

Oceania Taekwon-Do Federation Constitution

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Oceania Taekwon-Do Federation Constitution

1. Definitions and interpretation

Definitions

- 1.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the Members of the OTF held once a year convened under this Constitution.

Application means an application for membership as set out in clause **Error! Reference source not found.**

Board means the OTF's governing body.

Board Meeting means a meeting of the Board.

Board Member means a member of the Board, including the Chair.

Bylaws means any bylaws, policies, regulations and codes of the OTF made under clause 14.1.

Casual Vacancy is a vacancy which arises on the Board when a Board Member does not serve their full term of office.

Chair means the President elected under this Constitution.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means an electronic address and a telephone number.

Contact Person means a person holding the position of contact person for the OTF being the person the Registrar of Incorporated Societies can contact when needed.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

General Meeting means an AGM or SGM of the OTF.

Individual Member means an individual who belongs to an OTF member organisation.

ITF means the International Taekwon-Do Federation, which administers and promotes Taekwon-Do internationally.

Interests Register means the register of interest disclosures made by Officers kept under this Constitution.

Matter means:

- (a) The OTF's performance of its activities or exercise of its powers; or
- (a) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by the OTF.

Member means a Member Association as defined by the ITF's constitution. That is, it is duly registered with the relevant authority in the country and is recognised as such by the ITF.

Member Register means the register of Members kept under this Constitution.

National Association means the Member Association that has been appointed by the ITF to be the governing body of Taekwon-Do in a country or territory.

Oceania means America Samoa, Australia, Cook Islands, Federated States of Micronesia, Fiji, Guam, Kiribati, Nauru, New Zealand, Palau, Papua New Guinea, Samoa, Solomon Islands, Tonga, Vanuatu and any other nation, independent territory, commonwealth, protectorate or geographical area which may have, or wish to have, an affiliation to the Oceania region.

Officer means a Board Member and any natural person occupying a position in the OTF that allows the person to exercise significant influence over the management or administration of the OTF.

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

Purposes means the purposes of the OTF described in clause 3.

Representative Member means 1 individual duly elected by a Member Association to represent the Member Association at a Board Meeting.

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

Special Resolution means a resolution passed by a 75% majority of votes cast.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Auckland, New Zealand.

Interpretation

1.2 Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (e) A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

- (f) All periods of time or notice exclude the days on which they are given.
- (g) To the fullest extent possible, where this Constitution or any Bylaw of the OTF is to be interpreted consistently with the Act. In the event of any inconsistency, the Act will prevail to the extent of the inconsistency.
- (h) To the fullest extent possible, this Constitution or any Bylaw of the OTF is to be interpreted consistently with the rules, regulations, bylaws or directives of the ITF. In the event of any inconsistency, the rules, regulations, bylaws or directives of the ITF will prevail to the extent of the inconsistency, unless otherwise required by law.

Notices

1.3 Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a Member to the address set out in their Contact Details,
- (b) the OTF by email, to the secretary as found on the OTF's official website (<https://www.members.itkd.co.nz/otkd/index.html>) or by post to the OTF's registered office set out on the Register of Incorporated Societies.

1.4 A notice is deemed to have been received:

- (a) if given by post, when left at the address of a person or five Business Days after being put in the post, or
- (b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. Details of the Oceania Taekwon-Do Federation

Name

2.1 The name of the society is Oceania Taekwon-Do Federation Incorporated (**OTF**).

Status

2.2 The OTF is the governing body, recognized by the ITF as the continental federation for Member Associations within the Oceania region who are affiliated to and recognized by the ITF.

