

Constitution of Whitewater NZ Incorporated

(as adopted at the AGM of 30 September 2017)

DEFINITIONS

AGM means Annual General Meeting.

Constitution means this constitution.

Board means the Board of Directors of Whitewater NZ Incorporated and includes the President and Vice-President

Board Member means a member of the Board

General Meeting means an AGM or SGM.

In writing means a communication or document in written form, whether it be conveyed by letter, fax, electronic means such as email, or by such other means as the Board may determine appropriate.

Member means and includes all classes of members of Whitewater NZ described under Rule 5.

Objects means the objects of Whitewater NZ described under Rule 3.1.

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

President means the President of Whitewater NZ.

Register means the register of Members specified in Rule 14.

Rules means these rules and "Rule" shall have a corresponding meaning.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two-thirds of votes cast.

Vice-President means the Vice-President of Whitewater NZ.

Whitewater paddle sports means canoeing, kayaking and other similar activities principally occurring on rivers and streams.

WWNZ means Whitewater NZ Incorporated.

1. NAME

1.1 The name of the incorporated society is Whitewater NZ Incorporated (WWNZ).

1.2 The registered office of WWNZ shall be at the place as determined by the Board.

2. OBJECTS

2.1 The objects of WWNZ are:

- (a) To act as the prime national body in New Zealand to promote, develop and foster recreational whitewater paddle sports in New Zealand;
- (b) To support and assist its Members to develop whitewater paddle sports opportunities in New Zealand;
- (c) To encourage participation, education and promotion of whitewater paddle sports as a recreational activity;
- (d) To develop, preserve and protect whitewater resources and access to these;
- (e) To affiliate and co-operate with national or international organisations, in order to further objects (a) to (d).

3. POWERS

3.1 WWNZ has the power, subject to this Constitution to:

- (a) Enforce this Constitution;
- (b) Make, alter, rescind, any rules, by-laws, regulations, policies and procedures for the governance, management and operation of WWNZ;
- (c) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties;
- (d) Consider and settle disputes between Members;
- (e) Determine who are its Members and withdraw, suspend or terminate membership;
- (f) Delegate powers of WWNZ to any person, Board, committee or sub-committee;
- (g) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (h) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and Drug Free Sport New Zealand;
- (i) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- (j) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;

- (k) Sell, lease, mortgage, charge or otherwise dispose of any property of WWNZ and grant such rights and privileges over such property as it considers appropriate;
- (l) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (m) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of WWNZ;
- (n) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the WWNZ, or with which the WWNZ is authorised to amalgamate or generally for any purpose designed to benefit the WWNZ;
- (o) To take or defend such legal or other lawful proceedings as may from time to time be necessary for the proper conduct of the affairs of WWNZ and the fulfilment of its objects.
- (p) Do any other acts or things which are incidental or conducive to the attainment of the objects of WWNZ.

3.2 The powers listed in Rule 4.1 must only be used to further the objects of WWNZ.

4. MEMBERSHIP

4.1 The Members of WWNZ shall be:

- (a) Clubs as detailed in Rule 6;
- (b) Individual Members as detailed in Rule 7;
- (c) Life Members as detailed in Rule 8;
- (d) Supporters as detailed in Rule 9;
- (e) Associate Bodies as detailed in Rule 10;

5. CLUBS

5.1 Any Club which wishes to be a Member of WWNZ shall apply by completing the membership application and paying the membership fee set by the Board. Such application shall be assessed and determined by the Board.

5.2 In addition to the obligations as a Member under Rule 11, each Club that is a Member shall:

- (a) Administer, promote and develop whitewater paddle sports in the Club in accordance with the Objects of WWNZ, this Constitution and any regulations;

- (b) Operate with, and promote, mutual trust and confidence between WWNZ and the Members;

- 5.3 Persons who are members of a Club shall be deemed to have the same rights and obligations as if that person was an Individual Member under clause 7.
- 5.4 To enable WWNZ to communicate directly with members, each Club shall provide the names and contact details of its members, to WWNZ as requested from time to time.
- 5.5 Each Club shall notify WWNZ of the number of members in the Club when applying for or renewing membership.

