

21st February February 2020

**New Zealand Disc Golf Association Incorporated
Constitution**

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1. Name and Office

1.1 The name of the Association is New Zealand Disc Golf Association Incorporated (hereinafter “the Association”).

1.2 The Registered Office of the Association shall be such address as determined by the Board from time to time.

2. Purposes

2.1 The purposes of our Association are:

- (a) To be the national and governing body of disc golf in New Zealand.
- (b) To support and encourage the growth and development of disc golf throughout New Zealand.
- (c) To facilitate and support disc golf related events throughout New Zealand.
- (d) To support Members of the Association in their disc golf endeavours.
- (e) To participate in national and international sports federations and similar bodies.
- (f) To educate clubs, players, and members of the public about disc golf safety.
- (g) To do anything necessary or helpful to the above purposes.

2.2 The Association is a not-for-profit organisation. Members of the Association are prohibited from deriving any pecuniary gain, excluding prizes, from any of the Association’s properties or activities, except to the extent that such Member may be remunerated by the Association for services rendered to the Association as a full-time or part-time employee, contractor or reimbursed for money paid on behalf of the Association or as otherwise specifically provided for in this Constitution.

3 Disc Golfer’s Code

3.1 Members of the Association shall observe (and encourage all players to observe) the international code:

- (a) Play smart. *Never throw into a blind area or when players, spectators, pedestrians, or other facility users are within range. Use a spotter.*
- (b) Respect the course. *Observe all posted rules. No littering, graffiti, or abuse of equipment or flora.*
- (c) Represent the sport. *Be responsible and teach others.*

4 Board

4.1 The Association shall have a Board of Directors (hereinafter “the Board”), comprising the following persons:

- (a) Chair;
- (b) Secretary;
- (c) Treasurer;
- (d) Deputy Chair;
- (e) Tour Director;
- (f) Outreach Director;
- (g) Communications Director.

4.2 Only Members of the Association may be Directors of the Board.

4.3 Members must be at least 18 years of age at the time of election in order to be appointed to the Board.

4.4 There shall be a minimum of four Directors of the Board (including the Chair, Secretary and Treasurer), and a maximum of seven. Seven shall be the preferred number.

4.5 The core responsibilities of the Chair, Secretary and Treasurer are fixed and must remain separate (a different person must occupy each role). Other responsibilities (or portfolios) may be assigned and re-assigned between any Directors of the Board as the Association sees fit.

5. Appointment of Directors of the Board

5.1 At an Annual General Meeting or Special General Meeting, the Members shall decide by vote who shall be elected to a specific role on the Board.

5.2 The term of appointment of Directors of the Board shall be until the next Annual General Meeting.

6 Cessation of Board Directorship

6.1 Persons cease to be Directors of the Board when:

- (a) their term expires; or
- (b) they are removed by majority vote of Members at a Special General Meeting; or
- (c) they resign by giving written notice to the Board.

6.2 If a person ceases to be a Director of the Board, that person must within one month give to the Board all Association documents and property in their possession.

7 Nomination of Board Directors

7.1 To be eligible for election to the Board, a Member must live in New Zealand (and have the right to do so), be nominated in writing to the Secretary by another Member, and seconded in writing to the Secretary by another Member.

7.2 If the position of Chair, Secretary or Treasurer falls vacant between Annual General Meetings, the Board may appoint any of their number to fill that vacancy until the next Annual General Meeting.

7.3 In the event that the number of elected Board Directors falls below four voting members, or if for any reason the Board is unable to fill the position of Chair, Secretary or Treasurer, the Association shall without undue delay call a Special General Meeting (or if appropriate bring forward the date of the next Annual General Meeting) in order to fill the vacancy or vacancies by election.

7.4 In the event that a Board Director position other than Chair, Secretary or Treasurer falls vacant, the Board may at its discretion co-opt any willing Member to fill the vacant position until the next Annual General Meeting of the Association. A Member so co-opted to the Board shall have no voting rights on the Board.

7.5 In special circumstances (for example unforeseen projects or workload) the Board may at its discretion co-opt any willing Member to the Board on a temporary basis. A Member so co-opted to the Board shall have no voting rights on the Board.

7.6 The positions of Chair, Secretary and Treasurer may not be filled by co-opted Members of the Board, but must be filled by Board Directors elected by Members at an Annual General Meeting or Special General Meeting.

7.7 At the first Board meeting following an Annual General Meeting or Special General Meeting at which a Chair has been duly elected or re-elected, the first agenda item shall be a vote of confidence in the Chair.