2.3 English is the official language of the OTF.

Registered Office

2.4 The registered office of the OTF is at the place in New Zealand that the Board decides.

Contact Person

- 2.5 At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

3. Purpose and powers

Purpose

- 3.1 The purposes of the OTF are to:
- (a) to promote and teach the Chang-Hon style of Taekwon-Do, the amateur sport, the martial art, and the philosophy in accordance with the ITF and in accordance with the teachings of Gen. Choi Hong Hi, the founder of Taekwon-Do,
 - (b) represent the ITF's interest within the Oceania region.
 - (c) to promote, develop, foster and administer Taekwon-Do, mainly as an amateur sport for the well-being, benefit and recreation of the general public in Oceania,
 - (d) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in Taekwon-Do in the OTF's activities,
 - (e) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of the OTF and participation in Taekwon-Do,
 - (f) establish suitable qualifications and facilitate training for instructors, officials and other personnel involved in Taekwon-Do,
 - (g) promote, develop and co-ordinate Taekwon-Do competitions and events,
 - (h) publish and enforce ITF policies, standards and regulations, and
 - (i) protect the integrity of the art of Taekwon-Do and the OTF by promoting the tenets of Taekwon-Do, developing and enforcing standards of conduct, ethical behaviour and implementing good governance.

Capacity and Powers

- 3.1 The OTF has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.
- 3.3 The OTF's capacity and powers under clause **Error! Reference source not found.** must only be exercised in furtherance of its Purposes.

4. Members

Membership

- 4.1 All Member Associations, as recognised by the ITF within the Oceania region, are entitled to membership in the OTF.

Member Consent

- 4.2 An entity consents to become a Member by submitting an Application to the OTF providing the information requested by the Board to confirm ITF recognition.

Member Rights and Obligations

- 4.3 Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of the ITF,
 - (b) they are subject to the jurisdiction of the OTF,
 - (c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board,
 - (d) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Board, including payment of any membership or other fees within the required time period,
 - (e) if they fail to comply with sub-clause (d) the Board may terminate their membership,
 - (f) they do not have any rights of ownership of, or the automatic right to use, the property of the OTF, and
 - (g) they will promote the interests and Purposes of the OTF and must not do anything to bring the OTF into disrepute.

Suspension of a Member

- 4.4 If a Member is, or may be, in breach of any requirement applicable to their membership and the Board believes it is in the best interests of the OTF to do so, the Board may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before invoking any such suspension, the Member must be given notice of the suspension.
- 4.5 Unless otherwise determined by the Board, while a Member is suspended the Member is:
- (a) not entitled to attend, speak or vote at a General Meeting,
 - (b) not entitled to any other rights or entitlements as a Member,
 - (c) in the case of an Individual Member, not entitled to continue to hold office in any position within the OTF, and
 - (d) not entitled to any rights or entitlements to which the Member would otherwise be entitled from the Member's organisation,
- until such time as the alleged breach is resolved or determined.

Ceasing to be a Member

- 4.6 A Member ceases to be a Member:
- (a) if a body corporate is put into liquidation,
 - (b) by giving notice to the Board of their resignation,
 - (c) if their membership is terminated under clause 4.3(e),
 - (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- 4.7 A Member who ceases to be a Member:
- (a) remains responsible to pay all their outstanding membership and other fees to the OTF,
 - (b) must return all property of the OTF if required,
 - (c) ceases to be entitled to any rights of a Member but continues to be bound by the obligations of a Member under this Constitution if required by the Board.

Member Register

- 4.8 The Board will ensure an up-to-date Member Register is kept and the register must include:
- (a) each Member's name,
 - (b) each Member's Contact Details,
 - (c) the date each person became a Member.
- A Member must provide notice to the OTF of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Member Register.
- 4.9 The Board will keep a record of the name of each member who has ceased to be a member of the OTF within the previous 7 years and the date on which they ceased to be a member.

5. General Meetings

Holding General Meetings

- 5.1 The method of holding General Meetings will be determined by the Board, provided that General Meetings must be held by:
- (a) assembling at a physical venue designated for the meeting,
 - (b) participating by audio or audio-visual link or other electronic communication designated for the meeting, or
 - (c) a combination of the methods set out in paragraphs (a) and (b),
- provided that in relation to any use of the method set out in paragraph (b) all persons present, physically (if applicable) and/or by electronic means, at the relevant meeting must

be able to hear all speakers at the meeting and, if entitled to do so, speak to all others present at the meeting.

