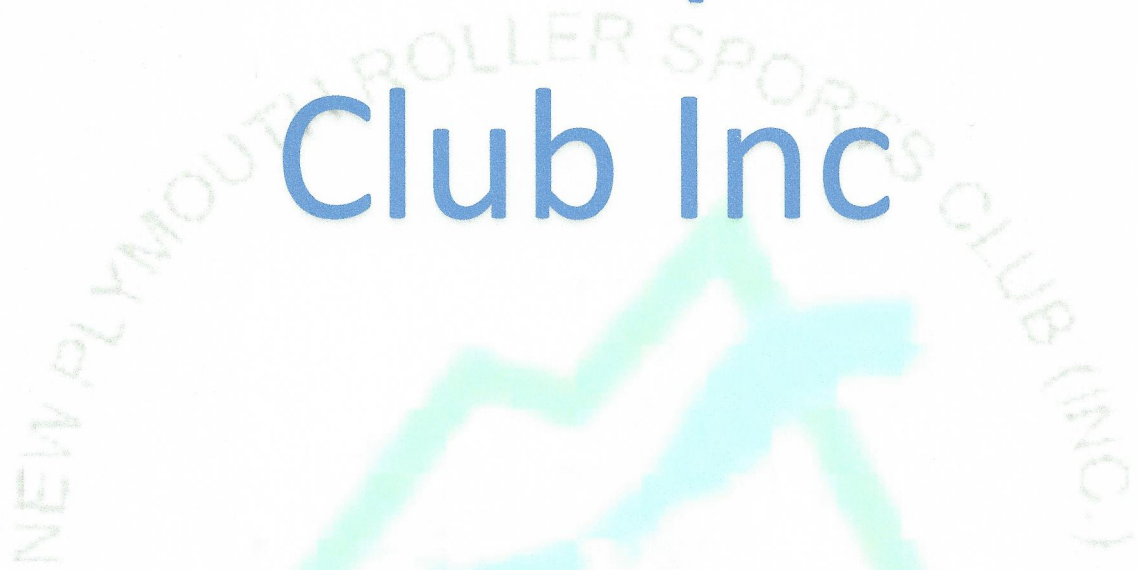


# New Plymouth Roller Sports Club Inc



## Constitution

May 24, 2017

## 1. DEFINITIONS

- **NPRSC** means New Plymouth Roller Sports Club Incorporated.
- **AGM** means Annual General Meeting.
- **Appointed Committee Member** means a Committee Member appointed under Section 20
- **Club** means the New Plymouth Roller Sports Club Inc.
- **Competitive Member** means the class of member described in Section 6.
- **Constitution** means this constitution.
- **Executive Committee** means the Appointed Committee of NPRSC.
- **Committee Member** means a member of the Executive Committee including Elected and/or Appointed Members and includes a nominated delegate from each sub-committee or branch.
- **General Meeting** means an AGM or SGM.
- **Individual Member** means an individual described in Section 6.
- **Member** means and includes all classes of members of NPRSC described under Section 6.
- **Sub-Committee** means the branch panel representing each code within the club
- **Objects** means the objects of NPRSC described under Section 3.
- **Ordinary Resolution** means a resolution passed by a majority of votes cast.
- **Patron** means the person appointed as the patron of NPRSC.
- **Chairperson** means the Chairperson of NPRSC.
- **Administration Manager** means the Administration Manager (or Secretary) for the NPRSC
- **Regional Body** means a regional body described in Section 4
- **Register** means the register of Members specified in Section 11.
- **Sections** means these Sections and "Section" shall have a corresponding meaning.
- **SGM** means Special General Meeting.
- **Special Resolution** means a resolution passed by two-thirds of votes cast.

## 2. NAME

- a. The name of the incorporated society is New Plymouth Roller Sports Club Incorporated (NPRSC).
- b. The registered office of NPRSC shall be at the place as determined by the Executive Committee.