6. INDIVIDUAL MEMBERS

- 6.1 A person shall become an Individual Member by completing the membership application and paying the membership fee as set by the Board. Such application shall be assessed and determined by the Board.

7. LIFE MEMBER

- 7.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of WWNZ. Such nomination must be made to the Board in writing, setting out the grounds for the nomination 30 days before the AGM. The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.
- 7.2 Life members shall not be required to pay any membership fee.

8. SUPPORTERS

- 8.1 Any person or body who wishes to support and be represented by WWNZ, and receive regular communications may become a Supporter by providing their name and a contact address to the Board.
- 8.2 No membership fee is required to be paid by Supporters
- 8.3 Supporters do not have the right to vote at meetings of WWNZ.

9. ASSOCIATES

- 9.1 Any body, such as a business, outdoor education centre, school or club, which wishes to be a Member of WWNZ shall apply to the Board by completing the membership application and paying the membership fee as set by the Board. Such application shall be assessed and determined by the Board.
- 9.2 In addition to the obligations as a Member under Rule 11, each Associate body that is a Member shall:

- (a) Administer, promote and develop outdoor recreation and conservation activities in alignment with the Objects of WWNZ, this Constitution and any regulations;
- (b) Do all that is reasonably necessary to enable the Objects of WWNZ and the objects of the National or Regional Body to be achieved;
- (c) Operate with, and promote, mutual trust and confidence between WWNZ and the Members; and
- (d) At all times act in the interests of the Members

10. MEMBERSHIP RIGHTS AND OBLIGATIONS

10.1 Members acknowledge and agree that:

- (a) An application for membership must be in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board.
- (b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of WWNZ.
- (c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
- (d) The failure by a Member to pay membership fees may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
- (e) They will act in good faith and with loyalty to WWNZ to ensure the maintenance and enhancement of WWNZ, and its reputation, and to do so for the collective and mutual benefit of the Members;
- (f) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

11. RESIGNATION AND TERMINATION OF MEMBERSHIP

11.1 A Member may resign by notice in writing to the Board.

11.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of WWNZ or if a member acts in a manner which is considered by the Board to be harmful to WWNZ or inconsistent with the standards of behaviours expected of a Member.

11.3 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of WWNZ or in the absence of any

relevant provisions then by a General Meeting of WWNZ. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

12. MEMBERSHIP FEES

- 12.1 The Board shall determine:
- (a) Any membership or other fees payable by each Member;
 - (b) The term and due date for such fees; and
 - (c) The manner for payment of such fees.
- 12.2 The Board may determine different levels of membership fees and other fees for different types of Members.
- 12.3 Clubs, Individual and Associate Members who have not paid their membership fee within 3 months of its due date will be deemed to have become Supporters, unless they resign their membership.

13. REGISTER OF MEMBERS

- 13.1 The Board shall keep and maintain a Register in which shall be entered the full name, postal or email address, class of membership, and the date on which they became a Member and any other details about each Member as agreed by that Member.
- 13.2 All Members shall provide written notice directly to WWNZ of any change to name, address or class of membership to be recorded in the Register.
- 13.3 In collecting and managing personal information for the Register WWNZ shall at all times comply with the Privacy Act 1993.

14. PRESIDENT AND VICE-PRESIDENT

- 14.1 The President and Vice-President shall be elected annually at the AGM.
- 14.2 The President and Vice-President may be re-elected for further subsequent and consecutive terms of office.
- 14.3 Nominations for the President and Vice-President shall be made in the same manner and at the same time as nominations for Board Members under Rule 19.
- 14.4 The President and Vice-President shall be entitled to attend, speak and vote at Board Meetings and General Meetings.

