

AIKIDO ASSOCIATION OF NEW ZEALAND

CONSTITUTION AND RULES

NAME

- 1) The name of the society is **Aikido Association of New Zealand Incorporated** (in these **Rules** referred to as the '**Society**').

DEFINITIONS

- 1) In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:
 - a) '**AANZ**' means the Aikido Association of New Zealand Incorporated (the **Society**)
 - b) '**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
 - c) '**Annual General Meeting**' (**AGM**) means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.
 - d) '**Associated Person**' means a person who:
 - i) May obtain a financial benefit from any matter being dealt with by any **Member**;
 - ii) Is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**;
 - iii) May have a financial interest in a person to whom any matter being dealt with by any **Member** relates;
 - iv) Is a partner, director, officer, Council member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** relates;
 - v) May be interested in the matter because the Society's constitution so provides;
 - vi) **BUT** no such **Member** shall be deemed to have any such interest:
 - (1) Merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act;
 - (2) If that **Member's** interest is the same or substantially the same as the benefit or interest of all or most other members of the **Society** due to the membership of those members;
 - (3) If that **Member's** interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out their responsibilities under this Act or the **Society's** constitution;
 - e) '**Chairperson**' means the **Committee Member** responsible for, among other things, overseeing day to day operations of the **Society** and chairing **General Meetings**.
 - f) '**Clear Days**' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).
 - g) '**Committee**' means the **Society's** governing body which must have at least 3 **Members** who must be **Individual Members** of the society or representative a **Body Corporate Member** of the society.
 - h) '**Committee Member**' means a member of the Committee, including the Chairperson, Secretary and Treasurer.
 - i) '**Council**' means an advisory body of Aikido Dan Grades who are **Individual Members** of the **Society** or represent a **Body Corporate Member** of the **Society**.
 - j) '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.
 - k) '**Matter**' means the **Society's** performance of its activities or exercise of its powers or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
 - l) '**Member**' means a person properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.
 - m) '**Notice**' to Members includes any notice given by post, courier or email.
 - n) '**President**' means the **Council Member** responsible for chairing **Council Meetings**.
 - o) '**Register of Interests**' means the register of interests of **Committee Members** kept under these **Rules**.
 - p) '**Register of Members**' means the register of **Members** kept under these **Rules**.
 - q) '**Ordinary Resolution**' means a resolution passed by a majority of votes cast.
 - r) '**Rules**' means the rules in this document.
 - s) '**Secretary**' means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.
 - t) '**Special General Meeting**' (**SGM**) means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

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- u) **'Special Resolution'** means a resolution passed by 75% of the votes cast.
- v) **'Treasurer'** means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

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PURPOSES

- 1) The primary purposes of the **Society** are to:
 - a) Be the national body in New Zealand to promote, develop, enhance and protect the martial art of Aikido for the recreation of the public in New Zealand.
 - b) Develop opportunities, programs and facilities to enable, encourage and enhance the participation, enjoyment and performance of practitioners of Aikido in New Zealand and in the AANZ's activities.
 - c) To promote Aikido in New Zealand through public forums such as (but not limited to) newspapers, television, radio and the internet.
 - d) Liaise with national organisations for Aikido internationally.
 - e) Encourage and promote Aikido as an activity which promotes the health and safety of all participants, including one which respects the principles of fair play and is free from performance-enhancing drugs
 - f) Give and seek recognition for members to obtain awards or public recognition for their services to Aikido
 - g) Act in good faith and loyalty with its Members to ensure the maintenance and enhancement of Aikido in New Zealand including its standards, quality and its reputation for the collective and mutual benefit of AANZ and its Members.
 - h) Seek, maintain and enhance the reputation of Aikido through the development of standards and practices which fulfill these objects.
 - i) Promote mutual trust and confidence between AANZ and its Members and at all times to act on behalf, and in the interests, of the Members and Aikido in New Zealand.

