



**CONSTITUTION OF
BLIND SPORT NEW ZEALAND
INCORPORATED**

Updated March 2024

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1) Name

The name of the organisation is BLIND SPORT NEW ZEALAND Incorporated (in these **Rules** referred to as '**BSNZ**').

2) Definitions

In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of **BSNZ** held once per year which, among other **things**, will receive and consider reports on **BSNZ**'s activities and finances.

'**Associated Person**' means a person who:

- a) may obtain a financial benefit from any Matter being dealt with by any **Member** (as a **Board Member**, or in any **General Meeting**, or otherwise for **BSNZ**) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**
- b) may have a financial interest in a person to whom any Matter being dealt with by any **Member** (as a **Board Member**, or in any **General Meeting**, or otherwise for **BSNZ**) relates
- c) is a partner, director, officer, Board Member, or Board Member of a person who may have a financial interest in a person to whom any Matter being dealt with by any **Member** (as a **Board Member**, or in any **General Meeting**, or otherwise for **BSNZ**) relates
- d) may be interested in the Matter because **BSNZ**'s constitution so provides but no such **Member** shall be deemed to have any such interest:
- e) merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under this **Act**; or
- f) if that **Member**'s interest is the same or substantially the same as the benefit or interest of all or most other Members of **BSNZ** due to the Membership of those Members; or
- g) if that **Member**'s interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member**'s responsibilities under this Act or **BSNZ**'s constitution; or
- h) if that **Member** is an officer of a union and that **Member**'s interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its **Members**' collective employment interests.

'**Chair/President**' means the **Board Member** responsible for, among other things, overseeing the governance and operations of **BSNZ** and Chairing **General Meetings**.

‘**Clear Days**’ means complete days, excluding the first and last named days (for instance, excluding the date a **Notice** of meeting is posted or sent to Members and the date of the meeting).

‘**BAP**’ means **Board of Appointment** to select new **Board Members**

‘**Board**’ means **BSNZ’s** governing body.

‘**Board Member**’ means a Member of the **Board**, including the **Chair/President, Secretary** and **Treasurer**.

‘**Deputy Chair/Vice President**’ means the **Board Member** elected or appointed to deputise in the absence of the **Chair/President**.

‘**General Meeting**’ means either an **Annual General Meeting** or a **Special General Meeting** of **BSNZ**.

‘**Matter**’ means (a) **BSNZ’s** performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by **BSNZ**.

‘**Member**’ means a person properly admitted to **BSNZ** who has not ceased to be a Member of **BSNZ**.

‘**Notice**’ to Members includes any **Notice** given by post, courier or email; and the failure for any reason of any **Member** to receive such **Notice** or information shall not invalidate any meeting or its proceedings or any election.

‘**Register of Interests**’ means the register of interests of **Board Members** kept under these **Rules**.

‘**Register of Members**’ means the register of **Members** kept under these **Rules**.

‘**Rules**’ means the Rules in this document.

‘**Secretary**’ means the **Board Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Board** meetings.

‘**Special General Meeting**’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘**Treasurer**’ means the **Board Member** responsible for, among other things, overseeing the finances of **BSNZ**.

3) Purposes

- a) **BSNZ** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely it is New Zealand’s National Disability Sport Organisation for blind and low

vision sport and recreation.

- b) **BSNZ** is charged with but not be limited to:
- I. Developing and improving the opportunities for individuals who are blind or have low vision to actively participate in sport & active recreation in their local community. in New Zealand.
 - II. Supporting the development of administrators, coaches, instructors, officials and teachers to build their skills, knowledge, and experience.
 - III. Coordinating, where appropriate, funding applications and developing key organisation and financial partnerships to support **BSNZ** operations and its **Members**.
 - IV. Exercising jurisdiction over **Matters** pertaining to the participation and conduct of **New Zealand Blind Sport** participants in any **BSNZ** national and international blind sport events.
 - V. To promote and manage compliance with the **Sports Anti-Doping Rules (“SADR”) made by Drug Free Sport New Zealand** and any amendments to or replacement of those Rules.
 - VI. Activating partnerships and resources, be those national or international to increase the awareness and profile of Blind and Low Vision sport in New Zealand.
 - VII. Performing the duties and exercising the authority of a national governing body.
 - VIII. Such other things as required to achieve the above purposes.
- c) The assets, funds and income of the **BSNZ** are to be managed and used solely for pursuing the above objects.
- d) The above objects are to be pursued for blind and low vision residents in New Zealand.
- e) Any income, benefit, or advantage must be used to advance the charitable purposes of **BSNZ**.
- f) No **Member**, or **Associated Person**, is allowed to take part in, or influence any decision made by **BSNZ** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.
- g) Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties

4) **Act and Regulations**

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

5) Registered office

- a) The Registered Office of **BSNZ** shall be at such place in New Zealand as the **Board** from time to time determines.

