



**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**".

2 DEFINITIONS

"**Accredited Representative**" means the person appointed under Rule 12(a) to represent a Principal Member or Affiliated Member.

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

"**Affiliated Member**" means the members admitted as Affiliated Members of PNZ in accordance with Rule 7(b).

"**Annual General Meeting**" means the Annual General Meeting of the Council held in accordance with Rule 13.

"**Board**" means the Board of PNZ.

"**Board Member**" means a member of the Board of PNZ.

"**Chairperson**" means the Chairperson of the Board appointed under Rule 14(b).

"**Chief Executive Officer**" means the Chief Executive Officer appointed by the Board under Rule 16(a).

"**Council**" means the assembly of the Principal Members (by their Accredited Representative or Deputy Representative as the case may be) in a Special Meeting or Annual General Meeting.

"**Deputy Representative**" means the person appointed under Rule 12(a) to represent a Principal Member or Affiliated Member in the absence of a Member's Accredited Representative.

"**Equity**" means the quality of being fair and impartial.

"**Intellectual Property**" means all intellectual property including current and future registered and unregistered rights in respect of copyright, designs, circuit layouts, trade marks, trade secrets, know-how, confidential information, patents, invention and discoveries and all other intellectual property as defined in Article 2 of the Convention Establishing the World Intellectual Property Organization 1967.

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

"**Member**" means any one or more Principal Member, Affiliated Member and/or Order of Merit Member.

"**Mission**" means the objectives of PNZ as set out in Rule 4.

"**Objects**" means the Objects set out in Rule 5.

"**Officers**" means the officers set out in Rule 14.

"**Order of Merit Member**" means a member admitted as an Order of Merit Member of PNZ in accordance with Rule 7(c), and **Order of Merit Membership** has a corresponding meaning.

"**Para-Athletes**" means athletes participating/competing in a Para-sport recognised by the IPC.

"**Para-sport**" means the various para-sport disciplines.

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"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).

"PNZ" means Paralympics New Zealand Incorporated.

"Principal Member" means the members admitted as Principal Members of PNZ in accordance with Rule 7(a).

"Principal Membership Criteria" means the criteria for becoming and remaining a Principal Member as determined by PNZ from time to time.

"Special Meeting" means a Special Meeting of the Council held in accordance with Rule 13.

"Subscription" means such subscriptions, fees, levies, dues, or other recurring or non-recurring charges as the Council may determine from time to time in its sole discretion.

3 REGISTERED OFFICE

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

4 MISSION

PNZ's ultimate aim is to inspire, educate and enlighten all New Zealanders, and especially disabled New Zealanders, by supporting and encouraging opportunities for disabled New Zealanders to participate, perform to their full potential, and be recognised for their achievements in sport, and PNZ will do this by pursuing the following Mission:

LEAD Prepare, select and lead teams to the Paralympic Games.

EXCEL Ensure development of programmes, systems and events to support Para-Athletes to win medals.

CHAMPION Acknowledge and celebrate disabled New Zealanders.

ADVOCATE Promote Equity through sport.

PNZ's Mission is to be pursued for the benefit of the public and not for private profit.

5 OBJECTS

Consistent with, and in furtherance of, PNZ's Mission, the specific Objects of PNZ are:

- (a) to be the National Paralympic Committee for New Zealand as recognised by the IPC and to develop, promote and protect the Paralympic Movement in New Zealand;
- (b) to contribute to the development of the vision, mission, objects, purposes and goals of the IPC as the National Paralympic Committee for New Zealand;
- (c) to act as the national governing body of Para-sports in New Zealand;
- (d) to be responsible for the selection and participation of New Zealand Para-Athletes and teams at the Paralympic Games and at other events;
- (e) to educate New Zealanders, especially the youth of New Zealand, about the Paralympic Movement and the involvement of Para-Athletes in Para-sport;
- (f) to encourage and support the participation and development of Para-sport in New Zealand;
- (g) to be a leading advocate on Para-sport in New Zealand;

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- (h) to discourage all forms of illegal/prohibited sports betting, match-fixing, corruption, discrimination and violence in sport in accordance with the rules and regulations of the IPC and any applicable law;
- (i) to discourage all forms doping in accordance with the rules and regulations of the IPC 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;
- (j) to 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; and
- (k) to 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.