15. GENERAL MEETINGS

- 15.1 WWNZ must hold an AGM once every year at such time, date and place as the Board determines but not later than six calendar months after the end of the WWNZ financial year.

- 15.2 Any other General Meetings shall be SGMs.
- 15.3 The notice of AGMs and SGMs can be by such methods as the Board may determine.
- 15.4 The Board must give Members at least 45 days' notice of the AGM, notify members of Board vacancies and a call for applications and nominations in accordance with rule 19.
- 15.5 Not less than 30 days before the date set for the AGM, proposed motions (including alterations to the Constitution and nominations for life membership) and other items of business must be received by the Board.
- 15.6 An agenda containing the business to be discussed at an AGM shall be notified by the Board to the Members not less than 14 days before the date of the AGM. Additional items of business not listed on the agenda cannot be voted on but may be discussed by unanimous agreement of the meeting
- 15.7 The following business shall be discussed at the AGM:
- (a) The receipt from the Board of a suitably reviewed annual financial report for the preceding financial year;
 - (b) The election of Board Members;
 - (c) The election of the positions of the President and Vice-President;
 - (d) Any motion(s) proposing to alter the Constitution; and
 - (e) Any other items of business that have been properly submitted for consideration at the AGM.

Special General Meetings

- 15.8 The Board may call an SGM at any time it deems it necessary to convene the Members.
- 15.9 The Board must call an SGM upon a request in writing from:
- (a) Such Members as are entitled to exercise 25% or more of the voting rights of WWNZ; or
 - (b) 25% or more of the Clubs.
- 15.10 The request for an SGM must state the purpose for which the SGM is to be called.
- 15.11 The SGM must only deal with the business for which the SGM is called.
- 15.12 An SGM requested under rule 16.9 must occur within 60 days of receipt of the request.
- 15.13 The Board shall give Members at least 30 days' notice of the date, time, place and purpose of the SGM, unless the Board in its discretion determines that the nature of

the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Minutes and irregularities of notices

- 15.14 Minutes shall be kept of all General Meetings and made available to Members.
- 15.15 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
 - (b) A motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

Quorum

- 15.16 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be a minimum of 4 Clubs plus 4 other Members (of any class) who are entitled to vote. The quorum must be present at all times during the meeting.
- 15.17 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 15.18 The President of WWNZ shall chair the General Meetings. If the President is unavailable then the Members present shall elect another member of the Board to be the Chairperson of the General Meeting.
- 15.19 Voting entitlement:
- (a) A Club shall be entitled to no more votes than its paid up membership at the time of the General Meeting.
 - (b) Club members attending the General Meeting in person shall have one vote each (this is to be deducted from the total number of votes able to be exercised by the Club).
 - (c) Clubs may nominate a delegate(s) to attend the General Meeting and vote on behalf of the Club's members who are not in attendance

- (d) Club delegates may exercise the number of member votes the Club has authorised them to represent (up to a maximum of 50 votes per delegate).
- (e) A Club delegate may only represent one Club.
- (f) Individual Members, Life Members and Associates shall have one vote each.
- (g) Supporters are not entitled to vote.

Method of Voting

- 15.20 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for by 3 or more members present.
- 15.21 Elections of the President and Board Members at an AGM must be undertaken by secret ballot if there are more nominations or applications than available positions.
- 15.22 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 15.23 Individual Members, Life Members and Associates may vote in absentia. In absentia votes must be made in writing and received by the Board not less than 7 days before the General Meeting. In absentia votes will be given to the Chairperson at the commencement of the General Meeting.
- 15.24 In the event that an in absentia vote is ambiguous, or not related to the matters being voted upon, the Chairperson shall, at their sole discretion, withhold the vote of that Member.
- 15.25 In the event of equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.
- 15.26 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

