

NEW ZEALAND SHOOTING FEDERATION INCORPORATED

CONSTITUTION

1. NAME AND STRUCTURE

- 1.1 The name of the incorporated society is the “**New Zealand Shooting Federation Incorporated**”, which is abbreviated in this Constitution as “**NZSF**”.
- 1.2 The registered office of the NZSF shall be at the place as determined by the Board.
- 1.3 For the sake of clarity throughout these rules:
- (a) The members of NZSF are made up of target shooting organisations or entities in New Zealand;
 - (b) The members described in paragraph (a) have the right pursuant to these rules to appoint a delegate (or delegates) to NZSF as that member’s representative;
 - (c) The board of NZSF is made up of delegates appointed by each member, plus any independent board members appointed pursuant to this constitution;
 - (d) The independent Board members are appointed by the Board pursuant to clause 16.1(c) of this constitution;
 - (e) The President and Vice President of NZSF are nominated from individual members of each of the members of the NZSF, and are subsequently elected by the NZSF members at the AGM of the NZSF in the manner described in this constitution.

2. DEFINITIONS

AGM means Annual General Meeting of the members of the NZSF.

Administration Employee means the individual or entity appointed under Rule 17.1.

Associate Member means an entity meeting the criteria set out in Rule 7.1 and which has applied for and been accepted by the NZSF for membership in the manner described in that provision. The term “Associate Membership” shall have a like meaning.

Board means the Board of the New Zealand Shooting Federation Incorporated.

Board Member means one or more of the following:

- (a) The President
- (b) The Vice President
- (c) Each of the Delegates appointed to the Board of the NZSF by the Members in accordance with clause 16.1
- (d) Any Independent Board Member

Chairperson or Chairman means:

- (a) the Board member appointed to oversee and control the AGM or SGM pursuant to Rule 12.15 herein; or
- (b) the Board member appointed to oversee and control the Board meetings pursuant to Rule 14.1 herein; or

Committee means any committee or sub-committee as defined in Rule 13.2 (i) of these Rules which is set up by the Board with the express purpose of performing tasks for or on behalf of the Board.

Constitution means this constitution.

Delegate means an individual appointed by a Member as described in these rules at Rule 8.3 (as delegates to the AGM or SGM) and 16.1 (b) (to be the Member's representative at Board Meetings of the NZSF). The individuals appointed by the Member as their delegate must be a current member or affiliate of the Member's organisation or entity.

Elected Board Member means a Board Member elected under Rule 16.1 (a)

General Meeting means an AGM or SGM.

Honorary Life Member means life membership of the Board of NZSF awarded to an individual in the manner described in clause 15 herein

Independent Board Member means an individual appointed to the Board under Rule 16.1 (c).

ISSF means the International Shooting Sport Federation, the international governing body for target shooting sports.

Member means any organisation meeting the criteria set out in Rule 6.1 and which has been accepted for membership of the NZSF in accordance with Rule 6.3 and includes:

- (a) Ordinary A Members; and
- (b) Ordinary B Members; and
- (c) Associate Members

Notice of Motion means an expression of intention to direct or cause a course of action to be taken

NZSF means New Zealand Shooting Federation Incorporated

Objects means the objects of the New Zealand Shooting Federation Incorporated described under Rule 3.1.

Ordinary Member means the:

- (a) Ordinary A Members and
- (b) Ordinary B Members,

And the term “Ordinary Membership” shall have a like meaning – referring to the Ordinary Members of the NZSF.

Ordinary A Member means an entity described in clause 6.1 that has been granted membership of NZSF in the manner described in that provision of this constitution

Ordinary B Member means an entity described in clause 6.1 that has been granted membership of NZSF in the manner described in that provision of this constitution.

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

President means the President of the New Zealand Shooting Federation Incorporated appointed pursuant to clause 11.2.

Remit means a proposal placed before a General Meeting with the intention of changing the Constitution of the NZSF.

Rules means the provisions of this constitution

SGM means Special General Meeting of the members of the NZSF.

Special Resolution means a resolution passed by two-thirds of those present at the relevant meeting where the vote is called for.

The Act means the Incorporated Societies Act 1908

3. OBJECTS

3.1 The objects of the New Zealand Shooting Federation Incorporated are:

- (a) To be the national body in New Zealand to promote, develop and foster the sport of safe target shooting as an amateur sport in New Zealand for the health, well-being and benefit of the general public in New Zealand;
- (b) To support and assist its Members to deliver safe shooting sports in New Zealand;
- (c) To conduct, promote or assist with the operation of international ISSF competitions held in New Zealand;
- (d) To encourage, educate and promote shooting sports as an activity that promotes and maintains the health and wellbeing of all participants in shooting sports;
- (e) To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in shooting sport activities;
- (f) To assess, approve, nominate and/or select athletes and officials for the Olympic Games, Commonwealth Games, ISSF World Championships, ISSF World Cups, Commonwealth Shooting Championships, Oceania Shooting Championships and any other international competitions that require the sanction of the NZSF;
- (g) To affiliate to and co-operate with kindred and other organisations, including the New Zealand Olympic Committee Incorporated, the ISSF, the Commonwealth Shooting Federation and the Oceania Shooting Federation and to such other organisations as the NZSF considers in the best interests of the Members;

- (h) To consider and bring to the notice of any constituted body or authority such matters as may be deemed to affect the welfare or interests of Members or the advancement of the NZSF's objects;
- (i) To do such thing or things (not being unlawful or inconsistent with these Rules or of the Incorporated Societies Act 1908) as in the opinion of the Board would further the interests of Members.