6) Power to borrow money

- a) **BSNZ** has the power to borrow money.

7) Other powers

In addition to its statutory powers, **BSNZ**:

- a) may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- b) may invest in any investment in which a **Board Member** may lawfully invest.

8) Members

- a) Minimum number of **Members**

BSNZ shall maintain the minimum number of **Members** required by the **Act**.

- b) Types of **Members**

The classes of Membership and the method by which **Members** are admitted to different classes of Membership are as follows:

I. National or Regional Organisation **Member**:

An organisation, corporation, or entity which is deemed by the Board to have sufficient interest in blind sports, and which recognises the objects of **BSNZ** may become a **Member** of **BSNZ** on payment of the annual subscription fee (**see clause 9**). There may be various rights as defined by the **Board** from time to time. A **Member** of **BSNZ** may maintain its Membership by paying the subscription fee in each subsequent year after the fee falls due. In addition to the provisions of **clauses 10-12** which deals with resignations, expulsions and suspensions, an organisation ceases to be a **Member** of **BSNZ** if its Membership fee remains unpaid for more than 90 days after it falls due.

II. Individual **Member**:

An individual person admitted to Membership under these **Rules** and who or which has not ceased to be a **Member**.

III. Life **Member** or Honorary **Member**:

Any person (Life **Member**) or organization (Honorary **Member**) who has rendered highly valued services to **BSNZ** may be appointed as a Life or Honorary Member as the case may be following the recommendation from the Board based on criteria contained in **BSNZ**'s policies and procedures. A resolution at a **General Meeting** must be passed by a two-thirds majority of those **Members** present and voting. A Life **Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions. The Board may determine the specific rights and privileges of life and/or honorary Members from time to time.

IV. Any other Memberships as determined by the Board from time to time.

c) Becoming a Member: Consent

Every applicant for Membership must consent in writing to becoming a **Member**.

d) Becoming a Member: Process

- I. An applicant for Membership must complete and sign any application form, supply any information, or attend an interview, as required by the **Board**.
- II. The **Board** may accept or decline an application for Membership. The **Board** must advise the applicant of its decision (but is not required to provide reasons for that decision).

e) Obligations and rights

- I. Every **Member** shall provide **BSNZ** with that **Member**'s name and contact details (including postal address, telephone number(s), and any email address) and promptly advise **BSNZ** of any changes to those details.
- II. Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of **BSNZ**.

f) Other obligations and rights

- I. All **Members** (including **Board Members**) shall promote the interests and purposes of **BSNZ** and shall do nothing to bring **BSNZ** into disrepute.
- II. A **Member** is only entitled to exercise the rights of Membership (including attending and voting at **General Meetings**, accessing or using **BSNZ**'s premises, facilities, equipment and other

- property) if all subscriptions and any other fees have been paid to **BSNZ** by due date, but no **Member** or Life **Member** is liable for an obligation of **BSNZ** by reason only of being a **Member**.
- III. Any **Member** that is a body corporate shall provide the **Secretary** with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
 - IV. The **Board** may decide what access or use **Members** may have of or to any premises, facilities, equipment, or other property owned, occupied or otherwise used by **BSNZ**, including any conditions of and fees for such access or use.

9) Subscriptions and fees

- a) The annual subscription and any other fees for Membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- b) Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 90 days of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any **BSNZ** activity or to access or use **BSNZ's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within **4** months of the due date for payment of the subscription, any other fees, or levy the **Board** may terminate the **Member's** Membership (without being required to give prior Notice to that **Member**).

10) Ceasing to be a Member

- a) A **Member** ceases to be a **Member**:
 - I. on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
 - II. by resignation from that **Member's** class of Membership by Notice to the **Secretary**, or
 - III. on termination of a **Member's** Membership following a dispute resolution process under these **Rules**.
- b) with effect from the death of the **Member** or the date of receipt by the **Secretary**, or any subsequent date stated in the Notice of resignation, or termination of Membership following a dispute resolution process under these **Rules**.