16. BOARD

- 16.1 The governance of WWNZ shall be vested in the Board, which may exercise all the powers of WWNZ and do all things which are not expressly required to be undertaken by WWNZ at a General Meeting.
- 16.2 The Board shall comprise of the President, Vice-President and up to 7 other persons elected under Rule 19.
- 16.3 The Board shall ensure the following roles are taken up by either board members, or other suitable persons, reporting to the board:
 - (a) Secretary
 - (b) Treasurer
 - (c) Conservation

- (d) Safety
- (e) Access
- (f) Communications
- (g) Membership
- (h) Digital Innovation and Delivery
- (i) Funding
- (j) Regional Ambassadors

Ineligibility

16.4 A person seeking appointment, election, as the President, Vice-President or as a Board Member shall be eligible to do so whether or not they are a Member of WWNZ, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

- (a) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
- (b) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- (c) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

16.5 If any of the circumstances listed in Rule 17.4 occur to a Board Member, then from the date of that appointment or occurrence, that Board Member shall be deemed to have vacated their office as a Board Member.

Vacancies on the Board

16.6 In the event there is one or more vacancies on the Board (including the President or Vice-President), the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.

Removal of Board Member

16.7 The Board may, by a vote of two thirds majority, remove a Board Member who is consistently not fulfilling their duties under rule 18 after giving written notice to the Board Member that their duties are not being fulfilled.

16.8 The Members voting in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached their duties as specified in Rule 17.

- 16.9 Where a Board Member is removed the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.
- 16.10 Upon the Board receiving a request for an SGM for the purpose of removing a Board Member, the Board shall send the notice to the Board Member concerned in addition to the Members when notifying of the date, time, place and purpose of the SGM.
- 16.11 Following the notification under Rule 16.11 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 16.12 The Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 18 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- (a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
 - (b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

17. DUTIES AND POWERS OF THE BOARD

Duties of the Board

- 17.1 The Board, at its discretion, may appoint a person to be the Patron of WWNZ, and may define and refine the scope and duties of this position as it sees fit.
- 17.2 The duties of each Board Member are to:
- (a) Regularly attend Board meetings and General Meetings of WWNZ;
 - (b) Do such things within these rules as the Board agrees to promote the objects of WWNZ;
 - (c) Provide good governance for WWNZ;
 - (d) Exercise the powers of the Board for proper purpose;
 - (e) Regularly monitor and review the performance of WWNZ;
 - (f) Act in good faith and the best interests of WWNZ at all times;
 - (g) Act, and ensure WWNZ acts, in accordance with this Constitution;

- (h) Formulate such by-laws, regulations, policies and procedures as are appropriate for WWNZ;
- (i) Where appropriate, engage in activities to promote, market, represent and fundraise for WWNZ;
- (j) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
- (k) Take such other steps as determined by the Board in respect of any interest specified in Rule 18.1(j), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- (l) Not disclose information that the Board Member would not otherwise have available other than in their capacity as a Board Member, to any person, or make use of or act on the information except:
 - (i) As agreed by the Board for the purposes of WWNZ;
 - (ii) As required by law; or
 - (iii) To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;

Powers of the Board

17.3 The Board shall have the power to:

- (a) Determine applications for membership of WWNZ;
- (b) Hold meetings and forums for the Members, including General Meetings;
- (c) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- (d) Employ, engage or otherwise appoint personnel for WWNZ activities, specify the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (e) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- (f) Control expenditure and raise funds to fulfil the Objects of WWNZ;
- (i) Open and operate in the name of WWNZ such bank accounts as deemed necessary;
- (j) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (k) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;

(l) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of WWNZ;

(m) Resolve and determine any disputes or matters not provided for in this Constitution; and

(n) Do all other acts and things which are within the powers and Objects of WWNZ and which the Board considers are appropriate.

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

Board Meetings and Procedure

17.5 The President shall be the Chairperson on the Board.

17.6 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.

