



**Constitution of  
Paralympics New Zealand Incorporated**

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# CONSTITUTION OF PARALYMPICS NEW ZEALAND INCORPORATED

## 1 NAME

The name of the society is **Paralympics New Zealand Incorporated** (PNZ).

## 2 DEFINITIONS

**Act** means the Incorporated Societies Act 1908, as amended or replaced from time to time;

**Board** means the Board of PNZ;

**Board Chair** means the Chair of the Board appointed under Rule 9.13;

**Board Member** means a member of the Board of PNZ;

**CAS** means the Court of Arbitration for Sport based in Lausanne Switzerland;

**CEO** means the Chief Executive Officer appointed by the Board under Rule 5.1(i);

**General Meeting** means "Annual General Meeting" or "AGM" and "Special General Meeting" or "SGM" as set out in Rule 10;

**International Federations** or **IF** means the World governing body of a sport which is recognised by the IPC;

**IPC** means the International Paralympic Committee, the worldwide governing body of Paralympic sport;

**Member** means a Member of PNZ as set out in Rule 6 below;

**Objects** means the Objects of PNZ set out in Rule 4;

**Order of Merit Member** means a member admitted as an Order of Merit Member of PNZ in accordance with Rule 6.5;

**Para sport** means the various Para sport disciplines as defined by the IPC;

**Paralympic Games** means the Paralympic Games staged by the IPC (through an organising committee established by the host city of an Olympic and Paralympic Games);

**Paralympic Movement** means Para sport for athletes with an impairment, of which the IPC is the recognised world governing body;

**PNZ Agreement** means any agreement entered into between PNZ and an athlete or staff member in respect of their participation as a member of any PNZ team representing New Zealand at a Games (or other IPC Para sport events);

**Postal Vote** means a method of casting a vote, not by being present at a meeting, but by such other method as determined by the Board and which by way of example may be by post and/or by electronic means;

**Special Resolution** means a majority of seventy-five percent (75%) of votes cast at a General Meeting (or at a meeting of the Board) by those physically present and eligible to vote (i.e. excluding proxy votes). The foregoing includes any votes cast by way of written proxy pursuant to Rule 11.2;

**Tribunal** means the Sports Tribunal of New Zealand, an independent body that determines types of disputes for the sports sector.

## 3 REGISTERED OFFICE

3.1 The registered office of PNZ shall be at such place as determined by the Board from time to time.

## 4 OBJECTS

4.1 The Objects of PNZ are to:

- (a) be the National Paralympic Committee (and sole governing body of Para sport) in New Zealand as recognised by the IPC and to develop, promote and protect the Paralympic Movement in New Zealand in accordance with all rules, regulations, by-laws and directives issued by the IPC and to participate in the functions of the IPC where appropriate;
- (b) effect its exclusive power for representation and participation by New Zealand at the Paralympic Games and other IPC Para sport events and to do all matters related to that including selection, management and discipline of the teams representing New Zealand at the Paralympic Games and other IPC Para sport events;

- (c) educate New Zealanders, especially the youth of New Zealand, about the Paralympic Movement and the involvement of Para athletes in Para sport;
- (d) encourage and support participation in, and the development of, Para sport in New Zealand, from community to high performance;
- (e) be the leading advocate on Para sport in New Zealand;
- (f) discourage all forms of illegal/prohibited sports betting, match-fixing, corruption, discrimination and violence in sport in accordance with the rules, regulations and by-laws of the IPC, the IFs and any applicable law;
- (g) discourage all forms of doping in accordance with the rules, regulations and by-laws of the IPC and the World Anti-Doping Code and in particular to adopt and implement the World Anti-Doping Code to ensure that the PNZ's anti-doping policies and rules, membership and/or funding requirements and results management processes conform with the World Anti-Doping Code and respect all the roles and responsibilities for National Paralympic Committees that are listed within the World Anti-Doping Code;
- (h) be an independent and autonomous organisation free from any political, legal, religious and economic pressures that may prevent the PNZ from complying with its obligations to the IPC;
- (i) do all such other acts and things incidental to the attainment of these objects which promote the benefit of sport and physical activity for the health and enjoyment of disabled New Zealanders and related charitable purposes; and
- (j) be pursued for the benefit of the public and not for private profit.