6. POWERS

Subject to this Constitution, the powers of PNZ, which must only be exercised in furtherance of PNZ's Mission (and in accordance with the Objects set out above), are to:

- (a) make, alter, rescind or enforce this Constitution, and any regulations, rules, policies or procedures for the governance, management and operation of PNZ;
- (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 to 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 PNZ and grant such rights and privileges over such property as it considers appropriate;
- (e) construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (f) determine, raise and receive money by subscriptions, fees, levies, donations, entry or usage charges, sponsorship, government funding, community and/or trust funding, or otherwise;
- (g) establish a Board, committees and other groups and to delegate its powers and functions to such groups;
- (h) enter into, manage, and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations;
- (i) discipline its Members and determine, implement, and enforce disciplinary procedures and regulations, including imposing sanctions;
- (j) produce, develop, create, own, licence and otherwise exploit, use and protect Intellectual Property;
- (k) assign or delegate functions to and/or enter into agreements with government organisations and agencies;
- (l) make, alter, rescind, and enforce rules of competitions and events for Para-sports;
- (m) establish, organise and control national and international Para-sport events in New Zealand;

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- (n) award, grant or otherwise honour achievement in, and service to PNZ;
- (o) select individuals, teams and squads to represent New Zealand at international Para-sport events;
- (p) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of PNZ and, for that purpose, to utilise any of the assets of or held on behalf of PNZ;
- (q) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that PNZ may consider desirable for the promotion of its Mission;
- (r) produce and transmit/distribute via broadcast/digital media (including social media) such content that PNZ may consider desirable for the promotion of its Mission;
- (s) 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 PNZ, or with which PNZ is authorised to amalgamate or generally for any purpose designed to benefit PNZ;
- (t) be a member of, affiliate of, or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Mission of PNZ; and
- (u) do any other acts or things which further the Mission of PNZ,

PROVIDED that the above powers shall not limit the rights and powers of PNZ as an incorporated society under the Act.

7 MEMBERS

Membership of PNZ will be divided into Principal Members, Affiliated Members and Order of Merit Members and the following provisions will apply:

- (a) **Principal Members** will comprise those incorporated bodies that meet the Principal Membership Criteria and are admitted as Principal Members by resolution of the Council.
- (b) **Affiliated Members** will comprise those incorporated or unincorporated bodies that share some particular area of interest or concern with PNZ and are admitted as Affiliated Members by resolution of the Council.
- (c) **Order of Merit Membership** may be conferred upon any person to whom PNZ specially desires to show its appreciation for valued services rendered to PNZ. Such privilege shall be on the recommendation of the Board and conferred only at the Annual General Meeting of which due notice has been given. A majority vote of seventy-five percent (75%) of the Members present at any Annual General Meeting and entitled to vote will be required before an Order of Merit Membership is conferred on any person.
- (d) Every application for admission to membership in 7(a), and 7(b) above will be made in writing and addressed to the Chief Executive Officer.
- (e) Between meetings of the Council, the Board will be empowered to grant interim membership which shall be confirmed or refused by the Council at its next meeting.

8 RULES OF MEMBERSHIP

- (a) The Council may refuse membership to any applicant and may require an applicant to remain an Affiliated Member for such period as the Council may decide.
- (b) Principal Members only are entitled, through their Accredited Representative (or Deputy Representative as the case may be), to speak and vote at Annual General Meetings or any

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Special Meetings. To avoid doubt, each Principal Member is entitled to one (1) vote cast by the Principal Member's Accredited Representative or, in his/her absence, the Deputy Representative.

- (c) Principal Members may send up to two observers to the Annual General Meeting and any Special Meeting in addition to their Accredited Representative and Deputy Representative. Observers are not entitled to vote and may speak only at the invitation of the Chairperson of the Board.
- (d) Affiliated Members are entitled to attend Annual General Meetings and any Special Meetings as observers through their Accredited Representatives (or Deputy Representative as the case may be). Affiliated Members are not entitled to vote, but may, through their Accredited Representative (or Deputy Representative as the case may be) speak at the discretion of the Chairperson.
- (e) A Member may not belong simultaneously to more than one class of membership. Members eligible, or becoming eligible for Principal Membership will not be eligible for Affiliated Membership.
- (f) Order of Merit Members are entitled to attend the Annual General Meeting and any Special Meeting of PNZ and are entitled to speak but are not entitled to vote at any such meetings.