7.8 The Board may at any time hold a vote of no confidence in the Chair, Secretary, or Treasurer, if requested by two Directors.

7.9 Votes of confidence and no confidence shall be by majority vote of all current Directors. If a Director is not present at a Board meeting to which a vote of confidence or no confidence is brought, their views and vote shall be ascertained before the meeting.

7.10 If the Board votes no confidence in the Chair, Secretary, or Treasurer, that Director shall vacate the position of Chair, Secretary or Treasurer but shall remain a Director of the Board until the end of their term. That Director also has the option to resign. The Board shall immediately elect another current Director to fill the vacated position of Chair, Secretary or Treasurer. If for any reason the Board is unable to do so, it shall call a Special General Meeting (or if appropriate bring forward the date of the Annual General Meeting) in order to fill the vacated position by election by Members.

7.11 If a Chair fails a vote of confidence, or the Board votes no confidence in any of Chair, Secretary, or Treasurer, then Members and the general public shall be informed immediately by the Board (e.g. by display on the Association's website).

8 Role of the Board

8.1 Subject to this Constitution, the role of the Board is:

- (a) to administer, manage and control the Association;
- (b) to carry out the purposes of the Association, and use money or other assets to do so;
- (c) to manage the Association's financial affairs, including approving the annual financial statements for approval by Members at Annual General Meetings;
- (d) to set accounting policies in line with generally accepted accounting practice;
- (e) to delegate responsibility and co-opt Members to the Board as necessary;
- (f) to ensure that all Members follow this Constitution;
- (g) to recommend how a person becomes a Member of the Association, and how a person ceases to be a Member;
- (h) to decide the dates and times for Annual General Meetings and Special General Meetings, and to set the agenda for such meetings;
- (i) to decide the procedures for complaints;
- (j) to set membership fees, subscriptions and levies;
- (k) to make rules, regulations and Bylaws as it sees fit.

8.2 The Board has all of the powers of the Association, unless the Committee's power is limited by this Constitution, or by a majority decision of Members at an Annual General Meeting or Special General Meeting.

8.3 Decisions of the Board bind the Association, unless the Board's power is limited by this Constitution or by a majority decision of Members at an Annual General Meeting or Special General Meeting.

9 Roles of Board Directors

9.1 The Chair is responsible for:

- (a) ensuring that the Constitution is followed;
- (b) convening Meetings and establishing whether or not a quorum is present (half or more of the Board at Board meetings; 15 or more Members at a Meeting of the Association);
- (c) drawing up and managing the agenda of Meetings;
- (d) chairing Meetings, deciding who may speak and when;
- (e) overseeing the operations of the Association;
- (f) providing a report on the operations of the Association at each Annual General Meeting;
- (g) representing the Association to national bodies (e.g. government, media, sponsors), unless otherwise delegated;
- (h) setting and guiding plans and strategies of the Association, seeking approval from the Board and Members as appropriate;
- (i) helping to ensure that other Directors and Non-Executive Officers have appropriate resources and support for their roles;
- (j) to provide leadership in difficult or unforeseen circumstances.

9.2 The Secretary is responsible for:

- (a) recording the minutes of Meetings;
- (b) keeping the Register of Members, and ensuring it is up to date;
- (c) being the custodian of the Association's records, documents, standing policies and books except those required for the Treasurer's function;
- (d) ensuring that all correspondence is received and replied to in a timely manner as required by the Board;
- (e) forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by Members at an Annual General Meeting;
- (f) advising the Registrar of Incorporated Societies of any changes to this Constitution;
- (g) ensuring that all registrations of the Association, and relative fees, are up to date;
- (h) liaising with national and international sports associations, federations and similar bodies, unless otherwise delegated;
- (i) overseeing elections at Annual General Meetings and Special General Meetings.

9.3 The Treasurer is responsible for:

- (a) keeping proper accounting records of the Associations's financial transactions to allow its financial position to be readily ascertained;
- (b) preparing annual financial statements for presentation at each Annual General Meeting (these statements should be prepared in accordance with the Association's accounting policies);
- (c) providing a financial report at each Annual General Meeting;
- (d) ensuring that amounts owing by the Association, and amounts owed to the Association, are promptly paid and received;
- (e) providing financial information to the Board as determined by them;
- (f) recommending accounting policies to the Board;
- (g) ensuring that the Association is financially and fiscally compliant with all relevant legislation and regulations;
- (h) managing the Association's banking relationships.

