The meeting chair has a casting vote (i.e a second vote in the event that votes are tied). For the avoidance of doubt the meeting chair may also exercise a deliberative vote where they are or represent a Voting Member.





- 6.4 Only Voting Members present (proxy and postal votes are included if appropriately notified prior to the meeting) and entitled to vote may vote at a Members' Meeting.
- 6.5 A resolution is passed if it is agreed to by all Voting Members present and entitled to vote without dissent or the requisite majority of votes are cast in favour of it.
- 6.6 A Voting Member present at a Committee meeting and entitled to vote is presumed to have agreed to, and voted in favour of, a resolution unless they expressly dissent from or vote against the resolution at a meeting.
- 6.7 A Voting Member may abstain from voting in which case they will not be treated as having voted in favour of it.
- 6.8 A declaration by the meeting chair as to whether or not a resolution is passed is conclusive evidence of the fact.
- 7.0 Adjournment & dissolution**
- 7.1 The meeting chair may adjourn a Members' Meeting if they consider this necessary or desirable (in their sole discretion).
- 7.2 If within 30 minutes after the time scheduled for a Members' Meeting a quorum is not present:
- (a) in the case of a meeting called under paragraph 3.4(b) of the constitution (*Special Meetings called by Members*), the meeting is dissolved.
 - (b) in all other cases, the meeting shall be adjourned to the same time and place the following week.
- 7.3 No notice of meeting need be sent in respect of the adjourned meeting.
- 7.4 No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 7.5 The meeting chair may dissolve a meeting where the chair considers, in his/her sole discretion and without the consent of Members or giving any reason, the meeting has become so unruly, disorderly or inordinately protracted, that the business of the meeting cannot be conducted in a proper and orderly manner. Any uncompleted items of business which in the meeting chair's opinion must be voted upon, are to be put to the vote by a secret ballot without further discussion. The taking and counting of votes under such ballot may continue notwithstanding the dissolution of the meeting.
- 8.0 Irregularities in proceedings**
- 8.1 Any irregularity in the conduct or procedure of a Members' Meeting is waived if a quorum is present and those Members agree to the waiver or attend the meeting without raising an objection concerning the irregularity.
- 9.0 Minutes**
- 9.1 The Committee will ensure detailed minutes are kept of Members' Meetings and are distributed as soon as reasonably practicable.
- 9.2 Minutes signed correct by the meeting chair, or if the meeting chair is no longer a Committee Member another Committee Member, are prima facie evidence of the proceedings.





10.0 Representatives

- 10.1 A Voting Member may appoint a representative to attend a Members' Meeting to act on its behalf by notice in writing to CNZ. The representative will have all the rights and privileges of that Member (including being counted in the quorum). For the avoidance of doubt, a singular representative, so nominated in advance, will be able to cast the Vote on behalf of the Voting Member.

11.0 Other procedures

- 11.1 Only Members of Voting Members, eg Clubs, individual members, and those invited or consented to by the Committee may attend Members' Meetings.
- 11.2 Except as provided in this schedule and the constitution, the meeting chair may regulate proceedings at a Members' Meeting.





Schedule 2

Roles and Powers of the Committee

- 1.1 The Committee has all the powers necessary for undertaking, managing, directing and supervising the management of CNZ's business, affairs and operations as an Incorporated Society (other than those required to be exercised by Members at a Members' Meeting) including:
- (a) carrying out CNZ purposes
 - (b) administering, managing, and controlling CNZ
 - (c) carry on any business or undertaking in connection with CNZ's purposes
 - (d) delegating any of its powers (including to Committee Members, sub-committees and employees)
 - (e) making and amending Regulations, rules, policies, charters, codes and procedures (including in relation to Competitions, disciplinary conduct and proceedings and penalties)
 - (f) appointing sub-committees of the Committee to determine matters on behalf of the Committee (including to determine selection appeals, and appeals against CNZ decisions in relation to its selection policy, disciplinary procedures and/or breaches its anti-doping or other policies)
 - (g) appointing members to, removing members from, and setting Regulations in respect of the conduct of, the judicial committee (if one has been established)
 - (h) determining Competition entry criteria, rules and details
 - (i) determining disputes arising out of Competitions not otherwise determined at the competition
 - (j) appointing members to, and removing members from the Selection Committee
 - (k) appointing and removing selectors, managers and coaches of CNZ teams and development squads
 - (l) establishing policies to pay fees and the reasonable expenses of the Selection Committee, selectors, managers and coaches of CNZ teams and development squads and Committee Members
 - (m) appointing CNZ's representatives to the International Federation of Sport Climbing
 - (n) subject to the constitution, setting types of membership, deciding how someone becomes a Member, approving membership and determining when membership is to be suspended or terminated
 - (o) setting membership fees
 - (p) investigating and/or considering possible breaches of this constitution or any Regulations, rules, policies, charters, codes or procedures
 - (q) suspending or terminating membership, or imposing sanctions on Members (in accordance with any Regulations)





