

SECTION 5

CONSTITUTION

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CONSTITUTION OF NEW ZEALAND MASTERS SWIMMING INC.

(including amendments to Constitution made) –

1994

1996

1999

2000

2004

2005

2006

2009

2018

1. NAME

The name of the society shall be New Zealand Masters Swimming Inc., hereinafter called "NZMS".

2. OBJECTS

The objects of NZMS are to foster, develop and otherwise promote swimming as a means of health, fun, fitness and competition in New Zealand, among adults aged 20 years and over.

3. FINANCIAL

~~The financial year of NZMS shall be by calendar year, terminating on 31 December in any year.~~

Unless otherwise determined by the executive, the financial year of NZMS shall end on the 30th day of June each year.

4. MEMBERSHIP

- (a) Membership of New Zealand Masters Swimming Inc. shall be gained by joining a club which is affiliated to NZMS and paying the prescribed fees.
- (b) Renewal of annual membership shall be made no later than the ~~31st day of December of the preceding year~~ *30th day of June each year* and membership privileges shall cease at that date.
- (c) The NZMS National Council, acting upon a recommendation by the Executive, may bestow life membership upon any member of NZMS.
- (d) Membership may be terminated by voluntary resignation, such notice to be in writing and addressed to the respective Club Secretary, who shall notify the National Secretary.

5. NATIONAL COUNCIL

The Controlling Body of New Zealand Masters Swimming Inc. shall be the NZMS National Council, hereinafter known as the "Council". The Council shall consist of two delegates representing each region, the delegates to be known as Councillors. A President and a Vice President will be elected by the delegates from their members every two years. The Council shall appoint a Secretary/Treasurer either from its members or a person from outside its members. ~~The Council will meet annually, such meeting to be held in conjunction with the National Long Course Championships unless prior notice is given to Regional Committees. Additional meetings may be held as required.~~

6. REGIONAL COMMITTEES

- (a) New Zealand shall be divided into geographical Masters regions as decided upon by the Council. Each club within a region shall be entitled to send two delegates to a Regional Committee meeting to be held no later than one month prior to the Annual General Meeting of the Council. Additional meetings may be held as required. Each Regional Committee shall elect a Chairperson and a Secretary/Treasurer and shall appoint two delegates to the Council to hold office for two years. When a delegate cannot complete his/her two-year term, a replacement may be made by the Regional Committee. The Regional Committee shall also appoint regional representatives to National Standing Committees. The Regional Committee shall be bound by the rules and regulations of NZMS.
- (b) No irregularity in the procedure of appointment of Chairperson, Secretary/Treasurer or delegates pursuant to this clause shall in itself invalidate any proceedings or decisions of the National Council of NZMS. In the event that an appointment pursuant to Clause 6 of the Constitution is not made, the Executive Council shall have power to make any appointment which the club or Regional Committee has not made.

7. AFFILIATED CLUBS

A club shall consist of a group of 5 or more financial members, who shall be recognised as an affiliated club of NZMS. Such clubs shall be required to elect a Secretary and shall be entitled to use the name "Master Swimmers" in association with their club title. NZMS shall not be responsible for any debts or liabilities incurred by such club without the prior approval of the Executive Committee. Each club shall be bound by the rules and regulations of NZMS.

That the "Rules and Regulations" of NZMS shall consist of the following (in each case as amended from time to time) –

- (a) The Constitution of NZMS.
- (b) Sections of the NZMS Procedure Manual containing NZ Administrative Rules.
- (c) FINA Masters Rules and FINA Open Water Swimming Rules.
- (d) All rulings and decisions made and minuted by the Executive of NZMS on matters of importance (of which the NZMS Executive shall be the judge) regarding NZMS.

8. OFFICERS

- (a) Officers of NZMS shall consist of:
- A President
 - A Vice President
 - Secretary/Treasurer, to be known as Executive Director
 - Honorary Solicitor
 - Honorary Auditor
- (b) Any extraordinary vacancy shall be filled by the Executive by appointment until the next Annual General Meeting.
- (c) The President shall preside at all Annual and Special General meetings by NZMS, with Minutes of such meetings being kept by the Executive Director. In the case of temporary absence, such meeting may elect a member to act in a temporary capacity.

9. EXECUTIVE

- (a) The President, Vice President and Executive Director shall collectively be known as the Executive and act in consensus, having full power for the ongoing management and direction of the affairs of NZMS subject to direction from the Council. The Executive shall have the power to appoint such minor sub-committees as it considers necessary for the conduct of business during the current term of office. The President shall be an ex-officio member of all sub-committees.
- (b) If, in the opinion of the Executive, it is desirable in the interests of NZMS that a member should cease to be a member, the Executive may suspend or expel the member. The Executive will not exercise the power of suspension or termination until the member has been advised of the reasons why the Executive is considering suspension or termination of their membership and had the opportunity to be heard before the Executive.
- (c) A member who has been suspended or expelled from membership by the Executive may appeal the decision of the Executive to the Sports Disputes Tribunal of New Zealand. An application to appeal to the Sports Disputes Tribunal of New Zealand must be filled within 10 days of the Executive's decision. An appeal to the Sports Disputes Tribunal of New Zealand will be heard and determined in accordance with the rules of the Tribunal (copies of which are available from NZMS).
- (d) In addition to the jurisdiction granted in Rule 9(c), parties within the jurisdiction of NZMS who are in dispute may, subject to the Sports Disputes Tribunal of New Zealand accepting jurisdiction, agree to refer the dispute to the Sports Disputes Tribunal of New Zealand for resolution. The dispute will be determined in accordance with the rules and regulations of the Sports Disputes Tribunal of New Zealand.

