

Triathlon New Zealand Incorporated

Constitution



28 September 2018

TRIATHLON NEW ZEALAND INCORPORATED

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1.0 Name

The association shall be called **TRIATHLON NEW ZEALAND INCORPORATED** (called in this Constitution, **Tri NZ**).

2.0 Definitions

2.1 In these rules:

Accredited means accredited by Tri NZ in accordance with the Tri NZ coach accreditation programme operated by Tri NZ (as amended from time to time) and *Accreditation* has the corresponding meaning.

Advisory Commissions has the meaning given to it in Rule 10.7.1 and *Advisory Commission* has the corresponding meaning.

Affiliated Club means a club or other group which is approved by the Board in terms of this Constitution.

Affiliated Event Provider means an Event Provider which is approved by the Board in terms of this Constitution.

Affiliation Fee means the fee set by Tri NZ and paid to Tri NZ by Affiliated Clubs and Affiliated Event Providers.

Annual General Meeting (or AGM) means the meeting held each year at which the Board reports to the members on activities and financial matters and at which the election of Board Members and other authorised matters are dealt with in terms of this Constitution.

Appeal Board means a board appointed by the Board pursuant to Rule 13.3.2 of this Constitution.

Aquabike means a sport consisting of any combination of swimming and cycling.

Aquathlon means a sport consisting of any combination of swimming and running.

Board means the Board Members of Tri NZ, elected, appointed or co-opted in terms of this Constitution.

Board Appointments Panel has the meaning given to it in Rule 10.4.

Board Member means a person elected appointed or co-opted to the Board in terms of the Constitution.

Coaching means the support of an athlete or athletes participating in an Event or in achieving a specific goal by providing training and/or guidance.

Code of Conduct means any code of conduct that may from time to time be adopted by the Board and relating to the minimum required standards of behaviour and ethical dealings that shall be required of all athletes, coaches, Members and Board Members.

Duathlon means a sport consisting of any combination of running and cycling.

Elite Athlete means a competitor named by the Tri NZ Selection Commission as an elite triathlete or elite duathlete.



Endorsed means endorsed by Tri NZ in accordance with the Tri NZ event accreditation programme (as amended from time to time).

Event or Events includes triathlon, winter triathlon, duathlon, aquathlon, aquabike, cross triathlon, or multisport.

Event Providers means any organisation that organises and delivers Events that are aligned to Tri NZ.

Honorary Member means a person who is elected annually or for life in terms of Rule 7.4.

Individual Member has the meaning given to it in Rule 7.

ITU means the International Triathlon Union.

Logo means the design adopted by Tri NZ from time to time as provided for in this Constitution.

Member means a person who has been admitted within the rules of this Constitution and has fulfilled the conditions of membership and includes Individual Members, Affiliated Clubs and Affiliated Event Providers.

Membership Fee means the fee set by Tri NZ and payable to Tri NZ by Individual Members.

Multisport means any combination of the sports of running, cycling, swimming or kayaking within an event which may involve any two, three, four or more parts that do not fit the definitions of triathlon, winter triathlon, aquathlon, aquabike or duathlon in these rules.

Non-Member Club Event Levy means the one day race license fee set by Tri NZ and payable to Tri NZ for any Sanctioned or Endorsed Event conducted by an Affiliated Club or Affiliated Event Provider.

Patron means a person appointed to that position at the AGM. Such person need not be a Member, shall have no voting rights, but shall be entitled to receive all membership communications from the Association. The appointment shall be for so long as the AGM shall decide.

President has the meaning given to it in Rule 10.5.3.

Rules means the rules of Tri NZ set out in the Constitution in force from time to time.

Sanctioned means sanctioned by Tri NZ in accordance with the Tri NZ event accreditation programme (as amended from time to time).

Selection Appeal Panel means the meaning given to it in Rule 13.24.

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

Sport NZ means Sport and Recreation New Zealand, the government agency established under the Sport and Recreation New Zealand Act 2002.

Triathlon means a sport consisting of three parts, namely swimming, cycling and running.

Tri NZ Complaints Handling Procedure means the complaints handling procedure put in place by Tri NZ (as amended from time to time).

Tri NZ Selection Commission means the Advisory Commission constituted from time to time under Rule 10.7.1(d).



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

Vice President has the meaning given to it in Rule 10.5.3.

Voting Members means Affiliated Clubs and Affiliated Event Providers and *Voting Member* has the corresponding meaning.

Winter Triathlon means a sport consisting of any combination of skating, skiing, cycling or running all conducted on snow or ice.

- 2.2 The masculine includes the feminine and vice versa.
- 2.3 Words importing the singular only shall include the plural and vice versa.
- 2.4 Reference to any Act or Regulation shall be deemed to include reference to any amendment to that Act or Regulation and to any Act or Regulation passed in substitution therefore.

