

# Constitution of Biathlon New Zealand Incorporated

## Part 1 – Preliminary

### Name

1. The name of the society is Biathlon New Zealand Incorporated (in this Constitution referred to as BNZ)

### Interpretation

2. Unless a contrary intention appears from the context:

**‘Act’** means the Incorporated Societies Act 2022 or any Act which replaces it (including any 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 BNZ held once per year which, among other things, will receive and consider reports on BNZ’s activities and finances.

**‘Biathlon’** means a sport that combines cross-country skiing and rifle marksmanship and other forms of movement and shooting. Related sport forms are roller skating and shooting ("Roller Biathlon"), cross-country running and shooting (Cross Biathlon), mountain biking and shooting (Summer Biathlon) and snowshoe trekking and shooting (Snowshoe Biathlon).

**‘Biathlon Club’** means a Biathlon Club which has been admitted as a Member of BNZ in accordance with the provisions of this Constitution.

**‘BNZ’** means Biathlon New Zealand Incorporated.

**‘Chairperson’** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for BNZ.

**‘Constitution’** means the rules in this document.

**‘Competing Athlete’** means the athlete as defined from time to time in Regulations made pursuant to this Constitution.

**‘Executive Committee’** means BNZ’s governing body.

**‘General Meeting’** means either an Annual General Meeting or a Special General Meeting of the Members of BNZ.

**‘IBU’** means the International Biathlon Union.

**‘Interests Register’** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

**‘Junior Member’** means an Individual Member under the age of 16 years.

**‘Member’** means a person who has consented to become a Member of BNZ and has been properly admitted to BNZ who has not ceased to be a Member of BNZ.

**‘Notice’** to Members includes any notice given by email, post, or courier.

**‘NZOC’** means the New Zealand Olympic Committee.

**‘Officer’** means a natural person who is:

- a member of the Executive Committee, or

- occupying a position in BNZ that allows them to exercise significant influence over the management or administration of BNZ, including any Chief Executive or Treasurer.

**‘Register of Members’** means the register of Members kept under this Constitution as required by section 79 of the Act.

**‘Secretary’** means the Officer responsible for the matters specifically noted in this Constitution.

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

**‘Working Days’** mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Words of the plural number include the singular and vice versa. Words of the masculine gender include the feminine and vice versa.

Headings are inserted for ease of reference and are not to be taken account in the interpretation of this Constitution.

## Registered office

3. The registered office of BNZ shall be at such place in New Zealand as the Executive Committee from time to time determines.
  - 3.1. Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
    - 3.1.1. at least 5 working days before the change of address for the registered office is due to take effect, and
    - 3.1.2. in a form and as required by the Act.

## Contact Person

4. The BNZ shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
  - 4.1. The Society’s contact person must be:
    - 4.1.1. At least 18 years of age, and
    - 4.1.2. Ordinarily resident in New Zealand.
  - 4.2. A contact person can be appointed by the Executive Committee or elected by the Members at a General Meeting.
  - 4.3. Each contact person’s name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
    - 4.3.1. a physical address or an electronic address, and
    - 4.3.2. a telephone number.

- 4.4. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

## Objects

5. The objects of BNZ are:
- 5.1. to act as the governing body of Biathlon in New Zealand in order to promote, encourage, develop and protect Biathlon in New Zealand in a way that is open and transparent and fully inclusive and representative of all known parties interested in Biathlon.
  - 5.2. to act as the point of contact between Biathlon Clubs in New Zealand and the IBU and NZOC and other national or international bodies and to represent its members in dealings with the IBU, NZOC and any other national or international bodies.
  - 5.3. to encourage the development of high-performance Biathlon as well as sport for all.

## Powers

6. BNZ shall have the following powers, which may be exercised only in pursuit of its objects:
- 6.1. to affiliate with the IBU.
  - 6.2. to make regulations and to ensure uniformity thereof for the direction, regulation and management of Biathlon in New Zealand.
  - 6.3. to impose such sanctions as may be necessary to enforce observance of this Constitution, and the rules of Biathlon.
  - 6.4. to adjudicate in all matters and disputes that may be referred to it for determination.
  - 6.5. to control the selection and appointment of members of New Zealand Biathlon teams.
  - 6.6. to control and discipline any athlete, coach or official before, during or after their participation in national or international competition.
  - 6.7. to guide in the training of sports administrators, officials and coaches by organising courses and to ensure that such courses contribute to the promotion of Biathlon.
  - 6.8. to make proposals to IBU, NZOC and to any other body acting with or on behalf of the IBU or NZOC concerning matters relating to the organisation, conduct and development of Biathlon in New Zealand.
  - 6.9. to appoint delegates to represent the interests of BNZ at meetings of the NZOC and IBU. To discourage and prevent any form of discrimination and violence in sport. To discourage and prevent the use of substances and procedures prohibited by the IBU, NZOC, the International Olympic Committee or Drug Free Sport New Zealand.
  - 6.10. to implement drug sampling and testing measures and apply penalties for doping infractions.

to acquire by purchase, lease or otherwise, any real or personal property and any rights or privileges which BNZ may deem necessary or convenient.

- 6.11. to enter into such agreements, contracts, arrangements, bonds and undertakings and to do such other acts, matters and things as may be necessary or expedient for more effectively carrying out the objects of BNZ.
- 6.12. generally, to do all things whatsoever for the benefit of Biathlon which may be deemed expedient or which may be directly or indirectly incidental to the objects of BNZ.

## **Part 2 – Membership**

### **Minimum number of members**

- 7. BNZ shall maintain the minimum number of Members required by the Act.