4. POWERS

4.1 The NZSF has the power, subject to this Constitution to:

- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- (b) Control and raise money including the ability to borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of the NZSF and grant such rights and privileges over such property as it considers appropriate;
- (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the NZSF;
- (f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of the NZSF;
- (g) Determine who are its Members and withdraw, suspend or terminate membership;
- (h) Enter into, manage and terminate contracts or other arrangements with employees, contractors, sponsors, Members and other persons and organisations;
- (i) Make, alter, rescind and enforce rules of competition;
- (j) Organise and control competitions, events and programmes;
- (k) Select national and other representative teams and squads;
- (l) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
- (m) To make and enforce Regulations to prohibit doping and to recognise the ISSF, Sport New Zealand, the Sports Tribunal of New Zealand and Drug Free Sport

New Zealand as the relevant entities to resolve all anti-doping violations committed by persons affiliated to Members;

- (n) Delegate powers of the NZSF to any person, Board, committee or sub-committee;
- (o) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the NZSF, or with which the NZSF is authorised to amalgamate or generally for any purpose designed to benefit the NZSF;
- (p) Do any other acts or things which are incidental or conducive to the attainment of the objects of the NZSF.

5. MEMBERSHIP

5.1 The Members of the NZSF shall be made up of:

- (a) Ordinary A Members as detailed in Rule 6; and
- (b) Ordinary B Members as detailed in Rule 6; and (c) Associate Members as detailed in Rule 7.

6. ORDINARY MEMBERSHIP

6.1 Subject always to clause 6.3, Ordinary Membership may be granted by the Board to any entity –

- (a) that is a national organisation, whether society, association or federation (hereafter referred to as Associations); and
- (b) that has as its principal interests firearms use and ownership for sport and recreational purposes; and
- (c) that has objects and principals that are akin to those of the NZSF, and
- (d) that can demonstrate to the satisfaction of the NZSF that it is the recognised national body for its specific activities; and
- (e) that (as one of its activities) holds championship shooting competitions that are generally recognised as being the national championship competition event for its members.

6.2 Members that have as its own membership or affiliates individuals whom are entitled to participate in Olympic Games, Commonwealth Games, ISSF World Cups and ISSF World Championships will be classified as “Ordinary A Members”. All other Ordinary Members will be classified as “Ordinary B Members” as described in this constitution.

6.3 Any organisation wishing to apply for Ordinary Membership of NZSF shall forward to the NZSF its constitution and bylaws and shall furnish such other information as may be requested by NZSF, provided that:

- (a) The Board shall unilaterally retain the right to determine the threshold requirements that any applicant must establish to the satisfaction of the Board prior to granting any Ordinary Membership, provided always that such threshold requirements for appointment shall not be inconsistent with these Rules; and
- (b) The Board shall not be required to provide a reason or explanation for refusing to approve any application for the Membership of NZSF. In such an instance the Board's decision shall be final and there shall be no right of appeal from the same.

7. ASSOCIATE MEMBERSHIP

- 7.1 Associate Membership of NZSF may be granted by the Board to any trade organisation, company, statutory body, research or other organisation whose activities relate to those of the NZSF or whose products relate to firearms activity and / or ownership.
- 7.2 Associate Members shall have the right to speak at any General Meeting but shall not have the right to vote.
- 7.3 The Board shall determine from time to time whether or not any one or more Associate Memberships should be granted, provided that:
 - (a) The Board shall unilaterally retain the right to determine the threshold requirements that any organisation or entity must establish to the satisfaction of the Board prior to granting any Associate Membership, provided always that such threshold requirements for appointment shall not be inconsistent with these Rules; and
 - (b) The Board shall not be required to provide a reason or explanation for refusing to approve any organisation or entity as an Associate Member of NZSF. In such an instance the Board's decision shall be final and there shall be no right of appeal from the same.

8. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 8.1 Members acknowledge and agree that:
 - (a) An application for membership of NZSF must be in writing and in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board.
 - (b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of the NZSF.
 - (c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership, subscription, levy or other fees within a required time period as specified in Rule 10.3.
 - (d) The failure by a Member to comply with Rule 8.1 (c) may result in the Board giving notice in writing of the withdrawal of that member's entitlements (as is described in clause 9 herein) but any such notice shall not excuse such Member from being bound by this Constitution.

- (e) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
- 8.2 Membership of the NZSF is annual, commencing on 1 July each year and expiring on 30th June in each year. The membership requirements as set out in this Constitution and any regulations (including (but not limited to) the obligation to pay the annual subscription) must be adhered to in order to have the Member's membership of the NZSF renewed.
- 8.3 Each Member is entitled to appoint from time to time:
- (a) Two of its individual members as the Member's Delegates to the AGM or SGM of NZSF where that Member is an 'A' Member; and
 - (b) One of its individual members as the Member's Delegate to the AGM or SGM of NZSF where that Member is a 'B' Member or an Associate Member, and
 - (c) One of its Delegates to the Board of the NZSF where that Member is an 'A' Member; and
 - (d) Its Delegate to the Board of the NZSF where that Member is a 'B' Member.

9. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 9.1 An Ordinary Member or Associate Member may resign from the NZSF by giving three months' notice in writing of its intention to do so, but shall be liable to pay all subscriptions and levies for the current year.
- 9.2 If, in the sole opinion of the Board, a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of the NZSF or if a Member acts in a manner which is considered by the Board to be harmful to the NZSF or inconsistent with the standards of behaviours expected of a Member, then the board may by notice in writing to the Member:
- (a) withdraw, suspend or terminate the membership of that particular Member (whereupon the Member shall no longer be entitled to have a Delegate appointed to the Board and the Delegate of that member shall forthwith be deemed to have been removed from the Board); or
 - (b) suspend the Delegate of the Member from the Board. In that instance, the Board shall record in writing the reasons for and the details of the suspension of the Delegate and how and when and the terms upon which that Delegate may return to the Board.
- 9.3 A Member whose membership is withdrawn, suspended or terminated by the Board shall have the right of appeal to an SGM of the NZSF called under Rule 12.7 expressly convened for that purpose. Notices of appeal must be in the hands of the NZSF within thirty days of the written notification of the withdrawal, suspension or termination being given to that Member. Any notice of appeal must be accompanied by a bond of \$NZ 500, that shall be forfeited at the option of the NZSF in the event that the appeal is unsuccessful.

- 9.4 Any resolution to withdraw, suspend or terminate a Member on appeal to an SGM of the NZSF must be passed by a majority of two-thirds of those present at the SGM.
- 9.5 There shall be no right of appeal from the Board's decision to suspend or expel a Delegate from the Board, provided that the Board must record in writing those items described in 9.2 (b) herein.

10. MEMBERSHIP FEES

- 10.1 The annual subscription payable by each Member shall be determined at the AGM. The Board shall provide a recommendation to the AGM as to the level of annual subscription proposed.
- 10.2 The NZSF may resolve that a levy shall be set relating to specific activities of the NZSF. Every Member who elects to participate in those activities shall pay the levy relevant to those activities where such levies are confirmed at the AGM. Failure to participate in a specific activity, or failure to pay levies for specific activities, shall not affect Members' rights as specified by these Rules.
- 10.3 Annual subscriptions and levies of Members shall be payable by 20th November in each year. Any Member whose subscription or levies are unpaid by 20th February shall, by resolution of the Board, cease to be a Member of the NZSF, but the Board may at its discretion reinstate the Member upon payment of all amounts due.
- 10.4 The AGM may determine different levels of annual subscription and other levies for different classes of Members.

11. OFFICERS OF THE ORGANISATION

- 11.1 The officers of the NZSF shall be the members of the Board as defined in clause 12.27:
- (a) The President;
 - (b) The Vice President;
 - (c) The Treasurer;
 - (d) The Administration Employee;
 - (e) The Delegates;
 - (f) The Independent Board Members
- 11.2 The President and Vice President:
- (a) shall be elected annually at the AGM; and
 - (b) shall hold office for one (1) year until the conclusion of each AGM; and
 - (c) may be re-elected for further subsequent and consecutive terms of office.
- 11.3 The individual members of each of the Ordinary Members are eligible for nomination by an Ordinary Member for the position of Vice President and President and any such nomination shall be made in accordance with clause 11.5.

- 11.4 The NZSF shall advise all Members and the Board in writing not later than 31st May preceding the AGM that written nominations for the positions of President, Vice President and Independent Board Member, along with the nominee's acceptance thereof, are required to be in the hands of the NZSF by 30th June preceding the AGM. The NZSF shall advise all Members and the Board in writing not less than twenty-one (21) days prior to the AGM of those nominations received.
- 11.5 In the event of there being no nomination received for the positions of President and Vice President prior to the AGM, then further nominations shall be called for at the AGM. In any case the AGM may, on the passing of a Special Resolution, call for further nominations from the floor. If there are insufficient nominations for the positions, the positions shall be left vacant and filled as if it was a vacancy in accordance with Rule 12.36.
- 11.6 The election of the President and Vice President shall be the last business conducted at the AGM.
- 11.7 The person elected as President shall cease to be a Delegate for any Member and the Member may appoint a replacement Delegate while that first individual holds the office of President.
- 11.8 The person elected as Vice President may also remain as a Delegate for any Member.
- 11.9 The President shall be an ex-officio member of all committees established under Rule 13.2 (i), unless specifically appointed as a member of such Committee.
- 11.10 The Treasurer and Administration Employee shall be appointed by the Board from time to time.