3.0 Objects of Tri NZ

- 3.1 To administer, promote, foster and develop the Events.
- 3.2 To govern and administer the Events.
- 3.3 To encourage participation by Members in international Events and to select Members to represent New Zealand in international competitions, including World Championships and Olympic and Commonwealth Games, and to co-ordinate and arrange the management of New Zealand teams both within New Zealand and overseas.
- 3.4 To support and encourage the holding in New Zealand of international, national, regional and local competitions and championships.
- 3.5 To comply with the by-laws, regulations and resolutions of the ITU (as they apply to New Zealand), and Sport NZ, the Sports Anti-doping rules of Drug Free Sport New Zealand, and to require all Members to similarly comply.
- 3.6 To require all athletes, coaches, Members and Board Members to adhere to and enforce any then current Code of Conduct.
- 3.7 To provide a process by way of hearing, appeal or otherwise to deal with all disputes and disciplinary matters in relation to the Events as defined in this Constitution.
- 3.8 To delegate such powers of Tri NZ as the Board shall deem fit.
- 3.9 To take or defend such legal or other lawful proceedings as may from time to time be deemed necessary for the proper conduct of the affairs of Tri NZ and the fulfilment of these stated objects.
- 3.10 To act as a representative body for all Members, in dealings with Government Departments or representative bodies within New Zealand and overseas.
- 3.11 To generally do all such things whatsoever directly or indirectly which are incidental to attaining these objects and the well-being of the sport.
- 3.12 It is hereby expressly declared that each paragraph of the objects of Tri NZ shall be construed independently of and shall in no way be limited by reference to any other paragraph of the objects set



out in Rules 3.1 to 3.12 hereof **PROVIDED HOWEVER** that the foregoing provisions shall not in any way limit the rights, powers and authorities conferred under the Incorporated Societies Act 1908.

4.0 Membership

4.1 The categories of membership of Tri NZ (collectively called “Members”) shall be:

- (a) **Affiliated Clubs:** as described in Rule 5;
- (b) **Affiliated Event Providers:** as described in Rule 6; or
- (c) **Individual Members:** as described in Rule 7.

5.0 Affiliated Clubs

5.1 To be and remain approved by the Board as an Affiliated Club within the terms of this Constitution a club must:

- (a) be incorporated under the Incorporated Societies Act 1908, or the Charities Act 2005, or at the discretion of the Board in each case, be an unincorporated group with objects and activities significantly aligned with those of Tri NZ; and
- (b) have as its members individual members and any other members it considers appropriate; and
- (c) maintain a register of its members in the format determined by the Board; and
- (d) ensure that all of its members are also registered as Members who pay the Membership Fee to Tri NZ; and
- (e) pay to Tri NZ the Affiliation Fee; and
- (f) ensure that all persons undertaking any Coaching that is endorsed by the club (other than Coaching provided on an ad hoc or one off basis) are Accredited or otherwise approved by Tri NZ; and
- (g) comply with, and require each of its members to comply with this Constitution, the Code of Conduct and all bylaws, regulations and resolutions of the ITU, Sport NZ and Tri NZ; and
- (h) ensure that all Events that are operated by the club are Endorsed or Sanctioned or otherwise approved by Tri NZ.

5.2 All Affiliated Clubs shall have the right to have their logo and contact details listed on Tri NZ’s website and to have Events held under the auspices of the Affiliated Club included in the annual event schedule listed on Tri NZ’s website and social media sites.

5.3 Each Affiliated Club may appoint and/or remove the number of delegates (**Delegates**) that is equal to the number of votes allocated to the Affiliated Club (pursuant to Rule 12.1.1), to represent it at the Annual General Meeting and at discussion forums that may be held throughout the year.

6.0 Event Providers

6.1 To be and remain approved by the Board as an Affiliated Event Provider within the terms of this Constitution, an Event Provider must:



- (a) in respect of each Event operated by it, collect and pay to Tri NZ the Non-Member Club Event Levy in respect of each participant in that Event who is not a Member; and
- (b) ensure that all Events that are operated by the Event Provider are Endorsed or Sanctioned or otherwise approved by Tri NZ; and
- (c) comply with this Constitution, the Code of Conduct and all bylaws, regulations and resolutions of the ITU, Sports NZ and Tri NZ.

6.2 All Affiliated Event Providers shall have the right to have their logo and contact details listed on Tri NZ's website, and to have Events held under the auspices of the Affiliated Event Provider included in the annual event schedule listed on Tri NZ's website and social media sites.

6.3 Each Affiliated Event Provider may appoint and/or remove one (1) Delegate to represent it at the Annual General Meeting of Tri NZ and at discussion forums that may be held throughout the year.

7.0 Individual Members

7.1 An Individual Member is:

- (a) a person who is a member of an Affiliated Club and has paid the Membership Fee to Tri NZ, or
- (b) a person who is not a member of an Affiliated Club but who registers as a Member directly with Tri NZ and has paid the Membership Fee to Tri NZ; or
- (c) a person who conducts Coaching and is Accredited (and holds a current Accreditation); or
- (d) a Board Member duly appointed to the Board of Tri NZ; or
- (e) an Honorary Member appointed in accordance with Rule 7.4, or
- (f) an Honorary Life Member appointed in accordance with Rule 7.5.