11) Obligations on resignation

- a) A **Member** who resigns or whose Membership is terminated under these **Rules**:

- I. remains liable to pay all subscriptions and other fees to **BSNZ's** next balance date,
- II. shall cease to hold himself or herself out as a **Member** of the **BSNZ**, and
- III. shall return to **BSNZ** all material provided to **Members** by **BSNZ** (including any Membership certificate, badges, handbooks and manuals).
- IV. shall cease to be entitled to any of the rights of a **BSNZ Member**.

12) Becoming a Member again

- a) Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Board**.
- b) However, if a former **Member's** Membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **Board**.

13) General meetings

- a) Annual General Meetings
 - I. An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Board** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at General **Meetings** shall apply
- b) Annual General Meetings: business
 - I. The business of an **Annual General Meeting** shall be to:
 - a) confirm the minutes of previous BSNZ Meeting(s),
 - b) adopt the annual report on **BSNZ** business,
 - c) adopt the **Treasurer's** report on the finances of **BSNZ**, and the annual financial statements,
 - d) set any subscriptions for the current financial year,
 - e) consider any motions,
 - f) consider any general business.
 - II. The Board must, at each Annual General Meeting, present the following information:
 - a) an annual report on the affairs of **BSNZ** during the most recently completed accounting period,
 - b) the annual financial statements for that period, and
 - c) Notice of any disclosures of conflicts of interest made by **Board Members** during that period (including a brief summary of the Matters, or types of Matters, to which those disclosures relate).
- c) Special General Meetings

- I. **Special General Meetings** may be called at any time by the **Board** by resolution. The **Board** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least **25** per cent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- II. The **Rules** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Board's** resolution or the written request by **Members** for the Meeting.

14) Procedure

- a) The **Board** shall give all **Members** at least **28 Clear Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- b) The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.
- c) All financial **Members** and Board Members may attend (including Virtually), speak and vote at **General Meetings**: in person, or
- d) Proxy voting is permitted by such a format as the Board prescribes. All proxies must be in the hands of BSNZ Secretary at least five (5) days before the meeting. A member can only appoint a member of Blind Sport New Zealand who is qualified to vote as his/her proxy, or
- e) through the authorised representative of a body corporate as notified to the **Secretary**, and
- f) No other proxy voting shall be permitted.
- g) No **General Meeting** may be held unless at least **4 eligible Members and/or Board Members** attend. This will constitute a quorum.
- h) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chair/President** of **BSNZ**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
- i) **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- j) All **General Meetings** shall be Chaired by the **Chair/President**. If the **Chair/President** is absent, the meeting shall elect another Board Member to Chair that meeting;
- k) Any person Chairing a General Meeting has a casting vote
- l) Any person Chairing a **General Meeting** may:
- m) With the consent of any that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- n) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the Chairperson be removed from the Meeting, and
- o) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- p) The **Board** may put forward motions for **BSNZ** to vote on ('**Board Motions**'), which shall be notified to **Members** with the Notice of the **General Meeting**.
- q) Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving Notice to the **Secretary** at least **20 Clear Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**')

15) Minutes

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

16) Board

- a) The Board will consist of *maximum of 8* Board Members. A maximum of 6 Board Members who are:
 - I. natural persons; and
 - II. not disqualified by these **Rules** or the **Act**.
- b) The **Board** will include:
 - I. a **Chair**,
 - II. a **Deputy Chair**,
 - III. a **Secretary** and a **Treasurer**, who may be the same person, and
 - IV. not fewer than 2 or more than 4 other Board Members including *people* who are not Members

17) Qualifications

- a) Prior to election or appointment, every **Board Member** must consent in writing to be a **Board Member** and certify in writing that they are not disqualified from being appointed or holding office as a **Board Member** by these **Rules** or the **Act**.
- b) The following persons are disqualified from being appointed or holding office as a **Board Member**:
 - I. a person who is under 16 years of age,
 - II. a person who is an undischarged bankrupt,

- III. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- IV. a person who is disqualified from being a Member of the **Board** of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- V. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - a) an offence under subpart 6 of Part 4,
 - b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - c) an offence under section 143B of the Tax Administration Act 1994,
 - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- VI. a person subject to:
 - a) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - b) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - c) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a Board Member corporation under section 32 of that Act.
 - d) a person who is disqualified from being a Member of the **Board** of a charitable entity under section 16 of the Charities Act 2005.