12. GENERAL MEETINGS

- 12.1 The NZSF must hold an AGM once every year at some date between the 1st September and the 31st October at such time and place as the Board determines.
- 12.2 Any other General Meetings of the Members shall be SGMs.
- 12.3 The Board must give Members at least twenty-one (21) days' written notice of a General meeting. The notice can be given by such methods (including e-mail) as the Board may determine.
- 12.4 Any Member desiring to move a Remit or Notice of Motion at the AGM shall give notice in writing that must be received by the NZSF by 30th June preceding the meeting. The aforesaid Remits and Notices of Motion must be delivered to Members and Delegates, together with a notice of the said AGM, not less than six (6) weeks prior to that meeting.
- 12.5 The following business shall be conducted at the AGM:
- (a) The receipt from The President of the President's annual report for the preceding year;
 - (b) The receipt from the Board of an audited annual financial report for the preceding financial year;
 - (c) The approval of honoraria as required;

- (d) The setting of the annual subscription for Members and any other levies;
 - (e) The appointment of an auditor for the next financial year;
 - (f) Consideration of any Remits and Notices of Motion as defined in the Constitution;
 - (g) Any other items of business that have been properly submitted for consideration at the AGM.
 - (h) The election of the President and Vice President for the forthcoming year.
- 12.6 An agenda containing the business to be discussed at the AGM (as set out in Rule 12.5), together with the President's annual report, reports by chairpersons of Committees and the audited annual accounts shall be sent to the Board and the Members by not less than twenty-one (21) days before the date of the AGM. Additional items of business introduced during the AGM that are not listed on the agenda cannot be voted on but may be discussed by unanimous agreement of the meeting.

Special General Meetings

- 12.7 The Board must call an SGM upon a written request from:
- (a) The Board itself; or
 - (b) Upon the written request of not less than two "Ordinary A Members".
- 12.8 The written request for an SGM must state the purpose for which the SGM is requested.
- 12.9 The SGM must only deal with the business for which the SGM is requested.
- 12.10 If the purpose of the SGM is to consider a Remit or a Notice of Motion then the details of that Remit or Notice of Motion must be attached to or incorporated within the Board's notice to the Members of the SGM described in clause 12.3.

Minutes

- 12.11 Full written minutes shall be kept of all General Meetings. Such minutes shall be furnished to Members and Board Members within twenty-eight (28) days of such meetings.
- 12.12 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in his or her discretion (acting reasonably) determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - (b) A motion to proceed is put to the meeting and a Special Resolution is obtained in favour of the motion to proceed.

Quorum

- 12.13 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be not less than two-thirds of the Ordinary Members. The quorum must be present at all times during the meeting.
- 12.14 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 12.15 The President of the NZSF shall preside at the General Meetings as its Chairman or Chairperson. If the President is unavailable then the Vice President shall chair the meeting. In the absence of both the President and the Vice President, the meeting shall elect a Chairperson from the Delegates present.
- 12.16 The following persons are eligible to be present at a General Meeting in accordance with this Constitution:
- (a) Each "Ordinary A Member" shall be entitled to nominate two Delegates and up to three observers.
 - (b) Each "Ordinary B Member" shall be entitled to nominate one Delegate and up to two observers.
 - (c) Each Associate Member shall be entitled to nominate one observer to such meetings.
 - (d) Observers (such as the Treasurer and the Administration Employee) shall have the right to speak at such meetings, but do not have the right to vote and are not eligible for nomination as a Board Member.
 - (e) Independent Board Members, and Honorary Board Members but for the sake of clarity these individuals shall have no power to vote at any General Meeting

Method of Voting

- 12.17 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 12.18 Each "Ordinary A Member" of the NZSF shall be entitled to two votes at all General Meetings of the NZSF.
- 12.19 Each "Ordinary B Member" of the NZSF shall be entitled to one vote at all General Meetings of the NZSF.
- 12.20 The President shall have no right to vote except as defined in Rule 12.24 of these Rules.

- 12.21 Elections of the President and Vice President at an AGM must be undertaken by secret ballot.
- 12.22 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 12.23 Proxy votes and postal votes are not permitted at General Meetings.
- 12.24 In the event of equality of votes at a General Meeting, the Chairperson shall have a casting vote. For the sake of clarity, where the Chairperson is not the President, the Chairperson is entitled to vote as a Delegate and may also have a casting vote in addition to the original vote.
- 12.25 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

Role of the Board

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

Membership of the Board

- 12.27 The Board shall comprise of:
- (a) The President
 - (b) The Vice President
 - (c) One Delegate appointed by each Ordinary Member
 - (d) The Administration Employee and the Treasurer who shall each be ex officio members of the Board
 - (e) Up to three Independent Board Members, who shall each be ex officio members of the Board, may be appointed by the Board at any time.
- 12.28 The following persons shall not be eligible for appointment as a Member's Delegate or to remain in office as a Board Member:
- (a) A person who is an employee of, or contractor to the NZSF, except for the Administration Employee and the Treasurer, who are ex officio members of the Board.
 - (b) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - (c) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years under the Crimes Act or Misuse of Drugs Act (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.

- (d) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- (e) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

12.29 If any of the circumstances listed in Rules 12.28 (a) to 12.28 (e) occur to a Board Member, the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule 12.28 (a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

Terms of Office of Board Members

- 12.30 The President and Vice President are elected for one year with ability to be re-elected annually at the AGM.
- 12.31 Delegates are appointed by their Member Associations until notice of withdrawal of the Delegate is provided in writing by the Member.
- 12.32 Independent Board members are appointed for a term of twelve (12) months from the date of their appointment.
- 12.33 The Administrative Employee is appointed in accordance with his/her employment contract, contractor's agreement, or equivalent contract.
- 12.34 The Treasurer is appointed for one year with ability to be re-appointed by the Board.