OBLIGATIONS

- 1) The **Society** must follow a policy of noninterference in the management and operation of the clubs and organisations of its members.
- 2) The **Society** must not operate for the purpose of, or with the effect of any **Member** of the **Society**, proprietor, shareholder, beneficiary, or associate of any of them deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law;
- 3) The **Society** will not be considered to operate for the financial gain of **Members** simply if the **Society**:
 - a) engages in trade;
 - b) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society**;
 - c) Pays a **Member** a salary or wages or other payments for services to the **Society** on terms reasonable and relative to payments that would be made between unrelated parties;
 - d) pays any **Member** interest at no more than current commercial rates on loans made by that **Member** to the **Society**;
 - e) Provides a **Member** with incidental benefits (for example, discounts) in accordance with the purposes of the **Society**;
- 4) No **Member**, or **Associated Person**, is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.
- 5) Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the society's purpose and must be reasonable and relative to payments that would be made between unrelated parties.

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POWERS

- 1) In addition to its statutory powers, the **Society** may:
 - a) borrow money;
 - b) Make, alter, rescind, and enforce these Rules, by-laws, regulations, policies and procedures for the governance, management and operation of the **Society**;
 - c) Determine who are its Members including withdrawing, suspending or terminating membership;
 - d) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the **Society**;
 - e) Organise and control events and programs;
 - f) Raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government and community funding or otherwise;
 - g) Assign functions to and/or enter into agreements with organisations such as SPARC, the New Zealand Sports Disputes Tribunal and the New Zealand Sports Drug Agency;
 - h) Delegate powers of the **Society** to any person, Council, committee or sub-committee within the constraints specified in these **Rules**;
 - i) Use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate;
 - j) Determine, implement and enforce disciplinary, disputes and appeal rules, policies and procedures applicable to its **Members**;
 - k) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;
 - l) Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the **Society** and, for that purpose, to utilise any of the assets of or held on behalf of the **Society**;
 - m) Do any other acts or things which are incidental or conducive to the attainment of the objects of the **Society**.

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MEMBERS

- 1) The **Society** shall maintain the minimum number of **Members** required by the **Act**.
- 2) **Member**: A **Member** is an individual or body corporate admitted to membership under these **Rules** and who or which has not ceased to be a **Member**.
- 3) The classes of membership are as follows:
 - a) An **Individual Member** is any person admitted to membership who acts as the representative of an aikido club or group which is not a body corporate.
 - b) A **Body Corporate Member** is any group or club which meets the definition of a body corporate and as such, must be treated as being 3 members for determining the number of members of the **Society** and shall be entitled to have 3 delegates at any **AGM** or **SGM**.
 - c) An **Honorary Member** is a person honoured for services to the **Society** or to Aikido, elected as an **Honorary Member** by **Special Resolution** of a **General Meeting**. An **Honorary Member** has no membership rights, privileges or duties except that an **Honorary Member** can be a member of the **Council**.
 - d) Any other category or categories of membership determined by **Special Resolution** of a **General Meeting**.
- 4) The method by which **Members** are admitted to different classes of membership are as follows:
 - a) Every applicant for membership must consent in writing to becoming a **Member** by completing and signing any application form and supplying any information required by the **Committee**.
 - b) The **Committee** may accept or decline an application for membership.
 - c) The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).
- 5) Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted by resolution of the **Committee**. However, if a former **Member**'s membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **Committee**.