## **5 POWERS**

5.1 PNZ has the fullest powers, jurisdiction and authority and (except as restricted by this Constitution), may do all and any things to carry out its Objects. By way of example of some specific powers, but not by limitation, PNZ has the power to:

- (a) acquire, obtain or in any way receive and deal with any property;
- (b) establish, acquire or have interests in incorporated entities, trusts or other entities and to utilise the assets of PNZ in, through or with them;
- (c) control, receive and raise money and other property, including to borrow, invest, loan or advance monies and secure any obligations and the payment of money over the property of others and give or receive the benefit of guarantees.
- (d) determine, raise and receive money by subscriptions, donations, fees, levies, grants, bequests, entry or user charges, sponsorship, government funding, community funding or otherwise;
- (e) produce, develop, create, licence and otherwise exploit, use and protect intellectual property;
- (f) determine who are its Members and others involved in PNZ and their entitlements, and withdraw, suspend, terminate or otherwise restrict membership and other benefits;
- (g) make, alter, rescind and enforce by-laws, regulations, policies, codes, charters and procedures for the governance, management and operation of PNZ and those involved (or seeking to be involved) in PNZ, including by way of some specific examples but not by limitation: those for eligibility, selection, appeals and behaviour for and of those involved (or seeking to be involved) in or with PNZ teams; athlete and other agreements; and any aspect relation to the Board;
- (h) determine, implement and enforce disciplinary, disputes and appeal procedures and make decisions, conduct hearings and impose sanctions and penalties;
- (i) engage and dismiss employees and contractors and put in place agreements with them, including with the CEO;
- (j) delegate powers of PNZ to any person, committee or sub-committee (the composition of which is not limited to Members) and establish, fund and set the terms of reference and structure;
- (k) conduct, engage or arrange with any person to fulfil the Objects of PNZ;
- (l) do any other acts or things which are incidental to or conducive to the attainment of the Objects.

5.2 The powers of PNZ must only be exercised in furtherance of PNZ's Objects and must not be exercised in a manner which is contrary to the Paralympic Movement.

## **6 MEMBERS**

- 6.1 The Members of PNZ are:
- (a) National Sports Organisations (NSOs) as defined in Rule 6.2 below;
  - (b) Parafeds as defined in Rule 6.3 below;
  - (c) Associate Members as defined in Rule 6.4 below;
  - (d) PNZ Order of Merit Members as defined in Rule 6.5 below; and
  - (e) any other category or categories of membership of PNZ as determined by the Board from time to time.
- 6.2 A NSO is an organisation which:
- (a) is currently affiliated to an IF which has been granted the status as a Paralympic sport by the IPC; and
  - (b) supports the development of the Paralympic Movement by providing real and specific Para sport in New Zealand; and
  - (c) conducts its activities in compliance with the rules of its IF and the IPC; and
  - (d) is recognised by the Board as the sole national governing body for that Para sport in New Zealand; and
  - (e) has applied for and received the Board's approval for Membership and is approved as a NSO by an Ordinary Resolution at the AGM; and
  - (f) has not been suspended or expelled under Rule 8.
- 6.3 A Parafed is an organisation which:
- (a) is a regional organisation which provides for Para sport and/or disability sport in its respective region; and
  - (b) supports the development of the Paralympic Movement by providing real and specific Para sport in New Zealand; and
  - (c) has applied for and received the Board's approval for Parafed Membership; and
  - (d) has not been suspended or expelled under Rule 8.
- 6.4 An Associate Member is an organisation which:
- (a) is an organisation which is not a NSO or a Parafed (as defined in Rules 6.2 and 6.3 above); and
  - (b) is recognised by the IPC, or is a Para sport related group recognised by the Board as important to New Zealand; and
  - (c) has applied for and received the Board's approval for Associate Membership; and
  - (d) has not been suspended or expelled under Rule 8.
- 6.5 Order of Merit
- The Order of Merit may be conferred by the Board, on any person to whom the Board specially desires to show its appreciation for valued services rendered to PNZ and/or Para sport. The Order of Merit will be awarded at a General Meeting or at some other suitable time as determined by the Board. No more than 25 living persons may be awarded the Order of Merit at any one time.