## 3. OBJECTS

- a. The objects of NPRSC are:
  - b. To be the roller sports body in Taranaki to promote, develop and foster roller sport as an amateur sport in Taranaki for the health, well-being and benefit of its members and the general public in Taranaki;
  - c. To support and assist its Members to deliver roller sport activity within Taranaki;
  - d. Encourage, educate and promote roller sport as an activity that promotes and maintains the health and wellbeing of all participants in roller sport codes;
  - e. To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in roller sport;
  - f. To promote, develop, support, co-ordinate competitions or delegate sub-committees or branches to facilitate all sport-related activities of NPRSC;
  - g. To affiliate and co-operate with kindred and other organisations, including the National Bodies (or any higher body) related to roller sport or kindred codes;
  - h. Anti-Doping
    - i. NPRSC as an affiliate member of national bodies supporting roller sport codes
      - Condemns the use of Prohibited Substances and Prohibited Methods in sport as defined by The World Anti-Doping Agency;
      - Seeks to protect the health and welfare of Athletes by removing the use of potentially dangerous Prohibited Substances and Prohibited Methods in sport as defined by The World Anti-Doping Agency;
      - Seeks to ensure that Athletes are able to compete in fair and equitable sporting events; and
      - Recognises that doping is fundamentally contrary to the spirit of sport.



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

For avoidance of doubt, the Sports Anti-Doping Rules referred to in Clause 3.h shall replace all existing anti-doping rules, policies, by-laws or codes of NPRSC.

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 NPRSC. the Sports Anti-Doping Rules prescribed by Drug Free Sport New Zealand shall apply.

#### 4. POWERS

- a. NPRSC has the power, subject to this Constitution to:
  - b. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
  - c. 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;
  - d. Sell, lease, mortgage, charge or otherwise dispose of any property of NPRSC and grant such rights and privileges over such property as it considers appropriate;
  - e. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
  - f. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of NPRSC;
  - g. Make, alter, rescind, enforce this Constitution, and any Sections, by-laws, regulations, policies and procedures for the governance, management and operation of NPRSC;
  - h. Determine, implement and enforce disciplinary, disputes and appeal procedures, including Sections, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
  - i. Consider and settle disputes between Members;
  - j. Determine who are its Members and withdraw, suspend or terminate membership;
  - k. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
  - l. Make, alter, rescind and enforce Sections of competition;
  - m. Organise, support and/or control competitions, events and programmes;
  - n. Support the advancement and encourage all codes of roller sports from learners to national and other representative members to further their achievements;
  - o. Affiliate and/or enter into agreements with organisations such as National Sporting Bodies, Regional Sports Bodies, Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
  - p. Delegate powers of NPRSC to any person, Executive Committee, committee or sub-committee;
  - q. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the NPRSC, or with which the NPRSC is authorised to amalgamate or generally for any purpose designed to benefit the NPRSC;
  - r. Do any other acts or things which are incidental or conducive to the attainment of the objects of NPRSC.
  - s. The powers listed in Section 4 must only be used to further the charitable purposes of NPRSC.

#### 5. MEMBERSHIP

- a. The Members of NPRSC shall be:
  - i. Individuals as detailed in Section 6;



- ii. Honorary Members as set out in 6.2
- iii. Life Members as detailed in Section 7