### **Classes of Membership**

- 8. The classes of membership shall be:
  - 8.1. Biathlon Clubs
  - 8.2. Individual Members
  - 8.3. Associate Members
  - 8.4. Life Members
  - 8.5. Honorary Members
  - 8.6. Provisional Members

### **Register of Members**

- 9. The Secretary shall keep and maintain the register of members of all classes. In this register shall be entered, as appropriate, the full name, address, date of entry and date of last payment of annual subscription by each member. The register shall be available for inspection at the address of the secretary.

### **Becoming a member: consent**

- 10. Every applicant for membership must consent in writing to becoming a Member.
- 11. The signed written consent of every Member to become a BNZ Member shall be retained in BNZ's membership records.

### **Biathlon Clubs**

- 12. A Biathlon Club is eligible for membership if it:
  - 12.1. is incorporated pursuant to the provisions of the Act.
  - 12.2. has the primary objective of promoting, encouraging, developing and protecting in an open and transparent manner the sport of Biathlon among its members and throughout its geographical area of operation.
  - 12.3. has no fewer than 10 members.

- 12.4. has adopted a Constitution that is compatible with the Constitution of BNZ
- 12.5. agrees to be bound by these rules.
- 12.6. pays any entrance fee, subscription or levy that may be imposed by the Executive Committee.
- 12.7. administers its affairs, including governance, administration, organisation of events, and general management of the sport of Biathlon in the best interests of Biathlon to the intent that its admission, as a Member, will not bring BNZ or Biathlon into disrepute.
- 12.8. agrees to disseminate and implement BNZ strategies and directives concerning Biathlon.
- 13. A Biathlon Club may apply to BNZ for membership by:
  - 13.1. completing a written application for membership in the form provided by BNZ
  - 13.2. submitting to BNZ a copy of its Constitution;
  - 13.3. certifying that it has no fewer than 10 current financial members;
  - 13.4. certifying that its members have agreed in writing to becoming members of BNZ and to be bound by this Constitution upon admission of the Biathlon Club to membership of BNZ and
  - 13.5. certifying that after making reasonable enquiries, the Biathlon Club has no reason to believe that its membership of BNZ will bring BNZ or Biathlon into disrepute.
- 14. A certificate given for the purposes of rule 13 shall be signed by an Officer of the Biathlon Club and at least one committee member.
- 15. Upon delivery of the application and all supporting documents, the Biathlon Club shall become a provisional member of BNZ.
- 16. The Executive Committee of BNZ shall consider the application of the Biathlon Club at its next meeting following the receipt of the application. Unless the Executive Committee has good cause to believe that the Biathlon Club is not eligible for membership in terms of the criteria specified in this Constitution it shall admit the Biathlon Club to full membership of BNZ.
- 17. A Biathlon Club, which is admitted to membership of BNZ shall, within 20 days of the date of notification of its admission as a member send to BNZ a list of its financial members current at the time of admission to membership of BNZ. Where the Biathlon Club has different classes of members, the list shall identify the class of membership applicable to each of its members.
  - 17.1. Regardless of whether the Biathlon Club has different classes of membership, its list of members shall identify:
    - 17.1.1. any Junior Member; **and**
    - 17.1.2. any Competing Athlete
- 18. Where the Executive Committee has good cause to believe that the Biathlon Club is not eligible for membership of BNZ having regard to the criteria in this Constitution but the ground on which the Biathlon Club is not eligible is remedial (by way of example by amendment of its constitution) then the Executive Committee shall notify the Biathlon Club of its concern and advise the Biathlon Club of the action required to be taken by the Biathlon Club in order to satisfy its concern. The Executive Committee shall allow the Biathlon Club a reasonable time (which shall be specified in the notice) within which to satisfy the concern of the Executive Committee.

19. If, at the expiration of the time allowed by the Executive Committee, or any further time which may be allowed by the Executive Committee, the Biathlon Club has not satisfied the concerns of the Executive Committee then its application for membership of BNZ shall lapse and its provisional membership and the provisional membership of its members shall also lapse.
20. If the Biathlon Club satisfies the concerns of the Executive Committee, it shall be admitted as a full member of BNZ from the date upon which it notifies BNZ of the remediation of BNZ's concerns.
21. If the Executive Committee declines an application for membership by a Biathlon Club, and the Biathlon Club has, amongst its members, any competing athlete, coach or other official whose participation in competitive Biathlon may be prejudiced as a result of the decision of the Executive Committee, then the Biathlon Club has the right of appeal against the decision of the Executive Committee.
22. The Biathlon Club may file an appeal in accordance with the provisions of this Constitution and the proceedings of the appeal shall be conducted in accordance with this Constitution.

### **Individual Members**

23. Every full financial member of a Biathlon Club admitted to membership of BNZ who has agreed in writing to becoming a BNZ member is deemed to be a member from the date the Biathlon Club is admitted to membership. For the purposes of this Rule the term "full financial member" excludes any temporary member, commonly referred to as a "day member" admitted to membership of a Club for the purposes of a specific event or period.
24. Members in this class of membership shall be known as Individual Members.

### **Associate Members**

25. An Associate Member is a person or Incorporated Body who or which supports the objectives of BNZ and who or which is admitted to Associate Membership at the discretion of the Executive Committee.
26. An applicant for Associate Membership shall submit an application for membership in a form approved by the Executive Committee and which is endorsed with a recommendation by:
  - 26.1. An officer or committee member of a Biathlon Club which is a member of BNZ; or
  - 26.2. At least two other members of BNZ (being Individual Members, Life Members or Honorary Members).
27. An application for Associate Membership shall be determined by the Executive Committee the decision of which shall be final.