9.4 The Deputy Chair is responsible for:

- (a) deputising for the Chair when he or she is not available;
- (b) fundraising and sponsorship (both for the Association and on behalf of Affiliated Clubs);
- (c) encouraging and supporting the growth and development of the game;
- (d) liaising with Affiliated Clubs, ensuring that their views are represented to the Board, and that they receive appropriate support from the Board and the Association;
- (e) encouraging the formation of local disc golf clubs in New Zealand, and providing guidance and support to them;
- (f) setting conflict of interest policy (seeking Board approval as appropriate), and handling specific conflict of interest cases;
- (g) overseeing disciplinary policy and processes.

9.5 The Tour Director is responsible for:

- (a) creating and managing the annual calendar of Tour and other events in New Zealand;
- (b) sanctioning Tour events on application by tournament directors; inviting proposals for the running of tournaments and events owned by the Association or carried out in its name;
- (c) ensuring that Tour events are conducted in accordance with agreed policies and guidelines;
- (d) helping to ensure that tournament directors receive appropriate technical assistance;
- (e) proposing, updating and communicating NZDG policies relating to Tour events;

(f) ensuring that the results of Tour events are reported with timeliness and accuracy, and that the appropriate databases are updated (e.g. National Tour standings, PDGA);

(g) guiding the Board with regard to policy and strategy for Tour and other events, including policy and strategy related to growth.

9.6 The Outreach Director is responsible for:

(a) researching outreach, education, training and coaching initiatives and making them available to the Association and Affiliated Clubs;

(b) proposing strategy and policy relating to outreach and education to the Board;

(c) implementing such strategy and policy as agreed by the Board;

(d) securing funding for specific outreach and education initiatives, both nationally and locally;

(e) educating Members, players and the public about disc golf safety.

9.7 The Communications Director is responsible for:

(a) ensuring that the views of Members are properly represented to the Board;

(b) acting as a first point of contact for Members with queries and ensuring that these queries are responded to in a timely manner;

(c) proposing and managing the Association's communication policy to Members and non-Members;

(d) managing the Association's website, Facebook page and similar;

(e) assisting the Chair, other Directors as appropriate, and Affiliated Clubs in their dealings with media;

(f) making recommendations to the Board to ensure that Membership of the Association remains a valid and worthwhile proposition.

9.8 It is expected that Directors will attend every board meeting, apart from in exceptional circumstances, prepare thoroughly for board meetings, be involved in additional meetings and governance related activities, and contribute fully at board meetings.

9.9 Unforeseen tasks and projects will arise that do not fit neatly into any Director's portfolio of responsibilities. It is expected that all Directors will willingly take on such issues according to the needs of the Association and the current workload of the Board.

10 Board Meetings

10.1 Board Meetings may be held face-to-face, by video or telephone conference, or in any format determined by the Board.

10.2 Board Meetings may not be held unless at least half of Directors are present.

10.3 The Chair shall chair Board Meetings, or if the Chair is absent, the Deputy Chair. If both are absent, the Board shall elect another Director to chair that meeting.

10.4 Decisions of the Board shall be made by majority vote of Directors present and voting. In the event of an equal (tied) vote, the motion, resolution or decision does not pass. There shall be no casting (or second) vote.

10.5 Only Directors present at a Board Meeting may vote at that Meeting.

10.6 Subject to this Constitution the Board may regulate its own practices.

10.7 The Chair (or Deputy Chair, or Director elected to chair the meeting) shall adjourn the meeting if necessary.

10.8 If within half an hour after the time appointed for a Board Meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place determined by the Chair. If at such an adjourned meeting a quorum is not present, the meeting shall be dissolved without further adjournments.

11 Working Groups

11.1 The Board may at its sole discretion appoint Working Groups to carry out specific tasks, projects and work.

11.2 Such Working Groups shall regularly report progress to the Board.

11.3 Such Working Groups have no authority or powers except as delegated, approved, or ratified by the Board.

12 Non-Executive Officers

12.1 The Board may at its sole discretion appoint Non-Executive Officers to perform specific roles.

12.2 Such Non-Executive Officers have no authority or powers except as delegated, approved, or ratified by the Board.

12.3 The appointment of Non-Executive Officers shall be until the next Annual General Meeting of the Association.

12.4 After each Annual General Meeting, current Non-Executive Officers shall be re-appointed or dismissed as decided by the Board at its sole discretion.

13 Types of Members

13.1 Membership may comprise different classes as determined by the Association.

13.2 Members have the rights and responsibilities set out in this Constitution.

13.3 Members must be at least 13 years of age in order to vote at Association Meetings, propose or second members for election to the Board, and to propose or second Motions for consideration at Association Meetings. Other than these, Members under 13 years of age have all other rights of Membership.