OBLIGATIONS AND RIGHTS OF MEMBERS

- 1) Every **Member** shall provide the **Society** with that **Member**'s name and contact details, joining date and any other information prescribed by the **Act** or its regulations in order to allow the **Society** to maintain a membership register as required by the **Act**. Contact details include, but are not limited to, postal address, telephone number(s), and email address.
- 2) A **Body Corporate Member** shall provide the **Secretary** with the name and contact details of the person who is the organisation's authorised representative.
- 3) Every **Member** shall promptly advise the **Society** of any changes to the information recorded in the membership register.
- 4) Membership does not confer on any **Member** any right, title, or interest in the property of the **Society**.
- 5) No **Member** is liable for an obligation of the **Society** by reason only of being a **Member**
- 6) A **Member** is only entitled to exercise the rights of membership if all subscriptions and any other fees have been paid up to date.
- 7) A **Member** is entitled to make a written request to the **Society** for information held by the **Society** in accordance with the **Act**.
- 8) Other obligations and rights
 - a) **Members** should promote the interests and purposes of the **Society** and do nothing to bring the **Society** into disrepute.
 - b) **Members** should act in good faith and loyalty with the **Society** and its members to ensure the maintenance and enhancement of Aikido for the collective and mutual benefit of the **Society** and its respective members.
 - c) **Members** should act to promote mutual trust and confidence between the **Society** and its respective members.

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SUBSCRIPTIONS AND FEES

- 1) The **Committee** shall annually determine:
 - a) Any membership or other fees payable by each class of **Member**;
 - b) Any other fees payable by **Members** for resources, events and activities held by or under the auspices of **the Society**;
 - c) The due date for such fees;
 - d) The manner for payment of such fees.
- 2) Any **Member** failing to pay the annual Membership fees, periodic payment, levy, or capitation fees, within 2 calendar month(s) of the due date for payment shall be considered as unfinancial.
 - a) Any **Member** who is unfinancial shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity until all the arrears are paid.
- 3) If such arrears are not paid within 4 months of the due date for payment the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

CEASING TO BE A MEMBER

- 1) A **Member** ceases to be a **Member**:
 - a) For **Individual Members**:
 - i) on death with effect from the date of death of the **Member**
 - ii) By resignation given in writing to the **Secretary** with effect from the date of receipt by the **Secretary**, or any subsequent date stated in the notice of resignation.
 - b) For **Body Corporate Members**:
 - i) On winding up of the **Body corporate** with effect from the date of winding up of the **Member**.
 - ii) On the **Body Corporate** ceasing to meet the criteria for inclusion in the membership as a **Body Corporate** with effect from the date the **Member** ceases to meet the criteria for inclusion as a **Body Corporate**.
 - iii) By notice in writing to the **Secretary** that a majority of members of the **Body Corporate Member** have agreed at a **General Meeting** of the **Body Corporate Member** to resign from the **Society** with effect from the date of receipt by the **Secretary**, or any subsequent date stated in the notice of resignation.
 - c) On termination of a **Member's** membership following a dispute resolution process under these **Rules**.
- 2) A **Member** who resigns or whose membership is terminated under these **Rules**:
 - a) Remains liable to pay all subscriptions and other fees to the **Society's** next balance date.
 - b) Shall cease to hold themselves out as a **Member** of the **Society** or be entitled to any of the rights of a **Society Member**.
 - c) Shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).

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GENERAL MEETINGS

ANNUAL GENERAL MEETINGS

- 1) An **Annual General Meeting (AGM)** shall be held once a year on a date and at a location determined by the **Committee** and not more than 15 months after the last **AGM**.
- 2) The **AGM** notification and procedure shall be consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

ANNUAL GENERAL MEETINGS: BUSINESS

- 1) The business of an **AGM** shall be to:
 - a) Confirm the minutes of previous **Society** Meeting(s).
 - b) The election of officers of the **Society** to fill any vacancies in accordance with the **Act** and these **Rules**
 - c) Adopt the annual report on **Society** business.
 - d) Adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements.
 - e) Consider any motions.
 - f) Consider any general business.
- 2) The **Committee** must present the following information at each AGM:
 - a) an annual report on the affairs of the **Society** during the most recently completed accounting period,
 - b) the annual financial statements for that period
 - c) Notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

SPECIAL GENERAL MEETINGS

- 1) **Special General Meetings (SGM)** may be called:
 - a) At any time by resolution of the **Committee**.
 - b) If the **Secretary** receives a written request signed by at least 50 per cent of **Members**.
- 2) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 3) The **SGM** must only deal with the business for which the **SGM** is requested.
- 4) The notice requirements for the **SGM** are the same as for General Meetings unless the **Committee** in its discretion determines that the nature of the **SGM** business is of such urgency that a shorter period of notice may be given.
- 5) The **Rules** relating to the procedure to be followed at **General Meetings** shall apply to a **SGM**.

