

Constitution and Rules of AIDA-NZ Incorporated



1. DEFINITIONS

AGM means Annual General Meeting.

Appointed Board Member means a Board Member appointed under Rule 20.

Chief Executive means the Chief Executive Officer of Freediving NZ.

Club means a club described in Rule 7.

Competitive Member means the class of member described in Rule 8.

Constitution means this constitution.

Board means the Board of Directors of Freediving NZ .

Board Member means a member of the Board including Elected Board Members and Appointed Board Members.

Elected Board Member means a Board Member elected under Rule 20.

General Meeting means an AGM or SGM.

Individual Member means an individual described in Rule 8.

Member means and includes all classes of members of Freediving NZ described under Rule 5.

Objects means the objects of Freediving NZ described under Rule 3.1.

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

Patron means the person appointed as the patron of Freediving NZ .

President means the President of Freediving NZ .

Regional Body means a regional body described in Rule 6.

Register means the register of Members specified in Rule 13.

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

SGM means Special General Meeting.

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

Freediving NZ means AIDA New Zealand Incorporated and Freediving New Zealand Incorporated.

AIDA means International Association for Development of Apnea (Association Internationale pour le Développement de l'Apnée)

2. NAME

- 2.1 The name of the incorporated society is AIDA-NZ and Freediving NZ.
- 2.2 The registered office of Freediving NZ shall be at the place as determined by the Board from time to time.

3. OBJECTS

- 3.1 The objects of Freediving NZ are:
- (a) To be the national body in New Zealand to promote, develop and foster the sport of Freediving in New Zealand for the health, well being and safety of the general public in New Zealand;
 - (b) To promote freediving safety;
 - (c) To educate the public about Freediving;
 - (d) To support and assist its Members to deliver Freediving in New Zealand;
 - (e) To develop and support freediving athletes at all levels;
 - (f) To promote, develop and co-ordinate competitions for all sport-related activities of Freediving NZ;
 - (g) To promote co-operation and co-ordination between its Members; and
 - (h) To affiliate and co-operate with kindred and other organisations, including AIDA.

4. POWERS

- 4.1 Freediving NZ has the power, subject to this Constitution to:
- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
 - (b) 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;
 - (c) Sell, lease, mortgage, charge or otherwise dispose of any property of Freediving NZ and grant such rights and privileges over such property as it considers appropriate;
 - (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
 - (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Freediving NZ;
 - (f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of Freediving NZ;

- (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- (h) Consider and settle disputes between Members;
- (i) Determine who are its Members and withdraw, suspend or terminate membership;
- (j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (k) Make, alter, rescind and enforce rules of competition;
- (l) Organise and control competitions, events and programmes;
- (m) Select national and other representative teams and squads; this will likely need clarification in the clubs rules as to how this should be done
- (n) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
- (o) Delegate powers of Freediving NZ to any person, Board, committee or sub-committee;
- (p) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Freediving NZ, or with which the Freediving NZ is authorised to amalgamate or generally for any purpose designed to benefit the Freediving NZ;
- (q) Do any other acts or things which are incidental or conducive to the attainment of the objects of Freediving NZ.

5. MEMBERSHIP

- 5.1 The Members of Freediving NZ shall be:
- (a) Regional Bodies as detailed in Rule 6;
 - (b) Clubs as detailed in Rule 7;
 - (c) Individuals as detailed in Rule 8; and
 - (d) Life Members as detailed in Rule 9.

6. REGIONAL BODIES

- 6.1 Any Regional Body which is incorporated and wishes to be a Member of Freediving NZ shall apply to the Board. Such application shall be made and determined by the Board.
- 6.2 In addition to the obligations as a Member under Rule 10, each Regional Body that is a Member shall:

- (a) Administer, promote and develop Freediving in the region in accordance with the Objects of Freediving, this Constitution and any regulations;
 - (b) Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
 - (c) Have, as its members, Clubs and other members it considers appropriate;
 - (d) Adopt the Objects of Freediving NZ and adopt a constitution which is not inconsistent with the Constitution;
 - (e) Apply its property and capacity in pursuit of the Objects of Freediving NZ and the objects of the Regional Body;
 - (f) Do all that is reasonably necessary to enable the Objects of Freediving NZ and the objects of the Regional Body to be achieved;
 - (g) Act in good faith with loyalty to Freediving NZ to ensure the maintenance and enhancement of Freediving NZ and Freediving, and its reputation, and to do so for the collective and mutual benefit of the Members and Freediving;
 - (h) Operate with, and promote, mutual trust and confidence between Freediving NZ and the Members;
 - (i) At all times act in the interests of the Members and Freediving; and
 - (j) Appoint a delegate to represent the member region at Board meetings when requested and General Meetings.
- 6.3 Each Regional Body shall, on request, provide to Freediving NZ a copy of its constitution and any proposed amendments to it. The Board may require a Regional Body to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with, the Constitution or regulations, by-laws or policies of Freediving NZ.
- 6.4 Each Regional Body shall maintain a register of its members in the format determined by the Board. Each Regional Body shall provide its register of members, and all details contained within it, to Freediving NZ as requested from time to time.

7. CLUBS

- 7.1 Any Club which is incorporated and wishes to be a Member of Freediving NZ shall apply to the Board. Such application shall be made and determined by the Board.
- 7.2 In addition to the obligations as a Member under Rule 10, each Club that is a Member shall:
- (a) Administer, promote and develop Freediving in the Club in accordance with the Objects of Freediving NZ, this Constitution and any regulations;
 - (b) Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
 - (c) Have, as its members, individuals and other members it considers appropriate;

- (d) Adopt the Objects of Freediving NZ and adopt a constitution which is not inconsistent with the Constitution;
 - (e) Apply its property and capacity in pursuit of the Objects of Freediving NZ and the objects of the Club;
 - (f) Do all that is reasonably necessary to enable the Objects of Freediving NZ and the objects of the Regional Body and the Club to be achieved;
 - (g) Act in good faith with loyalty to Freediving NZ to ensure the maintenance and enhancement of Freediving NZ and Freediving, and its reputation, and to do so for the collective and mutual benefit of the Members and Freediving;
 - (h) Operate with, and promote, mutual trust and confidence between Freediving NZ and the Members;
 - (i) At all times act in the interests of the Members and Freediving; and
 - (j) Appoint a delegate to represent the member club at general meetings and at board meetings when requested.
- 7.3 Each Club shall, on request, provide to Freediving NZ a copy of its constitution and any proposed amendments to it. The Board may require a Club to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of Freediving NZ or the constitution of the Regional Body.
- 7.4 Each Club shall maintain a register of its members in the format determined by the Board. Each Club shall provide its register of members, and all details contained within it, to Freediving NZ as requested from time to time.

8. INDIVIDUAL MEMBERS

- 8.1 There are 5 categories of Individual Members:
- (a) Recreational Members as set out in Rule 8.2
 - (b) Competitive Member as set out in Rule 8.3
 - (c) Judge Member as set out in Rule 8.4
 - (d) Administrative Member as set out in Rule 8.5
 - (e) Instructor Member as set out in Rule 8.6
- 8.2 A Recreational member is a New Zealand resident who has become a member of a Club by completing the membership requirement of the Club (as determined by the Club) and by doing so shall become a Member of Freediving NZ.
- 8.3 A Competitive Member is a New Zealand Citizen who wishes to compete in AIDA sanctioned freediving events. An individual shall become a Competitive Member as follows:
- (a) By becoming a member of a Club by completing the membership requirement of the Club (as determined by the Club) and by doing so shall become a Member of Freediving NZ; or