14 Admission of Members

14.1 To become a Member, a person (hereinafter “the Applicant”) shall:

(a) complete an application form, if required by this Constitution, or by the Bylaws and other rules of the Association, or by the Board; and

(b) supply any other information that the Board requires; and

(c) meet any other criteria as set out in this Constitution or in the Bylaws and other rules of the Association.

14.2 The Board may interview the Applicant when it considers Membership applications.

14.3 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

14.4 Unless clearly indicated otherwise, the term of Membership is for one calendar year from the date of admission or renewal.

15 The Register of Members

15.1 The Secretary shall keep a register of Members (hereinafter the “Register”), which shall contain the names, dates of birth and contact details of all Members, and the dates at which they became Members.

15.2 If a Member’s contact details change, that Member shall give the new details to the Secretary.

15.3 Each Member shall provide such other details as required from time to time by the Board.

16 Cessation of Membership

16.1 Any Member may resign by giving written notice to the Secretary.

16.2 Membership may be terminated or suspended in the following way:

(a) If for any reason whatsoever, the Board is of the view that a Member is breaching this Constitution, or acting in a manner inconsistent with the purposes, Bylaws and other rules of the Association, or acting in a manner that brings the Association into disrepute, the Board may give written notice of this to the Member (hereinafter “the Board’s Notice”). The Board’s Notice must:

(i) explain how the member is breaching this Constitution, or acting in a manner inconsistent with the purposes, Bylaws and other rules of the Association, or acting in a manner that brings the Association into disrepute;

(ii) state what the Member must do in order to remedy the situation; or state that the member must write to the Board giving reasons why the Board should not terminate or suspend the Member’s Membership, or both;

(iii) state that if, within 14 days of the Member receiving the Board’s Notice, the Board is not satisfied, the Board may at its absolute discretion immediately terminate or suspend the Member’s Membership;

(iv) state that if the Board terminates or suspends the Member’s Membership, the Member may appeal to the Board.

(b) 14 days after the Member received the Board’s Notice, the Board may at its absolute discretion by majority vote terminate or suspend the Member’s Membership by giving the Member written notice

(hereinafter “Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Board by giving written notice to the Secretary (hereinafter “Member’s Notice”) within 14 days of the Termination Notice.

(c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be heard at a Board Meeting held within the following 28 days. If the Member so chooses, the Member may provide the Board (via the Secretary) with a written explanation of the events as the Member sees them (hereinafter “Member’s Explanation”), and may also provide written accounts by other witnesses. In addition, the Member may bring another Member of his or her choice as his or her witness and/or advocate at the Board meeting.

(d) When the Member is heard at a Board meeting, the Board may question the Member and his or her witness/advocate (if any).

(e) The Board shall then by majority vote decide whether to reinstate the Member, or to let the termination or suspension stand (the Motion being to re-instate the Member).

(f) If after a Board meeting, a terminated or suspended Member is still not satisfied, he or she may seek to put a Member’s Motion to the next Annual General Meeting or Special General Meeting of the Association, subject to the normal rules and procedures for Members’ Motions (see below).

16.3 Where a case for disciplining, suspending or terminating a Member arises out of a disc golf tournament or event, the Association may seek guidance from the current disciplinary policies and procedures of the Professional Disc Golf Association (though these are not binding).

17 Obligations of Members

17.1 All Members of the Association (including Directors) shall:

(a) in good faith follow the rules and obligations set out in this Constitution, and as set out in the Association’s Bylaws, if any, as set out from time to time;

(b) promote the purposes of the Association;

(c) be a worthy representative and ambassador of the Association to others;

(d) do nothing to bring the Association into disrepute;

(e) respect the privacy of Members and their personal information held by the Association.

18. Affiliation of Disc Golf Clubs

18.1 Local disc golf clubs, with the agreement of the Board, are to set up their own organisation and become a recognised affiliated club of the Association on satisfying the following conditions:

(a) the club must be disc golf related;

(b) the purposes of the club must not conflict with the purposes of the Association;

(c) the club must operate its own financial systems.

18.2 The decision to grant a local disc golf club affiliated status is at the sole discretion of the Board.

18.3 The Board may at its sole discretion suspend or revoke the affiliated status of a local disc golf club.

18.4 In seeking or accepting affiliation, a local disc golf club acknowledges the purposes of the Association, its not-for-profit status, and the International Disc Golfer's Code.