9 CESSATION OF MEMBERSHIP

- (a) Any Member may resign his/her/its membership by letter addressed to the Chief Executive Officer, but the resignation will not relieve that Member from liability to pay the Subscription in the then current year or any Subscription due and accrued from previous years.
- (b) The membership of any Member may be terminated by the Board at any time for non-payment of the Subscription.
- (c) Status as a Principal Member may be terminated by the Board if the Principal Member fails to meet the Principal Membership Criteria.
- (d) The membership of any Member may be terminated by a resolution of the Council for conduct which in the opinion of the Council is prejudicial to the character and reputation of PNZ or its management and good governance or to any of PNZ's objectives from time to time.
- (e) The membership of any Member may, in any of the circumstances referred to in Rule 9(d), be suspended by the Council for such period as may be thought fit and, in that event, the Member will for that period cease to have any rights and privileges relating to his/her/its membership, but will remain liable for the Subscription.
- (f) Termination or suspension of membership will take effect from the date on which the Chief Executive (or his/her office) posts a letter addressed to that Member at the Member's last known address, notifying that Member of the termination or suspension.
- (g) Any Member whose membership is suspended or terminated by the Council under Rules 9(d) or 9(e) and where the reason for the suspension or termination is a sports related matter, the Member may appeal the Council's decision to the Sports Tribunal of New Zealand ("**Tribunal**") in accordance with Rule 22. An appeal to the Tribunal will not act as a stay of the suspension or termination of the Member's membership unless the Tribunal orders otherwise.

10 SUBSCRIPTIONS AND FINANCIAL YEAR

- (a) PNZ may impose a Subscription upon Members. Council may, from time to time, change the rates of Subscription and may impose different rates of Subscription for different classes of membership. Council may also grant any special concessions it may think expedient in its sole discretion.

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- (b) The financial year of PNZ will end on 30th June each year or such other date as the Council may determine.

11 NATIONAL MEMBERSHIP REGISTER OF MEMBERS

- (a) **PNZ** - The Chief Executive Officer shall keep and maintain a national membership register in which shall be entered the full name, address, class of membership, the date of entry or each Member, and any other details about each Member, as agreed, and each Board Member.
- (b) **Changes** - All Members shall provide written notice to PNZ of any change to their details held in accordance with Rule 11(a).
- (c) **Privacy Act** - PNZ shall, in collecting personal information from any individuals for the national membership register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- (d) **Inspection** - Any Member's entry on the national membership register shall be available for inspection by that Member and the Board Members, upon reasonable request and in compliance with the Privacy Act 1993.

12 ACCREDITED REPRESENTATIVE AND DEPUTY REPRESENTATIVE

- (a) Each Principal Member and each Affiliated Member will appoint one Accredited Representative and one Deputy Representative and will notify in writing the names of the same to the Chief Executive Officer.
- (b) Each Accredited Representative and Deputy Representative (in the absence of the Accredited Representative) is eligible to represent his/her appointor until notice of his/her replacement is given in writing to the Chief Executive Officer.
- (c) Notwithstanding the foregoing, Council may, by resolution, require any Accredited Representative or Deputy Representative to be withdrawn and replaced by his/her appointing Member upon giving to the appointing Member written notice to that effect. The appointing Member's Accredited Representative or Deputy Representative will cease to have the representative rights granted under the Rules (including without limitation, the right to attend meetings and vote on behalf of a Member), from the date the written notice is posted to the appointing Member's last known address.
- (d) In the event of any Accredited Representative being unable to attend any Annual General Meeting or any Special Meeting, his/her place may be taken by the Deputy Representative.
- (e) The Council may from time to time divide New Zealand into geographical regions and increase or reduce the number of, or alter the boundaries of the same.

13 ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

- (a) Notice of the Annual General Meeting and any Special Meeting will be given to every Principal Member, Affiliated Member, Order of Merit Member and invitees designated by the Board by delivering or posting to them, at their respective registered offices or usual or last-known address, no later than one (1) month before the meeting, a notice stating the date and place of meeting and the nature of the business to be transacted ("**Meeting Notice**").
- (b) At the Annual General Meeting and any Special Meeting each Principal Member will, through the Accredited Representative (or Deputy Representative as the case may be), be entitled to one (1) vote (exercised as a representative and not a delegate in the manner which in the representative's opinion will best further the interests and objectives of PNZ).
- (c) Voting will, at the option of the Chairperson of the Board, be either by voice, by a show of hands, or by ballot if required by the Chairperson of the Board. Resolutions will be passed by a majority of the Members eligible to vote and voting. The Chairperson of the Board will have a casting vote.