- (b) By becoming a member of Freediving NZ directly by completing the membership requirements of Freediving NZ; or
 - (c) By being granted, and accepting, membership by the board of Freediving NZ in recognition of their eligibility to represent New Zealand in international competitions.
- 8.4 A judge member is a New Zealand citizen or New Zealand resident who is currently an active judge recognised by AIDA to officiate at AIDA sanctioned Freediving competitions. An individual shall become a Judge Member as follows:
- (a) By becoming a member of a Club by completing the membership requirement of the Club (as determined by the Club) and by doing so shall become a Member of Freediving NZ; or
 - (b) By becoming a member of Freediving NZ directly by completing the membership requirements of Freediving NZ.
- 8.5 An administrative member is a New Zealand Citizen or New Zealand resident who is currently an administrator with Freediving NZ. An individual shall become a Administrative Member as follows:
- (a) By becoming a member of a Club by completing the membership requirement of the Club (as determined by the Club) and by doing so shall become a Member of Freediving NZ; or
 - (b) By becoming a member of Freediving NZ directly by completing the membership requirements of Freediving NZ.
- 8.6 An Instructor member is a New Zealand citizen or New Zealand resident who is currently an active instructor recognised by AIDA to teach AIDA sanctioned courses. An individual shall become a Instructor Member as follows:
- (a) By becoming a member of a Club by completing the membership requirement of the Club (as determined by the Club) and by doing so shall become a Member of Freediving NZ; or
 - (b) By becoming a member of Freediving NZ directly by completing the membership requirements of Freediving NZ.

9. LIFE MEMBER

- 9.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of Freediving NZ. Any person may be nominated for life membership of Freediving NZ but must be nominated by a Club. Such nomination must be made to the Board in writing, setting out the grounds for the nomination 60 days before the AGM, or later if the Board determines it appropriate. The Board must then determine, in its discretion 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. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 10.1 Members acknowledge and agree that:
- (a) An application for membership must be in writing and in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board.
 - (b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of Freediving NZ.
 - (c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
 - (d) The failure by a Member to comply with Rule 10.1(c) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
 - (e) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

11. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 11.1 A Member may resign by notice in writing to the Board.
- 11.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of Freediving NZ or if a member acts in a manner which is considered by the Board to be harmful to Freediving NZ or inconsistent with the standards of behaviours expected of a Member.
- 11.3 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 Freediving NZ or in the absence of any relevant provisions then by a General Meeting of Freediving NZ. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

12. MEMBERSHIP FEES

- 12.1 The Board shall annually determine:
- (a) Any membership or other fees payable by each Member;
 - (b) The due date for such fees; and
 - (c) The manner for payment of such fees.
- 12.2 The Board may determine different levels of membership fees and other fees for different types of Members.

13. REGISTER OF MEMBERS

- 13.1 The Executive shall keep and maintain a Register in which shall be entered the full name, address, class of membership the date of entry of each Member and any other details about each Member as agreed by that Member.
- 13.2 All Regional Bodies and Clubs shall provide written notice of any change to its details in Rule 13.1, and of changes to the details of its individual members, to Freediving NZ within thirty (30) days of the change taking place. All other Members shall provide written notice directly to Freediving NZ of any change to the details in Rule 13.1.
- 13.3 Freediving NZ, the Regional Bodies and the Clubs shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

14. OFFICERS OF FREEDIVING NZ

- 14.1 The Board shall invite a person to be the Patron. The Patron shall hold office for a term to be determined by the board from time to time, and shall be eligible for re-appointment for subsequent and consecutive terms of office. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 14.2 The Board may determine that a President shall be elected by Members at an AGM. If a President is to be elected at an AGM, the board shall seek nominations from the members for the position within a reasonable time prior to the AGM. An elected President shall hold office for one (1) year until the conclusion of the AGM following his or her election. The President may be re-elected for further subsequent and consecutive terms of office.
- 14.3 The President may attend Board meetings if requested by the Board and shall be entitled to speak at such meetings, but shall have no right to vote. The President shall be entitled to attend, speak and vote at General Meetings.

15. GENERAL MEETINGS

- 15.1 Freediving NZ must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.
- 15.2 Any other General Meetings shall be SGMs.
- 15.3 The Board must give Members at least 90 days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 15.4 Not less than 30 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Secretary from the Members and/or the Board. Applications for Appointed Board Members and Elected Board Members must be received not less than 60 days before the date set for the AGM.
- 15.5 The following business shall be discussed at the AGM:
- (a) The receipt from the Board of an audited annual financial report for the preceding financial year where they have been prepared in accordance with rule 22.2;
 - (b) The election of any vacancies arising in the positions of Elected Board Members;

- (c) The appointment of scrutineers for the meeting;
 - (d) Any motion(s) proposing to alter the Constitution; and
 - (e) Any other items of business that have been properly submitted for consideration at the AGM.
- 15.6 An agenda containing the business to be discussed at an AGM (as set out in Rule 15.5) shall be sent by the Secretary to the Board and the Members by no later than 21 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

Special General Meetings

- 15.7 The Board must call an SGM upon a written request from:
- (a) The Board itself; or
 - (b) Two Member Clubs of Freediving NZ.
- 15.8 The written request for an SGM must state the purpose for which the SGM is requested.
- 15.9 The SGM must only deal with the business for which the SGM is requested.
- 15.10 The notice requirements for the SGM are 30 days 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.