7.2 Individual Members:

7.2.1 must comply with this Constitution, the Code of Conduct and all bylaws, regulations and resolutions of the ITU, Sports NZ and Tri NZ; and

7.2.2 do not have a right to vote.

7.3 Only Individual Members shall be eligible to represent Tri NZ at any Event.

7.4 Honorary Members

7.4.1 A person who has, in the opinion of the Board, given special service to Tri NZ may in acknowledgement of that service be appointed as an Honorary Member by the Board.

7.4.2 An Honorary Member shall enjoy full membership rights and privileges without the requirement for payment of the Membership Fee or any other subscription or levy.

7.4.3 The term of Honorary Membership shall be for no longer than one calendar year and the appointment of persons to this membership category shall be reviewed annually by the Board.



Life Members

- 7.5.1 A person who has, in the opinion of the Board, rendered eminent service to Tri NZ may, on the recommendation of the Board, be elected as an Honorary Life Member at either an Annual General Meeting or a Special General Meeting by Members in accordance with Rule 11.
- 7.5.2 Honorary Life Members shall hold membership rights as a Member for life without payment of the Membership Fee or any other current or future subscriptions or levies.

8.0 Membership Year

- 8.1 The membership year shall be from 1 November in each calendar year until 31 October in the following year.

9.0 Termination of Membership

- 9.1 Members may have their membership terminated by Tri NZ if:
- (a) any fees (including Membership Fees, Affiliation Fees and Non-Member Event Levies) or other payments to Tri NZ (Fees) are due and outstanding, and Rule 9.2 applies; or
 - (b) they are in breach of the Constitution, and the breach is not remedied within 14 days of being requested in writing by Tri NZ to do so.
- 9.2 If any Fees are outstanding, Tri NZ must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand. If payment has not been received by the due date then the Member may, at Tri NZ's election, have its membership suspended or terminated.
- 9.3 An Individual Member may have his or her membership of Tri NZ terminated if a Disciplinary Commission recommends such action pursuant to Rule 19.

10.0 Administration

10.1 Board Members and Their Election

- 10.1.1 The Board shall ordinarily consist of seven Board Members, being the President, the Vice President and five other Board Members (unless Rule 10.6.6 or Rule 13.2 applies in which case additional Board Members will be appointed in accordance with those Rules). All of such Board Members shall collectively comprise the Board.
- 10.1.2 Board Members must be Members throughout their term in office.
- 10.1.3 Any Board Member shall be eligible to stand for election or appointment or to be co-opted as a Board Member for a further term or terms at any time at or after the expiry of any prior term.

10.2 Board shall Comprise Part A and Part B Board Members

- 10.2.1 In addition to any Board Members appointed pursuant to Rules 10.6.6 or 13.2, the seven Board Members to be appointed to the Board will be divided into four Part A and three Part B Board Members.
- 10.2.2 Part A Board Members shall be elected in accordance with Rule 10.3, and Part B Board Members shall be appointed in accordance with Rule 10.4, to the intent that Part A Board



Members are elected by the Members in conjunction with the AGM and Part B Board Members are appointed by the Board Appointments Panel.

10.3 Election of Part A Board Board Members

- 10.3.1 An election shall be held every year for such vacant Part A seats on the Board as there may be and the election shall be held in conjunction with the AGM.
- 10.3.2 Tri NZ shall call for nominations for all Part A seat vacancies on the Board by notice to all Affiliated Clubs and Affiliated Event Providers, no later than 31 May in each year.
- 10.3.3 Each nomination referred to in Rule 10.3.2 must be made by an Affiliated Club or Affiliated Event Provider accompanied by the nominee's signed consent in each case. The closing date for nominations shall be 30 June in each year.
- 10.3.4 By 31 July in each year the Board shall send to each Affiliated Club and each Affiliated Event Provider the ballot paper and a notice listing the nominations for the vacant Part A seats and enclosing any curriculum vitae which has been received by the Board for any candidate. Voting shall cease on such date as the Board shall decide being no later than 15 August in each year and no earlier than 14 days after voting commenced.
- 10.3.5 The successful nominees to fill the vacant Part A seats on the Board shall be elected by either postal ballot and/or secure secret electronic ballot as the Board may from time to time decide, and in any event shall be supervised by the auditors of Tri NZ.
- 10.3.6 The auditors shall count the votes and pass the certified results to the Board Appointments Panel as soon as possible after cessation of voting under Rule 10.3.4 in each year, to assist the Board Appointments Panel to make the highest possible calibre appointments from Part B candidates, and to avoid any duplication of appointment. In the event of a tied vote, the auditors shall choose the successful candidate or candidates by lot prior to passing the certified results to the Board Appointments Panel.