## 6. INDIVIDUAL MEMBERS

---

- a. There are four categories of Individual Members:
- b. Competitive Member as set out in Section 6.f-h
- c. Associate Member as set out in Section 6.i-k
- d. Honorary Member as set out in Section 6.2
- e. Life Member as set out in Section 7
- f. A Competitive Member is an individual who wishes to compete for NPRSC and/ or affiliated body competitive events. An individual shall become a Competitive Member as follows:
- g. By becoming a member of the NPRSC Club and the associated NPRSC Branch and completing the membership requirement of the Club (as determined by the Club) on an annual basis;
- h. By abiding by the annual membership cut off dates and paying all fees related to NPRSC membership and related branch fees where applicable prior to taking part in any club activity.
- i. An Associate Member is an individual who wishes to apply for membership of the NPRSC or its sub-committees but does not actively participate in competitive roller sports for the NPRSC.
- j. An associate may be a family member, volunteer, coach, club or team official whose sole purpose is to foster the NPRSC objects, foster fair play, improvement of conditions and facilities and/or support all aspects of NPRSC activities.
- k. A member of another kindred roller sports club may, on application, make application to the Executive Committee as an associate member for the purpose of being involved with or using the facilities of the NPRSC on a casual basis but may not represent the club in a competitive or representative capacity.
- l. Friends of Club Member - A member who by association wishes to be known as a "friend of the club" and has no voting rights.

6.2 An Honorary Member is an individual who does not actively participate in NPRSC activity but may wish to associate themselves with the club and its activity.

## 7. LIFE MEMBER

---

- a. Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of NPRSC. Any person may be nominated for life membership of NPRSC but must be nominated by an existing financial member. Such nomination must be made to the Executive Committee in writing, setting out the grounds for the nomination 30 days before the AGM. The Executive Committee must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership nominees can only be obtained by Special Resolution passed at the General Meeting.

## 8. MEMBERSHIP RIGHTS AND OBLIGATIONS

---

- a. Members acknowledge and agree that:
- b. An application for membership must be submitted in writing and/or electronically and in such format as may be required by the Executive Committee from time to time. All applications for membership will be determined by the Executive Committee.
- c. Members are bound by this Constitution and by all applicable regulations, by-laws, policies and procedures of NPRSC.
- d. In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Executive Committee, including payment of any membership or other fees within a required time period.



- e. The failure by a Member to comply with Section 8 may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
- f. They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
- g. Membership of NPRSC is annual, and expires on January 31 each year. The membership requirements as set out in this Constitution and any regulations, must be complete by each Member by March 31 in each year in order to have their membership of NPRSC renewed.

#### **9. RESIGNATION AND TERMINATION OF MEMBERSHIP**

- a. A Member may resign by notice in writing to the Executive Committee.
- b. Membership may also be withdrawn, suspended or terminated by the Executive Committee if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of NPRSC or if a member acts in a manner which is considered by the Executive Committee to be harmful to NPRSC or inconsistent with the standards of behaviours expected of a Member.
- c. A Member whose membership is withdrawn, suspended or terminated by the Executive Committee may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of NPRSC or in the absence of any relevant provisions then by a General Meeting of NPRSC. If the issue goes to a General Meeting then the decision of the Executive Committee shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

#### **10. MEMBERSHIP FEES**

- a. The Executive Committee shall annually determine:
- b. Any membership or other fees payable by each Member;
- c. The due date for such fees; and
- d. The manner for payment of such fees.
- e. The Executive Committee may determine different levels of membership fees and other fees for different types of Members.

#### **11. REGISTER OF MEMBERS**

- a. The Administration Manager shall keep and maintain a Register in which shall be entered the full name, address, class of membership the date of entry of each Member and any other details about each Member as agreed by that Member.
- b. All members shall provide written notice of any change to their details in Section 11.a to NPRSC Administration Manager within thirty (30) days of the change taking place.
- c. NPRSC shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

#### **12. OFFICERS OF THE ORGANISATION**

- a. The officers of NPRSC shall be:
- b. The Patron;
  - i. The Patron shall be invited by the Executive Committee to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- c. The Chairperson.
  - i. The Chairperson shall be elected for a two-year term. The Chairperson shall hold office for one (2) year until the conclusion of each AGM. The Chairperson may be re-elected for further subsequent and consecutive terms of office.
  - ii. Nominations for the Chairperson shall be made in the same manner and at the same time as nominations for Elected Executive Committee Members under Section 13.e.
  - iii. The Chairperson will preside over Executive Committee meetings and shall have the right to vote.
- d. The Executive Committee shall comprise of:
  - i. A Vice Chairperson
  - ii. An Administration Manager (or Secretary)
  - iii. A Financial Controller (or Treasurer)