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- (d) At the Annual General Meeting and any Special Meeting, seven Accredited Representatives (or Deputy Representatives as the case may be) of Principal Members will 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 not more than one (1) month. A Meeting Notice will be given of the adjourned meeting as prescribed by Rule 13(a) (other than the notice period which will be less than one (1) month but not less than five (5) days) above and, if there is no quorum present at the commencement of the adjourned meeting, then whatever numbers of Accredited Representatives (or Deputy Representatives as the case may be) of Principal Members are present at the expiration of thirty (30) minutes after the commencement of the adjourned meeting will form a quorum.
- (e) The Annual General Meeting will be held not later than the last day of September (or such other date as agreed by a majority of Principal Members upon the recommendation of the Board) in each year to receive annual reports and accounts, to make the elections required by these Rules and to transact any other business of which due notice has been given.
- (f) The Board may call a Special Meeting of the Council as it deems expedient or desirable.
- (g) The Board will, on the requisition of at least four (4) Principal Members, call a Special Meeting, but at any such meeting only that business will be transacted which has been 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 Chief Executive Officer of a proper requisition, then any of the Principal Members which joined in the requisition may summon a Special Meeting.
- (h) The Chairperson of the Board will preside at the Annual General Meeting and any Special Meetings and Board meetings, but if he/she is absent or unable to act, then the meeting will elect its own Chairperson.
- (i) If any Principal Member's Accredited Representative (or Deputy Representative as the case may be), is unable to be present in person at any Annual General Meeting or any Special Meeting, he/she may, by memorandum in writing, appoint any other Accredited Representative (or Deputy Representatives as the case may be) to vote on his/her behalf provided that the memorandum of proxy shall be handed to the Chief Executive Officer at the commencement of the meeting.
- (j) Any one (1) or more Accredited Representatives (or Deputy Representatives as the case may be) may participate in the Annual General Meeting and any Special Meetings without being physically present. This may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Principal Members, Affiliated Members, Order of Merit Members and invitees designated by the Board and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Accredited Representatives (or Deputy Representatives as the case may be) in this manner at the Annual General Meeting and any Special Meeting shall constitute the presence of that person at that meeting.

14 OFFICERS

- (a) The Officers of PNZ will be the following:
 - (i). **Patron(s)** – The Patron(s) will be elected each year at the Annual General Meeting. Nominations for this (these) position(s) must be submitted in writing to the Chief Executive Officer no later than one (1) month prior to the Annual General Meeting and will be circulated with the Notice of Meeting.
 - (ii). **Chairperson of the Board** – The Chairperson of the Board will be appointed by the Board at its first meeting following the Annual General Meeting.
 - (iii). **Board Members** – Board Members elected or co-opted to the Board.

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- (iv). **Auditor and Solicitor** – An Auditor and a Solicitor will be appointed by the Board. The Auditor will examine and report upon the accounts to be presented to the next Annual General Meeting. No member of the Board will be appointed Auditor.
- (b) Honoraria may be paid to the Chairperson of the Board only upon resolution of the Board, provided that any such honoraria is a reasonable reward or reimbursement and that Section 5 of the Act is observed.
- (c) The Officers of PNZ must meet the qualification requirements set out in section 16 of the Charities Act 2005.

15 MANAGEMENT

Subject to any directions which may be given by resolution of the Council, the control, disposition and management of all the affairs, business monies and property of PNZ will be vested in the Board and, in particular, the following will apply:

- (a) The income and the property of PNZ will be applied solely towards the promotion and the carrying out of the Mission (in accordance with the Objects).
- (b) Payments drawn on PNZ's bank accounts will be signed by any two of four persons appointed and authorised by the Board, other than the Auditor.
- (c) The Board will have the power to borrow or raise monies for any purposes deemed to further the Mission, with or without security, over the whole or part of the assets of PNZ.
- (d) Any monies not immediately required for PNZ purposes may be invested by the Board in such investments as it deems expedient. Such investments must be of a type authorised for trust funds by the Trustee Act 1956 (or any replacement Act), or in contributory first mortgage of land, or in the purchase of any interest or share in freehold land, or in the fully paid ordinary shares of any company listed on the New Zealand Stock Exchange.
- (e) The Board, Officers and staff of PNZ will be indemnified by PNZ against all liabilities incurred by them in the discharge of their duties save to the extent that any such liabilities may arise from their fraud or wilful misconduct, neglect or default. They may be reimbursed "out-of-pocket" expenses properly incurred in the performance of their duties.
- (f) The Board will have the power to purchase, lease, hire or otherwise acquire any real or personal property necessary or convenient for the carrying out of any of the Mission and also to sell, lease, hire, exchange or dispose of same.