10.4 Recruitment and Appointment of Part B Board Members

- 10.4.1 So as to provide the highest possible calibre of Part B Board Members, and professionalism and independence in the process of recruitment and appointment of Part B Board Members, Tri NZ shall, for vacant Part B seats, follow a process involving national promotion of the existence of Part B seat vacancies on the Board, and shall by 30 June in each year establish a Board appointments panel ("Board Appointments Panel") comprising a Patron or Past President of Tri NZ (if available), nominated by the Board, a nominee of Sport New Zealand (or any successor of that entity), and one other person nominated by the Board.
- 10.4.2 The Board Appointments Panel shall interview candidates for Part B vacancies, scrutinise their references, and acting with professionalism and independence, appoint high calibre candidates to such vacant Part B Board Member seats as then exist. Such appointments shall be made (except in the case of casual Part B seat vacancies under Rule 10.5.2, where any appointment must be made as soon as reasonably practicable) prior to the relevant AGM (but following receiving the confidential advice from the auditors as to the outcome of the election of Part A Board Members under Rule 10.3.6), to enable any newly appointed Part B Board Member to be announced to the Members in the Panel's final report.

10.5 General Provisions relating to all Board Members

- 10.5.1 Subject to the other provisions of this Constitution, every election or appointment to the Board shall be for a three year term, and the Board Member elected or appointed shall hold office



from the conclusion of the AGM at which they are elected or appointed until the conclusion of the AGM three years later.

- 10.5.2 No Board Members shall be permanently removed or permanently suspended from office except by a two-thirds majority of votes recorded at an AGM or Special General Meeting. Tri NZ must give no less than three weeks' notice to the Board Member concerned of the date and place of the meeting at which a motion of removal from office is to be considered. The Board may temporarily suspend an Board Member for a period not exceeding (5) weeks.
- 10.5.3 As soon as possible after the Board Appointments Panel has received from the auditors the results of the election, and made its decisions on the Part B Board appointments, and before the forthcoming AGM, the following shall take place. The Board Appointments Panel shall contact all members of the incoming Board, advise them of the names of the new Board, and arrange and supervise a secret ballot between them whereby they will elect from within their ranks a president ("President") and vice president ("Vice President") for the forthcoming year. The members shall be required to maintain confidentiality as to the names of the successful candidates for the Board, and the names of the new President and Vice President, until the release of the Panel's final report.
- 10.5.4 Subject to Rule 13.2, no person may serve on the Board for greater than three consecutive three year terms.

10.6 **The Board**

- 10.6.1 The Board shall determine policy, set strategy and provide governance to the management of Tri NZ.
- 10.6.2 As soon as possible after the AGM the Board shall determine for the ensuing year:
- (a) the need or otherwise for Advisory Commissions;
 - (b) the goals and objectives for each Advisory Commission it decides to appoint;
 - (c) a Chairperson and members for each Advisory Commission it decides to appoint, with any one person being entitled to sit on up to two Advisory Commissions; and
 - (d) the division and payment for the ensuing year of the honoraria payment fixed at the AGM.
- 10.6.3 At the end of each financial year the retiring Board may analyse the performance of each Advisory Commission and if thought fit make recommendations to the incoming Board as regards future direction, policy and issues.
- 10.6.4 Members of Advisory Commissions appointed by the Board shall be entitled to attend meetings of the Board when invited.
- 10.6.5 The Board shall have the additional powers, authorities and functions set out in Rule 13.0.
- 10.6.6 When an ITU Director, or the Oceania Regional Delegate on the ITU Executive Board, is also a member of Tri NZ, resident in New Zealand, this person shall for the duration of his ITU Executive Board membership also automatically be entitled to be an additional member of the Board.

10.7 **Advisory Commissions**



10.7.1 All or any of the following advisory commissions (“Advisory Commissions”) may be appointed and maintained by the Board; and subject to the overriding authority of the Board to alter the same, the Advisory Commissions shall have the following general objectives:

- (a) *Technical:* – the development of rules relating to Events, winter triathlon and multisport to ensure fair and safe competition; the production of brochures manuals and other printed and electronic material relating to these objectives; the undertaking of research into the development of the sport; the undertaking of training of suitable persons as technical officials.
- (b) *Coaching* - the development of coaching and training programs and the distribution of such information to Members desiring same; the determination of development squads and the appointment of coaches to such squads; the implementation of coaching programs; the development of video and other methods of communication of programs to athletes.
- (c) *Youth:* - to encourage youth to participate in Events, to support the participation of the sport in secondary schools by assisting with race programs between schools and championships both regionally and nationally; to support Kiwi Sport or similar scheme to achieve its goals; to assist with video or any other medium the development of the sport in schools.
- (d) *Selection:* - subject to ratification by the Board, to select national and international teams to represent New Zealand in Events to issue criteria, within the terms of the selection policies advising the basis on which selection for nominated races will be made.
- (e) *High Performance:* - to support and advise Tri NZ on the strategy and leadership of the Tri NZ High Performance Programme and Elite National Teams to achieve the goals of the High Performance Strategy in place from time to time – including but not limited to innovation, problem solving, and the interface with stakeholders such as the New Zealand triathlon community and coaches, the international triathlon community, High Performance Sport New Zealand and other agencies.

10.7.2 The Board may determine further Advisory Commissions to advise or undertake specific assignments and appoint commissioners and members to such commissions, and may change or revise any or all of the objectives of the Advisory Commissions.

10.7.3 Each Advisory Commission shall provide written reports to the Board as shall from time to time be required by the Board.