10. ANNUAL GENERAL MEETING

- (a) NZMS shall hold its Annual General Meeting no later than ~~30 April in each year~~ *three (3) months after the end of the financial year of NZMS.*
- (b) Notice of the Annual General Meeting shall be posted to all regions not less than twenty-eight (28) days prior to such meeting. Accidental omission to give notice to any region shall not invalidate the meeting.
- (c) The notice shall specify the time, date, place, and hour of the meeting, and general nature of the business to be conducted, including notices of motion.
- (d) The quorum for the Annual General Meeting shall be where a majority of regions is represented by at least one delegate per region.
- (e) The business of the Annual General Meeting shall be –
 - To receive, adopt, and confirm whether wholly or in part, any report or statement made by the Executive.
 - To receive the annual audited statement of accounts.
 - To set membership fees.
 - To consider notices of motion, notice of which has been given in accordance with the Constitution.
 - To elect officers in the years that elections are held.
 - General Business.

11. VOTING

- (a) Voting at all Council meetings shall be by Councillors with each region being entitled to one vote. The President shall have a casting vote if necessary.
- (b) The names of the Councillors shall be advised in writing. Such advice shall be signed by the Secretary of the region they represent and shall be received by the Executive Director prior to the commencement of the meeting.
- (c) Voting shall be by show of hands.

12. SPECIAL GENERAL MEETING

- (a) A Special General Meeting may be called by the Executive or if requested in writing and signed by the chairperson of two or more regions. Any such request shall express the purpose of the meeting proposed to be called and shall be addressed to the Executive Director.
- (b) At least twenty-eight (28) days notice shall be given to all regions of the time, date and place of the holding of such Special General Meeting

which in any case, shall be held within sixty (60) days of receipt of the requisition.

- (c) The quorum for Special General Meetings shall be where a majority of regions is represented by at least one delegate per region.

13. POWERS

NZMS shall have power to –

- (a) Make, alter, rescind and enforce by-laws, regulations, policies and procedures for the governance, management and operation of NZMS;
- (b) Make, alter, rescind and enforce rules of competition;
- (c) Organise and control competitions and programmes;
- (d) Subject to referral wherever possible to the Disputes Tribunal of NZ, determine, implement and enforce disciplinary, disputes and appeal procedures (including drug testing and other policies); conduct hearings and impose sanctions and penalties;
- (e) Consider and settle disputes between members;
- (f) Determine who are its members;
- (g) Withdraw, suspend or terminate membership subject in all respects to the provisions of Clause 9(c) and (d);
- (h) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- (i) Control and raise money, including borrow, invest, loan or advance moneys and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- (j) Sell, lease, mortgage, charge or otherwise dispose of any property of NZMS and grant such rights and privileges over such property as it considers appropriate;
- (k) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (l) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of NZMS;
- (m) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and any other persons and organisations;
- (n) Consider and settle disputes between members;
- (o) Delegate powers of NZMS to any person, committee or sub-committee;

- (p) Do any other acts or things which are incidental or conducive to the attainment of the objects of NZMS.

POWERS TO BORROW

The power to borrow or raise money in the name of NZ Masters Swimming in any Manner whatsoever may be exercised by the Executive on a majority vote of council At an annual general or special meeting, provided 28 days notice detailing any such proposition has been circulated by post to all regions.

ACCOUNTS

The Executive Director shall receive all monies paid to NZ masters Swimming and Deposit same to the credit of NZ Masters Swimming in an account approved by the Executive and with fourteen days of receipt. All withdrawal slips and cheques shall be signed by two officers of the Executive. The Executive Director shall prepare and lay before the Annual General Meeting a statement of income and expenditure of NZ Masters Swimming and a balance sheet containing a summary of NZ Masters Swimming assets and liabilities up to the end of the preceding financial period and duly subjected to review and approval of the meeting.

AMENDMENT TO CONSTITUTION

The Constitution of NZ Masters Swimming may be altered or added to, or rescinded on a majority vote of council at the Annual General Meeting, or at a Special General Meeting, provided that 28 days notice of any such proposed alteration, addition or deletion has been circulated to all regions.

COMMON SEAL

The common seal of NZ Masters Swimming shall be in the custody of Executive Director, and shall be affixed to all documents to which NZ Masters Swimming is a party. The affixing of the seal shall be on the authority of the Executive and shall be witnessed by an officer of the Executive.

DISSOLUTION

Dissolution of NZ Masters Swimming shall be by way of a resolution to that effect, passed by a bare majority of the members at a Special General Meeting called for the purpose of the dissolution and in accordance with Clause 24 of the Incorporated Societies Act 1908 or any Act amending or replacing the same. Notice of the Special General Meeting shall be mailed per registered post to all financial members. Upon winding up, any society assets remaining after payment of all NZ Masters Swimming liabilities shall be handed over to the New Zealand Swimming Federation, as decided by resolution passed at the meeting convened for the purpose of the winding up.