18.5 The Association encourages local disc golf clubs to set up as incorporated societies.

Powers of the Association, Money, Assets

19 Powers

19.1 The Association, by and through its Board, has the power to do all things necessary, desirable or convenient for the promotion of its purposes and objectives, and in particular may:

- (a) purchase, lease, or acquire any interests in real or personal property;
- (b) raise money by subscriptions, levies or otherwise and grant to subscribers or contributors such rights and privileges as the Association considers necessary;
- (c) borrow or secure the payment of money in whatever manner the Association thinks fit and mortgage or otherwise charge any property or interest of the Association;
- (d) enter into any contract or arrangements with any person or body;
- (e) invest, lend, or deal with money not immediately required for the purposes of the Association as the Board may determine from time to time;
- (f) lend money to a member, affiliated body, or recognised disc golf club with or without security on such terms and conditions as the Association may determine;
- (g) apply for funding on behalf of any Member or affiliated body;
- (h) employ and remunerate officers and employees of the Association as the Board sees fit;
- (i) give rulings as to the application and interpretation of the rules of disc golf;
- (j) exercise discipline over Members (e.g. if they are found to be in breach of their obligations as set out elsewhere in this Constitution);
- (k) exercise discipline over persons who participate either as players or officials or spectators in any disc golf event or activity whether in New Zealand or overseas;
- (l) encourage or rule for the playing of all disc golf related events free from the use of drugs, implement drug sampling and testing measures, apply penalties for doping infractions, develop and/or change a drugs or doping policy from time to time, in accordance with New Zealand legislation, regulations and guidance;
- (m) affiliate to other national and international organisations in furtherance of the purposes of the Association;
- (n) grant affiliated status to local disc golf clubs and similar bodies;
- (o) make, alter, or rescind Bylaws and regulations as a separate document to these rules;
- (p) exercise any power that a trustee might exercise.

20 Use of Money and Other Assets

20.1 The Association shall maintain a current bank account and such other bank accounts as it sees fit.

20.2 At least two Directors shall sign or authorise all cheques, withdrawals or payments.

20.3 Funds may be raised by levies, sponsorship, event proceeds or by any other means that the Board sees fit.

20.3 The Association may borrow money subject to approval at an Annual General Meeting or Special General Meeting.

21 Financial Year

21.1 The financial year of the Association begins on 1st January and ends on 31st December.

22 Assurance on the Financial Statements

22.1 The Association shall appoint an accountant to review its annual financial statements (hereinafter the "Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Association's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of Chartered Accountants Australia and New Zealand (CAANZ), and must not be a Director of the Board, nor an employee of the Association. If the Association appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as replacement.

22.2 The Board is responsible for providing the Reviewer with:

(a) access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, statements, documentation and other information;

(b) additional information that the Reviewer may request from the Board for the purpose of the review; and

(c) reasonable access to persons within the Association from whom the reviewer deems it necessary to obtain information or evidence.

22.3 The Reviewer shall be appointed by majority vote of the Board, and confirmed by majority vote of Members at an Annual General Meeting or Special General Meeting.

22.4 An audit of the Association's annual financial statement by a suitably qualified professional auditor shall be conducted if:

(a) required by the Board; or

(b) required by majority vote of Members at an Annual General Meeting or Special General Meeting.

23 Joining Fees, Subscriptions and Levies

23.1 Membership shall be either subscription-based or events-based for a period of 12 months.

23.2 Matters relating to membership types, conditions, duration, fees, rights, obligations and terminations shall be included in the Association's Membership Policy.

23.3 Any changes to the Association's Membership Policy shall be approved by the Board.

23.4 Members or Clubs affiliated with the Association are prohibited from deriving any pecuniary gain, excluding prizes, from any of the Association's properties or activities, except to the extent that such Member or Club may be remunerated by the Association for services rendered to the Association as a full-time or part-time employee, contractor or reimbursed for money paid on behalf of the Association or as otherwise specifically provided for in these rules.

CONDUCT OF MEETINGS OF THE ASSOCIATION

24 Meetings of the Association

24.1 Association Meetings are of two kinds:

(a) the Annual General Meeting, which shall be held once every year no later than five months after the Association's financial year end;

(b) a Special General Meeting, which may be called by the Board at any time.

24.2 Annual General Meetings should where possible be held in conjunction with a major national tournament.

24.3 The Secretary shall give all Members at least 30 days written notice of the date, time and place of any Annual General Meeting or Special General Meeting, and 10 days written notice of the business to be conducted at that Meeting.

24.4 If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more of the Members do not receive the notice.

24.5 All current Members may attend Association Meetings. Voting rights at Association Meetings may be subject to age, residence and other requirements, as specified elsewhere in this Constitution and the Bylaws and other rules of the Association.