PROCEDURE

- 1) The **Committee** shall give all **Members** at least 14 **Clear Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 2) The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.
- 3) All financial **Members** may attend, speak and vote at **General Meetings** in one of the following ways:
 - a) In person for an **Individual Member**.
 - b) Through a single authorised representative of a **body corporate member** as notified to the **Secretary** who shall be entitled to exercise 3 votes.
 - c) Through 3 delegates representing a **body corporate member** and notified to the **Secretary** prior to the meeting commencing who shall each be entitled to exercise 1 vote.
 - d) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by the **Secretary** before the commencement of the **General Meeting** for both **Individual and Body Corporate members** .
 - e) No other proxy voting shall be permitted.

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- 4) No **General Meeting** may be held unless at least 5 eligible financial **Members** attend representing not less than 3 separate **Individual** or **Body Corporate Members**. This will constitute a quorum.
- 5) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting –
 - a) if convened upon request of **Members** – shall be dissolved;
 - b) in any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum.
 - c) Any decisions made when a quorum is not present are not valid.
- 6) **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 7) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another **Committee Member** to chair that meeting.
- 8) Unless otherwise required by these rules an **Ordinary Resolution** shall be sufficient to pass a **resolution**;
- 9) Any person chairing a **General Meeting**:
 - a) Has a deliberative vote but, in the event of a tied vote, shall not have a casting vote.
 - b) May, with the consent of the majority of members present adjourn the **General Meeting** to an alternative time and place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - c) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the Chairperson be removed from the Meeting.
 - d) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 10) The **Committee** may put forward motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to Members with the notice of the **General Meeting**.
- 11) The **Council** may put forward motions for the **Society** to vote on (**'Council Motions'**), which shall be notified to Members with the notice of the **General Meeting**.
- 12) Any **Member** may put forward motions for the **Society** to vote on (**'Member's Motions'**), which shall be notified to Members with the notice of the **General Meeting** only if the motion and information in support of the motion are received by the **Secretary** at least 16 **Clear Days** before that meeting.
 - a) At the discretion of the **Chairperson**, Member's **Motions** may be received from the floor of the meeting.

MINUTES

- 1) Minutes must be kept by the **Secretary** of all **General Meetings**.

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COMMITTEE

- 1) The governance and management of the **Society** shall be vested in the Committee which may exercise all the powers of the **Society** and do all things which are not expressly required to be undertaken by the **Society** at a **General Meeting**.
- 2) The **Committee** will consist of at least 3 **Committee Members** who are:
 - a) **Individual Members** or representatives of a **Body Corporate Member**.
 - b) natural persons
 - c) Not disqualified by these **Rules** or the **Act**.
- 3) The **Committee** will include:
 - a) a Chairperson,
 - b) a Secretary,
 - c) a Treasurer
 - d) No fewer than 1 or more than 3 other **Committee Members**.
- 4) A **Body Corporate Member** may not have more than 2 representatives on the **Committee** at the same time.

ELECTION OR APPOINTMENT

- 1) The election of **Committee Members** shall be conducted as follows
 - a) Committee Members shall be elected during the **AGM**.
 - b) Nominations for **Committee** must be in writing in a form determined by the **Committee** and consistent with any requirements in the **Act**. Written nominations for **Committee** must be received by the **Secretary** at least 7 **Clear Days** before the date of the **AGM**.
 - c) If there are insufficient valid nominations received, further nominations may be received from the floor at the **AGM**.
 - d) Votes shall be cast in such a manner as the person chairing the Meeting determines and 2 Members (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - e) In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- 2) If a vacancy in the position of any **Committee Member** occurs between **AGMs**, that vacancy shall be filled by resolution of the **Committee**
 - a) Any such appointee must, before appointment must supply:
 - i) A signed consent to appointment.
 - ii) A certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**).
 - b) The term of a Committee Member appointed

