CONSTITUTION

of

South Island Rowing INCORPORATED

(SIRI)

Incorporated Society No. 221031

Adopted at the Annual General Meeting on 19 September 2025

Commencement Date: 24 September 2025

Amended 25 September 2026

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SOUTH ISLAND ROWING INCORPORATED

CONSTITUTION

PART 1 - NAME, STATUS, PURPOSES AND POWERS

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1. NAME

1.1 The name of the incorporated society is South Island Rowing Incorporated - (SIRI).

2. STATUS

2.1 South Island Rowing Incorporated is a member of Rowing New Zealand (RNZ) (as an Associate Member Association under the RNZ Constitution) and is responsible for the acquisition, development, installation, operation and maintenance of the rowing facilities, assets, installations and improvements at Lake Ruataniwha or situated at any other property held by or under the control of SIRI.

2.2 South Island Rowing Incorporated is an incorporated society registered under the Incorporated Societies Act 2022 (Act).

3. REGISTERED OFFICE

3.1 The registered office of South Island Rowing Incorporated is 50 Kate Cameron Drive, Twizel or will be at a place in the Region as decided by the Board from time to time.

4. PURPOSES

4.1 The purposes of South Island Rowing Incorporated are to administer, promote, develop, protect and, together with its Members, deliver the sport of Rowing mainly as an amateur sport for the recreation and entertainment of the general public in the Region including by:

a. encouraging and promoting participation in Rowing at all levels in New Zealand;

b. establishing, managing, controlling and supervising an annual South Island Rowing Championship Regatta, a National Championships and all other rowing regattas on Lake Ruataniwha;

c. being responsible for the acquisition, development, installation, operation and maintenance of the rowing facilities, assets, installations and improvements at Lake Ruataniwha or situated at any other property held by or under the control of SIRI;

d. borrowing, raising money and securing the repayment thereof by debentures, bonds payable to bearer, or otherwise and either secured or not secured by mortgage or charge on all or any part of the property of SIRI, or by Bills of Exchange or promissory notes or other obligations or securities in such a manner as SIRI may determine;

e. supporting programmes (including RNZ's programmes) to support the development of rowers including those on a pathway to perform at high performance level;

f. supporting delivery of education programmes and courses (including RNZ programmes and courses) to administrators, participants, coaches and race officials, for all levels of Rowing;

g. enforcing the Rules of Rowing and regulations governing Rowing in the Region and to establish and maintain by-laws and conditions that relate to the running of events at Lake Ruataniwha;

h. encouraging, educating and promoting Rowing as a sport and South Island Rowing Incorporated and RNZ as organisations which protect and promote the safety and wellbeing of participants; have integrity including high standards of conduct; and respect the principles of fair play; and

i. maintaining membership of, and cooperating with, RNZ.

5. POWERS

5.1 South Island Rowing Incorporated has full capacity, rights, powers and privileges to carry out or undertake any activity within the Region, and to do any act or enter into any transaction, subject to this Constitution, the Act, any other legislation and the general law.

PART 2 - MEMBERSHIP

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6. MEMBERSHIP CATEGORIES

6.1 The Members of South Island Rowing Incorporated are:

a. South Island Rowing Associations

b. Individual Members (which includes, but is not limited to, rowers, coaches, managers, volunteers, officials, parents/guardians, administrators, students, and any other individuals who wish to become Members);

c. Life Members;

d. Associate Members and

e. Patron(s).

7. MEMBER ASSOCIATIONS

7.1 To become a Member Association, an applicant must:

a. be an incorporated society registered and compliant with the Act;

b. be located and operate within the South Island;

c. have its racing colours approved by the RNZ Board prior to its application to the South Island Rowing Incorporated 's Board;

d. have a constitution that is compliant and consistent with the RNZ Constitution, the RNZ Regulations, this Constitution and the South Island Rowing Incorporated 's Regulations;

e. meet such other criteria as decided by the RNZ Board.

8. INDIVIDUAL MEMBERS

8.1 Any individual may become (or be renewed as) an Individual Member if they:

a. are 18 years of age or older on the date of application (or renewal), or if not, have the consent of at least one of their parents or their guardian to become a Member;

b. wish to Participate in Rowing;

c. meet any other criteria of their Applicable Member Organisation to be a Member; and

d. have not been convicted of any category 3 or 4 offence (under the Criminal Procedure Act 2011) or any other offence under any other legislation for which a person may be imprisoned for two (2) years or more (whether imprisoned or not).

9. LIFE MEMBERS

9.1 An individual may be granted life membership of South Island Rowing Incorporated and membership of RNZ if they have rendered exceptional service to Rowing in the Region or to South Island Rowing Incorporated over an extended period of time.

9.2 South Island Rowing Incorporated will call for nominations for the Life Members not less than thirty (30) days prior to the date scheduled for an AGM. Nominations must be submitted to the Executive Secretary not less than fourteen (14) days prior to the date scheduled for AGM. The Board will consider such nominations and notify the Members of its recommendations at the AGM.

9.3 Life Members will be elected by the Delegates from the nominees recommended by the Board by Special Majority vote at the AGM.

9.4 An individual consents to becoming a Life Member of South Island Rowing Incorporated and a Member of RNZ on accepting their life membership.

9.5 The duration of membership of a Life Member is for life, subject to cessation of membership under Rule 14.

10. ASSOCIATE MEMBERS

10.1 An individual may be granted Associate membership of South Island Rowing Incorporated and membership of RNZ if they have rendered service to Rowing in the Region or to South Island Rowing Incorporated over an extended period of time.

10.2 South Island Rowing Incorporated will call for nominations for the Associate Members not less than thirty (30) days prior to the date scheduled for an AGM. Nominations must be submitted to the Executive Secretary not less than fourteen (14) days prior to the date scheduled for AGM. The Board will consider such nominations and notify the Members of its recommendations at the AGM.

10.3 Associate Members will be elected by the Delegates from the nominees recommended by the Board by Special Majority vote at the AGM.

10.4 An individual consents to becoming a Associate Member of South Island Rowing Incorporated and a Member of RNZ on accepting their Associate membership.

10.5 The duration of membership of a Associate Member is for life, subject to cessation of membership under Rule 15.

11. APPOINTED MEMBERS

11.1 The following individuals will be Appointed Members:

a. Board Members;

b. Any other individual appointed by the Board, delegated by them, to act on behalf, or under the authority, of South Island Rowing Incorporated, in any capacity; excluding the Patron and South Island Rowing Incorporated 's staff.

11.2 Appointed Members will be appointed or elected to their position in accordance with this Constitution, the Regulations, the Rules of Racing or as decided by the Board.

12. MEMBERSHIP APPLICATION, CONSENT AND DURATION

12.1 **Process to become a Member Association:** An application to become a Member Association of South Island Rowing Incorporated and RNZ must be made (using the form and method approved by RNZ) as part of, and at the same time, as applying for

Membership of RNZ. The application must be submitted to South Island Rowing Incorporated Board, which will decide if the applicant club meets the criteria in Rule 7.1 and whether to accept or decline the application in its discretion (unless decided otherwise by the RNZ Board as a result of an appeal under RNZ's Constitution).

12.2 **Process to become an Individual Member**: An application to become an Individual Member of South Island Rowing Incorporated and RNZ (including renewal of such Membership) must be made (using the form and method approved by RNZ), either:

a. in the case of an individual who wishes to be a member of a RNZ Member Club; as part of, and at the same time as, making an application to be a member of the Member Club (or renewal of such Membership); or

b. in the case of an individual who:

    i. is not a Member of a Member Club;

    ii. wishes to Participate in Rowing for South Island Rowing Incorporated;

    prior to, or at the same time as, seeking to Participate in Rowing, for which Membership of South Island Rowing Incorporated, the Applicable RNZ Member Organisations and RNZ shall be a condition of them becoming a Member; or

c. in the case of an individual who is elected or appointed to be an officer of South Island Rowing Incorporated (including as an Appointed Member) as part of, and at the same time as making their application for or being appointed or elected to the relevant position, in which becoming a Member of RNZ, and South Island Rowing Incorporated shall be a condition of their appointment to such position; and

d. in all cases, if the individual applicant is under 18 years of age on the date of application (including any application for renewal), then at the same time as their application for (or renewal of) Individual Membership, a separate application must be made by a parent or guardian of that individual, for that parent or guardian to become an Individual Member in their own right; and

e. an individual may become an Individual Member in two or more categories or capacities of Individual Membership at the same time if specified in their Member Club's Constitution, (for example, as a rower and a coach) or as a Member of two or more RNZ Member Organisations (for example, as a Member of a Member Club and as a board member of South Island Rowing Incorporated). For each such category or capacity, a separate application for Membership and consent to be a Member (including for renewal of Membership) is required in accordance with this, and the applicable RNZ Member

Organisations' constitutions. All references to an Individual Member in this Constitution means the Individual Member in all their categories and capacities, unless stated otherwise.

12.3 **Process to become Life Member, Associate Member or Appointed Member**: The process for becoming a Member as a Life Member or an Appointed Member are specified in Rule 9,10 and Rule 11, respectively.

12.4 Member Consent:

a. An applicant under Rule 12 consents to become a Member of South Island Rowing Incorporated and RNZ by making an application for (or renewal of) Membership and:
    i. for an applicant association to become a Member Association, the person completing the application must be authorised by the committee, or equivalent governing body, of the applicant Association to make such application; or
    ii. for an individual applicant who is under 18 years of age (on the date of application), both the applicant and at least one of their parents or their guardian must consent in writing to the applicant becoming an Individual Member (in addition to the parent or guardian applying to become a Member under Rule 12.3d).
b. In the case of Appointed Members, every individual must, prior to taking office, consent in writing to become a Member and certify they are not disqualified from holding office or being appointed under this Constitution or the Act.