## **7 MEMBERS RIGHTS AND OBLIGATIONS**

- 7.1 NSOs and Parafeds only are entitled to speak (through their delegates) and vote at General Meetings. To avoid doubt, each NSO and Parafed is entitled to one (1) vote.
- 7.2 Associate Member's delegates are entitled to attend General Meetings but are not entitled to vote. They may speak at the discretion of the Chair.
- 7.3 Order of Merit Members are entitled to attend the General Meetings of PNZ and are entitled to speak but are not entitled to vote at any such meetings.
- 7.4 Any person or organisation expelled from the IPC may not be a Member.
- 7.5 The CEO shall keep and maintain a register of Members which complies with the Privacy Act 1993 and records the full name, address, category of membership and date of entry of each Member. The register

shall be available for inspection by Members at the office of PNZ. Members will have the right to update their details from time to time by writing to PNZ.

## **8 SUSPENSION/CESSATION OF MEMBERSHIP**

8.1 If in the opinion of the Board a Member has met one or more of the following, the Board may suspend such Member from Membership of PNZ, with or without conditions, for a period specified by the Board. The Member has:

- (a) failed to meet the criteria in Rule 6, being a NSO, Parafed or Associate Member;
- (b) acted in contravention of this Constitution, and/or the Paralympic Movement;
- (c) acted in a manner which would bring disrepute on themselves and/or PNZ;
- (d) (being an incorporated entity) been struck off the relevant incorporation register or otherwise dissolved, or the Member is being wound up, is in liquidation or receivership, or is subject to statutory management under the Corporations (Investigation and Management) Act 1989; or
- (e) defaulted on any subscription fee.

8.2 Before deciding to suspend a Member, the Board must provide the Member with a reasonable opportunity to appear and be heard by the Board in accordance with the principles of natural justice.

8.3 Upon suspension, unless otherwise specified by the Board, the Member is suspended from participation in all activities of PNZ until such time as the period specified in Rule 8.1 has expired or the Board terminates the suspension during that period.

8.4 Any Member may resign their membership in writing to the CEO.

8.5 A Member is expelled from PNZ if it is determined by a Special Resolution at a General Meeting that a Member has met one or more of the following conditions:

- (a) failed to meet the criteria in Rule 6;
  - (b) acted in contravention of this Constitution, and/or the Paralympic Movement;
  - (c) has acted in a manner which would bring disrepute on themselves and/or PNZ;
- provided that before voting on the Special Resolution, the Member must be given a reasonable opportunity to be heard at a General Meeting.

8.6 If any General Meeting resolution is proposed to expel a Member then the notice convening that General Meeting must clearly state the resolution to be proposed for consideration.

8.7 Upon expulsion the Member will cease their participation in all activities of PNZ and cease to be a Member.

8.8 A Member remains liable to PNZ for all monies owing at the date of resignation or cessation of Membership.

## **9 THE BOARD**

9.1 The Board is responsible for the governance of PNZ and the exercise of all powers of PNZ (subject to any restrictions or limitations under this Constitution). These powers may also be delegated by the Board to any persons it determines.

9.2 The Board shall comprise the following persons:

- (a) five (5) elected Board Members, each of whom is elected pursuant to Rule 9.4;
- (b) two (2) appointed pursuant to Rule 9.5;
- (c) by invitation of the Board, any current IPC governing Board member who is residing in New Zealand; and
- (d) if determined by the Board as necessary, one (1) co-opted Board Member appointed at any time in accordance with Rule 9.6.

