



**RULES AND CONSTITUTION**

**OF**

**HOE TONGA PACIFICA WAKA AMA ASSOCIATION**  
**INCORPORATED**

A Society incorporated under the Incorporated Societies Act 1908

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## 1 DEFINITIONS

**AGM** means Annual General Meeting

**Association** means the Hoe Tonga Pacifica Waka Ama Association Incorporated.

**Association Committee** means the Executive Officers and a representative from each member.

**Committee meeting** means an ordinary meeting of the Association Committee.

**Committee member** means an Executive Officer or a representative from a member of Hoe Tonga.

**Executive Committee** means the Executive Officers.

**Executive Officers** means persons who hold a position of President, Vice-President, Secretary, Treasurer or NKOA representative.

**General meeting** means an Annual General Meeting or Special General Meeting.

**Hoe Tonga** means Hoe Tonga Pacifica Waka Ama Association Incorporated.

**Member** means a legal entity accepted at an AGM

**NKOA** means The New Zealand Maori Polynesian Canoe Sporting Federation: Nga Kaihoe O Aotearoa Inc

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

**SGM** means Special General Meeting

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

## 2 NAME

- 2.1 The name of the Incorporated Society is "Hoe Tonga Pacifica Waka Ama Association Incorporated".

## 3 OBJECTS

- 3.1 The objects of Hoe Tonga are:
- i. To be affiliated to NKOA and to be accountable for the regional area in matters determined by NKOA.
  - ii. To promote, develop and foster the culture and sport of waka ama as an amateur sport for the recreation and enjoyment of the general public in New Zealand
  - iii. To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of members in Hoe Tonga's activities;
  - iv. To promote, develop and co-ordinate competitions for all sport-related activities of Hoe Tonga
  - v. To affiliate and co-operate with kindred and other organisations to further its goals in any way whatsoever that is in the interests of the Association.

## **4 POWERS**

4.1 The Association has the power to:

- i. Make, alter, rescind, enforce by-laws, regulations, policies and procedures for the governance, management and operation of Hoe Tonga;
- ii. Determine, implement and enforce disciplinary disputes and appeal procedures (including drug testing and other policies), conduct hearings and impose sanctions and penalties;
- iii. Consider and settle or mediate disputes between Members;
- iv. Determine who are its Members;
- v. Withdraw, suspend or terminate membership;
- vi. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- vii. 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;
- viii. Sell, lease, mortgage, charge or otherwise dispose of any property of Hoe Tonga and grant such rights and privileges over such property as it considers appropriate;
- ix. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- x. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Hoe Tonga;
- xi. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- xii. Make, alter, rescind and enforce rules of competition;
- xiii. Organise and control competitions, events and programmes;
- xiv. Assign functions to and/or enter into agreements with organisations such as SPARC, the New Zealand Sports Disputes Tribunal and the New Zealand Sports Drug Agency;
- xv. Delegate powers of Hoe Tonga to any person, committee or sub-committee;
- xvi. Do any other acts or things which are incidental or conducive to the attainment of the objects of Hoe Tonga.

## **5 MEMBERS**

- 5.1 Members of the Association are legal entities that are accepted as Members at an AGM or SGM of the Association. The said legal entity must reside or have its office located within the region designated under the Association by NKOA.
- 5.2 Membership of the Association does not confer on any Member any privilege or any estate or proprietary right, interest, or share in the funds and property of the Association, nor shall any Member be personally liable for any of the liabilities of the Association.

## **6 MEMBER APPLICATIONS; ENTITLEMENTS AND REQUIREMENTS**

- 6.1 An application for membership must be in writing and in such format as may be required by the Association Committee from time to time. All applications for membership will be determined by the Association Committee.
- 6.2 Members are bound by these Rules and by the regulations, by-laws, policies and procedures of Hoe Tonga.
- 6.3 In order to receive or continue to receive membership entitlements, members must meet all requirements of membership set out in these Rules or as otherwise set by the Association Committee, including payment of any membership or other fees within a required time period.
- 6.4 The failure by a member to comply with Rule 6.3 may result in withdrawal of membership entitlements but shall not excuse such member from being bound by these Rules.
- 6.5 Members are entitled to:
- i. Participate in Hoe Tonga's activities, subject at all times to complying with any additional requirements that are specified;
  - ii. Receive notices and papers and be able to attend, speak and exercise one vote at Hoe Tonga's General Meetings;
  - iii. Nominate any member of a member for election as an officer of Hoe Tonga;
  - iv. Attend and/or participate at a NKOA approved and/or sanctioned event.