Minutes

- 15.11 Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 15.12 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;
 - (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.

Quorum

- 15.13 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum must be present at all times during the meeting. The quorum for a General Meeting shall be:
- (a) Three of the board members;

- (b) Six of the Members who are entitled to vote; and
- (c) Two of the club delegates from Clubs.

15.14 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

15.15 The Chairperson of Freediving NZ shall preside at the General Meeting. If the Chairperson is unavailable then another member of the Board (appointed by the Board) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.

15.16 The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:

- (a) Board members who are members of Freediving NZ;
- (b) Official delegates of each Club;
- (c) Official delegates of each Regional Body; and
- (d) Individual Members.

15.17 The voting entitlement for each Member eligible to vote shall be as follows:

- (a) 1 vote. For the sake of clarity, if a delegate is also an individual member, they shall have 1 vote for each of their delegate and personal capacities.

Method of Voting

15.18 Voting shall generally be conducted by voices or by show of hands or by any other means as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.

15.19 Elections of the President and Elected Board Members at an AGM may be undertaken by secret ballot if there are contested positions.

15.20 If there are:

- (a) the same number of nominations as positions available; or
- (b) insufficient nominations for the positions,

the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 16.6 .

15.21 Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.

- 15.22 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 15.23 Proxy votes and postal votes are not permitted.
- 15.24 In the event of inequality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.
- 15.25 To distinguish themselves from individual members at General meetings club delegates should wear silly hats, club regalia, and must hold a snorkel aloft when speaking on behalf of their club.
- 15.26 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

Online meetings

- 15.27 The Board may elect to conduct General Meetings in an online setting that it considered appropriate, as long as it satisfies itself that the General Meeting will still accord with this clause 15.

16. BOARD

Role of the Board

- 16.1 The governance of Freediving NZ shall be vested in the Board, which may exercise all the powers of Freediving NZ and do all things which are not expressly required to be undertaken by Freediving NZ at a General Meeting.

Membership of the Board

- 16.2 The Board shall comprise of:
- (a) A minimum of 3 and a maximum of 5 persons elected by the AGM under Rule 20 (**Elected Board Members**); and
 - (b) Up to two of persons appointed in accordance with Rule 20 (**Appointed Board Members**).

Ineligibility

- 16.3 A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of Freediving NZ, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
- (a) A person who is an employee of, or contractor to Freediving NZ.
 - (b) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.

- (c) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
- (d) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- (e) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

16.4 If any of the circumstances listed in Rules 16.3(a) to 16.3(e) occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule 16.3(a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

Terms of Office of Board Members

16.5 The term of office for all Board Members shall be two years expiring on conclusion of the relevant AGM. A Board Member may be re-elected to the Board for a maximum of two subsequent and consecutive terms of office. Prior to each AGM, the Board shall advise the Secretary of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.

Vacancies on the Board

16.6 In the event there is a vacancy on 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. If the vacancy is for six months or longer the Board must refer the appointment to the Board Appointments Panel which shall seek to fill the vacancy in accordance with Rule 19, with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.

16.7 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 16.6 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Removal of Board Member

16.8 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 if the Members consider the Board Member has breached his or her duties as specified in Rule 17.

16.9 Where the removed Board Member in Rule 16.8 was an Appointed 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 the removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 16.6.