AGM

5.2 The OTF must hold an AGM once a year at the time, date and place as the Board decides, but not more than 6 months after the balance date of the OTF and not more than 15 months after the previous AGM.

5.3 The Members must be given at least 60 days' notice of the AGM.

Business of AGM

5.4 The following business will be discussed at the AGM:

- (a) confirmation of the minutes of the previous AGM,
- (b) the Board's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report,
 - (ii) the annual financial statements,
 - (iii) the review report of the financial statements,
 - (iv) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate),
- (c) the election of any Board Members,
- (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM,
- (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.

5.5 Members must give notice of any proposed motions and other items of business to the OTF at least 28 days before the date of the AGM.

5.6 Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 14 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.

SGM

5.7 The Board must call a SGM if it receives a written request stating the purpose of the SGM from:

- (a) the Board itself; or
- (b) by 75% of Members.

5.8 Members must be given at least 60 days' notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

- 5.9 A SGM may only consider and deal with the business specified in the request for the SGM.

Quorum

- 5.10 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is 75% of the Members who are entitled to vote, including Members present by casting votes by electronic means. The quorum must always be present during the General Meeting.
- 5.11 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM is adjourned to a day, time and place determined by the chair of the AGM. If no quorum is achieved at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.
- 5.12 If a quorum is not reached within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

Control of General Meetings

- 5.13 The Chair of the OTF chairs General Meetings. If the Chair is unavailable, the Vice President of the Board will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.

Attendance and Voting

- 5.14 The following persons are eligible to attend and speak at General Meetings:
- (a) The President, Vice President, Secretary and Treasurer,
 - (b) Representative Members; and
 - (c) any other persons invited by the Board.
- 5.15 The voting entitlement for each Member eligible to vote is as follows:
- (a) The President, Vice President, Secretary and Treasurer have one vote each.
 - (b) Representative Members receive:
 - (i) One vote for the first 1,000 individual members, and for each additional 500 individual members an additional one vote, capped at four votes.
 - (c) Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.
 - (d) A Representative Member is permitted to split its voting entitlement as exercised in accordance with the Member's directive.
- 5.16 The Chair does not have a casting vote.

Method of Voting

- 5.17 Voting is conducted by voices or a show of hands as determined by the Chair of the meeting, unless a secret ballot is called for and approved by Ordinary Resolution of Members or as otherwise required under this Constitution.

- 5.18 Elections of the Elected Board Members at an AGM must be undertaken by secret ballot. Two scrutineers must be appointed at the General Meeting to count the votes.
- 5.19 An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.
- 5.20 Voting by electronic means (included proxy voting, or proxy voting instructions, by electronic means) is permitted.
- 5.21 Proxy voting is permitted. Where a Member appoints a proxy, the proxy must be appointed and given instructions for a particular General Meeting and notice of the proxy signed by an authorised person of the Member must be received by the chair of the General Meeting prior to the start of the General Meeting. The form of the proxy is:

I [insert name] of [insert address] being a member of [insert organisation name] appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting.

I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].

The appointed proxy must be either a representative of a Member Association as per clause **Error! Reference source not found.** or otherwise the President or other person chairing the General Meeting, and the appointed proxy must be present at the General Meeting (physically or by electronic means, as applicable for the meeting) to speak and vote.

Minutes

- 5.22 Full minutes must be kept of all General Meetings.

Omissions and irregularities

- 5.23 The General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.
- 5.24 The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting 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 General Meeting if:
- (a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the General Meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

Resolution passed in lieu of Meeting

- 5.25 A resolution in writing signed or consented to by email or other electronic means by a 75% majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

6. **Board**

Functions and Powers

- 6.1 The Board is the governing body of the OTF and the OTF's committee for the purposes of the Act. In furtherance of the OTF's Purposes, and subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution:
- (a) the Board must manage, direct or supervise the operation and affairs of the OTF, and
 - (b) the Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the OTF.