TERM AND CESSATION OF COMMITTEE MEMBERSHIP

- 1) The term of office for **Committee Members**
 - a) If appointed at an **AGM** shall be 1 year, expiring at the end of the **AGM** in the year following their appointment.
 - b) If appointed by resolution of the **Committee** shall expire at the end of the next **AGM**.
- 2) A **Committee** member may be removed from office if, following the disputes procedure in these rules and the bylaws of the **Society**, the **Council** determines that they have brought the **Society** into disrepute or have failed to act in accordance with their responsibilities as an officer of the **Society**.
- 3) A **Committee Member** shall cease to be a **Committee Member**
 - a) If that person ceases to be a **Member** or the **Body Corporate Member** they represent ceases to be a **Member**.
- 4) If that person submits their resignation as a **Committee Member** in writing to the **Committee** either through the **Secretary** or the **Chairperson**.
- 5) Each **Committee Member** shall within 21 **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Society** held by such former **Committee Member**.

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FUNCTIONS

- 1) The governance and management of the **Society** shall be vested in the **Committee**, which shall be accountable to the **Members** for
 - a) the advancement of the **Society's** purposes
 - b) the implementation of resolutions approved by any **General Meeting**
 - c) The exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**.
 - d) Formulate such bylaws, regulations, policies and procedures as are appropriate for the **Society**
- 1) At its first meeting following the **AGM** the **Committee** shall select from among their number persons to fill the roles of **Chairperson, Secretary, Treasurer and Contact Person** (as defined in the **Act**) giving due attention to the skills and qualifications of the **Committee** Members

SUB-COMMITTEES

- 1) The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:
 - a) The quorum of every sub-committee is half the members of the sub-committee.
 - b) No sub-committee shall have power to co-opt additional members.
 - c) A sub-committee must not commit the **Society** to any financial expenditure.
 - d) A sub-committee cannot delegate any of its powers.

GENERAL ISSUES

- 1) Other than as prescribed by the **Act** or these **Rules**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.
- 2) Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of these **Rules** and all matters dealt with by it, in accordance with these **Rules**, and on matters not provided for in these **Rules** shall be final and binding on all **Members**.

CONFLICTS OF INTEREST

- 1) A member of the **Committee** and/or of a sub-committee is interested in a matter if the member of the **Committee** and/or sub-committee fits the definition of an **associated person** within the definitions of these **Rules**:
- 2) A member of the **Committee** and/or sub-committee who is interested in a matter relating to the **Society** must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - a) To the **Committee** and/or sub-committee.
 - b) To the **Secretary** to be recorded in an interests register kept by the **Committee**.
- 3) Disclosure must be made as soon as practicable after the member of the **Committee** and/or sub-committee becomes aware that they are interested in the matter.
- 4) A member of the **Committee** and/or sub-committee who is interested in a matter—
 - a) Must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the matter.
 - b) must not sign any document relating to the entry into a transaction or the initiation of the matter
 - c) May take part in any discussion of the **Committee** and/or sub-committee relating to the matter and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decide otherwise).
- 5) A member of the **Committee** and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 6) Where 50 per cent or more of **Committee Members** are prevented from voting on a matter because they are interested in that matter, a **Special General Meeting** must be called to consider and determine the matter.

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COMMITTEE MEETINGS

- 1) The **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.
- 2) The quorum for **Committee** meetings is at least two-thirds of the number of **Committee** Members.
- 3) Any **Committee** Member not present at a **Committee** Meeting must receive the minutes of the meeting within 14 days and also be given the opportunity to vote on any unresolved motions.