- 16.10 Upon the Board receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 15.10.
- 16.11 Following the notification under Rule 15.10 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.
- 16.12 The Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 17 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- (a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
 - (b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

17. Duties and Powers of the Board

Duties of the Board

- 17.1 The duties of each Board Member are to:
- (a) Regularly attend Board meetings and General Meetings of Freediving NZ;
 - (b) Provide good governance for Freediving NZ;
 - (c) Exercise the powers of the Board for proper purpose;
 - (d) Regularly monitor and review the performance of Freediving NZ;
 - (e) Act in good faith and the best interests of Freediving NZ at all times;
 - (f) Act, and ensure Freediving NZ acts, in accordance with this Constitution;
 - (g) Formulate such by-laws, regulations, policies and procedures as are appropriate for Freediving NZ;
 - (h) Where appropriate, engage in activities to promote, market, represent and fundraise for Freediving NZ;
 - (i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
 - (j) Take such other steps as determined by the Board in respect of any interest specified in Rule 17.1(i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;

- (k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Board for the purposes of Freediving NZ;
 - ii. As required by law; or
 - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (l) Do such other things within these rules as the Board agrees to promote the objects of Freediving NZ.

Powers of the Board

17.2 The Board shall have the power to:

- (a) Appoint a Chief Executive;
- (b) Define delegations of authority from the Board to the Chief Executive;
- (c) Adopt and review the strategic plan for all Freediving;
- (d) Adopt and review the annual plan and budget for Freediving NZ;
- (e) Determine applications from individuals, clubs and regional bodies wishing to be Members of Freediving NZ;
- (f) Hold national meetings and forums for the Members, including General Meetings;
- (g) Sanction competitions and events as Freediving events;
- (h) Approve rules and regulations for any Freediving NZ competitions or events including conditions of entry;
- (i) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- (j) Employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for Freediving NZ national representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) Delegate to selectors the power to select athletes and teams to be national representatives;
- (l) Determine the yearly calendar for international, national, and other Freediving competitions;
- (m) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- (n) Control expenditure and raise funds to fulfil the Objects of Freediving NZ;

- (o) Open and operate in the name of Freediving NZ such bank accounts as deemed necessary;
 - (p) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
 - (q) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
 - (r) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of Freediving NZ;
 - (s) Resolve and determine any disputes or matters not provided for in this Constitution; and
 - (t) Do all other acts and things which are within the powers and Objects of Freediving NZ and which the Board considers are appropriate.
- 17.3 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of Freediving NZ, the matter will be determined by the Board.

18. Board Meetings and Procedure

- 18.1 At its first meeting following the AGM, the Board must elect a Chairperson.
- 18.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 18.3 The role of a Chairperson 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 another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 18.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 18.5 The quorum for a Board meeting shall be three Board Members of the Board.
- 18.6 Each Board Member shall have one vote. The Chairperson shall have no right to 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.
- 18.7 A resolution in writing, signed or consented to by email, 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 Members of the Board.
- 18.8 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.

- 18.9 The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Freediving NZ's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement.
- 18.10 The Board may invite club and regional delegates to a board meeting to consult on particular agenda items at their discretion.

19. BOARD APPOINTMENTS PANEL

- 19.1 There shall be a Board Appointments Panel comprising of three people who will be determined and appointed by the Board at a meeting called for that purpose. The members of the Board Appointments Panel may be Board Members, members of Freediving NZ, or independent persons.
- 19.2 The convenor of the Board Appointments Panel shall also be appointed by the Board.
- 19.3 Subject to these Rules, the Board may set any measures that it sees fit in order to aid the Board Appointments Panel in determining the Appointed Board Members, and recommending persons to be Elected Board Members.
- 19.4 No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rule 16.3(a) to Rule 16.3(e) inclusive have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the Board Appointments Panel.
- 19.5 If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint the Board Appointments Panel, it shall be appointed by Sport New Zealand.
- 19.6 The members of the Board Appointments Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limited to the number of occasions a person can be appointed to the Board Appointments Panel.
- 19.7 The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- (a) Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - (b) Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - (c) Receiving and assessing applications from candidates for appointment as Appointed Board Members (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
 - (d) Deciding the candidates to be appointed as Appointed Board Members;

- (e) Receiving and assessing applications from candidates for election as Elected Board Members at a General Meeting (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
 - (f) Recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicant(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration and vote by those present and entitled to vote at a General Meeting; and
 - (g) Such other related matters as set out in any applicable regulations.
- 19.8 In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board Appointments Panel shall do so based on merit and shall take into account the following factors about the applicant and the Board as a whole:
- (a) Their prior experience as a director, trustee, or experience in any other governance role;
 - (b) Their knowledge of, and experience in Freediving generally, at international, national, and/or local level;
 - (c) Their occupational skills, abilities and experience;
 - (d) Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - (e) The desire for conflicts of interest on the Board to be minimised;
 - (f) The desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
 - (g) The desire for gender balance on the Board.
- 19.9 The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 19.10 The quorum for a meeting of the Board Appointments Panel shall be 3 members.
- 19.11 Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be unanimous.
- 19.12 All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.