10.7.4 Members may make submissions to the Advisory Commissions for changes or amendments to rules or determinations made by Advisory Commissions whether or not such determinations have been ratified by the Board. Members have the right to seek a review by the Board of any issues, changes or determinations placed before an Advisory Commission and rejected by it.

11.0 Meetings

11.1 Annual General Meetings

11.1.1 The AGM of Tri NZ shall be held no later than the last day of September in each year, on a date to be determined by the Board.

11.1.2 The business of the AGM shall be:

- Confirmation of minutes of last AGM;



- Consideration of the annual report of the Board;
- Consideration of the financial statements to year end;
- Appointing an auditor and an honorary solicitor;
- Announcing the names of the Board Members elected and appointed to serve on the Board for the ensuing year;
- The election of Honorary Life Members when thought appropriate;
- Special Business for which proper notice has been given;
- General Business; and
- Fixing of a maximum sum for honoraria for the ensuing year

11.1.3 Notice of the AGM, with minutes of the previous AGM and financial accounts to year end, shall be forwarded not less than fourteen (14) days before such meeting to every Member. The notice shall state the date, place and time and the business to be transacted. Every notice required to be delivered to a Member shall be deemed to have been forwarded if emailed to the Member's last notified email address unless the member has opted to be notified by post in which case it shall be posted to the Member's last notified postal address.

11.2 Special General Meetings

11.2.1 A Special General Meeting may be called at any time by the Board by giving Members not less than 14 days' notice and shall set out in the form of a resolution the business to be conducted. Only that business shall be conducted.

11.2.2 A requisition to the Board for a Special General Meeting must be signed on behalf of not less than 50% of Voting Members and shall set out in the form of a resolution the business to be conducted. Only that business shall be conducted.

11.2.3 In respect of a meeting requisitioned in terms of the preceding rule, the Board will call a Special General Meeting to take place within four (4) weeks of receiving a requisition.

11.3 Provisions applicable to all General Meetings

11.3.1 At all general meetings the chair shall be taken by the President, or if the President is unavailable or declines, the Vice President, or if the Vice President is unavailable or declines, any Member selected by the meeting. At any general meeting every Member entitled to vote may vote in accordance with Rule 12.1.1 with the Chairperson having a casting vote. The quorum for any general meeting shall be no less than 50% of Voting Members present through their Delegate or Delegates or having voted electronically or by post in accordance with Rule 12.6. Voting shall be done by voice, but if any Member desires, the Chairperson shall call for a division by a show of hands or secret ballot. Electronic and postal voting is permitted in terms of Rule 12.6. Delegates may attend general meetings by telephone or similar electronic means.

11.4 Board Meetings

11.4.1 Meetings of the Board shall be at such intervals as shall be necessary to conduct the affairs of Tri NZ.

11.4.2 Full minutes of the proceedings of each meeting shall be kept.

11.4.3 Any staff member and any Advisory Commission member, shall when requested, attend such meetings.

11.4.4 The President (and in his absence the Vice President) shall chair the Board meetings.

11.4.5 Meetings may be held in person or by telephone conference calls.



- 11.4.6 A quorum for any Board meeting shall be 50% of the then members of the Board. Decisions will be made by a simple majority of those present at the meeting.
- 11.4.7 Any Board Member absent without apology from three consecutive Board meetings shall be deemed to have forfeited his office if the Board shall at its next meeting so resolve.
- 11.4.8 Travel, accommodation, and expenses for any Board Member or Advisory Commission member attending meetings including the cost of toll calls relating to telephone conferences are to be borne by Tri NZ.
- 11.4.9 There shall be no proxy arrangements for meetings of the Board.

12.0 Voting and Proxies

12.1 AGM's and Special General Meetings

12.1.1 The voting at these meetings shall be, subject to Rule 12.1.2:

- (a) Subject to Rule 12.1.1(b):
- a. Affiliated Clubs with a current membership that includes less than 51 Members shall have 1 vote;
 - b. Affiliated Clubs with a current membership that includes 51-100 Members shall have 2 votes;
 - c. Affiliated Clubs with a current membership that includes 101-150 or more Members shall have 3 votes;
- (b) In respect of voting for Part A seat vacancies on the Board each Affiliated Club shall only have one vote;
- (c) Affiliated Event Providers shall each have 1 vote only, regardless of the number of Events the Affiliated Event Provider operates, and
- (d) The Chairperson has a deliberative and a casting vote.

12.1.2 In the event that the total number of votes that all Affiliated Event Providers are together entitled to under Rule 12.1.1, is equal to or exceeds the total number of votes that all Affiliated Clubs are together entitled to under Rule 12.1.1, then such additional votes will be allocated to Affiliated Clubs on a pro rata basis (to their original entitlement under Rule 12.1.1) as are required to ensure that the total number of votes that Affiliated Clubs are entitled to exceeds the total number of votes that Affiliated Event Providers are entitled to.

12.1.3 Individual Members shall be entitled to attend AGM's and Special General Meetings, but shall not be entitled to vote.