12.5 **Duration of Membership for Member Associations:** On receipt of an application from an organisation for Membership as a Member Association (under Rule 12.1 and Rule 12.2), the Board, shall review the application and decide in its discretion (including making any enquiries as it considers necessary) whether to approve it as a Member Association. If approved, Membership as a Member Association:

a. commences upon payment by the Association of the applicable Membership fee(s), if any, to RNZ and the South Island Rowing Incorporated; and
b. continues indefinitely unless its Membership ceases under Rule 14.

12.6 **Duration of Membership for Individual Members:**

a. Upon an individual who is not a current Member making an application (using the form and method approved by RNZ) to become an Individual Member, the individual automatically commences their Membership as an Individual Member of RNZ, South Island Rowing Incorporated and any Applicable RNZ Member Organisations, on a

provisional basis, subject to Rule 12.6b, Rule 12.6c, Rule 12.6d and Rule 12.6e (for individuals wishing to renew their Membership).

b. Within ninety (90) days of an individual obtaining provisional Membership, RNZ, South Island Rowing Incorporated and any of the Applicable RNZ Member Organisations, may each decide in their discretion (having undertaken such enquiries as they consider necessary) to revoke the Membership, for any reason, including that the individual is not eligible or has failed to pay any Membership Fee or other fees that were due; and if so, their provisional Membership will be revoked upon notification to the individual concerned. The consequences of provisional Membership being revoked are the same as if the individual had been terminated from Membership (under Rule 15.6).

c. If provisional Membership is not revoked and notified to the individual by RNZ, South Island Rowing Incorporated or an Applicable RNZ Member Organisation in accordance with Rule 11.6b, the individual will automatically be deemed to be an Individual Member upon the expiry of the ninety (90) days, and their Membership continues for the period of the Membership Year, or if the application is made part way through a Membership Year, then for the balance of that Membership Year, unless it ceases prior to that date under Rule 14.

d. An individual with provisional Membership is entitled, for the period of their provisional Membership, to all the rights and entitlements, and must comply with all the obligations, of an Individual Member as set out in the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations and the constitutions and regulations of the Applicable RNZ Member Organisations.

e. An existing Individual Member who wishes to renew their Membership will automatically commence their Membership (which will not be provisional) upon making an application and being accepted, to act as a volunteer or Official at any South Island Rowing organised event or acting for South Island Rowing at events organised by other bodies.

12.7 **Appeal if Application for Member Association Declined:** If South Island Rowing Incorporated, declines Membership of an applicant Association under Rule 12.1, the applicant may appeal such decision, in writing, to the RNZ Board in accordance with the RNZ Constitution.

12.8 **Amalgamation of Member Associations**: If two (2) or more Member Associations wish to amalgamate to become one Member Association they must notify the Board.

13. RIGHTS AND OBLIGATIONS OF MEMBERSHIP

13.1 **Rights**: Members are entitled to:

a. the rights and entitlements applicable to their Category of Membership specified in this Constitution, the Rules of Racing, the Regulations and the Act;

b. if an Individual Member; Participate in Rowing with South Island Rowing Incorporated , their Applicable RNZ Member Organisations, and RNZ in accordance with, and subject to, the applicable terms and conditions of their Membership and any other terms and conditions (including eligibility requirements) applying to their Participation in Rowing, as decided by RNZ, South Island Rowing Incorporated or the RNZ Member Organisations (as applicable);

c. if a Member Association; hold events and regattas using the Rules of Racing, and other applicable RNZ Regulations and South Island Rowing Incorporated Regulations; and

d. such other rights and entitlements as decided by the Board and RNZ, from time to time.

13.2 **General Obligations**: Members acknowledge and agree that they:

a. are bound by, and will comply with, the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations, and the Rules of Racing;

b. are bound by, and will comply with the constitution, regulations, all rules, codes, standards, resolutions, decisions, policies and procedures of the board or equivalent committee of their Applicable RNZ Member Organisations;

c. to the extent applicable, are bound by and will comply with, all World Rowing Statutes, Rules, By-Laws and Regulations and all decisions taken by World Rowing;

d. are subject to the jurisdiction of RNZ, South Island Rowing Incorporated and the Applicable RNZ Member Organisations including their respective disputes and disciplinary procedures;

e. will comply with, and if a Member Club or Member School, enforce the Rules of Racing, and other applicable Regulations related to Rowing;

f. do not have any rights of ownership of, or the right to use, the property of RNZ or South Island Rowing Incorporated and may only use the Intellectual Property of RNZ and South Island Rowing Incorporated in accordance with the RNZ Constitution, the RNZ Regulations, this Constitution or the Regulations or by agreement with RNZ or South Island Rowing Incorporated respectively; and

g. will meet all the applicable requirements and obligations specified in the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations and the Rules of

Racing or as otherwise decided by the RNZ Board and the South Island Rowing Incorporated 's Board, to receive, continue to receive, or exercise any of their rights as a Member.

13.3 **Obligations for Member Associations:** In addition to the general obligations under (Rule 13.2), each Member Association will:

a. remain an incorporated society in compliance with the applicable law;

b. have a constitution (or equivalent governing rules) which is consistent, and complies, with the RNZ Constitution and this Constitution, and to provide a copy to RNZ and South Island Rowing Incorporated on request and following any amendments made to it;

c. require individuals who are or wish to become a member of the Member Association, to also become a Member of RNZ and South Island Rowing Incorporated in accordance with the RNZ Constitution, the RNZ Regulations, this Constitution, and the Regulations.

13.4 Additional Obligations for Member Associations: Additionally, each Member Association will:

a. require individuals who are or wish to Participate in Rowing for a Member Club, Member School, an Applicable RNZ Member Organisation or RNZ, to become a Member of RNZ, South Island Rowing Incorporated and the Applicable RNZ Member Organisations in accordance with the RNZ Constitution, the RNZ Regulations, this Constitution and the Regulations;

b. have and use a Member Management Process approved by the RNZ Board for all its Members or in the case of Member Schools, its students, (and their parents/guardians, if required), in accordance with the RNZ Constitution and the RNZ Regulations;

c. pay any Membership Fees and other fees due to RNZ and South Island Rowing Incorporated in accordance with Rule 15;

d. continue to comply with all the criteria to be a Member Association as applicable;

e. not become a Member of, or otherwise be affiliated to or have a proprietary interest in, any other national, regional or local Rowing organisation in New Zealand other than RNZ or a RNZ Member Organisation, unless permitted by the RNZ Board;

f. promote the interests and Purposes of RNZ and South Island Rowing Incorporated and those of the other RNZ Member Organisations, and not do anything to bring any of them into disrepute; and

g. comply with such other obligations as specified in the RNZ Constitution, the RNZ Regulations, this Constitution and the Regulations.

13.5 **Rights and Obligations of Life Members Associate Members and Appointed Members:** In addition to the general obligations under (Rule 13.2), each Life Member, Associate Member and Appointed Member has the rights and entitlements specified in this Constitution and the Regulations and the same obligations as an Individual Member under Rule 13.2, unless specified otherwise in this Constitution or the Regulations.

14. CESSATION OF MEMBERSHIP

14.1 An Individual Member, Life Member, and Appointed Member ceases to be a Member:

a. if an Individual Member, on the expiry of the Membership Year, unless their Membership is renewed (under Rule 12.6e);

b. if an Individual Member who is the parent or guardian of an Individual Member (under Rule 12.3d); upon either:

   i. the child they are the parent or guardian of, becoming 18 years of age; or
   ii. the termination of the child as an Individual Member;

c. upon their death;

d. by giving notice of their resignation from Membership, in the manner specified in the constitutions or regulations of the Applicable RNZ Member Organisations;

e. if their Membership is terminated due to no longer being Eligible under Rule 9.1;

f. if their Membership is terminated due to a default in payment under Rule 15.2;

g. if their Membership is terminated following a dispute resolution or disciplinary process or other process specified in this Constitution, the Regulations or the Rules of Racing;

h. if, for any other reason, their Membership ends or ceases in accordance with the constitutions of the Applicable RNZ Member Organisations;

i. if an Appointed Member, they cease to hold the relevant position with South Island Rowing Incorporated, whether due to their resignation, expiry of term of office, removal or otherwise; and

j. as otherwise stated in the RNZ Constitution.

14.3 **A Member Association ceases to be a Member:**

a. upon its liquidation, removal from the Register of Incorporated Societies, dissolution, entering into administration, or ceasing its operations;

b. if its Membership is terminated under this Constitution and the Regulations;

c. if its Membership is terminated by an RNZ under its constitution; or

d. if its Membership is terminated by RNZ following a dispute resolution or disciplinary process or other process specified or referred to in the RNZ Constitution, the RNZ Regulations or the Rules of Racing.

14.4 A Member who ceases to be a Member:

a. automatically ceases Membership of all the Applicable RNZ Member Organisations upon their cessation, unless an Individual Member is also a Member in another category or capacity and the cessation of Membership in one such category or capacity did not occur due to termination of Membership under Rule 14.1d, Rule 14.1e, Rule 14.1f or Rule 14.1g, in which case their Individual Membership in the other category or capacity of Membership will continue, subject to this Constitution;

b. remains responsible to pay all outstanding Membership Fees and other fees due to the Applicable RNZ Member Organisations;

c. must return all property of the Applicable RNZ Member Organisations; and

d. ceases to be entitled to any rights as a Member but continues to be bound by any obligations as a Member which survive their Membership under this Constitution, the Regulations, and the Rules of Racing, (including all dispute and disciplinary rules), unless the RNZ Board decides otherwise.

14.5 Any Member who ceases to be a Member under Rule 14.1 or Rule 14.2 must notify their Applicable RNZ Member Organisations of such cessation, which must, in turn, notify RNZ of the cessation of Membership. RNZ will adjust the Members' Register accordingly.