- 19.13 Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the Board in accordance with clause 19.1.
- 19.14 The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- (a) The member has a conflict of interest which has not be satisfactorily resolved to the Board's satisfaction by the convenor;
 - (b) There are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel's composition and/or process; or
 - (c) Any of the circumstances listed in the Rule 16.3(a) to Rule 16.3(e) have occurred to the member.
- 19.15 Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

20. APPOINTMENT AND ELECTION OF BOARD MEMBERS

- 20.1 The Board Members shall be appointed and elected as follows:
- (a) The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least 90 days prior to the AGM.
 - (b) Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board (indicating whether they seek to be Appointed Board Members or Elected Board Members or either) and received at the registered office of Freediving NZ not less than 60 days before the date set for the AGM.
 - (c) Upon receipt of any applications for vacancies for Board Member(s) positions, the Board Secretary shall refer all the applications to the Board Appointments Panel.
 - (d) The Board Appointments Panel shall undertake its responsibilities as set out in Rule 19.7 and notify the Chief Executive (and if no Chief Executive, the Board) of the Appointed Board Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the AGM no later than 30 days' prior to the AGM.
 - (e) Upon receipt of the notification from the Board Appointments Panel in Rule 20.1(d) the Chief Executive (and if no Chief Executive, the Board) shall no later than 21 days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board Appointments Panel regarding any Appointed Board Members it has appointed together with any recommendations of applicants it considers would best suit the vacant positions of Elected Board Members, at the AGM.

- 20.2 **Other Positions:** Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of Freediving NZ if they are appointed or elected as a Board Member.

21. CHIEF EXECUTIVE

- 21.1 There may be a Chief Executive of Freediving NZ who shall be employed for such term and on such conditions as the Board may determine.
- 21.2 The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of Freediving NZ in accordance with the Rules, regulations, by-laws, policies and procedures of Freediving NZ and within such delegated authority as may be imposed by the Board.
- 21.3 The Chief Executive may attend Board meetings on and when required by the Board but will have no voting rights.

22. FINANCES

- 22.1 Unless otherwise determined by the Board, the financial year of Freediving NZ shall end on the 31st day of March each year.
- 22.2 Statements of financial position and financial performance may be audited annually where the board determines it appropriate prior to an AGM. Any audited accounts shall be submitted to the AGM. Auditors shall be appointed by the Board .

23. COMMON SEAL

- 23.1 The common seal of Freediving NZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

24. ALTERATIONS OF RULES

- 24.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 24.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of Freediving NZ. This Rule 24.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

25. APPLICATION OF INCOME

- 25.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects of Freediving NZ. No Member of Freediving NZ, or anyone associated with a Member, is allowed to take part in, or influence any decision made by Freediving NZ in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 25.2 Except as provided in this Constitution:

- (a) No portion of the income or property of Freediving NZ shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
 - (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 18.9.
- 25.3 Any payments made to a Member of Freediving NZ, or person associated with a Member, must be for goods or services that advance the purpose of Freediving NZ, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

26. WIND-UP

- 26.1 AIDA NZ must be wound up if AIDA-NZ, at a General Meeting of its Members, passes a Special Resolution requiring AIDA NZ to be wound up and this resolution is confirmed by Special Resolution 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.
- 26.2 If upon the winding-up or dissolution of AIDA NZ 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 AIDA NZ but shall be given or transferred to some other association, organisation or body having objects similar to the objects of AIDA NZ, or to some other charitable organisation or purpose within New Zealand.

27. INDEMNITY

- 27.1 AIDA NZ shall indemnify every member of the Board, the Chief Executive and other officers and employees of AIDA NZ in respect of all liability arising from the proper performance of their functions connected with AIDA NZ.