- 9.3 In relation to the term of elected or appointed Board Members:
- (a) a Board Member's term is for a period of 4 years from the date of their appointment or the date from which their election is notified;
  - (b) a retiring elected or appointed Board Member is eligible for re-election.
- 9.4 The process for election of the elected Board Members is:
- (a) PNZ shall, in such manner and timeframe as the Board determines, call for nominations from Members and applications from the public for any vacant positions;
  - (b) the BAP (referred to in Rule 9.7) shall assess all nominations and applications against the criteria in Rule 9.9 and shall make a recommendation in writing to Members of the persons recommended by the BAP to fill the vacant positions; and
  - (c) voting shall be by a Postal Vote with the results notified to the Members.
- 9.5 The process for Board Members appointed by the BAP (referred to in Rule 9.7) is:
- (a) PNZ shall, in such manner and timeframe as it determines, call for nominations from Members and applications from the public for any vacant positions;
  - (b) the BAP shall assess all nominations and applications against the criteria in Rule 9.9;
  - (c) the BAP shall advise the Board of their recommended appointees which will be approved by the Board and then be notified to Members.
- 9.6 The basis for appointing a co-opted Board Member by the Board is as follows:
- (a) The Board may co-opt an additional person to the Board under Rule 9.2(d) for a specific purpose (for example where there is a specific need to ensure a fair balance and representation of both genders in the Board and/or to bring a specific expertise to the Board) and for a specific period not exceeding two (2) years from the date of appointment. A co-opted Board Member may be re-appointed for a further period of up to two (2) years.
  - (b) A co-opted Board Member must be a person who, at the time of their appointment is determined by the Board, to be capable of providing areas of competency that the Board seeks to fill and be capable of adding value to PNZ and to the Board through their skills and background.
  - (c) The Board shall determine its own process for identification, assessment and appointment of suitable candidates as a co-opted Board Member. This may include calling publicly and within PNZ for applications. The Board may form a committee to make recommendations.
- 9.7 The BAP shall comprise of:
- (a) the Board Chair or if they are seeking re-election then a Board Member (who is not seeking re-election) as determined by the Board, who shall chair the BAP;
  - (b) a person as determined by the Board with experience in governance/director appointments who is independent of PNZ and members; and
  - (c) a person appointed specifically to the role by the Members by Ordinary Resolution at the previous AGM, or if such person is unable to fulfil the role then a replacement person approved in writing by a majority of Members.
- 9.8 The decisions of the BAP shall be by majority vote and in the event of a tied vote then the chair of the BAP shall cast an additional vote. Prior to the BAP commencing its assessment process the Board shall undertake an evaluation of the competencies and needs of the Board and shall supply that information to the BAP. The BAP otherwise determines its own procedures and must undertake its process prior to the AGM at which vacancies will be notified. PNZ shall notify the Members of recommendations from the BAP at the same time as notification of the AGM agenda.
- 9.9 The BAP shall assess all Board candidates on merit, other than the IPC Governing Board Member and any Board Member co-opted pursuant to Rule 9.6. The BAP must take into account the following factors:

- (a) the candidate's prior experience in governance roles (such as trustee, director, executive committee member or similar);
- (b) the candidate's level of knowledge and understanding of sport and Para Sport;
- (c) the candidate's level of knowledge and experience in community, sports and/or not for profit organisations, and the Board as a whole, including the desirability for:
  - i. conflicts of interest to be minimised;
  - ii. the range of skills and experience on the Board;
  - iii. the need to ensure gender balance and diversity; and
  - iv. the candidate's understanding of and empathy with Para athletes and others involved in Para sport.

9.10 A Board Member is deemed to have vacated the Board in the following circumstances:

- (a) their term as a Board Member expires;
- (b) their involvement in the Board ceased whether by death, incapacity, moving overseas, failing to attend 3 consecutive Board meetings without reasonable excuse;
- (c) they are removed by a Special Resolution passed by the Board (or a Special Resolution passed at a General Meeting);
- (d) they are disqualified from being an officer of a charitable entity pursuant to section 16 of the Charities Act 2005; or
- (e) they are convicted of a criminal offence and sentenced to a term of imprisonment of three (3) months or more.

9.11 If the position of an elected or appointed Board Member becomes vacant, the Board will request the BAP to convene for the purpose of finding a replacement elected or appointed Board Member pursuant to either Rule 9.4 or Rule 9.5.

9.12 If there is no IPC Governing Board Member, the position shall remain vacant.

9.13 The Board, at its first meeting after the AGM, must appoint any one of its members to a Chair of the Board (and may appoint one of its members to be a deputy chair). The term of appointment will be until the conclusion of the following AGM and there is no maximum number of terms any individual may serve as Board Chair (or deputy chair of the Board).

9.14 All Board Members will have the right to attend and speak at a General Meeting but will not have voting rights (unless they are also a delegate for a Member with voting rights).

9.15 If, in the opinion of the Board, an issue arises which is not provided for in this Constitution, it shall be determined by the Board in such manner as it deems appropriate and expedient.