12.2 Voting at General Meetings

12.2.1 At general meetings voting may be conducted by voices, show of hands, ballot or secret ballot with any votes received electronically or by post in accordance with Rule 12.6 being added. Each Member entitled to vote may exercise its vote in any one of the following ways:

- (a) by its Delegate (Rule 12.5); or
- (b) by Postal or Electronic Voting (Rule 12.6).



Unless otherwise provided for in the Constitution, all decisions of the Voting Members will be made by a simple majority of those entitled to vote and who do vote.

12.3 **Board Meetings**

12.3.1 Each Board Member has one vote.

12.3.2 The chairperson has a deliberative as well as a casting vote.

12.4 **Advisory Commission Meetings**

12.4.1 Each member present shall have one vote.

12.4.2 The Chairperson has a deliberative and a casting vote.

12.5 **Delegates**

- (a) each Voting Member must elect or appoint a Delegate or Delegates to represent it at general meetings (at its cost). An individual may act as a Delegate for more than one Voting Member.
- (b) No Board Member or employee of Tri NZ may act as a Delegate.
- (c) The names of the Delegates must be forwarded in writing to the chief executive of Tri NZ (or to the Board if there is no chief executive) by a date and time determined by the Board prior to the commencement of each general meeting. If an appointed Delegate is not available to attend a general meeting, the Voting Member may appoint an alternate Delegate, provided that the name of such alternate Delegate is notified in writing to the chief executive of Tri NZ (or to the Board if there is no chief executive) prior to the commencement of the relevant general meeting.
- (d) The Delegates attending a general meeting on behalf of a Voting Member shall between them be entitled to the number of votes given to the Voting Member that they represent (as determined under Rule 12.1).

12.6 **Electronic Voting**

Where a Voting Member chooses to exercise its vote by casting a postal or electronic vote the following shall apply:

- (a) the Voting Member may cast a postal or electronic vote on all or any of the resolutions to be voted on at the general meeting by returning the prescribed voting form to the identified returning officer for that general meeting. The voting form must reach the returning officer not less than forty-eight (48) hours before the scheduled start of the general meeting.
- (b) the postal or electronic votes shall be counted prior to or at the general meeting.

13.0 **Powers of the Board**

Subject to the provisions of this Constitution and without limiting the generality of this paragraph the prime objective of the Board shall be to administer the rules of Tri NZ and the rules of Events and manage the affairs of Tri NZ, and in particular to exercise the following powers:

- 13.1 To fill any vacancy that may occur in the Board Members of Tri NZ or on any Advisory Commission established under Rule 10.7 by resignation, death or otherwise, with any such person appointed to hold office until the next AGM.



- 13.2 To co-opt onto the Board one or more other persons, who must be Members, and who shall hold office for so long as the Board shall determine. Such person or persons may be co-opted for reasons of continuity, such as co-opting the immediate past president, for reasons of ensuring that the ITU gender equity requirements are met, or for any other reason determined by the Board. For the duration of the term of office of any such person, he or she shall for all purposes be a Board Member of Tri NZ including enjoying voting rights on the Board.
- 13.3 **Disciplinary Commission;**
- 13.3.1 To appoint as and when required three suitable persons to act as a Disciplinary Commission in respect of disciplinary matters, excluding doping offences, relating to Members. The Disciplinary Commission shall hear and finally decide the matter and determine and impose whatever sanction penalty or other action is appropriate.
- 13.3.2 The Board shall have the further power as and when required to appoint an Appeal Board of three suitable persons, one of whom shall be a barrister and solicitor of the High Court of New Zealand, with none of those three persons being members of the relevant Disciplinary Commission, to hear and decide upon any appeal arising out of any decisions made by the Disciplinary Commission, or of a race referee.
- 13.3.3 The Board shall fix the terms of reference for any such Disciplinary Commission or Appeal Board, in accordance with Rule 19.
- 13.3.4 In respect of any appeal that is based on one or more of the grounds of appeal set out in Rule 19, the Board in its discretion, instead of referring the appeal to the Appeal Board, may refer such appeal to the Sports Tribunal of New Zealand to be determined in accordance with its rules.
- 13.4 Subject to compliance with the procedures set out in Rule 19, to expel or suspend from membership of Tri NZ, or to impose any other appropriate punishment for the infringement by any Club or Member of any rule, regulation or by-law of Tri NZ or to which members of Tri NZ are subject, or for any conduct which in the opinion of the Disciplinary Commission or Appeal Board is prejudicial to the interests of Tri NZ or the sports represented by the Events.
- 13.5 To appoint Members to attend each ITU Congress as the Tri NZ delegates, and to nominate Members to serve on ITU committees and commissions.
- 13.6 To settle any differences as to boundaries or other matters between Affiliated Clubs, Affiliated Event Providers and Members.
- 13.7 To control, invest and expend the funds and property of Tri NZ subject to the provisions of this Constitution with the funds devoted solely to the furtherance of the objects of Tri NZ.
- 13.8 To incur such liabilities as may be necessary (or which the Board may consider necessary) towards the carrying out of the objects of Tri NZ.
- 13.9 To borrow money, with or without security, and to mortgage or pledge any property of Tri NZ for such purpose.
- 13.10 To raise money by way of subscription on Members, levies on Members, Event levies, levies on Affiliated Clubs or Affiliated Event Providers, sponsoring or corporate membership subscriptions, sale of rights and privileges, sale of know-how, rental of equipment and assets, sanctioning fees, service fees, and in any other manner, so as to provide funds for the furtherance of the objects of Tri NZ.