Composition

- 6.2 The Board consists of:
- (a) President, Vice President, Secretary and Treasurer elected at the AGM under clause 6.7, and
 - (b) One representative per Member appointed under clause 6.6.

Role of the President

- 6.3 The President will:
- (a) be the OTF's representative to the ITF,
 - (b) represent the OTF at all ceremonial and official events,
 - (c) represent the interest of all Members,
 - (d) chair General Meetings,
 - (e) chair Board meetings.

Role of Secretary

- 6.4 The Secretary will:
- (a) attend to all correspondence and keep minutes of General Meetings and Board meetings and ensure that any subcommittee keeps minutes; and
 - (b) keep all records and generally perform all the secretarial work of the OTF. With the written approval of the Board these tasks may be varied or delegated but the Secretary remains responsible for their performance.

Role of Treasurer

- 6.5 The Treasurer will:
- (a) receive all money paid to or received by the OTF and pay all accounts approved by the Board. The Board may delegate levels of payment to the Treasurer by written authority,
 - (b) invest all funds of the OTF in the manner directed by the Board, and

- (c) keep the OTF's financial accounts, submit appropriate financial statements at the AGM and undertake other tasks required by the Board.

Appointment of Representative Members

- 6.6 The board of each Member shall appoint its representative, which shall be notified in writing to the Secretary.

Election of the President, Vice President, Secretary and Treasurer

- 6.7 The following Board Members: President, Vice President, Secretary and Treasurer are elected as follows:
- (a) the Board must call for nominations for any Board Member positions that are to be vacated at an AGM by a date set by the Board and if no date is set, at least 90 days before the AGM,
 - (b) nominations are made in the form decided by the Board and must be received by the date set by the Board and if no date is set, at least 60 days before the AGM,
 - (c) the Board must give notice of the nominations to all Members at least 21 days before the AGM,
 - (d) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot,
 - (e) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected,
 - (f) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees,
 - (g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

Qualification

- 6.8 Every Board Member must, in writing:
- (a) consent to be a Board Member,
 - (b) must be a current member of their National Association,
 - (c) cannot represent more than one member, and
 - (d) certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act.

Disqualification

- 6.9 The following persons are disqualified from being elected, appointed or holding office as a Board Member:
- (a) A person who is an employee of, or contractor to the OTF,
 - (b) A person who is disqualified from being elected, appointed or holding office as a Board Member under section 47 of Act,

- (c) A person who has been removed as a Board Member following a process under this Constitution or any Bylaw.
- 6.10 If an existing Board Member becomes or holds any position in clauses 6.9(a) or **Error! Reference source not found.** then upon appointment to such a position, that Board Member is deemed to have vacated their office as a Board Member.
- 6.11 If any of the circumstances listed in clause 6.9(b) occur to an existing Board Member, that Board Member is deemed to have vacated their office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

Term of Office

- 6.12 The term of office for all Board Members is three years, expiring at the end of the relevant AGM. A Board Member may be re-elected or reappointed to the Board for an unlimited number of consecutive terms of office.
- 6.13 The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total terms served.

Vacancies

- 6.14 If there is a Casual Vacancy on the Board of a member's Appointed Board Member, that member shall appoint a new representative to fill the Casual Vacancy.
- 6.15 A person appointed to fill a Casual Vacancy of an Appointed Board Member continues until the expiry of the term of the person they replace.
- 6.16 If there is a Casual Vacancy on the Board of an Elected Board Member, the remaining Board Members may appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected under **[insert clause Error! Reference source not found. or 6.6]** to fill the remainder of the term of the Casual Vacancy;

Suspension of Board Member

- 6.17 If a Board Member is or may be the subject of an allegation or notice relating to a matter described under clause 6.9 or any other circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may by Special Resolution suspend the Board Member from the Board and set such other conditions as it requires pending the final determination of such allegation, notice or circumstances. Before invoking any such suspension, the Board Member must be given notice of the suspension.