### **Life Members**

28. A Life Member is a person honoured for meritorious services to BNZ after recommendation by the Executive Committee and election as a Life Member by resolution of a General Meeting passed by a simple majority of those present and voting.
29. A Life Member shall have all the rights and privileges of an Individual Member and shall be subject to all the duties of an Individual Member except those of paying subscriptions and levies.

### **Honorary Members**

30. An Honorary Member is a person honoured for services to BNZ or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority, of those present and voting.
31. An Honorary Member shall have no membership rights, privileges or duties.

## **Provisional Members**

32. A Provisional Member is a Biathlon Club which has applied for membership to BNZ or a person who is a member of a Biathlon Club which has applied for membership to BNZ and the application has not yet been finally determined either by the Executive Committee or, where an appeal has been lodged by the Appellate Tribunal.
33. Any provisional member who is a competing athlete, coach or other official shall be eligible:
- 33.1. For selection in any national team
  - 33.2. To compete or participate in any BNZ or IBU sanctioned event.
34. Any competing athlete, coach or official who wishes to be considered for selection on any national team or who wishes to compete or participate in any BNZ or IBU sanctioned event must agree in writing to be bound by this Constitution and any regulations, by laws or other requirements applicable to the event concerned.
35. Any issue of eligibility shall be determined by the Executive Committee. Eligibility shall not be denied unreasonably having regard to the objectives of BNZ.
36. Notwithstanding any other provision in this Constitution, eligibility shall not of itself entitle the competing athlete, coach or official to selection which shall be determined according to criteria applicable to all aspiring competing athletes, coaches and officials.

## **Appeals Process**

37. This provision shall apply where:
- 37.1. A Biathlon Club has applied to BNZ for membership and that application has been declined or has lapsed
  - 37.2. The Biathlon Club has amongst its membership competing athletes, coaches or officials whose eligibility for national selection or participation in any BNZ or IBU sanctioned event may be prejudiced by reason of the decision.
38. A Biathlon Club which has a right of appeal shall file a notice of appeal against the decision of the Executive Committee, in a form approved by the Executive Committee and which shall contain:
- 38.1. The name of the appellant
  - 38.2. The address for service of the appellant
  - 38.3. A copy of the application for membership
  - 38.4. A copy of the decision of the Executive Committee
  - 38.5. Sufficient information to establish the Biathlon Club's right of appeal; and
  - 38.6. A summary of the grounds of appeal.

39. The notice of appeal must be lodged within 20 working days of the date upon which BNZ notifies the Biathlon Club of the decision to decline the Biathlon Clubs application or the date upon which the application lapsed.
40. The appeal shall be determined by an Appellate Tribunal comprising three suitably qualified independent persons to be agreed upon between the Executive Committee and the Biathlon Club within 14 days of the date of lodgement of the appeal.
41. If the parties cannot agree on the composition of the Appellate Tribunal within 14 days of the date of lodgement of the appeal, the Appellate Tribunal shall comprise:
  - 41.1. The Chairperson of BNZ or a nominee of the Chairperson of BNZ
  - 41.2. A nominee of Sport Net and
  - 41.3. A nominee of NZOC.
42. Subject to compliance with the Rules of Natural justice, the Appellate Tribunal shall determine its own procedure. For this purpose the right to Natural justice shall include:
  - 42.1. Access to all information considered by the Executive Committee when making its decision to decline membership;
  - 42.2. A right for each party to be heard and to present its case.
43. The decision of the Appellate Tribunal shall be final and binding on the parties.
44. Where an association whose application for membership is rejected does not appeal against the decision of the Executive Committee in accordance with this Constitution, or does but the appeal is unsuccessful, the Secretary will forthwith refund the amount of any fees paid in anticipation of membership.

## **Membership Entitlements**

45. Only athletes registered with the Secretary as competing athletes may be selected by BNZ to represent New Zealand at any international event.
46. Subject to this Constitution, all members may participate in the activities of BNZ.
47. Except for any membership fees or fines or levies which have fallen due but have not been paid, members have no liability to contribute towards payment of the debts or liabilities of BNZ or the costs, charges and expenses of winding up BNZ.

## **Fees, Subscriptions, etc**

48. The amount of the entrance fee for new members will be determined from time to time by BNZ in general meeting.
49. The annual membership subscription for any category of member will be:
  - 49.1. determined from time to time by BNZ in general meeting, **and**
  - 49.2. payable before the start of each new financial year.

## **Cessation of membership**

50. An Individual Member ceases to be a member of BNZ if the person



- 50.1. ceases for any reason to be a member of the member's Biathlon Club.
- 50.2. is expelled from BNZ.
- 51. A Biathlon Club ceases to be a member of BNZ if it
  - 51.1. is wound up, disbanded, or otherwise ceases to operate.
  - 51.2. is put into receivership, or under the control of an official administrator.
  - 51.3. resigns from membership of BNZ.
  - 51.4. is expelled from membership.
- 52. An Associate Member ceases to be a member of the BNZ if
  - 52.1. being an incorporated body, the Associate Member is wound up, put into receivership, liquidated or put under the control of the administrator.
  - 52.2. resigns from membership of BNZ.
  - 52.3. is expelled from membership of BNZ.

## **Provisions Relating to Resignation**

- 53. A member, having paid all amounts payable by the member to BNZ in respect of that membership, may resign from membership of BNZ by first giving 30 days' notice in writing to the Secretary, of the member's intention to resign.
- 54. On expiry of the period of notice, the Secretary will make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.
- 55. The resignation of a member shall not be a bar to the recovery of any monies payable by the member to BNZ whether by way of entrance fee, Levy, subscription, fine or otherwise.