- 13.11 By 30 June each year to set membership subscriptions for the next membership year for Affiliated Clubs, Affiliated Event Providers and Individual Members, and to set the Non-Members Club Event Levy payable by all participants in Events organised and delivered by an Affiliated Event Provider.
- 13.12 To govern the management of the affairs of Tri NZ.
- 13.13 To advise each Advisory Commission of any specific directions, objectives and powers that the Board may determine for that Advisory Commission.
- 13.14 To disburse funds to such of the Advisory Commissions as the Board thinks fit to enable them to undertake the responsibilities given them by the Board.
- 13.15 To consider, and if thought fit, act upon recommendations received from Advisory Commissions.
- 13.16 To determine or vary regulations for all national competitions provided such regulations do not infringe upon the rules and regulations of ITU.
- 13.17 To furnish rulings upon the laws of component sports when requested to do so by Affiliated Event Providers, Affiliated Clubs, race organisers, race directors or other Members.
- 13.18 To ensure that the objectives of this Constitution are kept to the fore in the development and maintenance of the Events in New Zealand.
- 13.19 To ensure appropriate procedures are in place for the appointment and dismissal of such staff as shall be considered necessary to conduct the affairs of Tri NZ, and to appoint its Advisory Commissions, and to dismiss and retire the same as may be necessary.
- 13.20 To ensure appropriate procedures are in place for the expenditure of all Tri NZ funds.
- 13.21 To appoint a Patron or Patrons.
- 13.22 Subject to the procedure set out in this Constitution, Tri NZ may in the discretion of the Board, agree to refer any sports related dispute to the Tribunal, including a dispute which may be of national significance, one relating to document interpretation or one where the Board is of the view that it involves special circumstances which requires determination by the Tribunal. In any case, the Board shall have the power on behalf of Tri NZ to agree with another party to refer a matter to the Tribunal for determination.
- 13.23 To formulate and adopt from time to time a selection / non selection appeal policy for Elite teams and to appoint any ombudsman or other judge, mediator, arbitrator or adjudicator or such other body as may be required under any such policy.
- 13.24 To appoint as and when required three suitable persons to act as a selection appeal panel ("Selection Appeal Panel") in respect of all or any age group selection / non selection appeals.

14.0 Secretarial Functions

- 14.1 The Board shall make all necessary arrangements for the secretarial functions of Tri NZ including keeping of minutes of meetings.

15.0 Treasury Functions

- 15.1 The Board shall ensure that all necessary arrangements are in place for the treasury and accounting functions of Tri NZ, and shall arrange, if possible, for the engagement of a Chartered Accountant who shall keep a complete set of account books in which shall be recorded in detail all the financial



transactions of Tri NZ. Annual accounts will be prepared and audited for presentation at the Annual General Meeting of Tri NZ and shall be included with the notice of meeting.

16.0 Headquarters and Registered Office

- 16.1 The Tri NZ Secretariat will at all times be the headquarters of Tri NZ and the location of the Tri NZ Secretariat shall be decided, from time to time, by the Board.

17.0 Common Seal

- 17.1 The Common Seal of Tri NZ shall be kept by the Secretary and shall not be affixed to any document except by resolution of the Board recorded in the minute book, and in the presence of two members of the Board.

18.0 Finance

- 18.1 The financial year of Tri NZ shall run from the first day of July in each year and end on the last day of June following, or such other dates as shall from time to time be decided at the AGM.
- 18.2 All cheques or payments shall be signed or authorised by any two of the Board Members, provided that the Board may delegate this authority to any other person or persons.

19.0 Disciplinary Procedures

- 19.1 The Sports Anti-doping rules of Drug Free Sport New Zealand (“DFSNZ Rules”), together with any changes that shall be made to them from time to time, are hereby adopted by Tri NZ, and shall apply to all races, competitions and other activities organised, sanctioned, endorsed or approved by Tri NZ, and all doping matters shall be dealt with under those Rules. All Members must comply with the DFSNZ Rules at all times.
- 19.2 In the event of a dispute or disciplinary matter relating to any athlete or Member (other than a doping offence) the matters should be dealt with in the first instance in accordance with the Tri NZ Complaints Handling Procedure (as amended from time to time) to assess the most appropriate course of action.
- 19.3 If through application of the Tri NZ Complaints Handling Procedure a decision is made in respect of an athlete, or Member requiring a hearing before the Disciplinary Commission appointed in terms of Rule 13.3, then the athlete or Member concerned shall be given at least fourteen (14) days’ notice in writing of the proposed time and place of the hearing, unless the athlete or Member given the option chooses an earlier date and time suitable to all parties.
- 19.4 The athlete or Member concerned must be given the opportunity to be heard by the relevant Disciplinary Commission or Appeal Board and to present his or her case before any decision is pronounced.
- 19.5 The athlete or Member concerned is entitled to be legally represented before any such hearing, if that athlete or Member so chooses.
- 19.6 The decision of the Disciplinary Commission shall be binding upon the athlete or Member concerned. Nevertheless the athlete or Member concerned shall have thirty (30) days from the date of being advised in writing of the decision to appeal against that decision. Any such appeal must be lodged in writing with the Board.