15. SUSPENSION, SANCTIONS AND TERMINATION OF MEMBERSHIP

15.1 **Grounds for Suspension or Termination**: A Member may be suspended or terminated from Membership of South Island Rowing Incorporated or have sanctions imposed, if the Member:

a. defaults in payment under Rule 15.2;

b. is suspended or terminated by South Island Rowing Incorporated in accordance with this Constitution or the Regulations;

c. is suspended or terminated by the Board or has sanctions imposed on them, under this Rule;

d. is suspended or terminated under the RNZ Constitution or the constitution of another Applicable RNZ Member Organisation.

15.2 **Default**: If a Member has not paid the Membership Fee (if any) or any other fees or payments due to South Island Rowing Incorporated by the due date:

a. South Island Rowing Incorporated will give the Member notice of the payment(s) due with a further date for payment, being not less than thirty (30) days from the date of the notice; and

b. if payment is not made by the due date stated in the notice or other agreed date, the Member will be in default from that date and automatically terminated from Membership, unless the RNZ Board or the Board agrees to an alternative agreed payment plan. If the Member then defaults on the agreed payment plan, the Member will be in default and automatically terminated from Membership.

c. An Individual Member who has not renewed their membership under 12.6.e for three (3) consecutive seasons will be in default and automatically terminated from Membership.

15.3 **Suspension, Sanctions or Termination by Board:**

a. The Board may suspend the Membership of a Member for up to twelve (12) months, impose other sanctions or terminate their Membership, if:

    i. a Hearing Body or any other body having jurisdiction over a Member recommends such action or imposes a sanction;
    ii. the Board, or any individual(s) appointed by it, considers after reasonable enquiry that the Member did not comply with this Constitution, a Rule, a Regulation, any Rules of Racing or any resolution or decision decided by the Board or at a General Meeting; or
    iii. where the Member is an Individual Member; they are no longer eligible to be a Member under Rule 9.1e.

b. Before any suspension, sanction or termination is imposed by the Board on a Member:

i. they will be given twenty-one (21) days' notice of the proposal to suspend, impose a sanction or terminate the Member, unless the proposal arises from a Member's failure to comply with any one or more of the applicable Membership criteria under this Constitution, in which case three (3) months' notice will be given; and

ii. has the right to be present, make submissions and be heard on the proposal to suspend, impose any sanction or to terminate the Member.

15.4 **Appeal**: There is no right of appeal of a decision made under Rule 15.3.

15.5 **Reinstatement:**

a. Subject to Rule 15.5b and Rule 15.5c, Membership which has been terminated under this Constitution may be reinstated at the discretion of the South Island Rowing Incorporated Board, within such period as it considers appropriate, provided that any payments owing to any RNZ Member Organisation or RNZ have been fully repaid. In deciding whether to reinstate a Member, the Board may take into account whether the matter giving rise to the termination has been rectified or remedied, or whether any sanction imposed has been served.

b. Membership of a RNZ Member Organisation that was terminated under or on the recommendation of a disputes or disciplinary process, will not be reinstated without the approval of the RNZ Board.

c. Membership that has been terminated by decision of an Applicable RNZ Member Organisation may be reinstated in accordance with its constitution and regulations.

d. Reinstatement to Membership under this Rule will mean the individual or organisation is reinstated to Membership of RNZ, South Island Rowing Incorporated and the Applicable RNZ Member Organisations, without the need for separate applications to each entity.

15.6 **Consequences of Suspension or Termination of Membership**: Where any Member's Membership is suspended or terminated by RNZ, South Island Rowing Incorporated or an Applicable RNZ Member Organisation, the following consequences apply to the Member for the period of the suspension, or indefinitely if terminated:

a. the suspension or termination applies to the Member's Membership of RNZ, South Island Rowing Incorporated and all the Applicable RNZ Member Organisations;

b. if the Member is suspended, they continue to be bound by the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations, the Rules of Racing and the constitutions

and regulations of the Applicable RNZ Member Organisations' including all of their obligations during the period of suspension;

c. the Member forfeits all rights and entitlements it has a Member under the RNZ Constitution, the RNZ Regulations, this Constitution, the Regulations, the Rules of Racing and the constitutions and regulations of the Applicable RNZ Member Organisations;

d. the Member may not make any claim upon RNZ or South Island Rowing Incorporated and their property, nor use any RNZ or South Island Rowing Incorporated property including their respective Intellectual Property;

e. if the Member is an Individual Member, is not entitled to Participate in Rowing with any RNZ Member Organisation, South Island Rowing Incorporated or RNZ;

f. if the Member is a Member Association, is not entitled (if it had the right to do so) to call, attend, be represented at, speak, move or second motions, or vote at any General Meeting, or a Resolution Outside of a Meeting; and

g. if the Member is a Member Association, is not entitled to permit any of its Members or officials to Participate in Rowing with any RNZ Member Organisation, South Island Rowing Incorporated or RNZ.

16. MEMBERSHIP AND OTHER FEES

16.1 In addition to any Membership Fees payable to RNZ, Member Associations must each pay the South Island Rowing Incorporated's Event Fees as are applicable. The South Island Rowing Incorporated's Event Fees must be approved, on the recommendation of the Board, by a Majority at a General Meeting of South Island Rowing Incorporated.

16.2 Individual Members may be required to pay an Event Fees or other fees to South Island Rowing Incorporated (in addition to any fees payable to RNZ and their Applicable RNZ Member Organisations), such fee (if any) to be decided by the Board from time to time. Before deciding any fees under this Rule, the Board must consult with the Member Clubs on any proposal to impose (or change) fees payable by Individual Members; by giving them not less than sixty (60) days' notice of the proposal and the opportunity to provide feedback on it to the Board.

16.3 In deciding Event Fees under this Rule, there may be different fees for different types of Members within a Category of Membership.

17. REGISTER OF MEMBERS

17.1 RNZ and South Island Rowing Incorporated will keep an up-to-date Members' Register at all times.

17.2 For each Member, the Members' Register will set out the details about every Member as required by law, and any other information reasonably required by the RNZ Board and the Board.

17.3 Any Member Club may request access to the list of its Individual Members held by South Island Rowing Incorporated or RNZ but will not be entitled to an Individual Member's Contact Details unless that Individual Member has given their consent for disclosure of those details.

17.4 A Member must provide notice to South Island Rowing Incorporated or RNZ of any change to their Contact Details or, in the case of a Member Association, any change to the Contact Details of the Member Association itself. The Members' Register will be updated as soon as practicable after RNZ, or South Island Rowing Incorporated, becomes aware of changes of the information recorded in the Members' Register.

PART 3 – GOVERNANCE

18. OFFICERS

18.1 **Officers**: The Officers of South Island Rowing Incorporated are the Board Members, the Executive Secretary, the Treasurer and any other person occupying a position in South Island Rowing Incorporated that allows the individual to exercise significant influence over the management or administration of South Island Rowing Incorporated.

a. Board Members are appointed under 23.4

b. The Executive secretary is chosen by the Board at the first meeting after the AGM and may be a board member or a non-voting officer.

c. The Treasurer is chosen by the Board at the first meeting after the AGM and may be a board member or a non-voting officer.

18.2 **Qualified Officers**

a. Every Officer must, in writing, do the following to be qualified under the Act:

i. consent to being an Officer; and

ii. certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act.

b. If an Officer ceases to be qualified, the individual will automatically be deemed to have vacated their office upon the occurrence of circumstance or the decision which resulted in their disqualification. If an employee becomes disqualified, the terms and conditions of their employment or engagement with South Island Rowing Incorporated will apply instead.

18.3 **Duties of Officers**: The Officers shall comply with their duties under the Act.

An Officer:

a. when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of South Island Rowing *Incorporated;*

b. must exercise a power as an Officer for a proper purpose;

c. must not act, or agree to South Island Rowing Incorporated acting, in a manner that contravenes the Act or this Constitution;

d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of South Island Rowing Incorporated, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

e. must not agree to the activities of South Island Rowing Incorporated being carried on in a manner likely to create a substantial risk of serious loss to South Island Rowing Incorporated's creditors or cause or allow the activities of South Island Rowing Incorporated to be carried on in a manner likely to create a substantial risk of serious loss to South Island Rowing Incorporated's creditors;

f. must not agree to South Island Rowing *Incorporated incurring* an obligation unless the Officer believes at that time on reasonable grounds that South Island Rowing Incorporated will be able to perform the obligation when it is required to do so; and

g. when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

i. an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

ii. a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or

any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority, if the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

18.4 **Cessation from Office**: An individual ceases to be an Officer, if the individual:

a. resigns in accordance with the Act;

b. becomes disqualified from being an Officer under the Act;

c. dies;

d. are a Board Member and become ineligible to be a Board Member (under Rule 20.2);

e. if the Officer is a Board Member, is removed from office in accordance with Rule 28.2; or

f. is an employee, and their employment or contract of engagement is terminated;

g. is terminated as, or cease to be, a Member under this Constitution; or

h. otherwise vacates their office resulting in a Casual Vacancy.

19. BOARD ROLE AND POWERS

19.1 **Role**: Except as specified otherwise in the Act or this Constitution, the Board is responsible for governing, managing, directing and supervising the operation and affairs of South Island Rowing Incorporated.

19.2 **Powers**: The Board has all the powers necessary to carry out its role and to do all things that are not expressly required to be undertaken at a General Meeting under this Constitution or are specified otherwise in the Act or this Constitution.

19.3 **Delegations:** The Board will, through clearly defined delegations of authority, delegate to its representatives the day-to-day management, direction and supervision of the operations and affairs of South Island Rowing Incorporated.

20. BOARD COMPOSITION

20.1 **Size**: Subject to this Constitution, the Board shall comprise of eight (8) Board Members, as follows:

a. Eight (8) Nominated Board Members, elected in accordance with Rule 24; and

b. the Board may co-opt one (1) additional Board Member, for a term of no more than two (2) years, if it considers it needs specific skills, experience, or attributes to complement those Appointed Board Members.