RECORDS

- 1) The **Secretary** shall keep
 - a) An up-to-date Register of **Members**, recording for each **Member** their name, contact details, the date they became a Member and any other information required by these Rules or prescribed by Regulations under the Act.
 - b) An up-to-date **Interests Register**, recording any disclosure of interest in a matter by members of the **Committee**.
 - c) A record of the business and decisions of all **General Meetings** and all **Committee** Meetings.
 - d) A record of the business and decisions of all **Council** Meetings
- 2) The **Treasurer** must ensure that there are kept at all times accounting records that—
 - a) Correctly record the transactions of the society.
 - b) Allow the society to produce financial statements that comply with the requirements of the Act.
 - c) Would enable the financial statements to be readily and properly audited (if required by Regulations under the **Act**) or by a resolution passed at a **General Meeting**.

CONTACT PERSON

- 1) The **Society's** Contact Officer must be:
 - a) At least 18 years of age.
 - b) A Committee Member.
 - c) At all times be resident in New Zealand.
 - d) Not disqualified under the Statute from holding that office.
- 2) The **Society's** Contact Officer shall be appointed by the Committee.
- 3) Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies
 - a) within 25 **Clear Days** of that change occurring
 - b) Or the **Society** becoming aware of the change.

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COUNCIL

- 1) The purpose of the **Council** is to:
 - a) set the strategic direction of the **Society** by establishing its Mission, Vision and Values
 - b) Through its oversight, ensure the **Committee** acts in accordance with its Mission, Vision and Values.
 - c) Develop strategy in respect of legal and marketing matters.
 - d) Members of the **Council** will act as Advocates in the Community and serve as ambassadors for the **Society**.
 - e) Manage the dispute resolution process for the **Society**
- 2) The **Council** will consist of not less than 3 nor more than 6 members who are Aikido Dan Grades, and shall be selected from **Individual Members, Honorary Members** and the senior Dan Grade representatives of **Body Corporate Members**
 - a) A **Body Corporate Member** may only have 1 representative on the **Council**).
- 3) A **Council Member** may serve concurrently on the **Committee** of the **Society**
- 4) **Council Members** shall be elected during **AGMs**.
 - a) Notice and form of nominations for **Council** follow the same rules as nomination for **Committee**
 - b) Voting for **Council** follows the same rules as voting for **Committee**.
- 5) If a vacancy in the position of any **Council Member** occurs during the term of office of the **Council** and that vacancy reduces the number of **Council Members** below the minimum required by these rules:
 - a) that vacancy may be filled by resolution of the **Council**, only until the next **AGM**
 - b) At the next **AGM** an election to fill the vacancy must be conducted according to these **Rules**.
- 6) The term of office for **Council Members** shall be three years, expiring on conclusion of the relevant **AGM**.
 - a) A **Council Member** may be re-elected or reappointed to the **Council** for a maximum of three subsequent and consecutive terms of office.
 - b) The election and appointment of **Council Members** shall be rotated so that one third of **Council Members** are elected or appointed in each year to ensure continuity of **Council Members** on the **Council**.
 - c) At its first meeting the **Council** must elect a **President** to chair meetings of the **Council** and to represent the **Council**.

COUNCIL MEETINGS

- 1) The **Council** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President**.
- 2) The quorum for **Council** meetings is at least two-thirds of the number of **Council Members**.
- 3) The **Committee Secretary** shall attend **Council** meetings for the purpose of taking minutes but shall not have speaking or voting rights unless they are an elected or appointed member of the **Council**.