18) Election or appointment

- a) The Board is responsible for the governance of BSNZ and the exercise of all powers of BSNZ (subject to any restrictions or limitations under this Constitution). These powers may also be delegated by the Board to any persons it determines.
- b) The Board shall comprise the following persons:
 - I. six (6) elected Board Members, each of whom is elected pursuant to Rule 18 e);
 - II. two (2) appointed pursuant to Rule 18.f);
- c) By invitation of the **Board**, if the **Board** consider it necessary, one (1) co opted Board Member appointed at any time in accordance with Rule 18.g).
- d) In relation to the term of elected or appointed Board Members:

- I. a Board Member's term is for a period of 3 years and no more than three (3) consecutive terms from the date of their appointment or the date from which their election is notified;
 - II. a Board Member may be elected or appointed for more than three (3) terms if these terms are non-consecutive.
 - III. a retiring elected or appointed Board Member is eligible for re-election so long as they have not already completed three (3) consecutive terms with the exception of Rule 18.d);
 - IV. No **Chair** shall serve for more than 4 consecutive years as Chair/President.
 - V. The terms of office shall be staggered so that a minimum of two members of the Board is elected each year.
 - VI. where a Board Member's skill or expertise is identified by the **BAP** as essential (refer Rule 18.j).ii, and the BAP determines that no suitable replacement candidates are available, this Board Member's term may, upon recommendation of the BAP, exceed the three (3) consecutive term limit by one (1) additional three (3) year term.
- e) The process for election of the elected Board Members is:
- I. **BSNZ** shall, in such manner and timeframe as the Board determines, call for nominations from Members and applications from the public for any vacant positions;
 - II. the **BAP** (referred to in Rule 18.h) shall assess all nominations and applications against the criteria in Rule 18.j) and shall make a recommendation in writing to Members of the persons recommended by the **BAP** to fill the vacant positions; and
 - III. voting shall be by an Email (or other electronic form) Vote with the results notified to the Members.
- f) The process for **Board Members** appointed by the **BAP** (referred to in Rule 18.h)) is:
- I. **BSNZ** shall, in such manner and timeframe as it determines, call for nominations from Members and applications from the public for any vacant positions;
 - II. the **BAP** shall assess all nominations and applications against the criteria in Rule 18.j);
 - III. the **BAP** shall advise the **Board** of their recommended appointees which will be approved by the Board and then be notified to Members.
- g) The basis for appointing a co-opted Board Member by the Board is as follows:
- I. The Board may co-opt an additional person to the Board under Rule 18.c) for a specific purpose (for example where there is a specific need to ensure a fair balance and representation of

genders in the Board and/or to bring a specific expertise to the Board) and for a specific period not exceeding two (2) years from the date of appointment. A co-opted Board Member may be re-appointed for a further period of up to two (2) years.

- II. A co-opted Board Member must be a person who, at the time of their appointment is determined by the Board, to be capable of providing areas of competency that the Board seeks to fill and be capable of adding value to BSNZ and to the Board through their skills and background.
- III. The Board shall determine its own process for identification, assessment and appointment of suitable candidates as a co-opted Board Member. This may include calling publicly and within BSNZ for applications. The Board may form a committee to make recommendations.

h) The **BAP** shall comprise of:

- I. the Board Chair or if they are seeking re-election then a Board Member (who is not seeking re-election) as determined by the Board, who shall Chair the **BAP**;
- II. a person as determined by the Board with experience in governance/ director appointments who is independent of BSNZ and Members; and
- III. a person appointed specifically to the role by the Members by Ordinary Resolution at the previous AGM, or if such person is unable to fulfil the role, then a replacement person approved in writing by a majority of Members.

i) The decisions of the BAP shall be by majority vote and in the event of a tied vote then the Chair of the BAP shall cast an additional vote. Prior to the BAP commencing its assessment process the Board shall undertake an evaluation of the competencies and needs of the Board and shall supply that information to the BAP. The BAP otherwise determines its own procedures and must undertake its process prior to the AGM at which vacancies will be notified. BSNZ shall notify the Members of recommendations from the BAP at the same time as notification of the AGM agenda.

j) The BAP shall assess all Board candidates on merit, other than any Board Member co-opted pursuant to Rule 18.g). The BAP must take into account the following factors:

- I. the candidate's prior experience in governance roles (such as trustee, director, executive committee Member or similar);
- II. the candidate's level of knowledge and understanding of the blind and low vision community;
- III. the candidate's level of knowledge and experience in community, sports and/or not for profit organisations, and the Board as a whole, including the desirability for:

- a) conflicts of interest are assessed as per these Rules and minimised;
 - b) the range of skills and experience on the **Board**;
 - c) the need to ensure gender balance and diversity; and
 - d) the candidate's understanding of and empathy with blind and low vision individuals
- k) If the position of an elected or appointed **Board Member** becomes vacant, the **Board** will request the **BAP** to convene for the purpose of finding a replacement elected or appointed **Board Member** pursuant to either Rule 18.e) or Rule 18.5f).
 - l) The **Board**, at its first meeting after the AGM, must appoint any one of its **Members** to a **Chair** of the Board (and may appoint one of its Members to be a deputy **Chair**).
 - m) The term of appointment will be until the conclusion of the following AGM and there is a maximum number of 4 terms any individual may serve as **Board Chair** (or deputy **Chair** of the **Board**).
 - n) All Board Members will have the right to attend and speak at a General Meeting but will not have voting rights (unless they are also a delegate for a **Member** with voting rights).
 - o) The **Board** and **BAP** will use its best, and genuine, endeavours to ensure representation amongst Board Members includes people with lived blind or low vision experience, providing they meet the outlined criteria.
 - p) If, in the opinion of the Board, an issue arises which is not provided for in this Constitution, it shall be determined by the Board in such manner as it deems appropriate and expedient.

19) Removal

- a) Where a complaint is made about the actions or inaction of a **Board Member** (and not in the **Board Member's** capacity as a **Member** of **BSNZ**) the following steps shall be taken:
 - I. The **Board Member** who is the subject of the complaint, must be advised of all details of the complaint.
 - II. The **Board Member** who is the subject of the complaint, must be given adequate time to prepare a response.
 - III. The complainant and the **Board Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Board** (excluding the **Board Member** who is the subject of the complaint) if it considers that an oral hearing is required,
 - IV. Any oral hearing shall be held by the **Board** (excluding the **Board Member** who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the **Board** (excluding the **Board Member** who is the subject of the complaint).
 - V. If the complaint is upheld the **Board Member** may be removed from the **Board** by a resolution of the **Board** or of a **General**

Meeting, in either case passed by a two-thirds of Board (voters at meeting) of those present and voting.

20) Cessation of Board Membership

- a) A **Board Member**, elected as a Member or representative of a Member of BSNZ shall be deemed to have ceased to be a **Board Member** if that organisation ceases to be a **Member**.
- b) A **Board Member** appointed by the **Board** shall cease to be a **Board Member** when their term ends under these Rules and/or they are found to have breached any of the Rules relating to **Board Members**.
- c) Each **Board Member** shall within **15 Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of **BSNZ** held by such former **Board Member**
- d) In the event a **Board** position becomes vacant the Board may determine if the new **Board Member** will complete the term of the departing **Board Member** or whether the new **Board Member** will serve 3 years. One consideration may be the length of time until the next AGM.

21) Functions

- a) From the end of each **Annual General Meeting** until the end of the next, the BSNZ shall be governed by the **Board**, which shall be accountable to the **Members** for the advancement of **BSNZ's** purposes and the implementation of resolutions approved by any **General Meeting**.

22) Officers' duties

- a) At all times each **Board Member**:
 - I. shall act in good faith and in what he or she believes to be the best interests of **BSNZ**,
 - II. must exercise all powers for a proper purpose,
 - III. must not act, or agree to **BSNZ** acting, in a manner that contravenes the Statute or this Constitution,
 - IV. when exercising powers or performing duties as a **Board Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of **BSNZ**, the nature of the decision, and the position of the **Board Member** and the nature of the responsibilities undertaken by him or her,
 - V. must not agree to the activities of **BSNZ** being carried on in a manner likely to create a substantial risk of serious loss to **BSNZ** or to **BSNZ's** creditors, or cause or allow the activities of **BSNZ** to be carried on in a manner likely to create a substantial risk of serious loss to **BSNZ** or to **BSNZ's** creditors, and

- VI. must not agree to **BSNZ** incurring an obligation unless he or she believes at that time on reasonable grounds that **BSNZ** will be able to perform the obligation when it is required to do so.

23) Powers

Subject to these **Rules** and any resolution of any **General Meeting** the Board may:

- a) exercise all **BSNZ's** powers, other than those required by the **Act** or by these **Rules** to be exercised by **BSNZ** in **General Meeting**, and
- b) enter into contracts on behalf of **BSNZ** or delegate such power to a **Board Member**, sub-Board, employee, or other person.