20.2 **Eligibility to be a Board Member:** No person may become, or remain as, a Board Member who is:

a. not qualified under the Act to be an Officer;

b. not ordinarily resident within New Zealand;

c. an employee of South Island Rowing Incorporated or RNZ; or

d. is otherwise ineligible under this Constitution including being under suspension or terminated as a Member.

20.3 **Gender:** *SIRI and it's Associations endeavour to have equal representation of each gender on the Board.*

20.4 **Appointment:** At the first Board meeting following each AGM, the Board shall appoint one (1) of the Board Members to be the Board Chair and another to be the Deputy Chair.

20.5 **Role:** The role of the Chair is to represent South Island Rowing Incorporated and lead the Board. Their responsibilities are to:

a. represent South Island Rowing Incorporated at relevant events, functions and other activities, as requested by the Board;

b. chair meetings of the Board;

c. be a member of the Board;

d. chair general meetings of members

e. be the primary liaison between the Board and the Member Associations and

f. undertake such other responsibilities specified in this Constitution or delegated to them by the Board.

20.6 **Term:** The term of office for the Chair, and Deputy Chair (if any), will be one (1) year:

a. commencing at the Board meeting at which they are appointed; and

b. ending at the commencement of the first Board meeting held after the next AGM following their appointment, unless the Board decides to change the Chair or Deputy Chair (under Rule 20.5), they resign from the position of Chair or Deputy-Chair, (as applicable) or their term of office as a Board Member ceases for any reason prior to that date.

20.7 **Unavailability**: If the Chair is temporarily unavailable during their term to carry out any of their responsibilities for any reason, the Deputy Chair (if any) or the Deputy Chair is also unavailable, then another Board Member appointed by the Board), will undertake the responsibilities of the Chair during such period of unavailability.

20.8 **Change:** The Board may change the Chair or Deputy Chair to another Board Member for any reason during the term of office of the Chair or Deputy Chair by Special Majority of the Board.

20.9 **Vacancy:** If a Casual Vacancy arises in the position of the Chair or Deputy Chair, the Board will appoint another Board Member to be the Chair, and may appoint a replacement Deputy Chair, for the balance of the term of the vacating Chair or Deputy Chair.

21. TERM OF OFFICE

21.1 **Term**: Subject to this Constitution, a Board Member's term of office will be for a term eight (8) years made up of four (4) two (2) year terms:

a. for Nominated Board Member:

i. commencing at the conclusion of the AGM at which they were elected; and

ii. ending at the conclusion of the AGM held approximately eight (8) years later; unless a Casual Vacancy arises in their Nominated Board Member position (under Rule 23) prior to the expiry of their term;

21.2 **Maximum Term:** Subject to this Constitution, Board Members may be re-elected to the Board for up to a maximum of eight (8) consecutive years of office.

21.3 **Additional Term if Necessary:** Member Associations may, on recommendation from the Board by Majority at the AGM held before the Board Member's term is due to expire, re-nominate a Board Member as an Nominated Board Member for a further (1) year, where they consider it necessary for the maintenance of suitable skills and experience on the Board.

21.4 **Stand Down:** Subject to Rule 22.3 (Additional Term if Necessary), a Board Member who has served the maximum term of office may seek re-election or re-appointment to the Board after a stand down period of at least twelve (12) months.

22. CASUAL VACANCIES

22.1 A Casual Vacancy on the Board will arise if a Board Member:

a. notifies the Board of their resignation prior to the expiry of their term of office;

b. is removed from office (under Rule 28.2);

c. is absent from three (3) or more consecutive Board Meetings without having their absence approved by the Chair or without reasonable excuse;

d. is disqualified from being an Officer under the Act;

e. is no longer Eligible to be a Board Member (under Rule 20.2);

f. dies; or

22.2 If a Casual Vacancy arises on the Board, the Member Association that the departing Board Member represents must appoint an individual who is Eligible to be a Board Member, unless the AGM is within six (6) months of the vacancy arising, in which case the position may be left vacant until the AGM.

22.3 The term of office for a Board Member appointed to fill a Casual Vacancy, will only be for the period until the next AGM, at which time an election or an appointment (as applicable) will be made for the vacant position in accordance with Rule 23.

22.4 If the term of office of an individual appointed to fill a Casual Vacancy under this Rule is less than twelve (12) months, it will not be counted for the purposes of their maximum term of office (under Rule 22.2).

23. BOARD APPOINTMENT PROCESS

23.1 **Board's Nominations:** each Member Association shall appoint two (2) Board Members

23.2 **Notify Vacancies:** Not later than ninety (90) days prior to the date scheduled for each AGM, the Executive Secretary will notify the Member Associations of the Board Member positions that are or will become vacant. These vacancies will also be advertised publicly and on the South Island Rowing Incorporated's Website.

23.3 Nominations and Applications:

a. Only individuals who are Eligible to be a Board Member under Rule 20.2 may be nominated or apply to become a Board Member.

b. Nominations for any Appointed Board Member positions that are or will become vacant must be submitted by the Member Association of the Board Member who is retiring or has vacated their position. Applications for Board Member positions that are or will become vacant may be made by any individual to the Member Association.

c. Nominations must be made in the form and manner required by South Island Rowing Incorporated (including the nominee consent to become a Member) and received by the Executive Secretary by not later than thirty (30) days prior to the AGM.

23.4 Appointed Member Process at AGM:

a. At the AGM the members will be advised of the Member Association appointments

24. BOARD MEETINGS AND PROCEDURE

24.1 **Frequency & Notice of Meetings:** Board meetings may be called on reasonable notice at any time by the Chair or two (2) Board Members with notice generally being not less than fourteen (14) days' unless there is urgency. Generally, the Board will meet regularly as agreed by the Board.

24.2 **Methods of Meetings:** A meeting of the Board may be held by a quorum of Board Members either:

a. being physically present together at the time and place appointed for the Board meeting (In Person); or

b. participating in the meeting by audio link, audio-visual link or other online or electronic means (Online); or

c. by any one or more Board Members attending by a combination of In Person and Online methods (Hybrid);

d. provided that those participating can hear each other simultaneously. A Board Member is deemed to be present by attending or a participating in a meeting by any of these methods.

24.3 **Board Resolutions Outside of Meetings:** A resolution in writing, signed or consented to by email or other form of visible or other electronic communication, by approval of a Majority of the Board, will be valid as if it had been passed at a meeting of the Board.

24.4 **Quorum:** At all meetings of the Board, or for a Board Resolution Outside of a Meeting, five (5) Board Members attending or participating will constitute a quorum. The quorum must be present for the duration of the meeting.

24.5 **Majority:** Unless specified otherwise in this Constitution, decisions of the Board will be made if a Majority of Board Members are in favour.

24.6 **Voting:** Each Board Member will be entitled to have one vote for each proposed decision at a Board meeting or on any Board Resolution Outside of a Meeting. Voting at Board meetings will usually be by voice, show of hands, or if requested by any two (2) Board Members, secret ballot. Proxy voting is not permitted at Board meetings.

24.7 **Casting Vote:** In the event votes are tied, the Chair (or their replacement if applicable under Rule 21.4) will not have a casting vote, and the proposed resolution will be lost.

24.8 **Notifying Board Decisions**: All decisions of the Board affecting Members must be promptly notified to Members.

24.9 **Minutes**: The Board must ensure that minutes are kept for all meetings of the Board.

25. BOARD COMMITTEES

25.1 The Board may appoint such Board Committees as it considers appropriate to assist it in carrying out its responsibilities.

25.2 The membership of any Board Committee will be decided by the Board and will usually comprise of Board Members (including the chairperson of any such committee who will be a Board member) and may include independent experts.

25.3 The Board will decide the terms of reference for each Board Committee.

26. SUSPENSION AND REMOVAL OF A BOARD MEMBER

26.1 **Suspension**: If a Board Member is alleged to have, is given notice of, or charged with any of the following, the remaining Board Members may by Special Majority in favour suspend the Board Member concerned from the Board, pending the determination of the allegation, notice or charge:

a. the Board Member is alleged to have been involved in, or is charged with, or is given notice by a Relevant Authority of a proposal to make an order or finding against that Board Member of any circumstances which if made will result in them not being Eligible to be a Board Member;

b. the Board Member is suspended or has their Membership suspended, or has a sanction imposed on them, by a RNZ Member Organisation; or

c. the Board Member is alleged to have breached any of the duties as an Officer under the Act.

i. A suspension may only be imposed following reasonable enquiries by the Board and giving the Board Member concerned a right to be heard.

26.2 **Removal of a Board Member**: A Board Member may by Special Majority in favour, either at a Board Meeting or by the Delegates at an SGM called for this purpose, be removed from the Board before the expiry of their term of office if the Board or the Delegates consider that the Board Member:

a. has seriously breached any of their duties under this Constitution or the Act;

b. has an order or finding against them by a Relevant Authority of any circumstances which if made will result in them not being Eligible to be a Board Member (under Rule 20.2);

c. did not, or is unable to, materially comply with this Constitution, the Regulations, the Rules of Racing (if applicable), or any decision of a General Meeting or the Board;

d. has engaged in Misconduct including acting in a manner unbecoming or prejudicial to the Purposes and interests of South Island Rowing Incorporated;

e. is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring South Island Rowing Incorporated into disrepute, or which may be prejudicial to the Purposes or the interests of South Island Rowing Incorporated if they remain as a Board Member; or

f. has been suspended or terminated as a Member or had any sanction or penalty imposed on them, by RNZ or any RNZ Member Organisation.

26.3 **Right to be Heard:** Before any decision for removal is made under Rule 28.2, the Board Member concerned:

a. will be given not less than fourteen (14) days' notice of the proposal to remove them;

b. has the right to make written submissions in advance of the decision; and

c. has the right to be present, make oral submissions and be heard by the Board or the Delegates (as applicable).