Removal of Board Member

- 6.18 The Board may, by Special Resolution, remove a Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:
- (a) has seriously breached duties under this Constitution or the Act; or
 - (b) is no longer a suitable person to be a Board Member; or
 - (c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring the OTF or Taekwon-Do into disrepute or which may be prejudicial to the Purposes or the interests of the OTF and/or Taekwon-Do if they remain as a Board Member.

The Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

6.19 Before considering a motion for removal, the Board Member affected by the motion must be given:

- (a) notice that a Board Meeting is to be held to discuss the motion to remove the Board Member, and
- (b) adequate time to prepare a response, and
- (c) the opportunity prior to the Board Meeting to make written submissions, and
- (d) the opportunity to be heard at the Board Meeting.

Board Member ceasing to hold office

6.20 A person ceases to be a Board Member if:

- (a) their term expires,
- (b) the person resigns by delivering a signed notice of resignation to the Board,
- (d) if their membership of their National Association ceases,
- (c) the person is removed from office under this Constitution,
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act, or
- (e) the person dies.

7. Board Meetings

7.1 Board Meetings may be called at any time by the Chair or by two Board Members, but generally the Board meets annually.

7.2 Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

Quorum

7.3 The quorum for a Board Meeting is two thirds of Board Members (rounded up).

7.4 Any Board Member may be counted for the purposes of a quorum, participate in any Board Meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Board Meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Board Meeting can hear each other effectively and simultaneously.

Chair

7.5 The President is the Chair of the Board.

7.6 The role of the Chair is to chair meetings of the Board. If the Chair is unavailable, another Board Member must be appointed by the Board to undertake the Chair's role during the period of unavailability.

Voting

7.7 Voting entitlements are as follows:

- (a) The President, Vice President, Secretary and Treasurer have one vote each,
- (b) Appointed Board Members receive:
 - (i) One vote each, plus
 - (ii) One vote for the first 1,000 individual members, and for each additional 500 individual members an additional one vote, capped at four votes,
- (c) Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted,
- (d) A member is permitted to split its voting entitlement as exercised by their representative.

7.8 The Chair does not have a casting vote.

Resolution in writing

7.9 A resolution in writing signed or consented to by email or other electronic means by the required majority of Board Members is valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed by one or more Board Members.

8. Officers' Duties

8.1 An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the OTF,
- (b) must exercise a power as an Officer for a proper purpose,
- (c) must not act, or agree to the OTF acting, in a manner that contravenes the Act or this Constitution,
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the OTF, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them,
- (e) must not agree to the activities of the OTF being carried on in a manner likely to create a substantial risk of serious loss to the OTF's creditors or cause or allow the activities of the OTF to be carried on in a manner likely to create a substantial risk of serious loss to the OTF's creditors,
- (f) must not agree to the OTF incurring an obligation unless the Officer believes at that time on reasonable grounds that the OTF will be able to perform the obligation when it is required to do so, and

- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned,
 - (ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence, or
 - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

9. Interests

9.1 An Officer is **Interested** in a Matter if the Officer:

- (a) may obtain a financial benefit from the Matter, or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter, or
- (c) may have a financial interest in a person to whom the Matter relates, or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

but an Officer is not interested in a Matter:

- (e) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act, or
- (f) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the OTF due to the membership of those members, or
- (g) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

9.2 The Board must keep an Interests Register.

9.3 An Officer who is Interested in a Matter relating to the OTF must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register.

9.4 A Board Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent,
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent,
 - (c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent,
 - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 9.5 Despite clause 9.4, if 50% or more Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 9.6 The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure in the manner set out in the Regulations.

10. Indemnity and Insurance

- 10.1 The OTF indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.
- 10.2 With the prior approval of its Board, the OTF may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.
- 10.3 The OTF is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:
- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer, and
 - (b) costs incurred by the Officer for any claim or proceeding relating to that liability.