Vacancies on the Board

- 12.35 In the event of death or resignation of the President or Vice President, the remaining Board Members must appoint another of the Delegates to fill the vacancy of the President or Vice President. In the instance of a vacancy in this manner for the position of Vice President, the Board may leave the vacancy unfilled until the next AGM.
- 12.36 The term of office for a person appointed to fill a vacancy under Rule 12.35 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Removal of Board Member

- 12.37 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiry of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 13. Before considering such a motion the following procedures shall apply:
 - (a) The Board Member concerned shall be given notice of the SGM to be held to discuss the proposal to remove the Board Member from office; and
 - (b) The Board Member concerned shall be given an opportunity to make submissions both written and orally in respect of the proposed motion; and

- (c) Where any Board Member is removed from his or position, the removal shall take effect immediately.
- 12.38 Where the removed Board Member in Rule 12.37 was an Independent Board Member, the Board may appoint another person in their place to hold office until the expiration of the term of the Independent Board Member which he or she is replacing. Where the removed Board Member was the President or Vice President, the vacancy shall be filled in accordance with Rule 12.35. Where the removed Board Member was a Delegate, the Member Association shall be requested to appoint a replacement Delegate.
- 12.39 Upon the President receiving a request for an SGM for the purpose of removing a Board Member, the President shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 12.10.
- 12.40 Following the notification under Rule 12.10 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.

13. DUTIES AND POWERS OF THE BOARD

Duties of the Board

- 13.1 The duties of each Board Member are to:
- (a) Regularly attend Board meetings and General Meetings of the NZSF;
 - (b) Provide good governance for the NZSF;
 - (c) Exercise the powers of the Board for proper purpose;
 - (d) Regularly monitor and review the performance of the NZSF;
 - (e) Act in good faith and the best interests of the NZSF at all times;
 - (f) Act, and ensure the NZSF acts, in accordance with this Constitution;
 - (g) Formulate such by-laws, regulations, policies and procedures as are appropriate for the NZSF;
 - (h) Where appropriate, engage in activities to promote, market, represent and fundraise for the NZSF;
 - (i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that she/he has such interest;
 - (j) Take such other steps as determined by the Board in respect of any interest specified in Rule 13.1(i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
 - (k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or use of or act on the information except:

- i. As agreed by the Board for the purposes of the NZSF;
 - ii. As required by law; or
 - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (l) Do such other things within these rules as the Board agrees to promote the objects of the NZSF.

Powers of the Board

13.2 The Board shall have the power to:

- (a) Appoint the Administration Employee and the Treasurer;
- (b) Define delegations of authority from the Board to the Administration Employee and the Treasurer;
- (c) Adopt and review the strategic plan for shooting sports;
- (d) Adopt and review the annual plan and budget for the NZSF;
- (e) Determine applications from organisations wishing to be Members of the NZSF;
- (f) Hold national meetings and forums for the Members, including General Meetings;
- (g) Sanction competitions and events as shooting sports events;
- (h) Approve rules and regulations (including, but not limited to, conditions of entry) for any NZSF competitions or events conducted by a Member under the authority of the NZSF;
- (i) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority. The members of any such sub-committee, commission or other group may not necessarily be confined to the members of the Board, but shall be subject always to clause 11.9 hereof
- (j) Employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for the NZSF national representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) Delegate to selectors the power to select athletes and teams to be national representatives;
- (l) Determine the yearly calendar for international, national, and other shooting sport competitions;
- (m) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- (n) Control expenditure and raise funds to fulfil the Objects of the NZSF;

- (o) Open and operate in the name of the NZSF such bank accounts as deemed necessary;
- (p) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (q) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (r) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of the NZSF;
- (s) Resolve and determine any disputes or matters not provided for in this Constitution. Every such determination shall be binding upon the NZSF and its Members unless and until set aside by an Ordinary Resolution at a General Meeting of the NZSF;
- (t) Recommend to the AGM the appointment of any person to be an Honorary Life Member of the NZSF;
- (u) Appoint up to three Independent Board Members;
- (v) Do all other acts and things which are within the powers and objects of the NZSF and which the Board considers are appropriate.

13.3 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of the NZSF, the matter will be determined by the Board.

14. BOARD MEETINGS AND PROCEDURE

- 14.1 The President shall be the Chairperson for Board meetings. In the event of the President being absent from the meeting, the Vice President shall act as Chairperson. In the absence of both the President and the Vice President, the meeting shall elect a Chairperson from the Delegates present.
- 14.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 14.3 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 14.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 14.5 The quorum for a Board meeting shall be more than fifty per cent of the Delegates.
- 14.6 Each Delegate and each Independent Board Member shall have one vote. In the event of equality of voting, the Chairperson shall have the right to have a casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Postal voting is not permitted.