28. CONTACT PERSONS

28.1 At its first meeting following each AGM, the Board must appoint or reappoint a Contact Person, subject to that person meeting the eligibility criteria set out in the Act. The Executive Secretary or other person is appointed at the Board's discretion and does not need to be an Officer of South Island Rowing Incorporated. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

29. PATRON

29.1 **Patron(s):** The Patron(s) shall be elected by majority vote at the Annual General Meeting.

a. The Patron(s) of South Island Rowing Incorporated will be elected annually as follows:

ii. **Nomination:** South Island Rowing Incorporated will call for nominations from Member Associations for the Patron(s) not later than sixty (60) days prior to date scheduled for the AGM. Only individuals who would be Eligible to be a Board Member under Rule 20.2, may be nominated. Nominations must be made by Member Association in the form and manner required by South Island Rowing Incorporated (including the nominee's consent to become the Patron and an Appointed Member) and submitted to the Executive Secretary not less than thirty (30) days prior to the date scheduled for AGM.

iii. **Election:** The Patron(s) will be elected by the Delegates from amongst the eligible nominee/s. The procedure for election will be on the recommendation of the board the meeting will elect the Patron(s).

b. **Term:** The term of office for the Patron(s) is one (1) year commencing at the conclusion of the AGM at which they are elected and ending at the conclusion of the next succeeding AGM. The Patron(s) is eligible to be reappointed. In the event there is a Casual Vacancy in the position of Patron, it will remain vacant until the next AGM, at which time an election will be held under this Rule.

c. **Role**: The role and responsibilities of the Patron are to:

i. represent and promote South Island Rowing Incorporated in a figurehead capacity at relevant South Island Rowing Incorporated and other events, functions and activities as required by the Board;

ii. together with the Board and management, liaise with the Members to

provide feedback to the Board; and

iii. undertake such other responsibilities as requested by the Board.

d. **Attendance at Meetings:** The Patron(s) is not expected to attend meetings of the Board but may be invited to attend meetings of the Board from time to time and is entitled to speak but not vote. The Patron(s) is expected to attend and is entitled to speak at General Meetings but is not entitled to move or second motions or vote.

30. CONFLICTS OF INTEREST

30.1 **Interested in a Matter:** An Officer (including a Board Member) may be interested in a Matter as defined in the Act and extended to include non-financial interests as specified in the Board's conflicts of interest policy.

30.2 **Interests Register:** The Board must keep an Interests Register. An Interested Member must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the Interested Member becomes aware that they are Interested in the Matter and to include it in the Interests Register.

30.3 **Obligations if Interested in a Matter:** An Interested Member:

a. must not vote in the decision of the Board or Board Committee relating to the Matter unless all members of the Board or Board Committee (as applicable) who are not Interested in the Matter consent;

b. must not sign any documents relating to the Matter unless all members of the Board or the Board Committee (as applicable) who are not Interested in the Matter consent; and

c. may take part in any discussion of the Board or Board Committee (as applicable) relating to the Matter and be present at the time of the decision of the Board or Board Committee, as applicable (unless the Board or Board Committee decides otherwise).

30.4 **No effect on quorum:** An Interested Member who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any Board or Board Committee meeting (as applicable) at which the Matter is considered.

30.5 **If 50% or more Interested:** If in a Board Committee meeting there are fifty percent (50%) or more committee members Interested in any Matter, the Board Committee will refer the Matter to the Board for consideration and decision. If in a Board meeting there are fifty percent (50%) or more Board Members Interested in any Matter, the Board must call a SGM for the relevant Matter to be decided by the Delegates.

PART 4 - GENERAL MEETINGS AND VOTING

31. METHOD OF MEETINGS

31.1 **Methods:** A General Meeting may be held by any one of the following methods (as decided by the Board), by the Delegates and other permitted attendees:

a. being physically present together at the time and place appointed for the meeting (In Person);

b. participating in the meeting by means of audio link, audio-visual link or other online or electronic means (Online); or

c. by a combination of In Person and Online methods (Hybrid).

31.2 **Presence**: Participation of a Delegate or other attendee at a General Meeting held In Person, Online or Hybrid will constitute the presence of that individual at the meeting for the purposes of this Constitution.

31.3 **Conditions:** Where a General Meeting is held Online or by the Hybrid method, the chairperson must ensure:

a. they can determine who is in attendance;

b. the meeting is run in a manner that ensures each Delegate in attendance is given a fair opportunity to be heard;

c. each Delegate and attendee, at all times, must be able to hear the other participating Delegates and attendees when speaking; and

d. on any vote cast, a Delegate must be given a fair opportunity to cast their vote.

32. ANNUAL GENERAL MEETINGS (AGMs)

32.1 **Timing:** An AGM must:

a. be held not later than six (6) months after the end of each Financial Year and not later than fifteen (15) months after the previous AGM, on a date decided by the Board; and

b. be held by any method under Rule 30.1 as decided by the Board but will usually be held In Person.

32.2 **Venue:** If the AGM is held In Person or using a Hybrid method, the venue will be Twizel or in exceptional circumstances an alternative venue decided by the Board.

32.3 **Business:** The business of the AGM must include the following:

a. confirm the Delegates, the quorum and the total votes available;

b. approve the minutes of the previous AGM, and any other General Meeting held since the previous year's AGM, as a true and correct record;

c. present the Board's Annual Report for the preceding Financial Year;

d. present the audited Annual Financial Statements, including the Auditor's report on them;

e. present the Annual Project Plan of South Island Rowing Incorporated and progress against the objectives it in the preceding Financial Year;

f. discuss disclosures of any conflicts of interests made by Officers;

g. appoint the Auditor for the next Financial Year, on the recommendation of the Board;

h. approve the appointment of the Patron(s);

i. elect any Life Members, on the recommendation of the Board;

j. elect any Associate Members, on the recommendation of the Board;

k. decide any motions properly notified to amend this Constitution;

l. consider matters of general business notified in accordance with this Constitution, for recommendation to the Board; and

m. present any awards in accordance with the Regulations.

33. SPECIAL GENERAL MEETINGS (SGMs)

33.1 An SGM:

a. may be called by the Board at any time; or

b. must be called by the Board within thirty (30) days of the Executive Secretary receiving a written request from a Member Association, (if Financially Current) stating the purpose of the SGM and the specific motion to be voted on, which request has been seconded in writing by another Member Association (if Financially Current); and

c. may be held by any method under Rule 30.1 as decided by the Board; and

d. can only consider the specific motion for which the SGM has been called.

34. NOTICES OF GENERAL MEETINGS

34.1 **Documents:** Notices and all other documents referred to in this Part 4 of the Constitution relating to a General Meeting must be notified to all Members, Board Members and Appointed Members. Notices and documents will be notified to

Member Associations directly and for Individual Members, by publishing them on the South Island Rowing Incorporated 's Website.

34.2 **Notice Period**: The Executive Secretary will give not less than sixty (60) days (for an AGM) and not less than thirty (30) for an SGM, unless the Board considers it is urgent (in which case seven (7) days), notice of:

a. the date, time, method of meeting including the venue, if In Person or a Hybrid method, of the General Meeting;

b. the date and time by which notification of the Delegates and Members wishing to attend, is to be received by the Executive Secretary;

c. for AGMs, the number of vacancies or anticipated vacancies in Elected Board Member positions; and

d. for AGMs, the process and closing date(s) (which will usually be thirty (30) days, prior to the date scheduled for the AGM) for Member Associations (if Financially Current) to submit (in writing) to the Executive Secretary any nominations for Life Members, the Patron(s) or any Elected Board Members to be elected at the AGM and any other items of business (under Rule 31.2).

34.3 **Agenda**: Not less than seven (7) days before the date of a General Meeting, the Executive Secretary will notify all Members of the agenda for the meeting. For an AGM, the agenda will include the items of business (and all relevant documents related to them) as specified in Rule 31.2.

34.4 **Business Received**: No business can be transacted at a General Meeting unless notice of it has been sent to the Executive Secretary by the Board, a Member Association (if Financially Current) in accordance with this Constitution. The Board may consider and provide recommendations on all items of business notified by a Member Association.

34.5 **Irregularity, Errors or Omissions in Procedure**: Any irregularity, error or omission in notices, agendas and papers for a General Meeting or omission to give notices within a timeframe or omission to give notices to all persons entitled to receive notice, and any other error in the organisation of a General Meeting does not invalidate nor prevent the General Meeting from proceeding if:

a. the chairperson in their discretion decides that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; and

b. a motion to proceed is proposed and approved by a Special Majority of Delegates.

35. ATTENDANCE AND DELEGATES

35.1 **Attendance**: All Members will be entitled to attend a General Meeting but only Delegates of Member Associations may speak, move and second motions and vote (unless specified otherwise in this Constitution).

35.2 **Speaking Rights**: Any Member or other person invited to the meeting, may on the invitation of the chairperson, speak to an item of business at a General Meeting, however the chairperson may, in their sole discretion, confine discussion on the matter to the Delegates.

35.3 Delegates:

a. Each Member Association (if Financially Current) will be entitled to appoint two (2) Delegates to attend a General Meeting.

b. Each Delegate (as decided by the committee of each Member Association must be notified to the Executive Secretary by the date specified in Rule 33.2b (which must be not later than three (3) days prior to each General Meeting). If, after such notification, a Delegate becomes unavailable, an alternative Delegate may be appointed by the Member Association, provided it is notified to the Executive Secretary prior to the scheduled commencement of the General Meeting.

c. Each Delegate may represent only one Member Association at a General Meeting, and no proxies are permitted.

d. The chairperson and Board Members cannot be Delegates at a General Meeting.

35.4 **Not Financially Current:** A Member that is not Financially Current may attend a General Meeting but is not entitled to any other rights they would otherwise be entitled to, including to speak, move or second motions or vote (if applicable).

36. VOTING

36.1 **Voting Rights:** Only Delegates may vote at a General Meeting. Each Delegate must vote in accordance with any instructions given to them by the Member Association which appointed them.