24) Sub-Boards

- a) The **Board** may appoint sub-Boards consisting of such persons (whether or not **Members** of **BSNZ**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**:
- b) the quorum of every sub-Board is half the Members of the sub-Board,
- c) no sub-Board shall have power to co-opt additional Members,
- d) a sub-Board must not commit **BSNZ** to any financial expenditure without express authority, and
- e) a sub-Board must not further delegate any of its powers.

25) General issues

- a) The **Board** and any sub-Board may act by resolution approved during a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Board** meeting.
- b) Other than as prescribed by the **Act** or these **Rules**, the **Board** or any sub-Board may regulate its proceedings as it thinks fit.
- c) Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Board** on the interpretation of these **Rules** and all Matters dealt with by it in accordance with these **Rules** and on Matters not provided for in these Rules shall be final and binding on all **Members**.

26) Conflicts of interest

- a) A Member of the **Board** and/or of a sub-Board is interested in a Matter if the Member of the **Board** and/or sub-Board:
 - I. may obtain a financial benefit from the Matter; or
 - II. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the Matter; or
 - III. may have a financial interest in a person to whom the Matter relates; or

- IV. is a partner, director, Member of the **Board** and/or sub-Board, Board Member, or Board Member of a person who may have a financial interest in a person to whom the Matter relates.
- V. However, a Member of the **Board** and/or sub-Board is not interested in a Matter—
 - a) merely because the Member of the **Board** and/or sub-Board receives an indemnity, insurance cover, remuneration, or other benefits authorised under the **Act**; or
 - b) if the Member of the **Board's** and/or sub-Board's interest is the same or substantially the same as the benefit or interest of all or most other **Members** due to the Membership of those **Members**; or
 - c) if the Member of the **Board's** and/or sub-Board's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member of the **Board** in carrying out the Member of the **Board's** and/or sub-Board's responsibilities under the **Act** or the **Rules**; or
 - d) if the Member of the **Board** and/or sub-Board is a Member of the Board of a union and the Member of the **Board's** and/or sub-Board's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its Members' collective employment interests.
- VI. A Member of the **Board** and/or sub-Board who is interested in a Matter relating to **BSNZ** must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - a) to the **Board** and/or sub-Board; and
 - b) in an interests register kept by the **Board**.
 - c) Disclosure must be made as soon as practicable after the Member of the **Board** and/or sub-Board becomes aware that they are interested in the Matter.
- VII. A Member of the **Board** and/or sub-Board who is interested in a Matter—
 - a) must not vote or take part in the decision of the **Board** and/or sub-Board relating to the Matter; and
 - b) must not sign any document relating to the entry into a transaction or the initiation of the Matter; but
 - c) may take part in any discussion of the **Board** and/or sub-Board relating to the Matter and be present at the time of the decision of the **Board** and/or sub-Board (unless the **Board** and/or sub-Board decides otherwise).
- VIII. However, a Member of the **Board** and/or sub-Board who is prevented from voting on a Matter may still be counted for the

- purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- IX. Where 50 per cent or more of **Board Members** are prevented from voting on a Matter because they are interested in that Matter, a **Special General Meeting** must be called to consider and determine the Matter, unless all non-interested Members agree otherwise, and where 50 per cent or more of the Members of a sub-Board are prevented from voting on a Matter because they are interested in that Matter, the **Board** shall consider and determine the Matter.

27) Board meetings

a) Frequency

- I. The **Board** shall meet **at least 6 times per year (but need only meet once in the December-January period)**; at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair** or **Secretary**.

b) Procedure

- I. The business of **BSNZ** shall be governed by the **Board** elected according to the Rules above.
- II. The **Board** shall have full control of and responsibility for the affairs of **BSNZ**, subject to the decisions made at an Annual or **Special General Meeting**.
- III. The **Board** shall review and approve the Annual Budget prior to the end of each Financial Year.
- IV. It shall have the power to delegate its authority or jurisdiction to persons, **Boards** and/or co-opt skilled personnel to the Board or **BSNZ** sub-Committees as required from time to time.
- V. It shall enforce and interpret the constitution and regulations and may impose penalties for violation of them in accordance with these **Rules**.
- VI. It shall make a full report of the proceedings of its meetings. From time to time the **Board** may resolve to go 'into Board' for the whole or any part of the meeting. Every such resolution must be minuted and state the general nature of each Matter to be considered in **Board** and the reason for going into **Board** in relation to each such Matter.
- VII. In Matters of appeal its decisions may be taken to the Sports Mediation Service for facilitated resolution. No other Appeal option is available.
- VIII. For the sake of clarification, there is no requirement for all Members of the **Board** to also be **Members** (see **Rule Above**) of **BSNZ** or any Affiliate Member organisation.
- IX. The quorum for **Board** meetings is at least **3** Board Members.