- 14.7 Members whose Board Member is unable to attend a Board meeting shall be entitled to be represented by a proxy and the following shall apply to all proxy appointments:
- (a) Notice of proxy must be provided in writing to the NZSF prior to the meeting.
 - (b) An individual appointed as a Board Member's proxy must be eligible as a Delegate for the relevant Member
 - (c) A proxy may only be vested in a person affiliated to the Member and they must be present at the meeting to cast a vote.
 - (d) A Board Member for one Member may not hold a proxy for another Member.
- 14.8 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Board Members.
- 14.9 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 14.10 The Administration Employee and the Treasurer shall not be entitled to vote at any Board meeting of the NZSF.
- 14.11 The Board may, by majority vote, pay an honorarium and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the NZSF's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

Minutes

- 14.12 Full written minutes shall be kept of all Board Meetings and meetings of sub-committees. Such minutes shall be furnished to Members and Board Members within twenty-eight (28) days of such meetings.
- 14.13 Any irregularity, error or omission in notices, agendas and relevant papers of Board Meetings or the omission to give notice within the required time frame or the omission to give notice to all Board Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
 - (b) A motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

15. LIFE MEMBERSHIP

- 15.1 After the receipt of any nomination described in clause 15.2, the AGM will, upon passing a special resolution giving effect to the same, bestow honorary life membership of the NZSF Board to any individual so nominated, recognising the individual's outstanding life service to the NZSF Board.
- 15.2 Nominations for Honorary Life Membership of the Board may be made to the AGM either –
- (a) By any Member submitting the nomination for Honorary Life Membership of the Board not later than 30th June prior to the AGM, and any such nominations shall be accompanied by a supporting history of the nominee. Those details shall thereafter be circulated to Members and Board Members not less than 21 (twenty one) days prior to the AGM; or
 - (b) By the Board recommending to the AGM that a particular individual whom has rendered outstanding life service to the NZSF Board should be appointed an Honorary Life Member of the Board. The Board's recommendation to the AGM shall be provided to the Members not less than 21 (twenty-one) days prior to the AGM.
- 15.3 Honorary Life Members of the Board shall have the right to attend all meetings of the Board of the NZSF where they shall have the right to speak but shall not have any right to vote.

16. APPOINTMENT OF BOARD MEMBERS

- 16.1 The Board Members shall be appointed as follows:
- (a) The President and Vice President are elected at the AGM in accordance with Rule 11.2 and 11.3
 - (b) Each Ordinary Member of the NZSF shall be entitled to appoint one Delegate to the Board at each AGM. The appointment of that Delegate by the Member will be a 12 month appointment. All notices of appointment or withdrawal of Delegates to the NZSF must be in writing and shall take effect upon receipt by the NZSF.
 - (c) The Board may appoint up to three Independent Board members. Independent Board Members shall be members of the Board for a term of twelve (12) months from the date of their appointment. The Board may remove Independent Board Members from office at any time during their term.
- 16.2 **Other Positions:** Board Members may not hold or continue to hold, a position as an employee of the NZSF if they are appointed as a Board Member.

17. ADMINISTRATION EMPLOYEE

- 17.1 There shall be an Administration Employee of the NZSF who shall be employed, either under an employment contract or a contractor's agreement, or a contract for work, for such term and on such conditions as the Board may determine.

- 17.2 The Administration Employee shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of the NZSF in accordance with the Rules, regulations, by-laws, policies and procedures of the NZSF and within such delegated authority as may be imposed by the Board.
- 17.3 The Administration Employee is an ex officio member of the Board and shall attend Board meetings when required by the Board but will have no voting rights.

18. FINANCES

- 18.1 Unless otherwise determined by the Board, the financial year of the NZSF shall end on the 30th day of June each year.
- 18.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditor shall be appointed at each AGM.
- 18.3 The Treasurer shall be responsible for the day-to day financial affairs of the NZSF in accordance with the Rules, regulations, by-laws, policies and procedures of the NZSF and within such delegated authority as may be imposed by the Board. This will include, but is not restricted to, regular financial reporting to the Board, and preparation of the annual financial statements and budget. The Treasurer is an ex officio member of the Board.
- 18.4 All payments must be made by cheque or electronic bank transfer. All cheques and electronic transactions shall be signed or authorised on behalf of the NZSF by any two signatories from time to time appointed by the Board.
- 18.5 The NZSF may from time to time invest and reinvest in securities authorised by the Board upon such terms as it may think fit.
- 18.6 The auditor shall at all times have access to the NZSF's books or accounts and shall be entitled to any information relating thereto on any matter deemed necessary or desirable for the purposes of the audit and shall have the assistance of the Board in the examination of such books and accounts if requested.

19. COMMON SEAL

- 19.1 The common seal of the NZSF shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of at least three members of the Board.

20. ALTERATIONS OF RULES

- 20.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 20.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of the NZSF. This Rule 20.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

- 20.3 No amendment may be made to this Constitution which affects Rule 25 relating to monetary gain or Rule 26 relating to liquidation unless it has been first approved by the Inland Revenue Department.