- iv. One representative from each of the sub-committee or branches
- v. Four elected members appointed at the AGM
- e. All members of the Executive Committee are required to be financial members of the NPRSC.
- f. All members of the Executive Committee may cast a vote, the Chairperson or his designated nominee may exercise an additional casting vote where a tied vote occurs.
- g. The Executive Committee shall meet monthly to conduct NPRSC business throughout the year.

**13. GENERAL MEETINGS**

- a. NPRSC must hold an AGM once every year at such time, date and place as the Executive Committee determines but not more than 15 months after the last AGM.
- b. Any other General Meetings shall be SGMs.
- c. The Executive Committee must give Members at least 30 days' notice of the AGM. The notice can be given by such methods as the Executive Committee may determine.
- d. Not less than 14 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Administration Manager from the Members and/or the Executive Committee. Nominations for Executive Committee Members must be received not less than 14 days before the date set for the AGM.
- e. Nominations for NPRSC Chairperson and Executive Committee members must be submitted to the Administration Manager on the designated form available annually.
- f. The following business shall be discussed at the AGM:
  - i. The annual financial report for the preceding financial year;
  - ii. The election of any vacancies arising in the positions of Elected Executive Committee Members;
  - iii. The election of any vacancy arising in the position of the Chairperson;
  - iv. The appointment of scrutineers for the meeting;
  - v. Any motion(s) proposing to alter the Constitution; and
  - vi. Any other items of business that have been properly submitted for consideration at the AGM.
- g. An agenda containing the business to be discussed at an AGM (as set out in Section 13.f) shall be sent by the Administration Manager to the Executive Committee and the Members by no later than 14 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

**14. SPECIAL GENERAL MEETINGS**

- a. The Executive Committee must call an SGM upon a written request from:
- b. The Executive Committee itself; or
- c. Such Members as are entitled to exercise 80% or more of the voting rights of NPRSC.
- d. The written request for an SGM must state the purpose for which the SGM is requested.
- e. The SGM must only deal with the business for which the SGM is requested.
- f. The notice requirements for the SGM are 30 days unless the Executive 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.

**15. MINUTES**

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



**16. QUORUM**

- a. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be 30% of the Members present who are entitled to vote. The quorum must be present at all times during the meeting.
- b. 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 Executive 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.

**17. CONTROL OF GENERAL MEETINGS AND VOTING**

- a. The Chairperson of NPRSC shall preside over a General Meeting. If the Chairperson is unavailable then another member of the Executive Committee (appointed by the Executive Committee) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of a General Meeting.
- b. The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:
- c. Individual Members who are financial members of the NPRSC in the current season and have obtained membership under Section 6 (b, c, d or e)
- d. Votes can only be accepted from financial members aged 18 years or over.
- e. The voting entitlement for each Member eligible to vote shall be one vote except in the case of the Chairperson who may exercise a casting vote where a tied vote occurs.

**18. METHOD OF VOTING**

- a. 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.
- b. Voting for the Chairperson and Elected Executive Committee Members at an AGM must be undertaken by secret ballot in the event of multiple nominations for these positions.
- c. Where there is the same number of nominations as positions available the Chairperson shall declare the nominees elected to the Executive Committee.

18.2 Where there are insufficient nominations for positions available nominations for the position will remain vacant but may be filled by appointment at a later date and ratified by the Executive Committee.

- a. Those applicants for the vacant Elected Executive Committee Member positions which have the highest number of votes in their favour will be declared elected.
- b. An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- c. Proxy votes and postal votes are not permitted.
- d. In the event of inequality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.
- e. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

**19. EXECUTIVE COMMITTEE**

19.1 Role of the Executive Committee

- a. The governance of NPRSC shall be vested in the Executive Committee, which may exercise all the powers of NPRSC and do all things which are not expressly required to be undertaken by NPRSC at a General Meeting.