## **Complaints and Discipline**

- 56. Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Secretary, shall be dealt with in accordance with this Constitution.
- 57. The Executive Committee shall have the following discretions:
  - 57.1. If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Executive Committee may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint.
  - 57.2. If the decision of any such body:
    - 57.2.1. Effectively disposes of the complaint, the Executive Committee may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions, **or**
    - 57.2.2. Does not effectively dispose of the complaint, the Executive Committee may decide to undertake such further investigations as it thinks fit, and then follow the process set out in this Constitution.

58. The Executive Committee may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.
59. The Executive Committee may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Executive Committee, it becomes apparent to the Executive Committee that it is not appropriate further to investigate or consider the complaint.
60. If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Executive Committee from professional advisers, the Executive Committee may at any time:
- 60.1. Decline to investigate further or consider the complaint, **or**
- 60.2. Require the complainant to deposit with BNZ such sum as the Executive Committee thinks fit to reimburse BNZ wholly or partly for the costs of those making the enquiries or considering the complaint and/or the BNZ's professional adviser's fees before further investigating or considering the complaint.
61. The following procedures shall be observed when a complaint is investigated and considered:
- 61.1. The member shall be given a copy of the complaint.
- 61.2. The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Executive Committee or any special committee established by it for the purpose of hearing and deciding upon the complaint.
- 61.3. Further enquiries may be made by or on behalf of the Executive Committee or any such special committee, and the results of those enquiries shall be made known to the complainant and the member.
- 61.4. The Executive Committee or any such special committee shall allow the complainant and the member the opportunity to be heard by the Executive Committee or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint).
62. The Executive Committee or any such special committee may:
- 62.1. Dismiss the complaint or
- 62.2. Uphold the complaint and do one or more of the following:
- 62.2.1. Reprimand or admonish the member,
- 62.2.2. Suspend the member from membership for a specified period,
- 62.2.3. Alter the membership classification of the member,
- 62.2.4. Impose a fine on the member, or
- 62.2.5. Expel the member.
63. The Executive Committee or any such special committee shall respect the confidentiality of the proceedings, and

63.1. The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing and may at the discretion of the Executive Committee or any such special committee be conveyed to members.

63.2. The decisions of the Executive Committee or any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against and shall not be subject to any review or challenge.

64. A member whose membership is terminated under the provision relating to complaints against members shall remain liable to pay all subscriptions and levies to the end of the calendar year in which the membership was terminated, shall cease to hold himself or herself out as a member of BNZ, and shall return to the BNZ all material produced or owned by BNZ (including any Membership certificate, handbooks and manuals).

## **Part 3 – The Executive Committee**

### **Management by the Executive Committee**

65. From the end of each Annual General Meeting until the end of the next, BNZ shall be administered, managed and controlled by the Executive Committee, which shall be accountable to the Members for the implementation of the policies of BNZ as approved by any General Meeting.
66. Subject to this Constitution and the resolution of any General Meeting, the Executive Committee may exercise all BNZ's powers, other than those required by statute or by this Constitution to be exercised by BNZ in General Meeting.
67. The Executive Committee may co-opt any person to the Executive Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
68. The Executive Committee may reimburse Executive and subcommittee members for expenses incurred by them.
69. The Executive Committee will appoint not less than three and not more than four selectors who may be different for men and women. The selectors will be responsible for selecting New Zealand teams to compete at international events. In doing so they shall where appropriate take account of international ranking lists.
70. The Executive Committee may employ any person or company to administer or manage the affairs or any specified function of BNZ. The duties and method of remuneration of such will be set out in the letter of appointment.

### **Constitution and Membership**

71. The Executive Committee of BNZ will consist of the following:
- 71.1. The Chairperson
  - 71.2. The Secretary/Administrator
  - 71.3. The Treasurer

71.4. Up to four Committee Members nominated by Biathlon Clubs in accordance with this Constitution (Biathlon Club Delegates).

71.5. Such other persons as may be co-opted by the Executive Committee where the Executive Committee determines that there is a need for specific skill or expertise (such appointment not to exceed 12 months)

## **Filling Positions**

72. The Chairperson and Treasurer shall be elected annually at the Annual General Meeting.

73. Unless appointed in accordance with this Constitution, the Secretary/Administrator shall be elected at the Annual General Meeting.

## **Secretary/Administrator**

74. The office of Secretary/Administrator may be filled by appointment.

75. If BNZ in General Meeting decides to fill the office of Secretary/Administrator by appointment, the actual appointment will be made by the Executive Committee.

76. An appointed Secretary/Administrator shall not have a vote on the Executive Committee.

77. An Appointed Secretary/Administrator shall hold office for the term of the appointment.

## **Biathlon Club Delegates**

78. If there is only one Biathlon Club which is a member of BNZ, it may nominate two delegates to the Executive Committee.

79. If there are between two and four Biathlon Clubs which are members, each club may nominate one delegate to the Executive Committee.

80. If there are more than four Biathlon Clubs each club may nominate one delegate for membership of the Executive Committee. The nominees shall be deemed to be appointed if the number is less than or equal to four. If there are more than four nominees, a vote will be held at the Annual General Meeting to decide on which nominees will fill the position or positions available.

81. A Biathlon Club may waive its right to nominate a delegate to the Executive Committee in which case other Biathlon Clubs may each nominate a single delegate over and above their entitlement. Delegates so nominated will be deemed to be appointed if the number is less than or equal to the number of delegate positions waived by the Biathlon Clubs pursuant to this clause. If the number of nominees exceeds the number of vacancies, a vote will be held at the Annual General Meeting to decide on which delegates will fill the vacancies available.