## **10 GENERAL MEETINGS**

10.1 All Board Members and Members (including delegates of Members) are eligible to attend a General Meeting which shall be held at such location, date and time as determined by the Board.

10.2 The AGM shall be held once every year and not later than four months after the end of the PNZ financial year specified in Rule 14.1.

10.3 The AGM shall consider the following business:

- (a) approval of previous minutes;
- (b) annual report including audited financial statements covering the relevant financial period;
- (c) the notification of elected Board Members;
- (d) appointment of auditor;
- (e) any applications for membership;
- (f) amendments to this Constitution;



- (g) approval of subscription fees; and
- (h) general business.

- 10.4 The CEO must send out notice of a General Meeting not less than 60 days prior to the date upon which it will commence, unless it is a Special General Meeting related to urgent matters (as determined by the Board), in which case not less than 7 days' notice of the General Meeting must be given. Such notice shall be given to all organisations or persons entitled to attend.
- 10.5 The notice of a General Meeting must include the time and place of the General Meeting and for notified business for inclusion in the agenda.
- 10.6 All closing dates shall be clearly stated in the notice and shall not be earlier than 20 days after the date of the notice was sent (unless it is a Special General Meeting related to urgent matters, in which case as much time as reasonable possible as determined by the CEO). Any notices in this Rule 10.6 must be in writing but may be sent by such means, including by email, as determined by the CEO.
- 10.7 Notification of business and nominations must be received in writing by the CEO by the closing date referred to in Rule 10.6.
- 10.8 The CEO shall send a full agenda including BAP recommendations and notified business to those entitled to receive such notice no later than 28 days prior to the General Meeting, unless it is a Special General Meeting related to urgent matters in which case not less than 7 days' notice.

## **11 VOTING AT GENERAL MEETINGS AND OTHER MATTERS**

- 11.1 Voting at a General Meeting is limited to NSOs and Parafeds, who each have one (1) vote. Voting rights can only be exercised by a delegate in person as referred to in Rule 11.2 and 11.7.
- 11.2 If any NSO or Parafed is unable to have a delegate present in person at any General Meeting they may appoint any other Member present at the meeting to vote on their behalf provided that a written proxy is handed to the CEO at the commencement of the meeting.
- 11.3 At the option of the Board Chair, voting will be either by voice, by a show of hands, or by ballot. Resolutions will be passed by a majority of the Members eligible to vote and voting. In the case of an equality of votes the Board Chair will have a casting vote.
- 11.4 At a General Meeting, at least seven (7) NSOs and/or Parafeds must have a delegate present in person to form a quorum. If a quorum is not present within thirty (30) minutes of the time set down for the meeting, no business will be transacted and the meeting will be adjourned for a period not less than five (5) days and no more than one (1) month. A Meeting Notice will be given to all organisations or persons entitled to attend with the adjourned meeting details. If there is no quorum present at the commencement of the adjourned meeting, then whatever number of NSO and/or Parafed delegates are present at the expiration of thirty (30) minutes after the commencement of the adjourned meeting will form a quorum.
- 11.5 The Board will, on the request of at least four (4) NSOs and/or Parafeds, call a Special Meeting. At any such meeting the only business to be transacted shall be that referred to in the notice calling the Special Meeting or which arises directly from the notice. If the Board fails to call a Special Meeting within one (1) month after the receipt by the CEO of a proper request, then any of the Parafeds or NSOs which joined in the request may summon a Special Meeting.
- 11.6 The Board Chair will preside at any General Meeting but if they are absent or unable to act, then the meeting will elect its own chairperson.

- 11.7 Any one (1) or more Members may participate in the General Meeting without being physically present. This may occur by telephone, through video conference facilities or by other means of electronic communication and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Member in this manner at a General Meeting shall constitute being present at that meeting.