**20. MEMBERSHIP OF THE EXECUTIVE COMMITTEE**

---

- a. The Executive Committee shall comprise of:
- b. A Chairperson
- c. A Vice Chairperson
- d. An Administration Manager (and/or Secretary)
- e. A Financial Controller (and/or Treasurer)
- f. One representative from each of the sub-committee or branch panel
- g. Four elected members appointed at the AGM
- h. All members of the Executive Committee may cast a vote, the Chairperson or his designated nominee may exercise an additional casting vote where a tied vote occurs.

20.2 The Executive Committee shall meet monthly to conduct NPRSC business throughout the year.

**21. INELIGIBILITY**

---

- a. A person seeking appointment, election, or to remain in office as a Executive Committee Member shall be eligible to do so whether or not they are a Member of NPRSC, but the following persons shall not be eligible for appointment, election, or to remain in office as a Executive Committee Member:
- b. A person who is an employee of, or contractor to NPRSC.
- c. A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
- d. A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
- e. A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- f. A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- g. If any of the circumstances listed in Sections 21.a to 21.f apply to a Executive Committee Member, that Executive Committee Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Executive Committee Member of any of those circumstances. If a Executive Committee Member becomes or holds any position in Section 20 then upon appointment to such a position, that Executive Committee Member shall be deemed to have vacated his/her office as a Executive Committee Member.

**22. TERMS OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS**

---

- a. The term of office for all Executive Committee Members shall be three years, expiring on conclusion of the relevant AGM. An Executive Committee Member may be re-elected to the Executive Committee for subsequent and consecutive terms of office. Prior to each AGM, the Executive Committee shall advise the Administration Manager of the schedule of rotation and the vacancies arising in Executive Committee Member positions at the AGM.

**23. VACANCIES ON THE EXECUTIVE COMMITTEE**

---

- a. In the event there is a vacancy on the Executive Committee, the remaining Executive Committee Members may appoint a person of their choice to fill the vacancy or the Executive Committee may leave the vacancy unfilled until the next AGM.
- b. The term of office for a person appointed as a Executive Committee Member to fill a vacancy under Section 23.a shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.



**24. REMOVAL OF EXECUTIVE COMMITTEE MEMBER**

- a. The Members in an SGM called for this purpose may, by Special Resolution, remove any Executive Committee Member before the expiration of their term of office if the Members consider the Executive Committee Member has breached his or her duties as specified in Section 19.
- b. Where the removed Executive Committee Member in Section 23.a was an Appointed Executive Committee Member, the Executive Committee shall appoint another person in their place to hold office until the expiration of the term of the Executive Committee Member which he or she is replacing. Where the removed Executive Committee Member was an Elected Executive Committee Member the vacancy shall be filled in accordance with Section 23.b.
- c. Upon the Administration Manager receiving a request for an SGM for the purpose of removing an Executive Committee Member, the Administration Manager shall send the notice to the Executive Committee Member concerned in addition to the Members in accordance with Section 14.
- d. Following the notification under Section 14 and before voting on the resolution to remove a Executive Committee Member, the Executive Committee Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Executive Committee and the Members about the proposed resolution.
- e. The Executive Committee may, with the approval of a motion by no less than two-thirds of the Executive Committee, remove any Executive Committee Member from the Executive Committee, before the expiry of their term of office if the Executive Committee considers the Executive Committee Member concerned has seriously breached their duties as specified in Section 25 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- f. The Executive Committee Member concerned shall be notified that a Executive Committee meeting is to be held to discuss the proposal to remove the Executive Committee Member from office; and
- g. The Executive Committee Member concerned shall be given an opportunity to make submissions about the proposed motion to the Executive Committee in writing prior to the Executive Committee meeting and/or by submission in person at the Executive Committee meeting.