82. A Biathlon Club Delegate need not be a member of the Biathlon Club which makes the appointment but must be a member of BNZ.

83. A nomination or waiver must be made in writing, signed by an officer of the appointing Biathlon Club at least 10 days prior to the Annual General Meeting.

## **Elections**

84. The members of the Executive Committee will be elected at the Annual General Meeting
- 84.1. the Chairperson
  - 84.2. the Treasurer
  - 84.3. the Secretary/Administrator unless it is resolved to fill that position by appointment
  - 84.4. Biathlon Club delegates if required.
85. The Chairperson and the Treasurer must be a member of a Biathlon Club.
86. Members of the Executive Committee retiring or vacating office may, if eligible, stand for re-election.
87. The election of Officers shall be conducted as follows:
- 87.1. Written nominations for nominees, accompanied by the written consent of each nominee, shall be received by the Secretary not less than 20 days before the date of the Annual General Meeting.
  - 87.2. Not less than 10 days before the date of the Annual General Meeting the Secretary shall post (including by electronic means) to all Members a voting paper listing all Executive Committee nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination.
  - 87.3. If there are insufficient valid nominations received further nominations may be received from the floor at the Annual General Meeting.
  - 87.4. Votes shall be cast in such manner as the Chairperson of the Annual General Meeting shall determine.
  - 87.5. Two Members (who are not nominees) designated by the Chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
  - 87.6. In the event of any vote being tied the tie shall be resolved by the remaining members of the incoming Executive.
88. If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated will be taken to be elected except in the case of nominations for those positions that BNZ may determine be filled by appointment at Annual General Meeting. If BNZ does not fill those positions by appointment, and there is only one nominee for each vacancy, that nominee shall be taken to be elected.
89. A person is not eligible to simultaneously hold more than one office on the Executive Committee.
90. A Member of the Executive Committee may resign from the position by giving notice in writing to the Secretary and the resignation shall take effect either at the time such notice is received or, if a later date is specified in the notice, at that later date.
91. Any member of the Executive Committee may be removed from office by a vote of members at a general meeting of BNZ, provided that:
- 91.1. the office bearer has first been given an opportunity to present the Member's case fully to the meeting  
**and**
  - 91.2. the motion is passed with a majority of two thirds of the Members entitled to vote and actually voting.
92. In the event of a vacancy occurring among the Executive Committee during the term of office, the Executive Committee will elect from among the individual members of BNZ a replacement, which replacement will hold office until the conclusion of the next Annual General Meeting of BNZ.

## **General Duties and Entitlements of Executive Committee**

93. Members of the Executive Committee shall
- 93.1. act in good faith and in the best interests of BNZ
  - 93.2. exercise the powers of the Executive Committee for proper purposes
  - 93.3. act, and ensure BNZ acts, in accordance with this Constitution and its Regulations
  - 93.4. make reasonable efforts to attend all Executive Committee meetings and General Meetings of BNZ
  - 93.5. use best efforts to consult widely with members and others in the Biathlon community to keep abreast of the issues facing them provided that this Rule shall not waive the duty of confidentiality in respect of information disclosed to them as Executive Committee members
  - 93.6. participate in an annual review of the Executive Committees performance.
94. Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of BNZ possessed by such former officer.
95. Members of the Executive Committee will be entitled to be indemnified from the funds of BNZ in respect of any liability that they collectively or individually may incur as a result of any decision taken or act made in accordance with their powers pursuant to this Constitution.

## **Powers of the Executive Committee**

96. The Executive Committee shall have the power to:
- 96.1. Develop and implement strategies, policies and procedures for the administration promotion and development of Biathlon in New Zealand.
  - 96.2. Develop and implement prudent policies to protect and enhance BNZ's finances and property.
  - 96.3. Control expenditure and raise funds to fulfil the objects of BNZ.
  - 96.4. Open and operate in the name of BNZ such bank accounts as deemed necessary.
  - 96.5. Delegate any of its powers as it considers appropriate to employees, commissions, committees or other groups appointed by it.
  - 96.6. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Executive Committee.

## **Conflict of interest**

97. The Secretary/Administrator shall maintain a register of interests.
98. The Secretary/Administrator shall include in the Register details of every conflict-of-interest disclosed to the Executive Committee.
99. A member of the Executive Committee who has a financial or property interest in a matter being considered, or about to be considered, shall, as soon as possible after becoming aware of such interest, disclose the nature of the interest at a meeting of the Executive Committee.
100. The disclosure is to be recorded in the minutes of the Executive Committee and in the Conflicts of Interest Register.
101. Unless the Executive committee resolves otherwise, the member shall not

- 101.1. be present during any discussion of the matter
  - 101.2. take part in any decision of the Executive Committee in relation to the matter.
102. Subject to Rule 99, a member of the Executive Committee is to be taken to have an interest in the matter if:
- 102.1. the member has a direct or indirect pecuniary or property interest in the matter
  - 102.2. the matter concerns the company, organisation or group and the member is involved in its administration or financial affairs
  - 102.3. the matter concerns a natural person and the member is related to, or involved in the affairs of that person.
103. A member of the Executive Committee is not to be taken to have an interest in a matter by reason only that the matter concerns a Club of which he is a member or with which he is otherwise officially associated.

## **Functions of Individual Executive Committee Members**

### **104. The Chairperson:**

- 104.1. represents BNZ
- 104.2. presides at all general meetings of BNZ and all meetings of Executive Committee
- 104.3. is a member, ex-officio, of all regular and special committees

105. In the absence or at the request of the Chairperson, then the meeting will elect from among other members of the Executive Committee present an Acting Chairperson of that meeting.