24.6 No Association Meeting may be held unless at least 15 members attend (which constitutes a quorum).

24.7 Association Meetings shall be chaired by the Chair, or in his absence by the Deputy Chair. If both are absent, the Association shall elect another Director of the Board to chair the Meeting.

24.8 An Annual General Meeting shall be held each year for the following purposes:

(a) to receive minutes of the previous Annual General Meeting and of any Special General Meetings held since the previous Annual General Meeting;

(b) to receive the Chair's annual report on the operations of the Association;

(c) to receive the Treasurer's report on the finances of the Association, together with the annual financial statements as approved by the Board;

(d) to recognise and reward significant achievements;

(e) to receive reports from local disc golf clubs;

(f) to decide on any motion proposed by the Board or by Members, which must be notified to Members along with the meeting notice;

(g) to confirm the membership terms and fee structure for the upcoming year;

(h) election of nominated and seconded Directors of the Board as notified to the Secretary;

(i) to consider, if the Chair consents, any general or other business item.

24.9 Any Association Member may nominate any other Member for election to the Board. Such nomination must be given to the Secretary in writing at least 20 days before the date of the Annual General Meeting or Special General Meeting at which Directors of the Board are to be elected. A Member may not nominate himself.

24.10 A Member nominated for election to the Board must also be seconded by a Member other than the nominating Member. Secondment must be given to the Secretary in writing at least 20 days before the date of the Annual General Meeting or Special General Meeting at which Directors of the Board are to be elected. A Member may not second his or herself. If a Member is nominated, but not seconded (or seconded, but not nominated), he or she shall not be eligible to stand for election.

24.11 The Secretary shall make minutes of previous Association meetings available for inspection by any Member on request.

25 Adjournment of Association Meetings

25.1 The Chair shall adjourn any Association Meeting if necessary.

25.2 If within half an hour after the time appointed for a Meeting a quorum is not present, the Meeting shall stand adjourned to a day, time and place determined by the Chair. If at such an adjourned Meeting a quorum is not present, the Meeting shall be dissolved without further adjournments. The Chair may with the consent of any Association Meeting adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

26 Motions at Association Meetings

26.1 Any Member may request that a Motion be voted on (hereinafter a "Member's Motion") at a particular Association Meeting by giving written notice to the Secretary at least 20 days before that Meeting. The Member may also provide information in support of the Motion. The Member's Motion must be seconded by another Association Member. The Board may at its absolute discretion decide whether or not the Association will vote on the Motion. However, if the Member's Motion is signed by at least 15 Members:

(a) it must be voted on at the Association Meeting chosen by the Member; and

(b) the Secretary must give the wording of the Member's Motion to all Members at least 10 days before the Club Meeting chosen by the Member.

26.2 The Board may put forward motions for the Association to vote on (hereinafter "a Board Motion"), which shall be notified to Members at least 10 days before the Association Meeting.

26.3 The Board may at its sole discretion recommend to Members how to vote on any Motion at Association Meetings.

27 Voting and Elections

27.1 Decisions made at Association Meetings shall be by majority vote of those Members voting, except that Motions to alter or replace these Articles of Association shall require a two-thirds majority.

27.2 Provision shall be made by the Board for any member who is unable to attend an Association Meeting in person to vote electronically in any election or on any Motion notified to Members. Since electronic voting shall be made available to all Members, there shall be no proxy votes.

27.3 Electronic voting is subject to a cut-off of up to 48 hours before the scheduled start of an Association Meeting, as determined by the Board and notified to Members.

27.4 Points of order and minor business items that do not significantly alter Association policy may at the Chair's discretion be voted on by acclaim or by show of hands at Association meetings.

27.5 If the vote on any Motion at a Club meeting is tied, it shall be recounted. If still tied after recounting, the Motion does not pass. There is no casting (or second) vote.

27.6 Elections of Directors of the Board shall be open to all Members who have voting rights.

27.7 Finalised ballots shall be distributed to Members electronically at least 10 days before a scheduled Association Meeting.

27.8 Members voting electronically shall have from receipt of the finalised electronic ballot up until the notified cut-off time decided by the Board to complete and submit their electronic ballots.

27.9 Members are encouraged to vote electronically. Members who wish to vote using a paper ballot may do so, provided they complete the paper ballot and give it in person to the Secretary or Acting Secretary for the Association Meeting no later than the scheduled start of the Meeting.

27.10 A Member may vote in an election either electronically, or in person, before an Association Meeting (but not both). Each Member with voting rights has only one vote.