**25. DUTIES OF THE EXECUTIVE COMMITTEE**

- a. The duties of each Executive Committee Member is to:
- b. Regularly attend Executive Committee meetings and General Meetings of NPRSC;
- c. Provide good governance for NPRSC;
- d. Exercise the powers of the Executive Committee for proper purpose;
- e. Regularly monitor and review the performance of NPRSC;
- f. Act in good faith and the best interests of NPRSC at all times;
- g. Act, and ensure NPRSC acts, in accordance with this Constitution;
- h. Formulate such by-laws, regulations, policies and procedures as are appropriate for NPRSC;
- i. Where appropriate, engage in activities to promote, market, represent and fundraise for NPRSC;
- j. Disclose to the Executive Committee the nature and extent of any interest in a transaction or proposed transaction as soon as the Executive Committee Member becomes aware of the fact that s/he has such interest;
- k. Take such other steps as determined by the Executive Committee in respect of any interest specified in Section 25.j which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- l. Not disclose information that the Executive Committee Member would not otherwise have available other than in his or her capacity as a Executive Committee Member, to any person, or make use of or act on the information except:
  - i. As agreed by the Executive Committee for the purposes of NPRSC;
  - ii. As required by law; or
  - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- m. Do such other things within these Sections as the Executive Committee agrees to promote the objects of NPRSC.



**26. POWERS OF THE EXECUTIVE COMMITTEE**

- a. The Executive Committee shall have the power to:
- b. Define delegations of authority from the Executive Committee to the Administration Manager;
- c. Adopt and review the strategic plan for NPRSC;
- d. Adopt and review the annual plan and budget for NPRSC;
- e. Determine applications from individuals, wishing to be Members of NPRSC;
- f. Hold monthly meetings including General Meetings;
- g. Sanction and support competitions and events as NPRSC and/or branch events;
- h. Approve Sections and regulations for any NPRSC competitions or events including conditions of entry and/or provide guidance to the NPRSC branch hosting such an event.
- i. Establish sub-committees, commissions, branches or other groups to carry out any work of the Executive Committee by its delegated authority;
- j. Delegate to NPRSC branches the power to select and appoint coaches and officials, athletes and teams and to develop all roller sport codes represented within the NPRSC;
- k. Determine the annual venue usage calendar for competition, training, events and other such activity as required;
- l. Subject to this Constitution, fill vacancies on the Executive Committee, and any committees or other groups which are established by it;
- m. Control expenditure and raise funds to fulfil the Objects of NPRSC;
- n. Open and operate in the name of NPRSC such bank accounts as deemed necessary;
- o. Delegate to NPRSC sub-committees or branch panel the power to operate a specific "sports code" account for branch operation, but this must be loaded under the NPRSC nominated account with financial reporting monthly to club executive, signatories approved by NPRSC Executive and an annual report provided to club executive in line with the NPRSC financial year.
- p. Delegate to NPRSC sub-committee or branch panel, on application, the ability to open a "specific purpose" account under the NPRSC nominated account. (ie fundraising)
- q. Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- r. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Executive Committee;
- s. Establish such other entities to carry on and conduct all or any part of the affairs of NPRSC;
- t. Resolve and determine any disputes or matters not provided for in this Constitution; and
- u. Do all other acts and things which are within the powers and Objects of NPRSC and which the Executive Committee considers are appropriate.
- v. If any situation arises that, in the opinion of the Executive Committee, is not provided for in the Constitution, any regulations, or the policies or procedures of NPRSC, the matter will be determined by the Executive Committee.