### **106. The Secretary/Administrator**

- 106.1. Keep records of the proceedings of general meetings of BNZ, and of Executive Committee meetings
- 106.2. Conducts the ordinary correspondence of BNZ
- 106.3. Keeps and maintains the records of BNZ in accordance with this Constitution

### **107. The Treasurer**

- 107.1. keeps such books of account as may be necessary to provide a true record of BNZ's financial position, report on the BNZ's financial position to each Executive meeting and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 107.2. Collects and receives all moneys due to BNZ and make all payments authorised by BNZ, and
- 107.3. Keeps correct accounts and books showing the financial affairs of BNZ with full details of all receipts and expenditure connected with the activities of BNZ.

## **Executive Committee Meetings**

108. The Executive Committee will meet as often as necessary to conduct its business.

109. Other than as prescribed by statute or by this Constitution the Executive Committee may meet and regulate its proceedings as it thinks fit. Without limiting the powers of the Executive Committee pursuant to this clause, the Executive Committee may

- 109.1. permit any Executive Committee Member to participate in any meeting by telephone, closed circuit television, video link or any other means of communication.
- 109.2. act upon any resolution in writing, signed or assented to by any form of a viable or other electronic communication by all members of the Executive Committee and any such resolution shall be valid and effectual as if it had been passed at a meeting of the Executive Committee. Any such document may be delivered to the office of the Executive Committee personally, by post, e-mail or other form of electronic communication and two or more separate documents in identical terms that are set out and signed in accordance with the Rule are to be taken as one document.
110. Where a meeting of the Executive Committee is taken to be held under this Constitution:
- 110.1. the holding of the meeting and the business transacted are to be recorded in the appropriate minute book and
- 110.2. the minutes are to be placed on the agenda of the next normally constituted meeting of the Executive Committee for confirmation.
111. The quorum for Executive Committee meetings is at least 4 Executive Committee members holding office if the Secretary/Administrator is a voting member of the Executive Committee. If the Secretary/Administrator is a non-voting member of the Executive Committee then the quorum shall be three.
112. All Executive Committee meetings shall be chaired by the Chairperson or in the Chairperson's absence an Acting Chairperson, elected for the purpose by the meeting, and any such Chairperson shall have a deliberative and casting vote.
113. The Executive Committee may rotate its meetings around the various cities / areas which support affiliated associations.
114. A meeting of the Executive Committee will be convened by the Secretary/Administrator at the request of the Chairperson or when three members of Executive Committee consider it necessary.
115. Written notice of a meeting of the Executive Committee will be given by the Secretary/Administrator to each member of the Executive Committee at least 7 days (or such other period as may be unanimously agreed upon by the members of Executive Committee) before the time appointed for the holding of the meeting.
116. The notice of a meeting will specify the general nature of the business to be transacted at the meeting and no business other than that business will be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.

## **Sub-Committees**

117. The Executive Committee may appoint one or more committees, not necessarily out of their number, and delegate to such committees the exercise of such of the functions of the Executive Committee as are specified other than
- 117.1. this power of delegation; and
- 117.2. a function which is a function imposed on the Executive Committee by the Act, by any other law of New Zealand, or by resolution of BNZ in general meeting.



118. Any such delegation may be made subject to such conditions or limitations as to time or circumstances, as may be specified in the instrument of delegation.
119. Any act or thing done or suffered by a committee acting in the exercise of such a delegation has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
120. The Executive Committee may, in writing, revoke wholly or in part any delegation.
121. A committee may meet and adjourn as it thinks proper.

## **Voting in the Executive Committee and in Committees**

122. Questions arising at a meeting of the Executive Committee or of any committee will be determined by a simple majority of the votes of those who are present at the meeting except where expressly provided otherwise in this Constitution.
123. Each member of the Executive Committee (excluding the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a casting vote.
124. Subject to the need for a quorum, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
125. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or committee.

## **Communication with Members**

126. The Executive Committee shall communicate all Executive Committee decisions to its members in such manner as from time to time might be appropriate and any member may at any reasonable time and on giving reasonable notice inspect the minute book of the Executive Committee and may on payment of the appropriate photocopying fee and postage receive photocopies of the Executive Committee minutes.
127. The Executive Committee may determine that any information received by the Executive Committee, any record of consideration of such information and any correspondence, documentation or other record of such information shall be withheld from members of BNZ on the ground that:
- 127.1. disclosure may compromise any commercial negotiation
  - 127.2. the information was received by the Executive Committee in confidence
  - 127.3. disclosure may be a breach of the Privacy Principles pursuant to the Privacy Act 1993 (as amended or replaced)
  - 127.4. the matter under discussion relates to a disciplinary matter
  - 127.5. disclosure may compromise BNZ's position in any litigation or other dispute.

## Part 4 – General Meetings

### Annual General Meetings

128. The Annual General Meeting of BNZ will be held once each calendar year on a date and at a location and/or using any electronic communication determined by the Executive Committee and consistent with any requirements in the Act and the Constitution, relating to the procedure to be followed at General Meetings.
129. The Annual General Meeting of BNZ must be held no later than the earlier of the following: 6 months after BNZ's balance date or 15 months after the previous annual general meeting.
130. In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting will be:
- 130.1. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
  - 130.2. to receive from the Executive Committee reports on the activities of BNZ during the last preceding financial year.
  - 130.3. to elect or appoint Executive Committee Members.
  - 130.4. to receive notice of appointments of Biathlon Clubs to the Executive Committee.
  - 130.5. to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the Act.
  - 130.6. to transact any general business of which notice has been given to the Secretary/Administrator in accordance with this Constitution
  - 130.7. to determine fees which may be payable by any class of member.
  - 130.8. consider any proposed amendment to the Constitution where appropriate notice is given.
131. Any member requiring any business to be discussed or any resolution to be considered at the Annual General Meeting shall give notice in writing to the Secretary/Administrator of such business all such resolution no later than 20 days prior to the date fixed for the meeting.