36.2 **Vote Count**: Each Member Association will be entitled to two (2) votes on each motion or in an election, which votes may be exercised separately where more than one Delegate is present, or if the Member Association so desires, by one of its Delegates who has been provided authority to exercise both votes.

36.3 **Vote Threshold:** Except for elections or as otherwise provided in this Constitution, all motions proposed at a General Meeting will be decided by a Majority vote of the Delegates.

36.4 **Method of Voting:** Voting is to be conducted by voices, a show of hands or in the case of an Online or Hybrid meeting, may be undertaken by Electronic Vote as decided by the chairperson of the meeting, unless a secret ballot is called for by at least two (2) Member Associations, (if Financially Current) and approved by a Majority of the Delegates. Proxy voting is not permitted.

36.5 **Casting Vote:** The chairperson will not have a casting vote in the event of an equality of votes on a motion and the motion will be lost.

36.6 **Scrutineers**: For each General Meeting the Delegates will appoint not less than two (2) Scrutineers (who cannot be Delegates, Officers, or employees of South Island Rowing Incorporated). They will count the valid votes, decide and inform the chairperson whether the motion is carried, lost or tied in accordance with the requisite Majority in this Constitution; or in the case of an election, the outcome of it. The procedures of the Scrutineers may be specified in the Regulations.

36.7 **Chairperson's Declaration**: The chairperson will declare the result of each vote (including the number of votes in favour, against or that abstained) once voting is complete. The chairperson's declaration of the result will be conclusive.

37. QUORUM

37.1 No business will be transacted at a General Meeting unless a quorum is present at all times during the meeting. Delegates representing at least 3 of Member Associations, (which are Financially Current), present at a meeting (in accordance with Rule 30) will constitute a quorum at a General Meeting.

37.2 If a quorum is not reached within thirty (30) minutes of the scheduled commencement time:

a. if at an SGM, the meeting will not proceed and cannot be reconvened;

b. if at an AGM, the meeting will be adjourned to another time on the same day as decided by the Board (second meeting) and if at that second meeting, a quorum is not reached within thirty (30) minutes of the rescheduled commencement time, the General Meeting will be adjourned to another date and time decided by the Board (third meeting), with at least twenty–one (21) days' notice of the new date and time being notified to Members. The Delegates present at any such third meeting will be deemed to constitute a valid quorum and the meeting may proceed.

38. CHAIR OF GENERAL MEETINGS AND MEETING PROCEDURE

38.1 **Chairperson:** The Board Chair will chair General Meetings. If the Board Chair is unavailable or unwilling to be the chair, the Deputy Chair of the Board or, if they are unavailable or unwilling to be the chair, another member of the Board (appointed by the Board) will chair the meeting.

38.2 **Procedure:** The chairperson regulates the proceedings at each General Meeting and will make such decisions as they consider appropriate on the procedure of the meeting, subject to this Constitution and any applicable Regulations.

38.3 **Minutes**: Minutes of all General Meetings shall be kept and emailed to each Member Association, The Patron(s) and Life Members. They shall also be available upon request by any Member in accordance with the Act.

39. MEMBERS' RESOLUTIONS OUTSIDE OF MEETINGS

39.1 **Types of Resolutions**: Decisions of Delegates may be made outside of General Meetings for any matter which could otherwise be decided at a General Meeting (unless this Constitution specifies otherwise) that the Board considers should be decided within thirty (30) days or less, or in the case of an Urgent Resolution, within seven (7) days.

39.2 **Process for Resolutions**: Members' Resolutions Outside of a General Meeting will be conducted as follows:

a. not less than fourteen (14) days' notice will be given by the Executive Secretary to the Members of the proposed resolution(s) to be voted on, or in the case of any appointment or election, the nominees. The date and time by which the votes for any such resolution,

or appointment or election, will be received will be decided by the Board and included in the notice. If it is an Urgent Resolution not less than three (3) days' notice is required and the reason for the urgency is to be stated;

b. the Delegates will be notified to the Executive Secretary by the date and time specified in the notice prior to the closing time for voting. The minimum number of Delegates who must participate in voting is the same as the quorum for a General Meeting. Participation in voting by a Delegate shall constitute their presence for the purposes of this Constitution;

c. voting will be conducted by Electronic Voting. Delegates are entitled to vote on the same basis as at a General Meeting;

d. the votes must be received in the manner, specified by the Executive Secretary, by the date and time stated on the notice in Rule 41.2a;

e. a resolution proposed under this Rule is only carried if there is a Special Majority of votes in favour of the resolution, even if the resolution would otherwise require approval by a Majority if it had been voted on at a General Meeting under this Constitution, except that where a resolution is to fill a vacancy arising in the position of the Patron, an Elected Board Member, the outcome will be decided under Rule 28 or Rule 23.4 ; and

f. the chairperson will declare the result of any such resolution (including the number of votes in favour, against or that abstained) and their declaration will be conclusive. All Members will be notified of the result as soon as possible and within three (3) days of the vote closing.

PART 5 – RULES, REGULATIONS, RULE CHANGES AND COLOURS

40. SOUTH ISLAND ROWING INCORPORATED'S REGULATIONS

40.1 Regulations for the better governance, conduct, and control of South Island Rowing Incorporated and Rowing in the Region may be made, amended or repealed by the South Island Rowing Incorporated Board provided that:

a. they are consistent with Purposes of South Island Rowing Incorporated;

b. they are not contrary to the RNZ Constitution, the RNZ Regulations, this Constitution, the Act or any other applicable laws;

c. they are approved by the Board; and

d. such Regulations, and any amendments or revocation of them made from time to time, are notified promptly to all Member Associations by email, also to other members which may include publishing them on the South Island Rowing Incorporated 's Website.

40.2 To the extent of any inconsistency between any South Island Rowing Incorporated Regulation and the RNZ Constitution, any RNZ Regulation, or this Constitution; the RNZ Constitution, RNZ Regulations and then this Constitution will prevail, in order of priority.

41. RULES OF RACING

41.1 The RNZ Rules of Racing will apply to all Rowing competitions, regatta and events facilitated or staged by South Island Rowing Incorporated.

42. AMENDMENTS TO THIS CONSTITUTION

42.1 **Vote Threshold**: This Constitution may be amended or replaced, by resolution at any General Meeting or a Members' Resolution Outside of a Meeting passed by a Special Majority of Delegates.

42.2 **Motions:** Any notice of motion to amend or replace the Constitution must be submitted by a Member Associations, (if Financially Current) or by the Board, and must be received by the Executive Secretary not less than thirty (30) days before the date of a General Meeting or not less than fourteen (14) days prior to a Members' Resolution Outside of a Meeting, and will be accompanied by a written explanation for the proposal which will accompany the Agenda for the General Meeting or notice of a Members' Resolution Outside of a Meeting, as applicable.

42.3 **No Pecuniary Gain**: No addition to, deletion from or amendment to this Constitution may be made which would allow personal pecuniary profits to any individuals.

42.4 **Minor Changes**: If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Member Associations to object to it. If the Board does not receive any objections within twenty (20) working days after the date on which the notice is sent, or any longer period that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

PART 6 – CONDUCT, COMPLAINTS, DISPUTES AND APPEALS

43. DISPUTES PROCESS

43.1 Any dispute or complaint by or involving Members or any Officer arising in respect of the governance, management and operation of South Island Rowing Incorporated (including any dispute or complaint referred to in section 38 of the Act) will be dealt with:

a. in accordance with any applicable procedures prescribed by law, the RNZ Constitution, the RNZ Regulations, this Constitution or any applicable Rules of Racing, and the Regulations, provided they are consistent with the rules of natural justice and are interpreted and implemented; accordingly, or

b. in the absence of any applicable procedures referred to in Rule 43.1a, in accordance with the procedures set out in Schedule 2 of the Act.

43.2 Any Regulations regulating complaints or dispute resolution procedures referred to in Rule 43.1a must be published by South Island Rowing Incorporated on the South Island Rowing Incorporated's Website.

43.3 If the RNZ Constitution, RNZ Regulations, this Constitution, any Regulation or any Rules of Racing expressly provides for it, decisions made in relation to any dispute or complaint in accordance with Rule 43.1a may be appealed to RNZ in accordance with the RNZ Constitution, applicable RNZ Regulations or Rules of Racing.

43.4 All rules and procedures applicable to Members and Officers for complaints, disputes, disciplinary or other related matters in the RNZ Constitution, the RNZ Regulations, this Constitution, Regulations, Rules of Racing, or otherwise decided by the Board, shall survive the cessation of Membership in respect of any matter which occurred prior to the Member's or Officer's cessation of Membership.

PART 7 – OTHER MATTERS

44. INDEMNITY OF OFFICERS

44.1 For the purposes of this Rule 44 only, an Appointed Member has the meaning given to it in Rule 11 and shall also include the Patron.

44.2 Every Officer, employee or Appointed Member will be indemnified by South Island Rowing Incorporated:

a. for liability to any person other than South Island Rowing Incorporated for any act or omission in their capacity as an Officer, employee, or Appointed Member, including, for Officers, liability for a failure to comply with the Officer's duties under sections 54 to 61 of the Act and other duties imposed on the Officer in their capacity as an Officer; or

b. in relation to any costs incurred by them in defending or settling any proceeding or claim relating to the liability in Rule 44.2a.

44.3 For the avoidance of doubt, South Island Rowing Incorporated will not indemnify an Officer, employee or Appointed Member for:

a. criminal liability; or

b. liability arising from a failure to act in good faith and in what the Officer, employee, or Appointed Member believes to be in the best interests of South Island Rowing Incorporated when acting in their capacity as an Officer, employee, or Appointed Member respectively.

44.4 South Island Rowing Incorporated may, with the prior approval of the Board, purchase and maintain insurance for Officers, employees and Appointed Members, against any liability or costs incurred by the person of the kind set out in Rule 44.2a (liability) and if judgment is given in their favour or they are acquitted, or the proceeding is discontinued then under Rule 44.2b.