## **12 BOARD MEETINGS**

- 12.1 The Board must adopt and operate (in accordance with this Constitution) policies set by the Board dealing with such matters as it decides and including all aspects of the Board's governance, activities and processes and including a policy allowing Board meetings to be held in person or by teleconference or by other means by which those participating may hear each other simultaneously. The Board must review its policies at intervals as determined by it in an effort to ensure that they record good governance for the affairs of PNZ.
- 12.2 At any meeting, at least four (4) Board Members must be present (in person or by other means) to form a quorum.
- 12.3 The Board Chair will preside at any Board meeting. If the Board Chair is either absent or unable to preside at any meeting, then that meeting will elect its own chairperson.
- 12.4 Each Board Member will have one vote and the Board Chair will have a casting vote as well as a deliberative vote.
- 12.5 A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by four (4) or more Board Members shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed or consented to by one (1) or more of the Board Members.

## **13 SUB-COMMITTEES**

- 13.1 The Board may from time to time appoint or disband sub-committees as it may consider expedient for the effective governance of PNZ. The Board will fix and/or amend the powers and duties of every sub-committee and will regulate and supervise the work of each sub-committee. The CEO will be an ex officio member of each sub-committee and the Board Chair or their appointee may attend meetings of such sub-committees.

## **14 FINANCE**

- 14.1 The financial year of PNZ shall, unless determined by the Board, commence on 1 January and end on 31 December.
- 14.2 The Board may require Members (but not Merit Order holders) to pay an subscription fee determined by a General Meeting on the recommendation of the Board.
- 14.3 The Board and CEO must ensure that proper records are kept of PNZ's financial transactions and an annual report is prepared and made available to members 14 days prior to the AGM following the end of the relevant financial year. The annual report will include audited financial statements, in the form required by the Board and sufficient to meet any statutory financial reporting and assurance obligations of PNZ.
- 14.4 The Board must adopt and implement appropriate policies as determined by it for management of the PNZ finances including those for delegation and authorisation.
- 14.5 The PNZ funds shall be invested in such manner as determined by the Board.
- 14.6 An auditor must be appointed at each Annual General Meeting.

14.7 The Board must appoint an Audit and Risk Committee to carry out specific duties entrusted to it.

## **15 EXECUTION OF INSTRUMENTS**

15.1 Deeds, contracts and other instruments may be executed or entered into as follows:

- (a) Deeds: A deed may be executed by any two (2) Board Members duly authorised by the Board signing the deed;
- (b) Contracts and other instruments: A contract or other enforceable obligation may be executed/signed or otherwise entered into by any person acting on behalf of, and under the authority of, the Board (including the CEO).

## **16 DISSOLUTION**

16.1 PNZ must be wound up and dissolved if at a General Meeting a Special Resolution is passed to this effect and such resolution is confirmed by a further Special Resolution passed at a subsequent General Meeting called for that purpose and held not earlier than 60 days and not later than 90 days after the date on which the original resolution was passed.

16.2 If upon the dissolution of PNZ there remains, after the satisfaction of all PNZ debts and liabilities, any property whatsoever this shall be given or transferred to some other organisations (as decided by Members) having objects similar to the Objects of PNZ that are charitable under New Zealand law.

## **17 DISCIPLINE, DISPUTES AND APPEALS**

17.1 The Board shall appoint judicial and disciplinary bodies, committees, officers and other such individuals as it considers appropriate to carry out judicial and disciplinary functions. The composition, powers, functions, jurisdiction, penalties and any appeal mechanism for any judicial or disciplinary body or officer shall be set out in regulations or a PNZ Agreement. The jurisdiction of any judicial or disciplinary body or officer shall be set out in regulations or a PNZ Agreement and may deal, without limitation, with one or more of the following matters:

- (a) the application or interpretation of any regulation or a PNZ Agreement;
- (b) an allegation of misconduct involving any person under the jurisdiction of PNZ;
- (c) an alleged breach of this Constitution;
- (d) an alleged breach of any regulation or a PNZ Agreement.