- (r) setting and imposing penalties for breaches of this constitution or the Regulations, rules, policies, charters, codes and procedures Regulations by any Member, club, climbing official, team or member of any Club or team under the jurisdiction of a Member bringing CNZ or the sport of climbing into disrepute
- (s) subject to the constitution deciding the procedures for dealing with complaints and resolving disputes between Members
- (t) determining any difference of opinion or interpretation arising as to the meaning of any provision of this constitution or any Regulations unless the difference arises at a Members' Meeting, in which case it will be determined by the chair of that meeting
- (u) employing people or engaging consultants, and/or advisors (including Members)
- (v) investing, borrowing money and providing security in respect of that borrowed money
- (w) controlling, investing and disposing of CNZ funds and property
- (x) ratifying the purported exercise of any power by a Committee Member, Member or employee (in which case the purported exercise of the power ratified is deemed to be, and always to have been, a proper and valid exercise of that power)
- (y) approving CNZ indemnifying and effecting insurance for *officers* (including Committee Members)
- (z) determining any matter not provided for in this constitution or any Regulations
- (aa) doing all other things necessary or desirable to give effect to CNZ's purposes.

Roles and Functions of the President, Secretary and Treasurer

- 1.2 The roles and functions of the President, Treasurer and Secretary are set by the Committee and include the following.

President/Committee chair

- 1.3 The President/Committee Chair is responsible for:
- (a) ensuring the constitution and Regulations are followed
 - (b) convening Committee meetings and establishing whether a quorum is present
 - (c) chairing Committee and Member Meetings, deciding who may speak and when
 - (d) overseeing CNZ's operations, and
 - (e) providing a report on CNZ's operations at each Annual Meeting.

Secretary

- 1.4 The Secretary is responsible for:
- (a) recording the minutes of Committee and Member Meetings
 - (b) keeping the register of Members, containing the information required by the Act, and updating the register as soon as practicable after CNZ becomes aware of changes to the information recorded in it
 - (c) maintaining an interests register containing disclosures by *officers* as required by the Act





- (d) holding the Society's records, documents, and books except those required for the Treasurer's function
- (e) receiving and replying to correspondence as required by the Committee
- (f) forwarding CNZ's annual financial statements to the Registrar of Incorporated Societies, and
- (g) notifying the Registrar of the matters required under the Act including changes to the constitution, officers and CNZ's registered address.

Treasurer

1.5 The Treasurer is responsible for:

- (a) keeping proper accounting records of CNZ's financial transactions to allow its financial position to be readily ascertained
- (b) preparing financial statements
- (c) ensuring a system of internal controls is established for all CNZ funds, financial reporting and property
- (d) providing reports to committee on risks and adherence to internal controls
- (e) providing a financial report, including coming years budget, at each Annual Meeting, and
- (f) providing regular financial information and reporting to the Committee at each committee meeting with progress against budgets and cashflow, such reports to be provided to all Voting members at the same time.





Schedule 3

Committee Meetings

Unless stated otherwise, references to paragraphs are references to paragraphs in this Schedule.

1. Notice of Meetings

- 1.1 Subject to paragraph 1.2, CNZ will give Committee Members at least 1 week's notice of the time and place of Committee meetings.
- 1.2 Less than 1 week's notice may be given where, in the Committee chair's or Secretary's view, the matters to be considered at the meeting require urgent resolution.
- 1.3 As soon as possible after giving notice of a Board meeting the Secretary will make the agenda for the meeting and any papers supporting agenda items available to Committee Members.
- 1.4 An accidental omission to give notice or supporting material to, or a failure to receive notice or supporting material by, a Committee Member does not invalidate proceedings at a Committee meeting.

2. Methods of holding meetings

- 2.1 Committee meetings may be held by a quorum of Committee Members:
 - (a) being assembled together in person at the time and place appointed for the meeting,
 - (b) participating in the meeting by audio or audio visual, or other electronic communication (**Electronic Means**), or
 - (c) by a combination of the above.