### Other General Meetings

132. All general meetings of BNZ other than the Annual General Meeting, will be called Special General Meetings, will be open to all members .
133. General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
134. The Secretary/Administrator may, whenever the Secretary/Administrator thinks fit, or will, on the requisition in writing of any Biathlon Club or five Individual Members acting collectively, convene a special general meeting of BNZ.
135. The requisition by members of a special general meeting
- 135.1. will state the purpose or purposes of the meeting
  - 135.2. will be signed by the members making the requisition

- 135.3. may consist of several documents in a similar form, each signed by one or more of the members making the requisition
- 136.If the Secretary/Administrator fails to convene a special general meeting within one calendar month after the date on which a requisition for one meeting is served, those members who made the requisition may convene a special general meeting to be held not later than three calendar months after that date.
- 137.A special general meeting convened by a Biathlon Club or members as above will be convened as nearly as is practicable in the same manner as special general meetings are convened by the Executive Committee

## **Notices of General Meetings**

- 138.The Secretary/Administrator will at least 14 days before the date fixed for the holding of any general meeting notify each member to be advised of the place, date and time of the meeting and an agenda of the business proposed to be transacted at the meeting.
- 139.The notice of meeting will specify whether the meeting is the annual general meeting or a special general meeting.
- 140.At least 7 days before any General Meeting the Secretary/Administrator shall send to all Members and Life Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, a list of and information about nominees, and notice of any motions and the Executive Committee's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 141.No business other than that specified in the notice convening a general meeting will be transacted at the meeting except where no less than two thirds of those present and entitled to vote resolve that such business is urgent business and requires resolution at the general meeting. Any resolution dealing with urgent business shall require a majority of two thirds of those present and entitled to vote.

## **Procedure at Meetings**

- 142.A quorum at a general meeting will be 7 members present and entitled to vote.
- 143.If a quorum is not present within thirty minutes of the scheduled commencement of the general meeting, the Chairperson shall adjourn the meeting to such further date as the Chairperson directs.
- 144.If at an adjourned meeting a quorum is not present within thirty minutes after the time appointed for the commencement of the meeting, meeting shall lapse and shall be reconvened at such place, date and time to be notified by the Secretary/Administrator
- 145.The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

146. Where a general meeting is adjourned for 14 days or more, the secretary will give written or oral notice of the adjourned meeting to each member of BNZ stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
147. Except as provided in this clause, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **Motions and Amendments**

148. Any proposal made at a meeting shall be in the form of a motion or an amendment to that motion.
149. A motion shall be expressed clearly and capable of only one interpretation.
150. The meeting may not discuss or vote on any motion or amendment to a motion unless it is seconded.
- 150.1. No person may move any amendment to the motion unless the amendment is relevant to the subject matter and does not negate the motion.
- 150.2. No second or subsequent amendment to the motion shall be received until the disposition of the previous amendment.
- 150.3. When an amendment to the motion has been tabled, discussion shall be confined to that amendment.
- 150.4. The meeting may consider more than one amendment to any motion. Any amendments may be considered one at a time provided that notice of any subsequent amendment has been given before the vote on the previous amendment.
- 150.5. If an amendment to a motion is defeated, the original motion becomes open to further amendment.
- 150.6. Should an amendment be carried the amended motion then becomes the substantive motion.
- 150.7. An amendment to a motion cannot be moved after the substantive motion has been put to the vote.
- 150.8. Amendments to any motion on notice may be received provided that the amendments are within the scope of the original notice.

## **Making of Decisions at General Meetings**

151. The following person shall be entitled to vote at any general meeting
- 151.1. Any Biathlon Club which shall have one vote per club and which shall be exercised by a delegate appointed in writing by the Biathlon Club prior to the date of the meeting
- 151.2. An Individual Member other than a junior member
- 151.3. A life member
- 151.4. A Supplementary Committee Member who is not otherwise a member of BNZ.
152. A member may only be entitled to vote if that member is, at the time of the meeting, a fully paid financial member of the Biathlon Club of which that member (if an Individual Member) is a member or of BNZ.
153. Except where provided otherwise in this Constitution a question arising at a general meeting of BNZ will be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is

demanded, a declaration by the person presiding that the resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of BNZ, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

154.If

- 154.1. any motion involves the removal from office of any Executive Committee Member; or
- 154.2. a majority of two thirds of the meeting present and entitled to vote resolves that a particular issue shall be determined by secret ballot

then the issue shall be resolved by secret ballot.

155.Where a matter is resolved by secret ballot, the Chairperson shall appoint 2 scrutineers to collect the ballot papers. The scrutineers shall count the vote and notify the Chairperson of the outcome. The Chairperson may verify the count. The secret ballot papers shall be destroyed immediately after the closure of the meeting.

156.At a general meeting of BNZ, a poll may be demanded by the person presiding or by not less than three members present in person at the meeting.

157.Where the poll is demanded at a general meeting, the poll will be taken

- 157.1. immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of adjournment, or
- 157.2. in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll in the matter will be deemed to be the resolution of the meeting on that matter

158.Subject to this provision, upon any question arising at a general meeting of BNZ a member has one vote only.

159.Except where otherwise provided, voting shall be on a simple majority.