28) Records

- a) Register of Members
 - I. The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under **the Act**.
- b) Contents of Register of Members
 - I. The information contained in the **Register of Members** shall include each **Member's**:
 - a) postal address
 - b) phone number (landline and/or mobile)
 - c) email address (if any)
 - d) the date the **Member** became a **Member**,
 - e) whether the **Member** is financial or unfinancial
 - II. Every **Member** shall promptly advise the **Secretary** of any change of their contact details.
- c) Access to Register of Members
 - I. At reasonable Notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Board Members**. However, no access will be given to **information** on the **Register of Members** to **Members** or any other person, other than as required by law.
- d) Register of interests
 - II. The **Secretary** shall at all times maintain an up-to-date register of the interests disclosed by **Board Members**.
- e) Access to other information
 - I. A **Member** may at any time make a written request to a BSNZ for information held by the BSNZ.
 - II. The request must specify the information sought in sufficient detail to enable the information to be identified.
 - III. **BSNZ** must, within a reasonable time after receiving a request:
 - a) provide the information, or
 - b) agree to provide the information within a specified period, or
 - c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to **BSNZ** (which must be specified and explained) to meet the cost of providing the information, or

- d) refuse to provide the information, specifying the reasons for the refusal.
- IV. Without limiting the reasons for which **BSNZ** may refuse to provide the information, **BSNZ** may refuse to provide the information if:
 - V. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - VI. the disclosure of the information would, or would be likely to, prejudice the commercial position of **BSNZ** or of any of its **Members**, or
 - VII. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to **BSNZ**, or
 - VIII. withholding the information is necessary to maintain legal professional privilege, or
 - IX. the disclosure of the information would, or would be likely to, breach an enactment, or
 - X. the burden to the **BSNZ** in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
 - XI. the request for the information is frivolous or vexatious.
- f) If **BSNZ** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the **Member** informs **BSNZ**
 - I. that the **Member** will pay the charge; or
 - II. that the **Member** considers the charge to be unreasonable.
- g) Nothing in this **Rule** limits Information Privacy Principle 6 of the Privacy Act 2020.

29) Finances

- a) Control and management
 - I. The funds and property of **BSNZ** shall be:
 - a) controlled, invested and disposed of by the **Board**, subject to these **Rules**, and
 - b) devoted solely to the promotion of the purposes of **BSNZ**.
- b) Balance date
 - I. **BSNZ's** financial year shall commence on 01 July of each year and end on 30 June (the latter date being **BSNZ's** balance date).

30) Dispute resolution

a) Raising disputes

- I. Any grievance by a **Member**, and any complaint by anyone, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to **BSNZ's** activities.
- II. The complainant raising a grievance or complaint, and the **Board**, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions or mediation (see below). Where mediation or arbitration is agreed on, the parties will sign a suitable mediation and refer the Matter to the Sport and Recreation Complaints and Mediation service.

b) Investigating disputes

- III. This rule concerns any grievances of Members relating to their rights and interests as **Members**, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as "disputes."
- IV. These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- V. Rather than investigate and deal with any grievance or complaint, the **Board** may:
 - a) appoint a sub-Board to deal with the same, or
 - b) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,
- VI. The **Board** or any such sub-Board or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- VII. The decision-maker:
 - a) shall consider whether to investigate and deal with the grievance or complaint, and
 - b) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the Matter or otherwise lacks standing to raise it; the Matter is trivial or does not appear to disclose material misconduct or material; the Matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to **Members'** interests may arise; or the conduct, incident, event

or issue has already been investigated and dealt with by **BSNZ**).