- 19.7 The athlete or Member must be given fourteen (14) clear days' notice in writing of the time and place of hearing of any such appeal before the Appeal Board, or in the event that the appeal is referred to the Tribunal in accordance with Rule 13.3 then such other notice period as is provided in its rules.
- 19.8 In considering the submissions made by any athlete or Member, the Disciplinary Commission and the Appeal Board both shall have regard, at all times, to the rules of natural justice.
- 19.9 The athlete or Member may appeal the decision of the Appeal Board to the Tribunal. An appeal may only be made to the Tribunal on one or more of the following grounds:
- (a) That natural justice was denied.
 - (b) That the Appeal Board acted outside of its powers and/or jurisdiction.
 - (c) That substantially new evidence has become available after the decision which is being appealed, was made.
 - (d) That any penalty imposed by the Appeal Board was either excessive or inappropriate.

Any such appeal shall be filed within ten working days of the appellant being notified of the decision of the Appeal Board and in all other respects shall be in accordance with the rules of the Tribunal (copies of which are available from Tri NZ).

The decision of the Tribunal (including one in respect of an appeal referred to it under Rule 13.3) shall be final and there shall be no further right of appeal.

20.0 Logo

- 20.1 The Board may, as required, adopt or modify a logo for Tri NZ.

21.0 Uniform

- 21.1 The representative uniform of Tri NZ shall be approved from time to time by the Board.
- 21.2 The Board shall also, as required, determine who shall be entitled to wear the representative uniform.

22.0 Alterations to Constitution

- 22.1 With the exception of Rule 24, these rules may be rescinded, altered or added to by resolution by a two-thirds majority vote of those Members entitled to vote, and attending any Annual General Meeting or Special General Meeting of which notice has been duly given, which notice must contain particulars of the proposed alteration.
- 22.2 Notice by any Member entitled to vote of any proposed alteration to the Constitution, shall be given to Tri NZ in writing, and in the case of an alteration proposed for consideration as a special resolution at an Annual General Meeting, notice shall be given no later than the 31 May preceding the AGM. On receipt of such a notice, the Board shall cause notice of a general meeting to be sent to Members, incorporating notice of the proposed alterations.

23.0 Legal Proceedings

- 23.1 No action or legal proceedings whatsoever, whether at law or in equity, shall be taken or instituted by any Member against Tri NZ, or against any officer, member, official or commission member of Tri NZ in respect of any decision, proceeding, resolution, matter or thing whatsoever done, omitted, passed, carried or sanctioned by the Board or any club or official, and notwithstanding any irregularity in or



relating to such decision, proceeding, resolution, matter or thing. In the event of any such action or proceeding being instituted the production of these rules shall be a complete answer thereto.

24.0 Dissolution

- 24.1 Tri NZ may be dissolved by a resolution passed at a Special General Meeting of Members entitled to vote and attending of which notice of the intention to vote on dissolution has been duly given.
- 24.2 In the event of the dissolution of Tri NZ any residual net assets shall be disposed of in accordance with the directions of any Special General Meeting. However, in no circumstances shall any assets be distributed directly to any one Member or Members.
- 24.3 Notice of any Special General Meeting where it is resolved to wind up the assets of Tri NZ shall be sent to the Registrar of Incorporated Societies.
- 24.4 Tri NZ may be wound up in terms of Section 24 of the Incorporated Societies Act

25.0 Selection Disputes

- 25.1 In respect of any dispute concerning selection / non selection issues for Elite Athletes, such dispute shall be determined in accordance with the procedures set out in the then current Tri NZ selection / non selection policy documents (as may be amended from time to time).
- 25.2 In respect of any such dispute concerning age group and other athletes (other than Elite Athletes), this shall be determined by a Selection Appeal Panel appointed by the Board under Rule 13.24. The Selection Appeal Panel shall be constituted by the Board within 14 days of receipt by Tri NZ of a written notice of appeal. The Selection Appeal Panel shall decide which of its members shall act as its Chairperson, shall set its own procedures, and shall hear and determine the appeal. The Selection Appeal Panel shall give all parties a fair hearing and at all times act in accordance with the principles of natural justice. The Selection Appeal Panel's decision shall not be subject to further appeal.

26.0 Matters not elsewhere provided for

- 26.1 In the event of any matter arising which is not provided for in these rules, or relates to the proper interpretation of these rules, the same shall be determined by the Board, whose decision shall be conclusive and binding on all members. Notice of such decision shall be given to the next general meeting, and unless revoked thereat, shall be deemed to stand.