## **7 DURATION OF MEMBERSHIP**

- 7.1 A Member may resign their membership at any time by notice in writing to the Secretary and on receipt of this notice shall cease to be a Member.
- 7.2 Membership may also be withdrawn, suspended or terminated by the Association Committee if a member fails to comply with these Rules including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of Hoe Tonga or if a member acts in a manner which is considered by the Association Committee to be harmful to Hoe Tonga or inconsistent with the standards of behaviour expected of a member.
- 7.3 A Member shall forfeit their Membership if representation on their behalf is absent without leave from three (3) consecutive meetings, and may only be

reinstated by a Ordinary Resolution of the Association Committee if it is opined that the non-attendances were justified.

- 7.4 A withdrawal, suspension or termination of membership shall not relieve the Member from payment of any monies due to the Association.
- 7.5 If a membership is suspended or terminated, or a Member resigns, then no fees paid shall be refunded.

## **8 MEMBERSHIP FEE**

- 8.1 The Association Committee shall, at its AGM, annually determine:
- i. Any membership fee or other fees payable by Members.
  - ii. The due date for such fees; and
  - iii. The manner for payment of such fees.
- 8.2 Late payment of membership fees may result in a 10 percent penalty.
- 8.3 Any Member whose fees are outstanding will not be recognised as a Member of the Association until such time as the member has paid all fees due.

## **9 ASSOCIATION COMMITTEE**

### **Role of the Association Committee**

- 9.1 The governance and management of Hoe Tonga shall be vested in the Association Committee, which may exercise all the powers of Hoe Tonga.

### **Membership of the Association Committee**

- 9.2 The Association Committee comprises the Executive Officers and one (1) representative from each Member.
- 9.3 The Executive Officers of the Association are elected at the Annual General Meeting and shall comprise of:
- i. President
  - ii. Vice President (up to two persons can hold the position of Vice President)
  - iii. Secretary
  - iv. Treasurer
  - v. NKOA Representative
- 9.4 The Association Committee may also include any other positions created by the Association.

### **Association Committee meetings and duties**

- 9.5 Committee meetings shall be chaired by the Chairperson, normally the President. The Vice-President shall chair the General Meeting if the President is not present. The Committee Members present shall choose a

- Chairperson from amongst themselves if the President and Vice-President are not present.
- 9.6 The duty of each committee member is to pursue the objects of Hoe Tonga and to exercise the powers of Hoe Tonga for fulfilment of the objects and in so doing a committee member must:
- i. Regularly attend Committee meetings and General Meetings of Hoe Tonga;
  - ii. Provide good governance for Hoe Tonga;
  - iii. Regularly monitor and review the performance for Hoe Tonga;
  - iv. Act in the best interests of Hoe Tonga at all times;
  - v. Formulate such by-laws, regulations, policies and procedures as are appropriate for Hoe Tonga;
  - vi. Where appropriate, engage in activities to promote, market, represent and fundraise for Hoe Tonga;
  - vii. Do such other things within these rules as the Committee agrees to promote the objects of Hoe Tonga
- 9.7 Except to the extent specified in these rules, the committee shall regulate its own procedure.
- 9.8 Committee meetings may be called at any time by the executive officers but generally the committee shall meet at least once a quarter, at a time and place agreed by the committee.
- 9.9 No business shall be transacted at a meeting unless there is a quorum. The quorum for a committee meeting shall be no less than six (5) committee members, of which two (2) must be Executive Officers. The meeting shall lapse if there is no quorum after 30 minutes of the specified time for the meeting.
- 9.10 Each committee member shall have one (1) vote. In the event of a deadlock, the chairperson shall have an additional casting vote. Voting shall be by voices or upon request of any Committee member by a show of hands or by ballot.
- 9.11 Unless otherwise specified, an ordinary resolution shall be sufficient to pass a resolution.
- 9.12 A resolution in writing, signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Committee shall be valid as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form each signed by one or more members of the committee.
- 9.13 Any committee member may participate in any meeting of the committee and vote on any proposed resolution at a meeting of the committee 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 committee Members and all persons participating in the meeting are able to

hear each other effectively and simultaneously. Participation by a committee member in this manner at a meeting shall constitute the presence of that committee member at that meeting.