21. SUB-COMMITTEES

- 21.1 In accordance with clause 13.2 (i) of this Constitution, the Board has the power to establish sub-committees or other groups to carry out any work of the Board by its delegated authority
- 21.2 Sub-committees may include, but are not limited to, selection panels for teams, a coaches council, and a judges council.
- 21.3 The President shall be an ex-officio member of all sub-committees of the Federation.
- 21.4 At all meetings of sub-committees of the Federation, in the event of equality of voting, the President shall have a casting vote

22. REGULATIONS

- 22.1 The Board may promulgate from time to time such Regulations as it considers appropriate, including but not limited to any Domestic Regulations, a code of conduct, anti-match-fixing rules, anti-harassment policy, nomination and selection criteria and anti-doping regulations pursuant to Rule 13.2 (p). Such Regulations when promulgated shall be recorded in a Regulations register maintained by the NZSF.
- 22.2 Any Regulations promulgated under this Rule shall be binding not only on all Members of the NZSF, but shall be binding on all persons affiliated to Members of the NZSF.
- 22.3 Regulations promulgated under this Rule may be restricted, amended or added to from time to time only by Resolution of the Board.

23. ANTI-DOPING CODE

- 23.1 Pursuant to rule 4.1 (m) herein, the NZSF Anti-Doping Code, shall be the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and as amended from time to time
- 23.2 The Anti-Doping Rules, referred to in Rule 23.1, shall replace all existing anti-doping code, rules, by-laws or regulations of the NZSF.
- 23.3 Save for the provisions of clause 23.4 herein, to the extent of any inconsistency between the Sports Anti-Doping Rules and any Rule in this Constitution or any code, policy, regulation or by-law of the NZSF, the Sports Anti-Doping Rules shall apply.
- 23.4 As a condition of membership to ISSF, the NZSF, its members, and each of the members and personnel of the NZSF Members shall and do hereby agree to be bound, without exception, by the ISSF Anti-Doping Rules. The NZSF shall and does hereby agree to respect and fulfil all the requirements outlined in Article 17 of the ISSF Anti-Doping Rules as may be amended from time to time, to the best of its ability.

24. ANTI-MATCH-FIXING AND SPORTS BETTING POLICY

- 24.1 The NZSF Anti-Match-Fixing and Sports Betting Policy, as prescribed by Rule 22.1 shall be the Anti-Match-Fixing and Sports Betting Policy approved by the NZSF Executive Committee, and as amended from time to time
- 24.2 The Anti-Match-Fixing and Sports Betting Policy, referred to in Rule 24.1, shall replace all existing anti-match-fixing and sports betting policies of the NZSF.

25. APPLICATION OF INCOME

- 25.1 The income and property of NZSF shall be applied solely towards the promotion of the Objects of the NZSF. No Board Member of the NZSF, or any person affiliated to or associated with a Board Member, is permitted to take part in, or influence any decision made by the NZSF in respect of payments to, or on behalf of, the Board Member or person associated with the Board Member of any income, benefit, or advantage.
- 25.2 Except as provided in this Constitution:
- (a) No portion of the income or property of the NZSF shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Board Member; and
 - (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Board Member except under Rule 14.11.
- 25.3 Any payments made to a Member of the NZSF, or person affiliated to or associated with a Member, must be for goods or services that advance the purpose of the NZSF, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution
- 25.4 The reasonable costs for the President, Vice President, Administration Employee, Treasurer, one Delegate from each Member and each Independent Board Member to attend Board and General Meetings shall be paid by the NZSF.

26. LIQUIDATION

- 26.1 The NZSF must be liquidated if the NZSF, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring the NZSF to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.
- 26.2 If upon the winding-up or dissolution of the NZSF there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among individual members of the NZSF but shall be given or transferred to a Member Association, some other association, organisation or body having objects similar to the objects of the NZSF, or to some other charitable organisation or purpose within New Zealand.

27. INDEMNITY

- 27.1 The NZSF shall indemnify every member of the Board, the Administrative Employee and other officers and employees of the NZSF in respect of all liability arising from the proper performance of their functions connected with the NZSF.

28. NATIONAL TEAMS

Selection of National Teams

- 28.1 The nomination or selection of Athletes to Olympic or Commonwealth Games, ISSF World or Continental Championships, ISSF World Cups, or to any competition where the sanction by the NZSF is necessary, shall be made by the Board or the NZSF Selection Panel as per the published Nomination Criteria for the event and for that purpose each of the Ordinary Members hereby grant and authorise the NZSF the authority and powers necessary to represent and act on behalf of the relevant Athletes of each Ordinary Member.
- 28.2 Any Athlete eligible for nomination or selection as described in Rule 28.1 must be certified by the Ordinary Member to which they are affiliated as;
- (a) Conforming with the eligibility code of the International Olympic Committee Rule 45 (Doping), its bylaws and guidelines, and;
 - (b) Conforming to the ISSF Eligibility Rules for ISSF events.
- 28.3 Rules and criteria for nomination and/or selection of Athletes to NZSF sanctioned events described in 28.1 shall be determined from time to time by the Board and, when required, in consultation with other organisations.