27.11 Elections shall be held to all 7 Board Director positions at each Annual General Meeting. In addition, elections to specific Board Director positions may be held at a Special General Meeting in order to fill any vacancy, according to the needs of the Association.

27.12 At all Annual General Meetings, and at any Special General Meeting at which elections are held to fill more than one vacant Board Director position, elections shall be carried out strictly in the following order:

- (a) Chair
- (b) Secretary
- (c) Treasurer
- (d) Deputy Chair
- (e) Tour Director
- (f) Outreach Director
- (g) Communications Director

27.13 Where a Board Director position is contested by only one candidate, the ballot given to Members shall allow a "Yes" or "No" vote for the candidate. This allows Members a vote of no confidence in the candidate, as well as allowing a successful candidate to gauge the popularity of their proposed policies. In order for the candidate to be elected, he or she must secure more "Yes" votes

than “No” votes. If the candidate secures an equal number of “Yes” and “No” votes, these shall be recounted. If after recount the numbers are still equal, the candidate shall not be elected.

27.14 Where a Board Director position is contested by two candidates, the ballot given to Members shall allow Members to vote for one candidate or the other (but not both). The candidate who secures the most votes shall be elected. In the event of a tied vote, there shall be a recount. If still tied after recount, the election shall be decided by the toss of a coin, overseen by the Chair of the Meeting.

27.15 Where a Board Director position is contested by three or more candidates, the ballot given to Members shall allow Members to number candidates in order of preference, 1,2,3, etc., with 1 being their most preferred candidate, 2 being their next preferred candidate, and so on. There is no requirement for Members to number more than 1 candidate, however, it is recommended that they do so. When voting is finished, the ballots shall be gathered and tallied in rounds as follows:

- (a) The number of “1” votes for each candidate shall be counted. If any candidate secures more than half of the “1” votes cast, he or she is duly elected.
- (b) If no candidate secures more than half of the “1” votes in the first round, the candidate with the least “1” votes shall be eliminated from the ballot, and the votes of Members who voted for the eliminated candidate shall be transferred to the candidate that they ranked “2”. Votes shall then be recounted and if any candidate secures more than half of the “1” votes plus transferred “2” votes, he or she is duly elected.
- (c) If no candidate secures more than half of “1” and transferred “2” votes in the second round, the process shall be repeated as necessary (the candidate with the least votes shall be eliminated from the ballot, and the votes of Members who voted for the eliminated candidate shall be transferred to their next ranked candidate) until such time as a single candidate has secured more than half of votes, when he or she is duly elected.
- (d) In the event of a tied count (whether to eliminate a candidate, or to elect a candidate), there shall be a recount. If the vote is still tied, the elimination or election shall be decided by countback, that is, by reference to the votes received by the candidates in the previous round, failing which the round before that, and so on. In the case of elimination, the candidate who secured the least votes in the previous round or rounds is eliminated. In the case of election, the candidate who secured the most votes in the previous round or rounds is duly elected.
- (e) In the unlikely event of a tied vote for elimination or election of a candidate that cannot be resolved by countback, the matter shall be decided by coin toss or similar random method, overseen by the Chair of the Meeting with the approval of voting Members present.

27.16 Candidates may if they wish put themselves forward for election to two or three different Board Director positions (henceforward “multiple candidates”). Candidates are encouraged not to stand for three positions without good reason. Should any candidates put themselves forward for more than one position, the following procedures take effect:

- (a) Once a multiple candidate is duly elected to a specific Board Director position (which elections are held in a specific order), then that candidate is eliminated from subsequent ballots.
- (b) Where elimination of one or more multiple candidates by prior election means that any subsequent Board Director position has only one candidate, there shall be a “Yes” or “No” vote for that candidate by voting Members present at the Meeting, otherwise analogous to 27.12 above. Provision shall be made for this vote to be made in secret.

- (c) Where elimination of one or more candidates by prior election means that the number of candidates for a subsequent Board Director position is reduced, but still has at least two candidates, that election shall follow the preference voting procedures set out in 27.14 above, with the votes for the candidate or candidates eliminated by prior election being transferred to Members' next ranked candidates.

27.17 Votes may be gathered, counted and tallied by Directors of the Board, or by tellers appointed by them.

27.18 Votes of individual Members shall be kept strictly secret.

27.19 The Secretary shall publish the results of elections for each candidate without undue delay.

28 Altering this Constitution

28.1 The Association may alter or replace this Constitution at an Association Meeting by a resolution passed by a two-thirds majority of those Members voting.

28.2 When a change to this Constitution is approved by an Association Meeting, no change shall take effect until the Secretary (or Acting Secretary if agreed by the Board) has filed the changes with the Registrar of Incorporated Societies in accordance with required procedure.