**27. EXECUTIVE COMMITTEE MEETINGS AND PROCEDURE**

- a. At its first meeting following the AGM, the Executive Committee must confirm or resolve club account signatories.
- b. Except to the extent specified in this Constitution, the Executive Committee shall regulate its own procedure.
- c. The role of a Chairperson is to chair meetings of the Executive Committee and to represent the Executive Committee. In the event of the unavailability of a Chairperson for any reason, then another Executive Committee Member appointed by the Executive Committee shall undertake the Chairperson's role during the period of unavailability.
- d. Executive Committee meetings may be called at any time by the Chairperson or two Executive Committee Members but generally the Executive Committee shall meet at monthly intervals agreed by the Executive Committee.
- e. The quorum for an Executive Committee meeting shall be 50% of Executive Committee Members of the Executive Committee.



- f. Each Executive Committee Member shall have one vote. The Chairperson may use an additional casting vote when the Executive Committee deem necessary. Voting shall be by voices or upon request of any Executive Committee Member by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- g. A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Executive Committee shall be valid as if it had been passed at a meeting of the Executive Committee. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Executive Committee.
- h. Any Executive Committee Member may participate in any electronic meeting of the Executive Committee and vote on any proposed resolution at a meeting of the Executive Committee without being physically present. This may only occur at meetings held via electronic means provided that prior notice of the meeting is given to all Executive Committee Members and all persons participating in the meeting are able to
  - i. hear each other effectively and simultaneously;
  - ii. or share electronic communication simultaneously.
- i. Participation by an Executive Committee Member in this manner at a meeting shall constitute the presence of that Executive Committee Member at that meeting.
- j. The Executive Committee may, by majority vote, reimburse out of pocket expenses to any member for their actual and reasonable expenses incurred in the conduct of NPRSC's business. Prior to doing so the Executive Committee must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

**28. ADMINISTRATION MANAGER (or SECRETARY)**

- a. The Administration Manager shall be an elected or appointed member of the Executive Committee and shall be responsible for the day-to-day management of the affairs of NPRSC in accordance with the Sections, regulations, by-laws, policies and procedures of NPRSC and within such delegated authority as may be imposed by the Executive Committee.
- b. The Administration Manager shall attend Executive Committee meetings and has full voting rights.

**29. FINANCES**

- a. Unless otherwise determined by the Executive Committee, the financial year of NPRSC shall end on the 31<sup>st</sup> January each year.
- b. Statements of financial position and financial performance shall be prepared each year and the accounts shall be submitted to the AGM. The method of review and/or independent checks of the NPRSC accounts shall be determined at each AGM.
- c. The NPRSC may conduct their financial business on line subject to resolution and compliance with banking requirements.

**30. COMMON SEAL**

- a. The common seal of NPRSC shall be kept in the control of the Administration Manager and may be affixed to any document only by resolution of the Executive Committee and in the presence of and with the accompanying signatures of the Chairperson and another Executive Committee Member.

**31. ALTERATIONS OF SECTIONS**

- a. The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- b. No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up Sections of NPRSC. This Section b must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

**32. APPLICATION OF INCOME**

- a. The income and property of the organisation shall be applied solely towards the promotion of the Objects of NPRSC. No Member of NPRSC, or anyone associated with a Member, is allowed to take part in, or



- influence any decision made by NPRSC in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- b. Except as provided in this Constitution:
  - c. No portion of the income or property of NPRSC shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Executive Committee Member; and
  - d. No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Executive Committee Member except under Section 27.j.
  - e. Any payments made to a Member of NPRSC, or person associated with a Member, must be for goods or services that advance the charitable purpose of NPRSC, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

**33. LIQUIDATION**

- a. NPRSC must be liquidated up if NPRSC, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring NPRSC to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.
- b. If upon the winding-up or dissolution of NPRSC 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 NPRSC but shall be given or transferred to some other similar association, organisation or body having objects similar to the objects of NPRSC.

**34. INDEMNITY**

- a. NPRSC shall indemnify every member of the Executive Committee, the Administration Manager and other officers and employees (where applicable) of NPRSC in respect of all liability arising from the proper performance of their functions connected with NPRSC. Sections of the NPRSC