16 STAFF

- (a) **Chief Executive Officer** – The Board will appoint and employ its own Chief Executive Officer, who will be remunerated for his/her services. The Chief Executive Officer will be a member of the Board with speaking rights but without voting rights and will attend all Annual General Meetings and Special Meetings. The Chief Executive Officer will be responsible for keeping all minutes and records, managing all administrative functions of PNZ, and submitting reports to the Council and Board.
- (b) **Other Staff** – The appointment of additional staff will be the responsibility of the Chief Executive Officer.

17 BOARD

- (a) The Board will comprise six members, elected by the Council at the Annual General Meeting from nominations submitted by Principal Members, any co-opted members (pursuant to Rule 17(d) plus the Chief Executive Officer. Nominations for these positions must be submitted in writing to the Chief Executive Officer no later than one month prior to the Annual General Meeting and will be circulated with the meeting agenda and related papers. All

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nominations will be presented to the Council for voting regardless of the number of nominations and number of Board vacancies.

- (b) Board Members need not be Accredited Representatives or Deputy Representatives.
- (c) Board Members referred to in Rule 17(a) will hold office for a three (3) year period, with two (2) members only retiring at each election on a rotational basis. The retiring Board Members may, however, stand for re-election to the Board at that or any future election of Officers.
- (d) The Board may co-opt up to three (3) additional persons to be Board Members for a term of up to three (3) years from the date of appointment and any such co-opted Board Member need not be a Member or associated with a Member.
- (e) All Board Members will have the right to attend and speak at the Annual General Meeting or any Special Meeting but will not have voting rights unless they are also an Accredited Representative (or Deputy Representative as the case may be) of a Principal Member with voting rights.

18 BOARD MEETINGS

- (a) The Board may adjourn or regulate its meetings as it thinks fit. At any meeting, four (4) Board Members present will form a quorum.
- (b) If the Chairperson is either absent or unable to preside at any meeting, then that meeting will elect its own Chairperson.
- (c) Each Board Member will have one vote and the Chairperson will have a casting vote as well as a deliberative vote.
- (d) Any one (1) or more Board Member(s) may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- (e) 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 by one (1) or more of the Board Members.

19 SUB-COMMITTEES

The Board may from time to time appoint or disband such sub-committees as it may consider expedient for the effective management 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 Chief Executive Officer will be an ex officio member of each sub-committee and the Chairperson of the Board and/or his/her appointee may attend meetings of such sub-committees.

20 EMERGENCY COMMITTEE

- (a) When a sub-committee has been appointed, an emergency committee comprising the Chairperson of the Board, one (1) Board member appointed by the Board and the convenor of the relevant sub-committee will be available to handle any matter(s) requiring urgent attention.
- (b) The emergency committee will have the full power of the Board to act on matters as set out in Rule 20(a) and such actions will be reported to the next Board meeting.

21 VACANCIES

- (a) Where any vacancy occurs in relation to an elected Board Member, then such a position may be filled by the Board until the next Annual General Meeting.
- (b) A vacancy will be deemed to occur if an elected Board Member dies, resigns, or fails without leave to attend in person three (3) consecutive Board meetings.