28.3 No additions to or alteration or recession of these Rules relating to the non-profit aims of the Association or the winding up of the Association shall be approved without the consent of Inland Revenue. The provisions and effect of this clause shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

REMEDIES AVAILABLE TO MEMBERS

29 Remedies Available to Members in the Event of Dissatisfaction

29.1 If a Member or Members find that one or more Directors, or the Board as a whole, are not discharging their duties or obligations properly as set out in this Constitution, or according to other Bylaws and rules of the Association, there are processes and remedies available to them, including:

- (a) discussing the matter with one or more Directors, or with the Board as a whole;
- (b) tabling and voting on Motions at Annual General Meetings or Special General Meetings;
- (c) nominating, seconding and electing Directors at Annual General Meetings or Special General Meetings.

29.2 In addition, Members that wish to make an objection or complaint about the conduct of the Association's affairs may do so in writing to the Board, in which case:

- (a) any objection or complaint must be signed by at least 15 members;
- (b) upon receipt of such an objection or complaint the Board will without undue delay investigate the matter in an effort to determine the facts, and if appropriate, reach a just and equitable resolution to the objection or complaint;
- (c) the Board shall notify all parties and Members of its decision in writing;
- (d) the Board's decision is final;

(e) the Board shall respond to the objection or complaint within 30 days;

(f) the Board may at its sole discretion treat an objection or complaint signed by less than 15 Members in a similar way, but is not obliged to do so;

(g) it is expected that any such objection or complaint will have been discussed with one or more Directors and/or the Board as a whole before Members resort to a written complaint in the manner set out.

30 CONFLICT OF INTEREST

30.1 The Association shall establish and maintain a Conflict of Interest policy, as determined by the Board from time to time.

30.2 The Association's Conflict of Interest policy shall set out how to deal with the main types of situations likely to give rise to actual or perceived conflicts of interest.

30.3 Conflict of interest cases and situations not covered by the Association's policy shall be dealt with by analogy to existing policy, and/or at the sole discretion of the Board.

30.4 All Directors, Non-Executive Officers, employees of the Association, and candidates for election to the Board shall sign a Declaration of Interest in a form to be determined by the Board from time to time.

30.5 The Association's Conflict of Interest policy and all current Declaration of Interest forms shall be made available to Members and the general public (e.g. by display on the Association's website).

WINDING UP

31 Winding up of the Association

31.1 The Association may be wound up by resolution passed in accordance with the provisions of the Incorporated Societies Act, 1908 or any subsequent amendments thereof.

31.2 Upon winding up, or dissolution by the Registrar, the net assets of the Association may be disposed of in accordance with a resolution passed at a general meeting to use them for the benefit of another non-profit organisation. Funds/assets must not be distributed among members.

32 Bylaws

32.1 The Board may from time to time make, alter or rescind bylaws for the general management of the Association, so long as these are not repugnant to this Constitution or to the provisions of law. All such bylaws shall be binding on Members. A copy of the bylaws for the time being (if any) shall be made available by the Secretary for inspection by any Member on request.

33 Common Seal

33.1 The Board shall provide a common seal for the Association and may replace it with a new one from time to time.

33.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by two persons, being any two of Chair, Secretary or Treasurer.

34 Definitions, Interpretation, and Matters not Covered by the Constitution

34.1 In this Constitution:

(a) “money or other assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Association.

(b) “Association Meeting” means any Annual General Meeting or Special General Meeting, but not a Board Meeting.

(c) “use money or other assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any way deal with, money or other assets.

(d) “written notice” may be (but is not limited to) by hand, by post, by courier, by electronic means (including e-mail, website posting and social media), by advertisement in newspapers or periodicals (whether in hard copy or electronic form), or by any combination of these methods.

(e) “Member” means a Member of the Association.

(f) “Director” means a Director of the Board of the Association.

(g) “General meeting” means Association Meeting.

34.2 In this Constitution, it is assumed that:

(a) “Chair” includes Chairman and Chairwoman; “Deputy Chair” includes Deputy Chairman and Deputy Chairwoman.

(b) where the singular is used, plural forms of the noun are also inferred.

34.3 Headings are for reference, and are not a part of this Constitution. Where the term “section” or “sections” is used in this Constitution, it refers to the text between headings.

34.4 Ambiguities in, and matters not covered in this Constitution shall be decided upon by the Board at its sole discretion. If the Board deems it appropriate, it may refer its interpretation or decision on any such matter to a subsequent Association Meeting for ratification and/or record.