45. FINANCIAL PROVISIONS

45.1 **Financial Year:** The financial year for South Island Rowing Incorporated will commence on 1 July and end on 30 June in each year, unless decided otherwise by the Board.

45.2 **Financial Accounts:** South Island Rowing Incorporated will keep proper financial accounts in such manner as the Board determines from time to time.

45.3 **Annual Report and Annual Financial Accounts:** The Board will prepare an Annual Report and Annual Financial Statements for each Financial Year. The Annual Financial Statements must be audited each year and submitted to the AGM.

45.4 **Auditor** An Auditor will be appointed annually at each AGM for the next Financial Year. The Auditor will conduct the audit of the Annual Financial Statements in compliance with applicable auditing and assurance standards.

45.5 **Application of Income**: Subject to this Constitution, the funds and property of South Island Rowing Incorporated will be controlled, managed, invested, and disposed of, in

such a manner as decided by the Board, provided they are devoted solely to the fulfilment Purposes of South Island Rowing Incorporated.

45.6 **Approval of Significant Financial Transactions:** The board must seek approval of any matter involving significant expenditure or the acquisition or disposal of a significant asset, from the Member Associations.

46. METHODS OF CONTRACTING

46.1 A contract or other enforceable obligation may be entered into by South Island Rowing Incorporated:

a. by deed by:

iv. two (2) or more Officers; or

v. an Officer, or other person or class of persons, whose signature or signatures must be witnessed; or

b. by agreement by a person acting under South Island Rowing Incorporated ’s express or implied authority.

47. NO FINANCIAL GAIN

47.1 The Officers and Members must not receive any distributions of profit or income from South Island Rowing Incorporated. This does not prevent Officers or Members receiving reimbursement of actual and reasonable expenses incurred; or entering into any transactions with South Island Rowing Incorporated for goods or services supplied to or from it, which are at arms’ length relative to what would occur between unrelated parties. No Officer or Member may influence any such decision made by South Island Rowing Incorporated in respect of payments or transactions between it and them, their direct family, or any associated entity.

48. LIQUIDATION OR REMOVAL

48.1 The Board will give not less than twenty (20) working days' notice to all Members of a proposed motion to be voted on at a General Meeting:

a. to appoint a liquidator;

b. to remove South Island Rowing Incorporated from the Register of Incorporated Societies; or

c. for the distribution of South Island Rowing Incorporated’s surplus assets.

48.2 A motion in Rule 48.1 requires a Special Majority vote in its favour by the Delegates.

48.3 If upon the winding up or dissolution of SIRI there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed equally among the Local Associations which remain members of SIRI at the time of any such winding up or dissolution.

49. HOSTING RIGHTS FOR EVENTS

49.1 The Board will award the hosting rights for rowing regattas and events organised and staged by South Island Rowing Incorporated in the Region.

50. MATTERS NOT PROVIDED FOR

50.1 If any matter arises that, in the opinion of the Board, is not provided for in the RNZ Constitution, any RNZ Regulation, this Constitution, the Rules of Racing, or if any question or dispute arises out of the interpretation or application of this Constitution, the Regulations, or the Rules of Racing, the matter, question or dispute will be decided by the Board as it sees fit.

50.2 Any matter or dispute which has been, or is being, dealt with by the Board under Rule 50.1 must be reported to the Members at the next AGM.

51. TRANSITION

51.1 **Transition of Existing Member Associations**: Each Association which is an existing member of South Island Rowing Incorporated (listed in Schedule 1) will remain a member of South Island Rowing Incorporated but must, by no later than 5 April 2026, apply to become a Member Association of RNZ in the form and manner provided by RNZ and in accordance with Rule 12.1. Any Member Association which does not apply to become a member of South Island Rowing Incorporated and RNZ by 5 April 2026 will not, after that date, and nor will its members or students and others appointed by the school, be eligible to Participate in Rowing with South Island Rowing Incorporated, RNZ or any other RNZ Member Organisation, unless a later date is decided by the RNZ Board.

51.2 **Application of Rules in Transition:** Members will not be required to comply with the Rules in this Constitution that are specified in Schedule 2 of the RNZ Constitution until the date specified in that Schedule, unless a later date is decided by the RNZ Board.

51.3 Transition Board:

a. The Board Members who were elected or appointed to the Board under the Previous Constitution and remain in those positions immediately prior to the Commencement Date, will continue in office in the same position for the balance of their term of office specified in the Previous Constitution.

b. Any term of office as a Board Member under the Previous Constitution will be counted in determining a Board Member's maximum term of office under Rule 22.2.

c. This Constitution will apply to the election or appointment of Board Members which occurs on or after the Commencement Date, including any Casual Vacancies.

d. Every reference to an Elected Board Member in this Constitution shall include Board Members who, under the Previous Constitution, were elected at a General Meeting.

51.4 **Transition of the Rules of Racing and Regulations**: All bylaws, regulations, rules, codes, standards, policies and procedures of South Island Rowing Incorporated that were in force immediately prior to the commencement of this Constitution or any Previous Constitution, will continue in force, until such time as they are revoked or amended by the Board or the Delegates at a General Meeting, as specified in this Constitution. If any of them are inconsistent with the RNZ Constitution, any RNZ Regulation, this Constitution (whether in whole or in part), the RNZ Constitution, RNZ Regulation or this Constitution will apply in order of priority, to the extent of any such inconsistency. If there is any question or dispute about the interpretation or application of any bylaws, regulations, rules, codes, standards, policies and procedures of South Island Rowing Incorporated that were in force prior to the commencement of this Constitution, the Board shall decide it under Rule 50.1.

PART 8 – DEFINITIONS AND INTERPRETATION

52. DEFINITIONS

52.1 In this Constitution and unless the context requires otherwise, the following words and phrases with an initial capital letter, have the following meanings:

Act means the Incorporated Societies Act 2022, unless stated otherwise.

AGM or **Annual General Meeting** means a meeting of the Members of South Island Rowing Incorporated held annually in accordance with this Constitution.

Annual Financial Statements means the annual financial statements of South Island Rowing Incorporated including a statement of financial position; an income and expenditure statement and if required, a statement of service performance, for each Financial Year and such other statements required by law.

Annual Report means the report on the activities of South Island Rowing Incorporated for the preceding Financial Year.

Applicable RNZ Member Organisation means the RNZ Member Organisation(s) of which a Member is a member, namely:

a. for a Member Association; means an Association of which they are a Member, South Island Rowing Incorporated and RNZ;

b. for an Individual Member; means a volunteer or Race Official, who is a member of South Island Rowing Incorporated and RNZ;

c. for a Life Member, Associate Member or Officer (including a Board Member); means South Island Rowing Incorporated and RNZ;

Appointed Member has the meaning given to it in Rule 11.

Auditor means an individual, independent of South Island Rowing Incorporated, who is a qualified auditor under the Financial Reporting Act 2013.

Associate Member means a person awarded associate membership of South Island Rowing Incorporated.

Board and **South Island Rowing Incorporated Board** means the governing body of South Island Rowing Incorporated as defined in Rule 20.

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

Casual Vacancy has the meaning given to it in Rule 22.1 for Board Members, but for any

other position will arise if the individual:

a. resigns prior to the expiry of their term of office;

b. is removed from office under this Constitution;

c. is no longer eligible or qualified as required under this Constitution;

d. dies; or

e. vacates their office due to the expiry of their term and there are insufficient nominees or applicants, or the position otherwise fails to be filled by election or appointment as required under this Constitution.

Category of Membership means any one of the categories of Members specified in Rule 6.

Chair means the Board Member who has been appointed as the chair of the Board (under Rule 21).

Executive Secretary means the person appointed as the Executive Secretary for the time being by the Board in accordance with Rule 17.1 of this Constitution.

Treasurer means the person appointed as the Treasurer for the time being by the Board in accordance with Rule 17.1 of this Constitution.

Commencement Date means the date this Constitution came into force, being [insert a specific date or state it is "the date of registration of this Constitution by the Registrar of Incorporated Societies"].

Constitution means this Constitution (as amended from time to time).

Contact Details means a physical or an electronic address and a telephone number.

Delegate means a person appointed by a Member Association as a person authorised to exercise the vote or votes of that Member Association respectively at a General Meeting or in a Members' Resolution Outside of a Meeting.

Elected Board Member means an individual who is elected to the Board in accordance with Rule 23 unless specified otherwise.

Electronic Voting means a method of voting at General Meetings (where a Delegate entitled to vote is present (under Rule 30.1b or Rule 30.1c) or for Members' Resolutions Outside of Meetings. An Electronic Vote means a vote made by email or an online or electronic process, in the manner prescribed by the Board, and received by the

Scrutineers by email, online or electronically at the specified address.

Eligible to be a Board Member has the meaning given to it in Rule 20.2.

Event Fees means fees payable to South Island Rowing Incorporated by RNZ Member Clubs and NZR Member Schools for entering rowers into any of regattas and events and other related fees.

Financial Year means the financial year of South Island Rowing Incorporated specified in Rule 45.1.

Gender means either male or female to which the individual self identifies; and if it is non-binary or another gender with which they self-identify, then for the purposes of Rule 20.3 the person will count as either male or female.

General Meeting means a general meeting of South Island Rowing Incorporated being an AGM or SGM.

Hearing Body means a panel, tribunal or body which has been appointed by the RNZ Board or the Board in accordance with this Constitution, the Rules of Racing or the Regulations to hear, decide and impose sanctions for breaches of the RNZ Constitution, any RNZ Regulation, this Constitution, the Regulations, the Rules of Racing or any other matters specified in this Constitution, within the RNZ or South Island Rowing Incorporated's respective jurisdictions.