11. Finances

- 11.1 The funds and property of the OTF are:
- (a) controlled, invested and disposed of by the Board, subject to this Constitution, and
 - (b) devoted solely to the promotion of the Purposes.
- 11.2 The OTF's balance date is 31 December or on the date as the Board decides.
- 11.3 The OTF's financial statements must be reviewed each year, and the reviewed financial statements must be submitted to the AGM. The reviewer will be appointed by the Board.

No Personal Benefit

- 11.4 The Officers and Members may not receive any distributions of profit or income from the OTF. This does not prevent Officers or Members:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or

- (b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by the OTF in respect of payments or transactions between it and them, their direct family or any associated entity.

12. Method of contracting

12.1 A contract or other enforceable obligation may be entered into by the OTF:

- (a) by deed by:
 - (i) 2 or more Officers, or
 - (ii) an Officer, or other person or class of persons, whose signature or signatures must be witnessed, or
- (b) by agreement by a person acting under the OTF's express or implied authority.

13. Amendments

Amendment

- 13.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.
- 13.2 No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.
- 13.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

14. Bylaws

- 14.1 The Board may make and amend Bylaws for the conduct and control of the OTF's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Purposes, the Act and any other laws. All Bylaws are binding on the OTF and the Members.
- 14.2 The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

15. Integrity

- 15.1 The OTF adopts the Sports Anti-Doping Rules (“**SADR**”) made by the Integrity Sport and Recreation Commission under the Integrity Sport and Recreation Act 2023, and any amendments to or replacements of SADR, as its Bylaws on anti-doping.

16. Dispute resolution

- 16.1 Unless this Constitution or any Bylaw provides otherwise, any Member wishing to appeal a decision of the OTF regarding a disagreement or conflict between and among the Members, the officers and the OTF relating to an allegation that:
- a member or an officer has engaged in misconduct,
 - a member, officer or the OTF has breached, or is likely to breach, a duty under the constitution or bylaws or the Inc Soc Act, or
 - a member’s rights or interests as a member have been damaged or members’ rights or interests generally have been damaged.
- where they have exhausted their rights of appeal within this Constitution and/or the Bylaws, may appeal to the Sports Tribunal of New Zealand. The rules of the Sports Tribunal of New Zealand apply to any such appeal.

17. Liquidation and Removal

- 17.1 The Board must give notice to all Members at least 60 Working Days of a proposed motion:
- (a) to appoint a liquidator,
 - (b) to remove the OTF from the Register of Incorporated Societies, or
 - (c) for the distribution of the OTF’s surplus assets.
- 17.2 The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.
- 17.3 Any resolution for a motion set out in clauses 17.1(a) to (c) must be passed by a Special Resolution of Members.
- 17.4 The surplus assets of the OTF, after the payment of all costs, debts and liabilities, must be disposed of to the ITF or any other not-for-profit entity that shares similar purposes to the OTF.

18. Matters not provided for

- 18.1 If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Board.

19. Transition

- 19.1 This clause 19 applies to facilitate transition of the OTF from the previous Constitution to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.
- 19.2 Subject to the Act, the Board may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for a period of 120 days and is solely to enable flexibility in the transition of the OTF from the previous Constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.

Transition of Board Members

- 19.3 The Board Members active under the previous Constitution will continue after transition to this Constitution.
- 19.4 The order of rotation of Board Members under the previous Constitution will continue after transition to this Constitution.
- 19.5 The number of terms served under the previous Constitution count towards any maximum number of terms stipulated in this constitution.

Transition of Members

- 19.6 Subject to this Constitution, every Member which was a member of the OTF and recorded on the Member Register immediately prior to the commencement of this Constitution, continues as a Member.

Transition of Bylaws

- 19.7 All bylaws, policies, regulations of the OTF which were in force immediately prior to this Constitution or any previous Constitution coming into force continue in force, until such time as they are revoked by the Board. If any of those bylaws, policies, regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.