3. Quorum

- 3.1 A Committee meeting cannot be held unless a quorum is present.
- 3.2 A quorum is present if:
 - (a) a majority of Committee Members attend, or
 - (b) if the meeting has been adjourned under paragraph 6.2, at least 2 Committee Members attends.
- 3.3 A Member is deemed to be present and have attended and formed part of the quorum if they have joined a Committee meeting (including by Electronic Means) unless they have obtained the express consent of the meeting chair to withdraw from the meeting.

4. Chairperson

- 4.1 If the Committee Chair is absent, or within 15 minutes after the scheduled start time not present or otherwise unable or unwilling to chair the meeting, the deputy Committee chair will chair the meeting. If the deputy Committee chair is absent, or within 15 minutes after the scheduled start time not present or otherwise unable or unwilling to chair the meeting, the Committee will elect another Committee Member to chair the meeting.

5. Voting

- 5.1 Subject to paragraph 5.2, the meeting chair will determine whether voting at a Committee meeting is to be by:





- (a) voice
 - (b) secret ballot
 - (c) Electronic Means, or
 - (d) electronically.
- 5.2 If a Committee Member requests it before a vote has begun, voting must be by secret ballot.
- 5.3 Each Committee Member has 1 vote. The meeting chair has a deliberative and a casting vote (i.e a second vote in the event that votes are tied).
- 5.4 Only Committee Members present at a Committee meeting may vote at that meeting.
- 5.5 A resolution is passed if it is agreed to by all Committee Members present without dissent or a majority of votes are cast in favour of it.
- 5.6 A Committee Member present at a Committee meeting is presumed to have agreed to, and voted in favour of, a resolution unless they expressly dissent from or vote against the resolution at a meeting.
- 5.7 A Committee Member may abstain from voting in which case they will not be treated as having voted in favour of it.
- 5.8 A declaration by the meeting chair as to whether or not a resolution is passed is conclusive evidence of the fact.
- 5.9 Significance
- a) A resolution is passed if it is agreed to by all Committee Members present without dissent, or a majority of votes are cast in favour of it, except for the matters set out below that require 75% of votes cast in favour of it;
 - b) any decision to cease or fundamentally alter any significant CNZ activity;
 - c) any one-off expenditure or series of related expenditures exceeding \$50,000;
 - d) assumption of any actual or contingent liability or series of related actual or contingent liabilities (whether by contract or otherwise) where CNZ's total financial exposure exceeds \$50,000;
 - e) any asset disposal by the CNZ where the value of the relevant asset or series of related assets exceeds \$50,000; or
 - f) any transaction or series of related transactions between the CNZ and a Member (whether made with that Member directly or indirectly, including with any company or other entity in which that Member has a controlling interest) with a total financial value or cost to the Club exceeding \$10,000.
- 6. Adjournment & dissolution**
- 6.1 The meeting chair may adjourn a Committee meeting if they consider this necessary or desirable (in their sole discretion).





- 6.2 If within 30 minutes after the time scheduled for a Committee meeting a quorum is not present the meeting shall be adjourned to the same time and place the following week.
- 6.3 No notice of meeting need be sent in respect of the adjourned meeting.
- 6.4 No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.5 The meeting chair may dissolve a meeting where the chair considers, in his/her sole discretion and without the consent of other Committee Members or giving any reason, the meeting has become so unruly, disorderly or inordinately protracted, that the business of the meeting cannot be conducted in a proper and orderly manner. Any uncompleted items of business which in the meeting chair's opinion must be voted upon, are to be put to the vote by a secret ballot without further discussion. The taking and counting of votes under such ballot may continue notwithstanding the dissolution of the meeting.
- 6.6 A secret ballot when occurring by electronic means will mean Committee members emailing the Secretary who will hold such voting in confidence and ensure electronic records are kept for review in the event of a Complaint.
- 7. Irregularities in proceedings**
 - 7.1 Any irregularity in the conduct or procedure of a Committee meeting is waived if a quorum is present and those Committee Members agree to the waiver or attend the meeting without raising an objection concerning the irregularity.
- 8. Minutes**
 - 8.1 The Committee will ensure minutes are kept of Committee meetings.
 - 8.2 Minutes signed correct by the meeting chair, or if the meeting chair is no longer a Committee Member, another Committee Member, are prima facie evidence of the proceedings.
- 9. Other procedures**
 - 9.1 Except as provided in this schedule and the constitution, the Committee may regulate its own proceedings.