22 WADA POLICY AND SPORTS TRIBUNAL OF NEW ZEALAND

- (a) PNZ is committed to the principles and policies of the World Anti-Doping Agency ("**WADA**") and the World Anti-Doping Program, including the WADA Code.
- (b) PNZ will ensure that it complies with the WADA Code at all times and will make such regulations from time to time as are necessary to give practical effect to the WADA Code and to ensure that the principles of the World Anti-Doping Program are implemented and upheld.
- (c) An individual athlete, or that athlete's related Member organisation, involved in any PNZ related program or competing under the sponsorship or auspices of PNZ, will have the right to appeal any decision made by PNZ regarding a sports related matter ("**sports related decision**") in relation to that athlete to the Sports Tribunal of New Zealand ("**Tribunal**") to be heard and determined in accordance with the rules of the Tribunal, provided that:
 - (i). the athlete (or related Member organisation) has exhausted all other avenues of appeal; and
 - (ii). the application for appeal is registered by the athlete (or related Member organisation) within fourteen (14) days of the athlete (or related Member organisation) being advised of PNZ's decision.
- (d) The grounds of any appeal in relation to Rule 22(c) will be limited to the following matters:
 - (i). the decision of PNZ under appeal was made without jurisdiction;
 - (ii). the athlete (or related Member organisation) was denied natural justice by PNZ;
 - (iii). substantial new evidence has become available after the decision of PNZ;
 - (iv). that the penalty imposed by PNZ was excessive or inappropriate,or, in relation to decisions involving the selection or non-selection of an athlete as a New Zealand representative in a sport or to a New Zealand representative sports team or Squad:
 - (v). there were no applicable selection criteria followed by PNZ;
 - (vi). the selection criteria were not properly followed or implemented by PNZ;
 - (vii). there was a breach of natural justice by PNZ; or
 - (viii). there was no material on which PNZ's selection decision could reasonably be based.
- (e) For the purposes of Rule 22(c) the term "sports related decision" means any decision made by PNZ in relation to an athlete (or related Member organisation) involved in any PNZ program or competing under the sponsorship or auspices of PNZ including, without limitation, any decisions relating to an athlete's (or related Member organisation's) continued involvement in a PNZ program or sporting competition, or a decision by PNZ in relation to the selection (or non-selection) of an athlete as a New Zealand representative in a sport or to a New Zealand representative sports team or squad.

23 SEAL AND EXECUTION OF INSTRUMENTS

PNZ will have a common seal which will be kept under the control of the Chief Executive Officer and will only be used pursuant to a resolution of the Board and attestation by any two (2) Board Members (where affixing of the same is required). Contracts and other enforceable obligations requiring the signature of PNZ may be signed:

- (a) **Deeds:** in the case of a deed, under the common seal of PNZ or by duly authorised signatories of the Board (being any two (2) Board Members);
- (b) **Contracts:** in the case of a contract, by a person acting on behalf of and under the authority of the Board (including the Chief Executive Officer).

24 REGULATIONS

The Board may make such regulations or standing orders as it deems necessary for the orderly conduct of committees, meetings and the administration of PNZ's affairs, subject to observing the Rules contained in this Constitution.

25 WINDING UP

- (a) If at any Annual General Meeting or any Special Meeting, of which due notice has been given, a resolution for the winding up of PNZ is passed by a majority of seventy-five percent (75%) of votes of the Principal Members present and eligible to vote, then PNZ shall be wound up in the manner prescribed by the Act.
- (b) Upon such winding up, any monies and property of PNZ remaining after payment of its liabilities will be disposed of as prescribed by a resolution passed by a majority of Members present and voting at a Special Meeting or Annual General Meeting called for that purpose, provided that the same will be paid to or applied for the benefit of an organisation or organisations advancing PNZ's Mission or advancing a purpose or purposes consistent with (or similar to) PNZ's Mission that is charitable under New Zealand law.

26 ALTERATIONS – INTERPRETATION

- (a) These Rules may be amended or rescinded by a resolution of the Council passed by a majority of seventy-five percent (75%) of those Principal Members present and eligible to vote, provided that any alteration or addition to, or rescission of, any Rule in the Constitution, or the replacement of the Constitution, must not:
 - (i) alter the fundamental nature of PNZ's Mission and Objects; or
 - (ii) affect the continued operation of PNZ for charitable purposes under New Zealand law, for the benefit of the public and not for private profit.

Notice of intention to propose any such alteration must be submitted in writing to the Chief Executive Officer no later than one (1) month prior to an Annual General Meeting or any Special Meeting and be referred to in the notice of that meeting.

- (b) If any doubt or ambiguity arises as to the meaning or interpretation of these Rules, the same may be resolved by a resolution of the Council, such decision to be final and conclusive.

CONSTITUTION OF PARALYMPICS NEW ZEALAND INCORPORATED

This Constitution was adopted by Paralympics New Zealand Incorporated at its Annual General Meeting on 30 September 2015

Signature

Name of member

Signature

Name of member

Signature

Name of member