VIII. Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- a) The complainant and the **Member**, or **BSNZ** which is the subject of the grievance, must be advised of all details of the grievance.
- b) The **Member**, or the **BSNZ** which is the subject of the grievance, must be given an adequate time to prepare a response.
- c) The complainant and the **Member**, or **BSNZ** which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

IX. Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- a) The complainant and the **Member** complained against must be advised of all allegations concerning the **Member**, and all details of the complaint.
- b) The **Member** complained against must be given an adequate time to prepare a response.
- c) The **Member** complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

X. A **Member** may not make a decision on or participate as a decision-maker in regard to a grievance or complaint, if two or more **Board Members**, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of **BSNZ** and the particular case and may include consideration of facts known by the other **Members** about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

c) Resolving disputes

I. The decision-maker may:

- a) dismiss a grievance or complaint, or
- b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which **BSNZ** and **Members** shall comply),
- c) uphold a complaint and:
- d) reprimand or admonish the **Member**, and/or
- e) suspend the **Member** from Membership for a specified period, or terminate the **Member's** Membership, and/or
- f) order the complainant (if a **Member**) or the **Member** complained against, to meet any of **BSNZ's** reasonable costs in dealing with a complaint.
- g) Refer the Matter to the Sport and Recreation Complaints and Mediation Service.

31) Winding up

- a) Process
 - I. **BSNZ** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.
 - II. The **Secretary** shall give **Notice** to all **Members** of the proposed motion to wind up **BSNZ**, or remove it from the Register of Incorporated Societies and of the **General Meeting** at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the **Board** in respect to such **Notice** of motion.
 - III. Any resolution to wind up **BSNZ** or remove it from the Register of Incorporated Societies must be passed by *two-thirds* majority of all **Members** present and voting.
- b) Surplus assets
 - I. If **BSNZ** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of **BSNZ's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

32) Alterations to the Rules

- a) Amending these Rules
 - I. **BSNZ** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a *two-thirds* majority of those **Members** present and voting.
 - II. Any proposed motion to amend or replace these **Rules** shall be signed by at least **20** per cent of eligible **Members** and given in writing to the **Secretary** at least **20 Clear Days** before the

- General Meeting** at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- III. **Board Motions** to amend or replace Rules of the Constitution to be approved by a two-thirds majority of **Board Members** and given in writing to the **Secretary of Blind Sport New Zealand** at least **20 Clear Days** before the **General Meeting** at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
 - IV. At least **14 Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** Notice of the proposed motion, the reasons for the proposal, and any recommendations the **Board** has.
 - V. When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration and shall take effect from the date of registration.
 - VI. When an amendment is approved by a **General Meeting** it shall be provided to Charities Services within three months of the date of the amendment.

33) Other

a) Common seal

- I. The common seal of **BSNZ** must be kept in the custody of the Executive Officer/ General Manager of BSNZ.
- II. The common seal may be affixed to any document:
 - a) by resolution of the Board and must be countersigned by one Board Member and the Executive Officer/ General Manager of BSNZ.
 - b) by such means as the **Board** may resolve from time to time.

b) Transition between Constitutions

- I. Any **Board Member** elected for a term of 2 years under a previous Constitution shall increase their term of office to 3 years as set out in Clause 18(d)(i). Thereafter the terms of office shall be staggered as required by clause 18(d)(v) of this Constitution.
- II. The number of terms served by a **Board Member** under the previous Constitution shall be counted toward the maximum number of consecutive terms able to be served under this updated Constitution.
- III. Any other matters which arise in relation to the transition from the last Constitution to this Constitution and are not otherwise

provided in this Constitution shall be determined by resolution of the Board in such manner as it sees fit and in the best interests of BSNZ.

c) Anti-Doping

- I. **BSNZ** adopts the **Sports Anti-Doping Rules (“SADR”)** made by **Drug Free Sport New Zealand** pursuant to the **Sports Anti-Doping Act 2006**, and any amendments to or replacement of those Rules, as its Anti-Doping Policy.
- II. The SADR will be binding on BSNZ, including athletes, employees, contractors, volunteers and its members in respect of any teams or other events over which it has jurisdiction.

34) Contact person

- a) The **BSNZ’s** Contact Officer must be:
 - I. At least 18 years of age, and
 - II. A Board Member, and
 - III. At all times be resident in New Zealand, and
 - IV. Not disqualified under the Statute from holding that office and shall be **the Chair; appointed by the Board**
- b) Any change in that Contact Officer or that person’s name or contact details shall be advised to the Registrar of Incorporated Societies within 25 **Clear Days** of that change occurring, or **BSNZ** becoming aware of the change.

35) Bylaws

- a) The **Board** from time to time may make and amend bylaws, and policies for the conduct and control of **BSNZ** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act**, or these **Rules**.