17.2 If there is a dispute or difference which is not provided for in any regulation or a PNZ Agreement, it shall be resolved by the following procedure:

- (a) the parties to the dispute will actively and in good faith negotiate the dispute with a view to a speedy resolution of the dispute or differences;
- (b) if within 21 days from the commencement of negotiations in Rule 17.2 (a) the matter has not been resolved, then either party may request the matter be referred to a mediator by giving the other notice in writing requesting the mediation. If the other party agrees and a mutually agreed mediator is appointed the parties will then agree the rules for any mediation in full consultation with the agreed appointed mediator before they commence the mediation. Participation in a mediation will not prejudice any other right or entitlement either of them may have;
- (c) if within 30 days of the matter being referred to a mediator or if the parties cannot agree to refer to mediation, then either party may refer the dispute or difference to the Tribunal by giving the other notice in writing stating the subject matter of the dispute and the party's desire to have the matter referred to the Tribunal. If the Tribunal accepts the referral of the dispute, it shall be resolved by the Tribunal in accordance with the Rules of the Tribunal; and
- (d) if the Tribunal does not accept the referral, the dispute may be submitted to CAS in accordance with the Code of Sports-Related Arbitration.

- 17.3 If the Board considers there is a dispute or disciplinary matter that requires action by a Member, the Board may at any time, require the Member to investigate and undertake a disciplinary or dispute resolution process. The Member must report to the Board on the investigation and action taken in relation to the disciplinary matter or dispute.
- 17.4 PNZ recognises the Tribunal as the forum to resolve certain sports-related disputes as set out in the Rules of the Tribunal. Any person may appeal a decision of PNZ regarding sports-related matter where this Constitution, any regulation or a PNZ Agreement provides for the ability to refer the matter to the Tribunal.
- 17.5 PNZ recognises that CAS has jurisdiction to hear certain matters in accordance with CAS statutes, either directly or by way of appeal from a local decision, including but not limited to any dispute arising on occasion of, or in connection with the Paralympic Games. The decision of CAS is final and shall not be questioned in any court of law.
- 17.6 Decisions and awards of the Tribunal, IPC and CAS are binding on PNZ and its Members.

## **18 ALTERATIONS AND INTERPRETATION**

- 18.1 These Rules may be amended or rescinded by a Special Resolution passed at a General Meeting; provided that any alteration or addition to, or rescission of, any Rule in the Constitution, or the replacement of the Constitution, must not:
- (a) alter the fundamental nature of PNZ's Objects; or
  - (b) affect the continued operation of PNZ for charitable purposes under New Zealand law, for the benefit of the public and not for private profit.
- 18.2 Notice of intention to propose any such alteration must be submitted in writing to the CEO no later than one (1) month prior to a General Meeting and be referred to in the notice of that meeting.
- 18.3 If any doubt or ambiguity arises as to the meaning or interpretation of these Rules, the same may be resolved by the Board or, if the doubt or ambiguity arises at a General Meeting, by the chairperson at any such General Meeting; such decision to be final and conclusive.

## **19 ANTI-DOPING**

- 19.1 The Sports Anti-Doping Rules, as administered by Drug Free Sport New Zealand, will be binding on PNZ and its Members at all times and in respect of any Paralympic Games (or other events run under the jurisdiction of the IPC), PNZ events, and in respect of all PNZ athletes and staff (including employees, contractors and volunteers) over which it has jurisdiction.
- 19.2 Nothing in Rule 19.1 is intended to replace or supersede any applicable rule of the IPC which may apply with respect to anti-doping matters provided any such IPC rule is consistent in all respects with the World Anti-Doping Code.

## **20 ANTI-MATCH FIXING AND SPORTS BETTING**

- 20.1 PNZ has adopted an Anti-Match Fixing and Sports Betting Policy which is binding on PNZ and its Members at all times and in respect of any Paralympic Games (or other events run under the jurisdiction of the IPC), PNZ events, and in respect of all PNZ athletes and staff (including employees, contractors and volunteers) over which it has jurisdiction.

## **21 TRANSITIONAL PROVISIONS**

- 21.1 The membership of PNZ will include all organisations or individual persons who were Members under the previous Constitution of PNZ (notwithstanding that their category of membership may have changed under this Constitution).

21.2 The current Board under the previous Constitution of PNZ will constitute the initial Board under this Constitution. The term of each Board Member is set out below:

Board Member	Name	Term Expiry
1	Jana Rangooni	April 2018
2	Jane Cotter	April 2018
3	Duane Kale	AGM 2019
4	Paula Tesoreiro	AGM 2019
5	To be elected at AGM 2017	AGM 2020
6	To be elected at AGM 2017	AGM 2020
7	To be elected at AGM 2017	AGM 2020
8	To be elected at AGM 2017	AGM 2020