Intellectual Property means all rights and goodwill in copyright works, names, trademarks, service marks, devices, logos, designs, patents, domain names, know-how, ideas, processes, and confidential information, and all other intellectual property rights capable of ownership or protection at law relating to RNZ or South Island Rowing Incorporated or relating to any event, regatta, activity, or programme conducted, promoted, or administered by RNZ or South Island Rowing Incorporated , and includes RNZ's brand (as defined in the RNZ Constitution) and the South Island Rowing Incorporated 's Brand.

Interested Member and **Interested** means an Officer or Board Committee member who is interested in a Matter related to South Island Rowing Incorporated for any of the reasons set out in section 62 of the Act and is expressly extended to include circumstances where there are non-financial benefits, including circumstances where the Officer:

a. is holding or seeking appointment to another position within or related to Rowing (including locally, regionally, nationally, internationally) which is remunerated, or comes with prestige or other benefits;

b. has a relative being selected for a Rowing team or an event; or

c. is voting on an allocation of an event/s to a particular venue.

Interests Register means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

Life Member means a person awarded life membership of South Island Rowing Incorporated.

Major Transaction has the same meaning as this term is given in sections 129(2) to (3) of the Companies Act 1993, where the reference to a company means South Island Rowing Incorporated.

Majority means a majority (50% +1) of the votes properly cast by those entitled to be, and who are, present (in accordance with this Constitution) and entitled to vote.

Matter means:

a. any matter considered by South Island Rowing Incorporated in its normal activities or exercise of powers; and

b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by South Island Rowing Incorporated.

Member means a person or entity who for the time being is a member of South Island Rowing Incorporated, RNZ and any Applicable RNZ Member Organisations in accordance with this Constitution and **Membership** has a corresponding meaning.

Member Association means a Rowing Association as described in Rule 7.1 which is a member of South Island Rowing Incorporated and RNZ.

Member Management Process means a documented, online or electronic process or system by which Membership and personal information is collected by RNZ, South Island Rowing Incorporated or a RNZ Member Organisation, in accordance with the RNZ Constitution, RNZ Regulations, this Constitution and the law.

RNZ Member School has the meaning described in Rule 8.1 which is a Member NZSSRA and RNZ.

Member's Register means the register of Members kept under the Constitution as

required by section 79 of the Act;

Event Fees means any fees payable to South Island Rowing Incorporated by a Member for their participation in a South Island Rowing Incorporated event.

Membership Year means a period of twelve (12) months which may be a calendar year or such other twelve (12) month period, as decided by the RNZ Board.

Misconduct includes, but is not limited to, conduct by an individual who:

a. uses any profane, indecent or improper language at any event, function or activity of South Island Rowing Incorporated, if any RNZ Member Organisation or RNZ, or whilst on the property of South Island Rowing Incorporated, any RNZ Member Organisation or RNZ;

b. engages in offensive or insulting behaviour towards South Island Rowing Incorporated, any RNZ Member Organisation or RNZ, or any individual acting for or on behalf of South Island Rowing Incorporated, any other RNZ Member Organisation or RNZ at any time or place;

c. has breached any rule or provision of:

    i. the RNZ Constitution, this Constitution, or the constitution of any RNZ Member Organisation;
    ii. any RNZ Regulation, any South Island Rowing Incorporated Regulation or regulation, by-law or other rule (however described) of any RNZ Member Organisation;
    iii. any reasonable directions of the RNZ Board, the South Island Rowing Incorporated 's Board or a RNZ Member Organisation (or individual authorised on its behalf); or
    iv. any decision of a General Meeting, the Board, a Hearing Body, or any decision of any equivalent bodies of RNZ or any RNZ Member Organisation;

d. has acted in a manner which brought, or could bring, RNZ, South Island Rowing Incorporated, or any RNZ Member Organisation, into disrepute (whether or not related to South Island Rowing Incorporated or any Member);

e. has acted in a manner unbecoming of a Member, or which is prejudicial to the Purposes of South Island Rowing Incorporated and/or the purposes of RNZ or a RNZ Member Organisation (whether or not related to RNZ or any Member); or

f. has damaged the right or interests of RNZ or South Island Rowing Incorporated or a Member or the rights of interests of Members generally (whether or not related to South Island Rowing Incorporated or any Member).

NZSSRA means the New Zealand Secondary Schools Rowing Association Incorporated (#2592142).

NZURC means the New Zealand Universities Rowing Council, which is responsible for University Rowing and is part of RNZ.

Officer means an officer of South Island Rowing Incorporated as defined in the Act and includes Board Members, the Executive Secretary and Treasurer, (and does not include persons formerly defined to be officers in the Previous Constitution, unless expressly stated otherwise in this Constitution).

Participate in Rowing means to compete, participate or otherwise be involved in any capacity in any activities, events, regattas, functions or meetings of RNZ, South Island Rowing Incorporated or any RNZ Member Organisation, including as a rower, coach, manager, volunteer, official, board or committee member, parent/guardian, administrator, or student.

Previous Constitution means the constitution of South Island Rowing Incorporated registered on the Register of Incorporated Societies in force immediately prior to the Commencement Date and any other constitution of South Island Rowing Incorporated in force prior to it.

Purposes means the purposes of South Island Rowing Incorporated under Rule 4.

Region means Marlborough, Canterbury, Otago and Southland as specified in RNZ Regulations.

Regulations and **South Island Rowing Incorporated Regulations** means any rules, regulations, by-laws, directives, codes, standing orders, policies or procedures adopted by the Board pursuant to this Constitution.

Relevant Authority means a disciplinary body, tribunal, court or other judicial or arbitral body properly constituted by law and acting in accordance with the law applicable to it.

Resolution Outside of a Meeting has the meaning given to it in Rule 25.3 (Board Resolutions Outside of Meetings) or Rule 39 (Members' Resolutions Outside of Meetings), as the context requires.

Reviewer means a person independent of South Island Rowing Incorporated who is a qualified to review under the Financial Reporting Act 2013.

Rowing means the sport of rowing in all forms (including but not limited to flatwater

rowing, para rowing, coastal rowing, and indoor rowing).

RNZ means Rowing New Zealand Incorporated (#217284), formerly known as the New Zealand Rowing Association Incorporated or **NZRA**, and prior to that, known as the New Zealand Amateur Rowing Association or **NZARA**.

RNZ Board means the governing body of RNZ as defined in the RNZ Constitution.

RNZ Constitution means the constitution of RNZ, as amended from time to time.

RNZ Member Organisations means the organisations which are members of RNZ as defined in the RNZ Constitution i.e. Member Associations, Member Clubs, Member Schools, Member University Organisations and Affiliate Members.

RNZ Regulations means any rules, regulations, by-laws, directives, codes, standing orders, policies or procedures adopted by the RNZ Board pursuant to the RNZ Constitution, excluding the Rules of Racing.

South Island Rowing Incorporated **Brand** means the names "South Island Rowing ", Ruataniwha Rowing and SIR and any logos and trademarks associated with those names (whether registered or unregistered), any designs and brands using or associated with those names, any domain names using or associated with those names (and all rights and property associated with such domain names (including but not limited to any related url's), any social media accounts and all other Intellectual Property related to those names.

South Island Rowing Incorporated **Website** means https://ruataniwha.co.nz/or any other website of South Island Rowing Incorporated, as decided by the Board from time to time.

Rules of Racing means rules regulating Rowing in New Zealand for regattas and events in which rowing is undertaken and which are decided in accordance with the RNZ Constitution; and includes:

a. any amendment or repeal of them as decided by NZSSRA or NZURC (to the extent permitted by the RNZ Constitution) for the New Zealand Secondary Schools Rowing Championships, the North Island Secondary Schools Rowing Championships, the South Island Secondary Schools Championships, and the New Zealand University Rowing Championships, which are organised and staged by NZSSRA or NZURC respectively, in conjunction with RNZ; and,

b. any local clauses permitted for certain regattas in the Rules of Racing.

SGM means a General Meeting of the Members of RNZ, other than an AGM, called for a specific purpose or purposes.

Special Majority means a motion passed by at least seventy-five percent (75%) of the votes properly cast by Delegates entitled to vote (under this Constitution) at a General Meeting, or at a Members' Resolution Outside of a Meeting, or by Board Members at a Board meeting, as the context requires.

Urgent Resolution means a resolution for a matter which could otherwise be decided at a General Meeting but in the opinion of the Board should be decided in a Members' Resolution Outside of a Meeting urgently.

53. INTERPRETATION

53.1 In this Constitution (unless the context otherwise requires):

a. all headings are for ease of reference only and do not assist with the interpretation of this Constitution;

b. the singular includes the plural and vice versa;

c. any reference to any legislation, secondary legislation, statutory regulation, rules, orders or instruments made or issued pursuant to that legislation or any Rule and Regulation includes any amendment to it and any replacement passed in substitution for it; a reference to an individual means a natural person;

d. a reference to a person includes bodies corporate, unless stated otherwise;

e. a reference to a person includes the legal and personal representatives, successors and permitted assignees of that person;

f. references to periods of time or notices, exclude the days on which they are given;

g. a reference to a notice or notification means doing so in writing;

h. a reference to "in writing" includes words visibly represented, copied or reproduced including by email or online;

i. a reference to a day means any day of the week (including a Saturday, Sunday, and a public holiday), unless a working day is specified, in which case it has the meaning given to that term in the Legislation Act 2019 and excludes the day observed as the anniversary of Region e.g. Otago and;

j. derivatives of any term defined in this Constitution have a corresponding meaning.

SCHEDULE 1 – EXISTING MEMBER ASSOCIATIONS

MEMBER ASSOCIATIONS

The following clubs are existing Member Associations of South Island Rowing Incorporated, subject to this Constitution:

1. Marlborough Rowing Association 944142
2. Canterbury Rowing Association Incorporated 220910
3. Otago Rowing Association Incorporated 872661
4. Southland Amateur Rowing Association Incorporated 225662

Signed

Name:	S Strachan	T Babbage	J O'Connor
	Chair	Deputy Chair	Executive Secretary
	1 October, 2026	1 October, 2026	1 October, 2026