Discipline of Team Members

- 28.4 The NZSF may by its Board or any committee formed pursuant to these rules (“Hearing Authority”) discipline Athletes, team members and/or other persons (for the purposes of clause 28.4 to 28.10 inclusive - “Athlete”) whom have agreed to be bound by an NZSF Athletes Agreement or other NZSF Agreement where the said agreement provides for disciplinary action to be taken.
- 28.5 Where any NZSF Team manager, Board member or any other person reports in writing to the NZSF Board that an Athlete is alleged to have conducted himself or herself either:
- (a) in breach of any NZSF Athletes Agreement, or
 - (b) in breach of the rules and bylaws of the NZSF, or
 - (c) is likely in the view of Team manager or Board member to have brought shooting sports or the NZSF into disrepute-
- then the NZSF may convene a Hearing Authority for the purpose of holding a hearing into the said allegations.
- 28.6 Where the NZSF wishes to consider any Athlete’s conduct or actions pursuant to clause 28.5. then-

- (a) The NZSF shall serve written notice (“Notice of Hearing”) of thirty (30) days to the party or parties concerned, and to the appropriate Member Association, of its intention to appoint a Hearing Authority to consider disciplinary action and the allegations or grounds therefore, and the party or parties concerned together with the individual’s representative or advocate shall be invited to attend the hearing of the Hearing Authority in order to make representations or to present a written statement;
- (b) The Hearing Authority will call upon the Team manager, Board member or any other relevant person to provide evidence in writing of the Athletes conduct complained of and that person or those persons providing such evidence must make themselves available either in person or via video link (or other suitable means) at the Hearing for the purpose of assisting the Hearing Authority and answering questions of the Hearing Authority and the Athlete;
- (c) Any hearing held by the Hearing Authority shall be inquisitorial and non-adversarial in nature where the Hearing Authority shall be empowered to:
 - i. investigate the allegations and facts surrounding the alleged conduct of the Athlete; and
 - ii. Issue a decision in respect of its findings and
 - iii. Regulate the manner and timing of the hearing generally.

28.7 If at the conclusion of the hearing, two-thirds of the Hearing Authority find the allegations described in the Notice of Hearing to be substantiated (on the balance of probabilities), then

- (a) a motion stipulating the penalty shall be proposed and seconded by the members of the Hearing Authority. A majority of two-thirds of the Hearing Authority must pass such motion in order to take effect.
- (b) the findings of the hearing and reasoning therefore together with the detail of the penalty to be imposed shall be recorded in writing and notified to the Athlete and the Athlete’s Member Association.

28.8 Where at the conclusion of a disciplinary hearing the Hearing Authority finds the disciplinary matters proven as against the Athlete, the Hearing Authority shall have the power to:

- (a) Censure, caution or reprimand any Athlete;
- (b) fine (to a maximum sum of \$500) any Athlete;
- (c) suspend or withdraw any Athlete from an NZSF sanctioned shooting event or events;
- (d) exclude an Athlete from any competition or competitions sanctioned by the NZSF,
- (e) terminate any Athlete’s or Team member’s athletes agreement

- 28.9 Where the NZSF Team Manager in his or her sole opinion considers that an Athlete has breached clause 28.5 herein, nothing herein shall prevent the NZSF Team Manager (with the express authority of the NZSF President) from
- (a) Suspending or excluding any Athlete from any competition, or
 - (b) Withdrawing any Athlete's accreditation for any particular NZSF sanctioned event or competition -
- at any time prior to a Hearing Authority holding a hearing into disciplinary matters of any Athlete.

29. BOARD OF APPEAL

- 29.1 The NZSF Board of Appeal shall consist of the following persons;
- (a) The President of the NZSF, and;
 - (b) The Presidents of the Member Associations or their nominees.
- 29.2 Not less than four persons shall comprise a quorum for the Board of Appeal.
- 29.3 Any person disciplined in accordance with Rule 28.7, or who is aggrieved that the selection or nomination policy as published for a specific event has not been adhered to by the NZSF shall within ten (10) working days have the right of appeal called expressly for the purpose of hearing such an appeal, and the notice of which must be given to the NZSF within ten (10) working days of the written notification to the party or parties concerned of the passing of the motion by the Board. A notice of appeal must be accompanied by a bond of \$NZ 500 that shall be forfeited at the option of the NZSF Board of Appeal in the event that the appeal is unsuccessful. Any party so appealing may be represented before the Board of Appeal by counsel.

30. SPORTS DISPUTES TRIBUNAL OF NEW ZEALAND

- 30.1 Any party aggrieved by a decision of the Board of Appeal may appeal to the Sports Disputes Tribunal of New Zealand.
- 30.2 An appeal may only be made on one or more of the following grounds;
- (a) That natural justice was denied;
 - (b) That the Board of Appeal acted outside of its powers and/or jurisdiction (i.e. acted ultra vires);
 - (c) That substantial new evidence has become available after the decision that is being appealed was made;
 - (d) In respect of a decision relating to misconduct involving the appellant, that the penalty was either excessive or inappropriate.
- 30.3 Any such appeal shall be filed within ten (10) working days from the date the appellant was notified of the decision of the Board of Appeal and in all other respects shall be in accordance with the rules of the Sports Disputes Tribunal of New Zealand.
- 30.4 For the purposes of clauses 28, 29 and 30:

- (a) **“Athlete”** means an individual whom is a fully paid-up member of an Ordinary Member of the NZSF.
- (b) **“Hearing Authority”** means the Board or committee described in clause 28.4.
- (c) **“NZSF Agreement”** means any agreement between NZSF and any individual (including, but not limited to, any Athlete), for an individual to attend any sport shooting competition as an Athlete, coach, or manager or in any other capacity whatsoever where the said individual has agreed to be bound by the rules, and regulations, directives and authority of the NZSF.