### **Role of the Executive Committee**

- 9.14 The Executive Committee shall be responsible for the day-to-day management of the affairs and routine business of Hoe Tonga in accordance with the Rules, regulations, by-laws, policies and procedures of Hoe Tonga and within such constraints as may be imposed by the Association Committee.
- 9.15 The Executive Committee shall control all finance raised in the name of the Association and authorise payments of accounts incurred by the Association. All payments from the Association's funds shall only be made by order of the Association Committee. Payments shall be made by cheques or withdrawals duly signed by the Treasurer and co-signed by an Executive Officer. All monies received shall be paid into the bank accounts of the Association.
- 9.16 The Secretary – in consultation with the Executive Committee – shall prepare an agenda setting forth the business to be transacted at Committee Meetings.

### **Removal of an Executive Officer**

- 9.17 The Association Committee may suspend, penalise or terminate an Executive Officer if the person has acted in a way contrary or prejudicial to the aims and/or interests of the Association. In all such cases, such persons shall be given full opportunity of having their case heard before the Association Committee.

### **Abandonment of Position**

- 9.18 The Secretary shall note and record the names of those present at the meetings of the Association.
- 9.19 An Executive Officer shall forfeit his/her position if he/she is absent without leave from three (3) consecutive meetings, and may only be reinstated by an ordinary resolution of the Association Committee if it is opined that the non-attendances were justified.

### **Acting Executive Officer**

- 9.20 Where the position of an Executive Officer is vacant and occurs before the Annual General Meeting, the Association Committee may appoint a person from a Member to act in the role vacated.

## **10 FINANCE**

- 10.1 The financial year of the Association shall commence on the first day of July and end on the last day of June the following year.

- 10.2 Statements of financial position and financial performance shall be audited each year by an agreed auditor and the audited accounts shall be presented to the AGM.
- 10.3 The Treasurer is responsible for the receipt and banking of all monies received by Hoe Tonga. All funds of Hoe Tonga shall be paid to a bank account in the name of Hoe Tonga and the bank account must be operated in accordance with the policies determined by the Committee.
- 10.4 The Treasurer must ensure correct accounting records are kept. The accounting records of Hoe Tonga must be kept at such place as the Committee may determine and must be open to inspection by members at such reasonable times as agreed by the Committee.

## **11 GENERAL MEETINGS**

- 11.1 The Committee shall give the Members written notice of General Meetings no less than 14 days before the proposed meeting. The notice can be given by such methods as the Committee may determine.
- 11.2 Full minutes shall be kept of all General Meetings and made available upon request by Members.

### **Annual General Meeting**

- 11.3 The Association must hold an Annual General Meeting (AGM) once every year at such time, date and place as the Association Committee determines but not more than 15 months after the last AGM.
- 11.4 The AGM shall be called for the following purposes:
  - i. To receive the President's report for the previous financial year;
  - ii. To receive a report and audited statement of financial position and statement of financial performance for the previous financial year;
  - iii. To elect the Executive Officers of Hoe Tonga for the ensuing year;
  - iv. To set the membership fees;
  - v. To decide on any motion affecting the rules or policy of the Association.
- 11.5 Newly elected Executive Officers shall assume responsibilities at the close of the current Annual General Meeting. Outgoing officers of the Association must hand over all minute books and accounting records to the newly appointed officers at the Annual General Meeting.
- 11.6 The Association shall hold a Committee Meeting as soon as possible after the Annual General Meeting of the Association.