17.7 In the event of the unavailability of the President for any reason, then the Vice-President shall undertake the Chairperson's role during the period of unavailability.

17.8 In the event of the unavailability of the President and Vice-President for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.

17.9 Board meetings may be called at any time by the President or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.

17.10 The quorum for a Board meeting shall be more half of the number of current Board Members of the Board.

17.11 Each Board Member (including the Chairperson) shall have one vote. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.

17.12 A resolution in writing, signed or consented to by email, or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed or consented by one or more Members of the Board.

17.13 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in

this manner at a meeting shall constitute the presence of that Board Member at that meeting.

- 17.14 The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of WWNZ's business.

19 ELECTION OF BOARD MEMBERS AND PRESIDENT

19.1 The Board Members, President and Vice-President shall be elected at the AGM by majority vote. Where a majority of votes is not obtained the position will be left vacant.

19.2 The Board shall call for applications or nominations for the position of President, Vice-President and Board Member positions when notifying Members of the AGM.

19.3 Only persons eligible to vote at a General Meeting may be members of the Board; except that a nominee who is ineligible to vote may join immediately following election.

19.4 Nominees must consent to their nomination prior to the election at the AGM.

19.5 Applications and nominations for President, Vice-President and Board Member positions shall be made in writing and received by the Board not less than 30 days before the date set for the AGM.

19.6 Members shall be notified of any applications and nominations for President, Vice-President and Board Member positions no later than 14 days before the date of the AGM (in the AGM Agenda),

19.7 The AGM shall first elect the President, Vice-President and Board Members from those who have been duly notified.

19.8 In the event that there are insufficient notified applications or nominations to fill the positions on the Board application or nominations may be made at the AGM.

19.9 At the conclusion of the AGM if positions remain vacant these may be filled in accordance with Rule 17.6.

20 FINANCES

20.1 Unless otherwise determined by the Board, the financial year of WWNZ shall end on the 31st day of March each year.

20.2 A suitably qualified accountant shall be appointed by the Board each year to undertake a review of WWNZ's financial statements. The reviewer shall not be a Board Member. They shall be contracted to provide a written financial review and are authorised to call for the production of all books, papers, minutes and other documents relating to the business conducted by WWNZ.

20.3 Statements of financial position and financial performance, and the written financial review shall be submitted to the AGM.

21 COMMON SEAL

21.1 The common seal of WWNZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

22 ALTERATIONS OF RULES

22.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.

22.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of WWNZ. This Rule must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

23 APPLICATION OF INCOME

23.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects of WWNZ. No Member of WWNZ, or anyone associated with a Member, is allowed to take part in, or influence any decision made by WWNZ in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.

23.2 Except as provided in this Constitution:

23.3 No portion of the income or property of WWNZ shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and

23.4 No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 18.9.

23.5 Any payments made to a Member of WWNZ, or person associated with a Member, must be for goods or services that advance the purpose of WWNZ, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

Liquidation

23.6 WWNZ must be liquidated if WWNZ, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring WWNZ to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.

23.7 The Special General Meeting convened for the purpose of confirmation may resolve that WWNZ be wound up as from a date to be specified in the resolution and may

also direct the disposal of funds and property in accordance with Clause 23.9. Notice of such resolution shall be sent to the Registrar of Incorporated Societies.

- 23.8 If upon the winding-up or dissolution of WWNZ there remains after the satisfaction of all its debts and liabilities any surplus assets whatsoever, the assets shall not be paid to or distributed among the Members of WWNZ but shall be given or transferred to some other tax exempt, or charitable body having objects similar to the objects of WWNZ.
- 23.9 Once surplus assets upon winding-up are distributed notice of disposal of shall be sent to the Registrar of Incorporated Societies.

Indemnity

- 23.10 WWNZ shall indemnify every member of the Board, and other officers and employees of WWNZ in respect of all liability arising from the proper performance of their functions connected with WWNZ.