OFFICERS' DUTIES MANDATORY

- 1) At all times each **Committee Member** and **Council Member**:
 - a) Shall act in good faith and in what he or she believes to be the best interests of the **Society**.
 - b) Must exercise all powers for a proper purpose.
 - c) Must not act, or agree to the **Society** acting, in a manner that contravenes the Statute or this Constitution.
 - d) When exercising powers or performing duties as a **Committee Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances.
 - e) Must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors.
 - f) Must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

AIKIDO ASSOCIATION OF NEW ZEALAND

CONSTITUTION AND RULES

FINANCES

CONTROL AND MANAGEMENT

- 1) The funds and property of the **Society** shall be:
 - a) Controlled, invested and disposed of by the **Committee**, subject to these **Rules**.
 - b) Devoted solely to the promotion of the purposes of the **Society**.
- 2) No part of the funds of the **Society** are to be used or be available to be used for the private pecuniary profit of any member, proprietor, shareholder, beneficiary, or associate of any of them.
- 3) The **Committee** will establish bylaws to determine
 - a) which officers may be signatories for bank accounts
 - b) limitations on payments that can be made other than by resolution of the **Committee**

BALANCE DATE

The **Society's** financial year shall commence on 01/10 (First day of October) of each year and end on 30/09 (Last day of September), the latter date being the **Society's** balance date.

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AIKIDO ASSOCIATION OF NEW ZEALAND

CONSTITUTION AND RULES

DISPUTE RESOLUTION

RAISING DISPUTES

- 1) The **Council** will determine, implement and enforce disciplinary, disputes, and appeal rules, policies and procedures applicable to the **Society** and its **Members**.
- 2) Dispute resolution will be conducted in accordance with Schedule 2 of the **Act** and, for the purposes of these **Rules** the **Council** will act as the complaints subcommittee.
- 3) Any grievance by a **Member**, and any complaint by anyone, is to be lodged, in writing, by the complainant with the **President**. It must provide such information as is necessary to identify the details of the grievance or complaint.
- 4) All **Members** are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

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AIKIDO ASSOCIATION OF NEW ZEALAND

CONSTITUTION AND RULES

WINDING UP

PROCESS

- 1) The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.
- 2) The **Secretary** shall give **Notice** to all **Members** of the proposed motion to wind up the **Society**, or remove it from the Register of Incorporated Societies. Notice shall include details:
 - a) Of the **General Meeting** at which any such proposal is to be considered.
 - b) Of the reasons for the proposal.
 - c) Of any recommendations from the **Committee** in respect to such notice of motion.
- 3) Any resolution to wind up the **Society** or remove it from the Register of Incorporated Societies
 - a) Must be passed by a **Special Resolution** at a **General Meeting**.
 - b) that resolution must be confirmed by **Special Resolution** at a subsequent **General Meeting** called for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed is passed.

SURPLUS ASSETS

- 1) If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies:
 - a) No distribution shall be made to any **Member**.
 - b) Before any disposal of property or assets is undertaken all debts, costs and liabilities of the **Society** are to be paid.
 - c) Any surplus assets after payment of all debts, costs and liabilities shall be vested in some charity or non-profit organisation with similar objects to the **Society** or for some other charitable purpose, within New Zealand as resolved by the general meeting called to wind-up the **Society**.

AMENDING THESE RULES

- 3) The **Society** may amend or replace these **Rules** at a **General Meeting** by a **Special Resolution**.
- 4) Any proposed motion to amend or replace these **Rules** shall be given in writing to the **Secretary** at least 21 **Clear Days** before the **General Meeting** at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 5) At least 15 **Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.
- 6) When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration, and shall take effect from the date of registration.
- 7) No addition to or alteration of the personal benefit clause or the winding up clause shall be made which affect the tax-exempt status/not-for-profit status of the association.
- 8) The provisions and effect of the clause relating to Alterations to the Rules shall not be removed from this document and shall be included and implied into any document replacing this document.

COMMON SEAL

- 1) The common seal of the **Society** must be kept in the custody of a Committee Member
- 2) The common seal may be affixed to any document:
 - a) By resolution of the **Committee**, and must be countersigned by two **Committee Members**.
 - b) By such other means as the **Committee** may resolve from time to time.

AIKIDO ASSOCIATION OF NEW ZEALAND

CONSTITUTION AND RULES

BYLAWS

- 1) The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**
- 2) No such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act**, or these **Rules**.

ACT AND REGULATIONS

- 1) Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other legislation.

REGISTERED OFFICE

- 1) The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

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