### **Special General Meetings**

- 11.7 The Association Committee must call a Special General Meeting (SGM) upon a request from
  - i. The Committee itself; or
  - ii. Not fewer than three (3) financial Members of the Association; or

- iii. A Member or former Member who, in the absence of other available procedures, is seeking a review of a decision of the Committee in relation to withdrawal, termination or suspension of such Member or former Members.
- 11.8 The request for an SGM must state the purpose for which the SGM is requested.
- 11.9 The SGM must only deal with the business for which the SGM is requested
- 11.10 The Committee must give Members at least thirty (30) days notice for the SGM unless the Committee 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.

### **Quorum**

- 11.11 A quorum for a General Meeting is obtained by the presence of those persons who are entitled to exercise half of the voting rights in Hoe Tonga.
- 11.12 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 Association Committee and if no quorum is obtained at the stage of such 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**

- 11.13 General meetings shall be chaired by the President. The Vice-President shall chair the General Meeting if the President is not present. The Members present shall choose a Chairperson from amongst themselves if the President and Vice-President are not present at the General Meeting.
- 11.14 Unless otherwise specified, an Ordinary Resolution shall be sufficient to pass a resolution.
- 11.15 Any member of a member is allowed to attend a General Meeting but only the members' representatives are allowed to vote and will be counted as one (1) vote.
- 11.16 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 and approved by ordinary resolution. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- 11.17 All persons standing for office in the Association must be associated to a financial Member. If the person is not present at the Annual General Meeting, he/she must give notice of their willingness to accept the nomination.
- 11.18 Nominations for officers may be made by any Member of a Member and the committee and shall be received at the registered office of Hoe Tonga not less than 10 days before the date set for the AGM. Where nominations have been received, they shall be publicised to all Members.

- 11.19 Elections of officers at an AGM must be undertaken by secret ballot except where:
- i. There are the same number of nominations as positions available; or
  - ii. There are insufficient nominations for officers and after calling for further nominations at the AGM there are still insufficient or the same number of nominations for positions available. Then those persons who have been nominated shall be declared elected.
- 11.20 No person shall hold more than one executive officer position at any one time.
- 11.21 Any officer shall not hold any one position for more than six (6) consecutive terms.
- 11.22 Proxy voting is available for Annual General Meetings. The proxy forms can be requested from the Secretary of the Association. Proxy voting will only be counted if the completed forms are delivered to the Secretary of the Association five (5) days before the Annual General Meeting.
- 11.23 In the event of inequality of votes, the chairperson shall have an additional or casting vote.

## **12 COMMON SEAL**

- 12.1 The common seal of Hoe Tonga shall be kept in the custody and control of the Secretary of the Association and may be affixed to any document only by resolution of the committee and in the presence of and with the accompanying signatures of two Executive Officers.

## **13 REGISTERED OFFICE**

- 13.1 The registered office of the Association shall be the Secretary's residence or at any other physical address as the Executive Committee may from time to time appoint. Notice of any change to the Association's registered office shall be given to the Registrar of Incorporated Societies.

## **14 ALTERATION OF RULES**

- 14.1 These Rules may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting
- 14.2 Written notice of motions affecting the Rules of the Association must be submitted to the Secretary no less than twenty-one (21) days before the Annual General Meeting or Special General Meeting.
- 14.3 No alteration, addition to or revision of the Rules of the Association shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding up rules of Hoe Tonga. The Rule 14.3 must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

## **15 PROHIBITION ON PERSONAL BENEFITS**

- 15.1 No member or person associated with a member may participate in or materially influence any decisions by Hoe Tonga in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage.
- 15.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

## **16 WINDING UP**

- 16.1 The Association must be wound up if Hoe Tonga, at a General Meeting of its members, passes a Special Resolution requiring Hoe Tonga to be wound up.
- 16.2 If upon the winding-up or dissolution of Hoe Tonga there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the members of Hoe Tonga but shall be given or transferred to some other Association, organisation or body having objects similar to the objects of Hoe Tonga, or to some other charitable organisation or purpose within New Zealand.

## **17 INTERPRETATION**

- 17.1 If at any time any matter shall arise which is not provided for in these rules, or in the interpretation of the rules, the same shall be determined where appropriate by resolution of the members which decision shall be final.