## **Postal Votes**

160.Any election to the Executive Committee may be conducted or resolved by postal vote.

161.A postal vote in respect of elections to the Executive Committee shall be conducted in accordance with this Constitution and ballot papers shall only be counted if they are delivered to the Secretary/Administrator prior to the commencement of the meeting.

## **Proxy Votes on Business at a General Meeting**

162.Any resolution required to be made at a general meeting but which the Executive Committee has determined should be resolved by proxy by reason of its importance, may be resolved by proxy.

163.A member wishing to vote by proxy must appoint the Chairperson to be that member's proxy.

164.A proxy must be appointed by notice in writing signed by the member.

165. No proxy is effective in relation to a meeting unless a copy of the notice of appointment is produced before the start of the meeting.
166. The notice of appointment must refer to the specific business in respect of which the proxy is given and the manner in which the member directs the proxy to vote.
167. If the motion in respect of which the proxy is given is amended at the meeting, the Chairperson may determine the vote on which will best reflect the instructions of the member. If the Chairperson is unable to make such a determination, the Chairperson may decline to act on the proxy.

## **Part 5 – Miscellaneous**

### **Alteration of Constitution**

168. This Constitution may be altered, added to, rescinded or otherwise amended by a resolution passed by a two thirds majority at a General Meeting pursuant to a notice of motion which must be received in writing by the Secretary/Administrator not later than 20 days before the day fixed for the meeting.
169. The notice of motion shall set out the purpose of the proposed alteration, rescission addition or other amendment in sufficient detail to enable the recipient of the notice of motion to understand fully the intent and extent of the proposed alteration, rescission, addition or other amendment.

### **Finance**

170. The financial year of BNZ will be 1st January until 31st December.
171. The funds of BNZ will be derived from entrance fees and annual subscriptions of members, donations, equipment rental and subject to any resolution passed by BNZ in general meeting and such other sources as the Executive Committee determines.
172. All money received by BNZ will be deposited as soon as practicable and without deduction to the credit of BNZ's bank account.
173. BNZ may on request and as soon as practicable after receiving any money, issue an appropriate receipt.
174. Subject to any resolution passed by BNZ in general meeting, the funds of BNZ will be used in pursuance of the objects of BNZ in such manner as the Executive Committee determines.
175. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by two members of the Executive Committee authorised that purpose by the Executive Committee.
176. The balance sheet, statement of revenue and expenditure, and other relevant accounts will be reviewed at least once in each financial year by a qualified accountant who will not be a member of the Executive Committee.

### **Custody of Books**

177. Subject to the Act, the regulations and this Constitution, the Secretary/Administrator will keep in his custody or under his control all records, books, and other documents relating to BNZ.
178. Notwithstanding the previous subclause, the Treasurer will keep in his custody or under his control all the financial records of BNZ.

179. The records, books and other documents of BNZ will be open to inspection at a place in New Zealand or in the Secretary/Treasurers province / area (as the case may be), free of charge, by a member of BNZ at any reasonable hour.

## **Interpretation of Constitution**

180. The decision of the Executive Committee on the interpretation of this Constitution or any matter or thing not contained in this Constitution and which pertains to BNZ, its property or interests shall be conclusive and binding on all members until revoked at General Meeting.

181. If any matter or circumstance arising in or about the conduct of BNZ's activities and affairs and/or the carrying out of its objects, is not dealt with or dealt with unequivocally by this Constitution, the Executive Committee may in its discretion deal with and dispose of such matter or circumstances in such manner as it deems fit.

## **Dissolution**

182. BNZ may be wound up voluntarily and any assets disposed of by resolution at a Special General Meeting called for the purpose in accordance with the provisions of these Rules.

183. At such Special General Meeting the quorum shall be not less than two thirds of the members entitled to attend and vote as any such Special General Meeting.

184. Any resolutions carried for voluntary winding up and disposal of assets must be confirmed at a subsequent Special General Meeting duly constituted and with the same minimum quorum and held not earlier than 30 days and not later than 90 days after the date on which the resolutions to be confirmed were passed.

185. If upon the winding up or dissolution of BNZ there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall be paid or distributed as follows:

- 185.1. to any other incorporated body established for the purposes of being the governing body for Biathlon in New Zealand
- 185.2. if there is no other body established for the purposes of being the governing body for Biathlon in New Zealand, to Biathlon Clubs which are members of BNZ
- 185.3. failing distribution in accordance with the preceding clauses, then such property shall be distributed in such manner as may be directed by NZOC but in no circumstances may be distributed to Individual Members, Associate Members (whether individual corporate), Life Members or Honorary Members.

## **Financial Transactions with Members.**

186. No member of BNZ or any person associated with the member shall participate in or materially influence any decision made by BNZ in respect of the payment to or on behalf of that member or associated person of any income, benefit or other advance whatsoever.

187. Any payments contemplated by this provision shall be limited to:

- 187.1. a fair and reasonable award for services performed

- 187.2. reasonable reimbursement of expenses properly incurred
- 187.3. usual professional business or trade charges
- 187.4. interest at no greater than the current commercial rates.

188. This provision shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

## **Anti Doping**

189. The rules of BNZ for anti-doping shall be the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and as amended from time to time.

190. This provision is not intended to replace or supersede any applicable rule of the IBU which may apply with respect to anti-doping matters provided the applicable rule of the International federation is consistent in all respects with the World Anti-Doping Code.

191. To the extent of any inconsistency between the Sports Anti-Doping Rules and any rule in this Constitution or any policy, regulation or by-law of BNZ, the Sport Anti-Doping Rules shall apply.